

Proposals by the Board of Directors to the Extraordinary General Meeting to be held on 15 April 2016

1 ISSUANCE OF STOCK OPTIONS

The Board of Directors proposes that stock options would be issued by the Extraordinary General Meeting to the key employees of the Componenta Group on the terms and conditions attached hereto.

The Company has a weighty financial reason for the issue of stock options, since the stock options are intended to form part of the incentive and commitment program for the key employees. The purpose of the stock options is to encourage the key employees to work on a long-term basis to increase shareholder value. The purpose of the stock options is also to commit the key employees to the Company.

The maximum total number of stock options issued will be 10,000,000 and they will be issued gratuitously. The stock options entitle their owners to subscribe for a maximum total of 10,000,000 new shares in the Company or existing shares held by the Company.

The share subscription period for stock options will be 1 April 2020 - 31 March 2022. The subscription price for shares subscribed based on stock options will be EUR 0.50 per share. The share subscription price is based on the fair value of the share. The share subscription price will be credited to the reserve for invested unrestricted equity.

The Board of Directors will resolve on the distribution of stock options. The Board of Directors may resolve on particular additional provisions concerning the receipt of stock options. Stock options will be distributed only, if the Company resolves to execute the planned financing arrangements.

2 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND AN ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

The Board of Directors proposes to the Extraordinary General Meeting that the General Meeting authorises the Board of Directors to resolve on an issuance of shares and an issuance of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Limited Liability Companies Act in one or several instalments, either against payment or without payment.

The aggregate amount of shares to be issued or transferred based on the authorization, including shares received based on special rights entitling to shares, shall not exceed 100,000,000 shares. The authorization entitles the Board of Directors to resolve on issuance of, for example, such special rights that entitle their holder to receive new shares or the company's own shares for consideration in such a manner that the subscription price of the shares is to be set off against a receivable of the subscriber ("Convertible Bond"). The Board of the Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the company.

The authorization entitles the Board of Directors to resolve on all conditions for the issuance of shares and the issuance of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorization is proposed to be used, for example, to strengthen the balance sheet and financial position of the company.

The authorization is proposed to be in force until the closing of the next Annual General Meeting, however no later than 30 June 2017. The authorization replaces the authorization of the Board of Directors to resolve on a share issue and an issuance of special rights entitling to shares given by the Annual General Meeting on 11 March 2015.

Helsinki, 24 March 2016

COMPONENTA CORPORATION
Board of Directors