

## Notice to the Annual General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation to the Annual General Meeting to be held at Technopolis Aviapolis meeting room Akropolis 1, at address Teknobulevardi 3-5, 01530 Vantaa, on Friday 9 April 2021, at 9 a.m. (Finnish time GMT+2). The General Meeting cannot be attended in person, but participation and the exercising of shareholder rights will take place in advance in the manner set out in this invitation.

In order to limit the spread of the COVID-19 pandemic, the Board of Directors has decided on an exceptional meeting procedure under the temporary act 677/2020, which entered into force on 3 October 2020. The Board of Directors of the company has decided to take the measures provided for by the temporary act so that the General Meeting can be held in a predictable manner, taking into account the health and safety of shareholders, the company's employees and other stakeholders.

Shareholders of the company may participate in the General Meeting and exercise their rights only by voting in advance and by submitting counterproposals and questions in advance. Instructions for shareholders can be found in section C of his invitation: Instructions for the participants in the general meeting.

The General Meeting can be followed via an online webcast if such a webcast is possible to arrange in accordance with regulations and restrictions put in place by the Finnish authorities in order to prevent the COVID-19 pandemic. Instruction on how to follow the webcast are available on the company's website at [www.componenta.com/investors/corporate-governance/general-meeting/agm-2021](http://www.componenta.com/investors/corporate-governance/general-meeting/agm-2021). Watching the webcast does not constitute actual participation in the General Meeting, and it is not possible to vote or ask questions during the meeting via webcast.

### **A. MATTERS ON THE AGENDA OF THE GENERAL MEETING**

At the General Meeting, the following matters will be considered:

#### **1. Opening of the meeting**

#### **2. Calling the meeting to order**

Attorney Jyrki Tähtinen will act as chairman of the meeting. In case Jyrki Tähtinen is unable to hold the chairmanship due to a weighty reason, the Board of Directors will appoint the person it deems best suited for chairmanship.

#### **3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

The company's General Counsel Mervi Immonen will scrutinize the minutes and supervise the counting of votes. In case Mervi Immonen is unable to act as the person to scrutinize the minutes and to supervise counting the votes for a weighty reason, the Board of Directors will appoint the person it deems best suited for scrutinizing the minutes and supervising the counting of votes.

#### **4. Recording the legality of the meeting**

#### **5. Recording the attendance at the meeting and adoption of the list of votes**

Shareholders who have voted in advance within the advance voting period, and who have the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act, are considered to be attending the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

## **6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the Auditor's report for the year 2020**

Review by the CEO.

Since the General Meeting can only be attended by advance voting, the annual review published by the company on 12 March 2021, which includes the financial statements, the report by the Board of Directors and the Auditor's report, is deemed to have been submitted to the General Meeting. The annual review is available on the company's website.

## **7. Adoption of the financial statements, which includes the adoption of the consolidated financial statements**

### **8. Resolution on the use of profit shown on the balance sheet**

The Board of Directors proposes that no dividends be distributed on the basis of the balance sheet established for the financial year that ended on 31 December 2020.

According to Section 58 of Chapter 9 of the Restructuring of Enterprises Act (47/1993), the company may not distribute dividends between the approval and the end of the restructuring programme. The company has announced on 25 February 2021 that it will end the restructuring programme prematurely by paying the restructuring debts in a one-time payment agreed upon with the creditors. The restructuring programme is considered ended when the supervisor of the restructuring programme has approved the payments and has provided creditors with the supervisor's final account. The company estimates that this will take place by the end of April 2021. The Company will issue separate stock exchange releases in connection with the repayment of restructuring debts and the completion of the supervisor's final account.

### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

### **10. Handling of the remuneration report of the governing bodies**

Since the General Meeting can only be attended by advance voting, the remuneration report of the governing bodies published by the company via its stock exchange release on 12 March 2021, which is available on the company's website at [www.componenta.com/investors/corporate-governance/general-meeting/agm-2021](http://www.componenta.com/investors/corporate-governance/general-meeting/agm-2021), is deemed to have been presented to the General Meeting. The General Meeting's resolution on the adoption of the remuneration report is only advisory.

### **11. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes that the members of the Board of Directors, who will be elected to the term continuing to the Annual General Meeting 2022, will be paid an annual remuneration as follows: EUR 50,000 to the Chairman and EUR 25,000 to the members of the Board of Directors. If the Board of Directors decides to establish Board committees, an annual fee of EUR 5,000 will be paid to the members of Board committees. Travel expenses of the members of the Board of Directors shall be compensated in accordance with the company's travel policy.

### **12. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board proposes that four (4) members will be elected for the Board of Directors for the term expiring at the close of Annual General Meeting 2022.

### **13. Election of members of the Board of Directors**

For the term expiring at the close of the next Annual General Meeting, the Shareholders' Nomination Board proposes that the current members of the Board of Directors Anne Leskelä, Harri Suutari and Petteri Walldén are re-elected, and that Tomas Hedenborg is elected as a new member.

Out of the nominees, Tomas Hedenborg, Anne Leskelä and Petteri Walldén are independent of the company and of the significant shareholders of the company. Harri Suutari is independent of significant shareholders, but not of the company, because he has been the company's CEO from November 2015 to the end of August 2019. All nominees have given their consent to the position.

The presentation of the persons nominated for the Board of Directors is available at Componenta Corporation's website at [www.componenta.com/sijoittajat/hallinnointi/yhtiokokous/yhtiokokous-2021](http://www.componenta.com/sijoittajat/hallinnointi/yhtiokokous/yhtiokokous-2021).

### **14. Resolution on the remuneration of the Auditor**

The Board of Directors proposes that remuneration for the Auditor be paid according to an invoice approved by the company.

### **15. Election of Auditor**

The Board of Directors proposes that the audit firm PricewaterhouseCoopers Oy is elected as the Auditor of the company for the following term of office. PricewaterhouseCoopers Oy has informed that Samuli Perälä, Authorised Public Accountant, will act as the responsible Auditor should it be elected as the Auditor of the company.

### **16. Authorising the Board of Directors to decide on the share issue**

The Board of Directors proposes that the General Meeting authorises the Board of Directors to decide on share issues in one or several tranches as follows:

The issuance of shares may be carried out by offering new shares or by transferring treasury shares held by the company.

The number of shares to be issued or transferred under the authorisation may not exceed 940,000 shares, which corresponds to approximately 9.9% of all the shares in the company.

The new shares may be issued and the treasury shares held by the company may be transferred for consideration or without consideration.

The Board of Directors decides on all other terms and conditions of the share issues. On the basis of the authorisation the Board of Directors may decide on a share issue in deviation of the pre-emptive subscription right of the shareholders (directed issue) subject to conditions mentioned in the Finnish Limited Liability Companies Act. The Board of Directors may use authorisation for instance as compensation in acquisitions, to develop capital structure, to broaden the ownership base, to acquire assets related the company's business or to finance or carry out other business transactions or other purposes decided by the Board of Directors.

The authorisation is valid until the end of the next Annual General Meeting, but no longer than 30 June 2022. The authorisation shall not revoke earlier valid and non-utilized authorisations to decide on share issues.

### **17. Closing of the Meeting**

## B. DOCUMENTS OF THE GENERAL MEETING

The proposals for the resolutions on the aforementioned matters on the agenda of the General Meeting as well as this notice are available on Componenta Corporation's website at [www.componenta.com](http://www.componenta.com). The financial statements, the consolidated financial statements, the report of the Board of Directors and the Auditor's report of Componenta Corporation are available on the above-mentioned website on 12 March 2021. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the General Meeting will be available on the above-mentioned website no later than on 23 April 2021.

## C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

In order to limit the spread of the COVID-19 pandemic, the Annual General Meeting will be held without the presence of shareholders or their proxy representatives at the meeting venue. Shareholders and their proxy representatives may attend the Annual General Meeting and exercise shareholder rights only by voting in advance and/or by submitting counterproposals and/or questions in advance in accordance with the instructions below.

### 1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 26 March 2021 (the record date of the General Meeting) in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company. Shareholders may participate in the General Meeting only by voting in advance in accordance with the instructions below, and by sending counterproposals and/or questions in advance.

### 2. Registration and advance voting

The registration period and advance voting period will commence on 22 March 2021 at 9 a.m., once the deadline for submitting counterproposals for voting has expired. A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the General Meeting, shall register for the meeting no later than 1 April 2021 at 2 p.m. Finnish time, by which time all registrations and votes must have been received. Registration without submitting votes in advance does not constitute attendance at the General Meeting.

A shareholder with a personal Finnish book-entry account may register and vote in advance for certain items on the agenda of the General Meeting between 22 March 2021 at 9 a.m. and 1 April 2021 at 2 p.m. Finnish time in the following manners:

- a) on the company website, at the address  
[www.componenta.com/investors/corporate-governance/general-meeting/agm-2021](http://www.componenta.com/investors/corporate-governance/general-meeting/agm-2021)

For natural persons or their proxy representatives, electronic registration and advance voting require the shareholder's Finnish personal identification number and secured strong electronic authentication with Finnish online banking credentials and a mobile certificate. In the case of persons other than natural persons, the shareholder's identity or business ID and the book-entry account number are required.

- b) by email or post

A shareholder may submit the advance voting form made available on the website of the Componenta General Meeting on 22 March 2021, or similar information to Euroclear Finland Oy, by e-mail to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu), or by regular mail to Euroclear Finland Oy, Yhtiökokous/Componenta Oyj, PL 1110, 00101 Helsinki, Finland. If a shareholder participates in the General Meeting by submitting advance votes to Euroclear Finland Oy by e-mail or post before the end of the registration or advance voting, this submission of votes shall be considered as registration for the Annual General Meeting as long as it contains the above-mentioned information required for registration and advance voting.

The instructions for advance voting are also available on the company's website at [www.componenta.com/investors/corporate-governance/general-meeting/agm-2021](http://www.componenta.com/investors/corporate-governance/general-meeting/agm-2021).

Personal data provided by shareholders to Componenta Oyj or Euroclear Finland Oy shall be used only in connection with the General Meeting and the processing of the necessary registrations related thereto. The privacy policy is available on the company's website at [www.componenta.com](http://www.componenta.com).

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. The shareholder's proxy representative must also vote in advance as described in the notice.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

The power of attorney templates and additional instructions for issuing the power of attorney are available on the company's website at [www.componenta.com/investors/corporate-governance/general-meeting/agm-2021](http://www.componenta.com/investors/corporate-governance/general-meeting/agm-2021).

Possible proxy documents should be delivered by regular mail to Euroclear Finland Oy, Yhtiökokous, PL 1110, FI-00101 Helsinki, Finland or by email at [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) prior to the ending of registration and advance voting on 1 April 2021 at 2 p.m. Finnish time, by which time all proxy documents must have been received.

Delivery of the proxy documents to the company prior to the ending of the registration period constitutes registration for the General Meeting, provided that all of the above-mentioned information required for registration is enclosed.

### **4. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on 26 March 2021 (the record date of the General Meeting) would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 6 April 2021 at 10 a.m. Finnish time. As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholdings occurring after the record date of the General Meeting shall not affect the right to attend the Extraordinary General Meeting or the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

### **5. Other instructions and information**

Shareholders holding, at least, one hundredth of all of the shares in the company have the right to make counterproposals to the proposals for resolutions on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be submitted to the company via e-mail to [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com) by no later than on 19 March 2021 at 4 p.m. Finnish time. Shareholders

making a counterproposal must in connection with delivering the counterproposal present evidence of his/her shareholdings. The counterproposal will be considered at the General Meeting, provided that the shareholder has the right to participate in the General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the General Meeting. If the counterproposal will not be taken up for consideration at the AGM, the votes given in favour of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website at [www.componenta.com/sijoittajat/hallinnointi/yhtiokokous/yhtiokokous-2021](http://www.componenta.com/sijoittajat/hallinnointi/yhtiokokous/yhtiokokous-2021) by no later than 22 March 2021.

A shareholder may present questions pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act until 1 April 2021 at 4 p.m. Finnish time by e-mail to [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com) or by post to Componenta Oyj, General Meeting, Teknobulevardi 7, FI-01530 Vantaa, Finland. Any such questions, the answers provided by the company's management and any counterproposals, excluding those put to the vote, can be found on the company's website on 6 April 2021. Asking questions and making counterproposals requires the shareholder to present an adequate statement of their shareholding in the company.

On the date of this notice to the General Meeting, 12 March 2021, the total number of shares and votes in Componenta Corporation is 9,492,444.

COMPONENTA CORPORATION  
Board of Directors