

Proposals by the Board of Directors to the Annual General Meeting to be held on 22 March 2013

1. Use of the profit shown on the balance sheet and resolution on the dividend distribution

The Board of Directors proposes that, in accordance with the valid dividend policy of the Group, no dividend is paid for the year 2012.

2. Election of the auditor

The Board of Directors proposes that Authorised Public Accounting firm PricewaterhouseCoopers Oy is elected as the auditor of the company for the following term of office. PricewaterhouseCoopers Oy has notified the company that Jan Holmberg, Authorised Public Accountant, will act as the responsible auditor.

3. Authorisation of the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the General Meeting authorises the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Limited Liability Companies Act in one or several installments, either against payment or without payment. The aggregate amount of shares to be issued, including the shares to be received based on special rights, shall not exceed 7,500,000 shares. The Board of Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the company.

The authorisation entitles the Board of Directors to resolve on all conditions for the share issue and the issue of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorisation is proposed to be used to strengthen the balance sheet and financial position of the company or to other purposes to be resolved on by the Board of Directors.

The authorisation is proposed to be in force for five (5) years from the resolution of the General Meeting. The authorisation cancels the authorisation to resolve on a share issue and issue of special rights entitling to shares given to the Board of Directors by the Extraordinary General Meeting on 8 September 2009. The authorisation cancels also the authorisation to resolve on a share issue and issue of special rights entitling to shares given to the Board of Directors by the Annual General Meeting of shareholders on 23 February 2012.

Helsinki, 28 February 2013

COMPONENTA CORPORATION
The Board of Directors

Casting Future **SOLUTIONS**

COMPONENTA CORPORATION

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