

# Communications and Disclosure Policy



COMPONENTA

## This policy statement defines the principles, roles and responsibilities of Componenta's communications and investor relations within the Group.

### Componenta's communication objectives and publicity principle

At Componenta, the tasks of communication are:

- To fulfil the disclosure obligations of a listed company
- To manage the reputation of Componenta
- To support the business operations and strategy of the Group through communication activities

Componenta's publicity principles are based on openness, consistency, impartiality and transparency while observing the regulations pertaining to listed companies.

Componenta Corporation makes every effort to communicate in an equal manner in all situations, that is, to give the same information to all stakeholders at the same time.

### Componenta's communications policy

Componenta's share is listed on NASDAQ Helsinki Oy. Componenta's CEO, CFO and General Counsel are together responsible for all aspects of Componenta's communication meeting the requirements stipulated by EU regulations and Finnish legislation, the regulations and insider guidelines of NASDAQ Helsinki and the guidelines and regulations issued by the Finnish Financial Supervisory Authority and other authorities. Componenta also observes the company's internal policies and instructions as well as other recommendations for the communications of listed companies, for example, related to its corporate governance.

### Disclosure obligations and disclosure principles

The company's external communications and disclosure follows the principle of disclosing relevant

and accurate information in a timely manner and non-selectively to all market participants to ensure that all market participants have access to essential and sufficient information for determining the value of Componenta's financial instruments.

In accordance with the Market Abuse Regulation (EU, No 596/2014 ("MAR")), Componenta discloses inside information directly concerning Componenta as soon as possible, or delays disclosure pursuant to the MAR provisions.

The following principles are applied in the disclosure of information to the market:

- Information is disclosed without undue delay.
- Disclosure is consistent and accurate to allow the recipients of information to assess its effect on the company's financial position and future.
- Information will be made available to all stakeholders at the same time, and information is disclosed in a carefully supervised manner.
- All releases are published on the company's website.
- All information is disclosed in Finnish and English.

Pursuant to MAR rules, Componenta may delay the disclosure of inside information if all the following conditions are met:

- Immediate disclosure is likely to prejudice Componenta's legitimate interests.
- The delay of disclosure is not likely to mislead the public.
- Componenta is able to ensure the confidentiality of the information.

Decisions on delaying the disclosure of inside information shall be made and recorded in accordance with Componenta's internal instructions.

## Financial reporting

Componenta publishes information on its financial position in its annual report, financial statement release, half-year financial report and interim reports published for the first 3 and 9 months of financial year. All financial reports are released in accordance with a pre-determined schedule.

Componenta publishes financial information and key indicators only for the Group as a whole.

Componenta publishes its annual report and auditor's report at least three weeks prior to the Annual General Meeting in which the financial statements are presented for approval, and within four months of the end of the financial year.

Componenta also publishes a Corporate Governance Statement and a Remuneration Report annually.

## Future outlook

Componenta may publish guidance of its future outlook and the company's view of the development of the operating environment. Componenta's guidance concerns the development of the company's revenue or adjusted operating profit. The statements and estimates in disclosures of future outlook are based on the management's view of the development of the Group and its functions. Componenta includes such statements on future outlook in its financial statement release, annual report, half-year financial report and interim reports.

## Profit warning

Componenta continuously monitors the Group's financial result, position and future outlook. If any information indicates that the Group's profitability or financial position has changed materially compared to the future outlook published by the company, the deviation and its underlying reasons are analyzed without delay. A profit warning is published in the event that the future outlook has improved or declined compared to previously published guidance (taking into account ordinary quarterly and other variation and sensitivity factors) and the deviation is likely to have a significant effect on the value of the company's financial instruments. Profit warnings

(which also reiterate the previously published future outlook) are published as stock exchange releases.

## Public releases

A stock exchange release is published to disclose information simultaneously to all market participants regarding facts, issues and circumstances that Componenta believes to be likely to have a significant effect on the price of the company's share or other financial instruments issued by the company. Stock exchange releases are also used to disclose any regulated information that is required to be disclosed as a stock exchange release (such as managers' transactions, notices to general meetings of shareholders and decisions made by general meetings of shareholders), despite the fact that such releases do not typically contain information that would affect the price.

Stock exchange releases are published on e.g. following events:

- acquisitions, investments and divestments of significant strategic or monetary value
- significant operational restructuring, efficiency improvements and discontinuations of operations
- changes to previously published strategy and financial targets
- changes to profit guidance, future outlook, profit warnings
- restatements of incorrect information
- the presumptive realization of significant risks
- significant legal action, other legal proceedings and measures taken by the authorities
- changes to the employment relationships of the CEO, his deputy and other Group Executive Team members
- transactions concerning related parties undertaken by the company that are relevant to shareholders, but do not constitute normal trading transactions and are not concluded on normal market terms, excluding transactions that are insignificant to the parties involved.

Componenta delivers the stock exchange releases simultaneously to Nasdaq Helsinki and major media, parties registered on Componenta's release distribution list and the company's website.

In addition to stock exchange releases, Componenta may publish press releases on the Componenta

website. The press releases published by Componenta communicate events related to the company's business operations that do not meet the criteria for stock exchange releases but are estimated to be newsworthy or otherwise of interest to stakeholders.

## Silent period

Componenta applies a 30 days silent period before the publication of the financial statement release, half-year financial report or interim reports. During the silent period, the management will not comment on the company's financial position or future outlook, nor will management meet with any representatives of the capital markets or financial media. Any events during the silent period that are subject to immediate disclosure according to the disclosure obligation of a listed company will be disclosed by Componenta without undue delay.

## Rumours and information leaks

The company will not comment on competitors, individual activities of competitors, matters related to the company's owners or ownership, the level of its share price, or market rumours. Componenta will also not comment on confidential or unfinished business transactions.

However, if rumours have a material impact on the value of the company's securities, Componenta considers publishing a stock exchange release to rectify rumours or materially incorrect information. In the event that unpublished information concerning Componenta has been unintentionally disclosed to a limited audience outside the company's statutory insiders, Componenta will disclose the matter pursuant to the practices normally applied in the disclosure of information of material significance.

## Operating methods

### Languages

Componenta's stock exchange releases, press releases and financial reviews are published simultaneously in Finnish and English.

### Communication channels

The primary channel for up-to-date information is the Componenta website. Componenta aims to

provide reliable and up-to-date information on its website to enable market participants to form an accurate understanding of factors and events that influence the value of securities issued by Componenta.

Componenta also uses various other methods and channels for communicating information to stakeholders, such as various releases, public appearances by management, telephone conferences and interviews given by the management and experts.

Componenta's stock exchange releases and press releases published by Componenta are available on the company website for at least five years. Financial reports are available for at least five years from the date of publication. Stock exchange releases are also archived in a national repository maintained by NASDAQ Helsinki.

## Investor and media communications

Componenta aspires to interact with the capital markets and the representatives of the media. In addition to reporting on its results, Componenta provides supplementary information of interest to investors in the manner described in this disclosure policy. Except for the silent period Componenta responds to queries submitted by shareholders, analysts and media without undue delay.

Componenta meets, to the extent applicable at each time, investors, media and analysts in events and occasions which aim to provide background information on Componenta and its operating environment. The discussions at the events are based on information previously published by Componenta or otherwise available in the market. No previously unpublished information that could potentially influence the value of the company's securities is disclosed at the events.

Componenta does not comment or take any responsibility for estimates or expectations made by capital market representatives. Componenta does not comment on the company valuation or the company share development, give preference to any particular analyst or distribute analyst reports to the investment community.

### **Roles and responsibilities**

The personnel authorised to issue statements regarding Componenta Group's financial situation are the CEO and the CFO.

The financial communication and reporting of Componenta Corporation is the responsibility of the CFO.

The issuing of stock exchange releases subject to the ongoing disclosure obligation is decided on by the CEO, the CFO and the General Counsel.

Relations with representatives of the capital markets are the responsibility of the CEO and CFO. Investor meetings are attended by the CEO, the CFO and, if necessary, business unit representatives. The aforementioned can also delegate the task of attending investor meetings to other experts.

The CEO and the CFO are responsible for Componenta's media relations, the preparation of information for publication, and compliance with the disclosure policy. Representatives of the Group's business units also participate in the preparation of information pertaining to their business area.

In stock exchange releases and press releases, Componenta indicates the persons who may be contacted for more information regarding the release in question.

Componenta's Board of Directors reviews and approves the financial statements and other published financial reports and significant stock exchange releases.

### **Changes in shareholdings and flagging notices**

Componenta discloses shareholders' notifications of changes in holdings pursuant to the Finnish Securities Markets Act. Changes in shareholdings must be disclosed if the holding exceeds or falls below 5, 10, 15, 20, 25, 30, 50, 66 2/3 or 90 per cent of the total number of votes or shares in the company in question. A flagging notice must also be issued if a shareholder is a party to an agreement or other arrangement that, if realized, will lead to the flagging limit

being reached or exceeded, or if the shareholdings of the party in question will fall below a flagging limit. Notifications of changes in shareholdings are published in the form of a stock exchange release without undue delay.

### **Insider guidelines**

Componenta's Guidelines for Insiders are based on the Market Abuse Regulation, Level 2 Commission Regulations and the rules and guidelines issued by the European Securities and Markets Authority (ESMA), and they supplement the valid provisions of NASDAQ Helsinki Ltd's Guidelines for Insiders, Chapter 51 of the Finnish Criminal Code, the Finnish Securities Markets Act and the regulations and guidelines issued by the Finnish Financial Supervisory Authority regarding the management and handling of insider information. Insiders are divided into two categories at Componenta Corporation: managers subject to the notification obligation and project insiders.

By providing instructions and information, Componenta ensures that its managers and project insiders are fully aware of their position and its importance. A description of Componenta's insider management is available on the company website.

### **Crisis communication**

Componenta has prepared procedures and communication guidelines for crisis situations. Crisis communication is part of risk management. The CEO is responsible for managing crisis communication.

### **Interpretations of and deviations from the Communications and Disclosure Policy**

The CEO is responsible for the supervision and interpretation of the Communications and Disclosure Policy. Where necessary, the CFO provides additional instructions regarding the practical implementation of the Disclosure Policy.

Componenta's Communications and Disclosure Policy has been approved by the Board of Directors. The Communications and Disclosure Policy as detailed above was reviewed by the Board of Directors on 10 February 2020.

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