

Proposals of the Board of Directors and the Nomination Board to the Annual General Meeting on 9 April 2021

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.

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.

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.

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.

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.

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.

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.