

Code of Conduct

COMPONENTA

Code of Conduct

1. General

Componenta's Code of Conduct (the "Code") describes commonly accepted practices, and our commitment to compliance with laws and regulations.

The Code applies to all Componenta employees worldwide, whatever their role or work may be. It is the responsibility of each Componenta employee to promote the Code.

The Code has been approved by the Board of Directors and it is effective as of October 17, 2011 until further notice. The Board of Directors periodically reviews the Code and follows its implementation. References to "Componenta" in the Code include Componenta Corporation and all of its subsidiary companies where Componenta has a majority ownership or control.

2. Compliance with laws and other guidelines and policies

The Code does not provide detailed guidance about compliance with all of the laws and regulations under which Componenta operates. Componenta employees are responsible for complying with all applicable local laws and regulations.

Componenta has issued separate policies and guidelines with respect to inter alia HR matters, quality and environment, competition compliance, insider dealing and communications. Componenta employees are responsible for complying with these policies and guidelines.

3. Employee rights

Componenta complies with local labour laws, collective bargaining agreements and legislation on human rights and equality in all its countries of operation. Componenta respects its employees' freedom of association and the right to collective bargaining.

Componenta does not tolerate any discrimination based on an employee's origin, nationality, religion, race, gender or age. Under Componenta's values and management principles, all decisions pertaining to recruitment, compensation and promotion are based solely on an individual's competence and performance.

4. Bribes, conflicts of interest and political activities

Componenta employees shall not offer or pay any illegal or improper payments, facilitation payments or bribes or offer or give any other undue advantage in order to obtain or retain business. In addition, Componenta employees shall not pay or give any advantage to facilitate favorable decisions or services from authorities.

Componenta employees may not engage in any act that might result in a conflict between Componenta's interest and their own or another person's or organisation's interests. This includes, but is not limited to acceptance and giving of personal gifts or hospitality from or to Componenta's stakeholders, other than gifts of nominal value of less than EUR 100 or reasonable hospitality given in the ordinary course of business. The applicable local laws take precedent if stricter.

In addition, the above described means that Componenta employee shall not cause Componenta to engage in a business transaction with the employee's family, relatives or friends, unless specifically approved in accordance with the "one over one" principle. The above described means also that Componenta employee shall not take opportunities for himself / herself or for his/her family, relatives or friends through the use of corporate information or through his/her position with Componenta or by using Componenta's assets. Componenta employees shall not engage in any activity that competes with the business of Componenta.

Unless otherwise decided by CEO or the board of directors of Componenta Corporation, Componenta does not participate in politics or political activities, and company funds shall not be used to make any kind of political contributions.

15. Environment

The production of iron and aluminium cast components has an environmental impact. Componenta takes responsibility for the environment and aims to make its production methods and processes increasingly environmentally friendly and minimize the environmental impact of its products throughout their life cycle. Componenta's production units have their own special features and areas of specialization, and each 4 unit maintains its own environmental management system. The management systems support personnel in complying with the applicable requirements and in committing themselves to quality and environmental aspects and to continuous improvement of these.

Each Componenta employee is responsible in all his/her work for complying with internal, customer and other external as well as legal requirements.

6. Contacts with competitors

6.1 Price cooperation, restriction of production and market sharing

Competitors may not agree on prices, restrictions of production or market sharing. Such agreements are usually referred to as cartels. Prohibited agreements between competitors refer to (i) specific written or oral agreements; (ii) companies' mutual understanding comparable to an agreement (concerted practices); (iii) decisions by collective bodies of companies (such as trade associations); and (iv) other corresponding arrangements, which restrict competition. The purpose of an arrangement and its effects on competition are decisive, not its external form.

Example: Companies are not allowed to agree orally on their future price increases. This is prohibited even though the agreement is neither made in writing nor mentioned in the minutes of a meeting of a trade association.

Price cooperation between competitors is strictly forbidden. The prohibition concerns both selling and purchase prices. Cooperation in e.g. discounts, delivery terms, guarantee periods or indemnities is also prohibited.

Example: Producers of components may not agree not to give more than 5 % volume discounts to their customers.

Agreements between competitors as to the quantity of products that they will produce or sell, or corresponding agreements limiting production, are almost always prohibited. Such agreements can be executed e.g. through production quotas.

Example: Producers of components may not agree to limit production to support short-run prices during a slowdown of demand.

Competitors may not agree on the sharing of markets or supply sources. Prohibited market sharing may concern market shares, market territories, or customers.

Example: Companies A and B may not agree that A concentrates on doing business mainly in Scandinavia and B in Germany.

Agreements between competitors on prices, production or market sharing constitute serious infringements

6.2 Information exchange

Even though information exchange is sensitive from a competition law angle it is not always illegal. The main rule is that companies are not allowed to disclose such confidential information to their competitors which is not publicly known and which may affect competition in the relevant market. Competitors are thus forbidden to give information on e.g. their customer relations, operational aims or agreement circumstances.

The exchange of confidential information between competitors is prohibited

Example: Competitors may not discuss the details of their quotations to (potential) customers. Mere information exchange on such details is prohibited even though it would not include any actual agreement on a common tack.

In order to minimize the risk for erroneous interpretations (that the information has been received from competitors), it is furthermore important that the information source is noted when Componenta receives information from other sources than its competitors, e.g. from its customers.

6.3 Practical guidelines

Please find below some practical guidelines regarding contacts with competitors. The legal rules presented above form the basis of these guidelines. Please note that the below list is not exhaustive. Even though a practice or procedure is not listed below, it does not mean it is acceptable.

DO NOT

- Discuss, exchange information or agree with your competitor upon the following items related to sales and marketing
 - >> prices, surcharges, discounts, margins, or other terms of sale;
 - >> division of markets, territories, customers, or suppliers;
 - >> marketing strategies or quotations;
 - >> market shares.
- Discuss, exchange information or agree with your competitor upon the following items related to production:
 - >> capacity utilization, production process or methods;
 - >> stocks;
 - >> production and raw material costs.
- Discuss, exchange information or agree with your competitor upon the following items related to future planning:
 - >> proposed market entries, whether regarding new products or new geographic markets;
 - >> proposed changes in capacity.
- Discuss or agree with your competitor on joint actions against other competitors, potential competitors, customers or suppliers.

- Attend meetings where competitors discuss matters mentioned above. If any of above mentioned subjects come up during a meeting, discussion or telephone conversation, make clear that you are not able to discuss these issues and leave the meeting if the discussion continues. In addition, make a note about what happened and pass it to the general counsel.

ASK FOR ADVICE

- If you plan to cooperate with a competitor in purchasing or in research & development, standardization, or specialization.
- If you plan to make a joint bid with a competitor.
- If the agenda of a trade association meeting includes unclear questions.
- Before participating in a vote in a trade association, whereby a member of the association is suspended.

YOU MAY USUALLY

- Collect information from the market – never non-public information from competitors. Remember to make a note about the source of information.
- Participate in an arrangement whereby historical (normally information that is over one year old or of non-strategic importance due to its age is considered historical) e.g. sales information is provided to a third, neutral party, who compiles the figures of the sector and distributes them to all market parties.
- Participate in the meetings of a trade association. In the meetings you may usually discuss e.g. issues relating to the working environment, health, and safety, as well as legislative developments concerning the sector and exchange general opinions or experiences.

Competition law shall be kept in mind also in everyday communication. Componenta employees shall think about how their comments might seem to a competition authority. The competition authorities have, in the event of a dawn raid, the right to go through and examine all of the company's documents, whether in electronic or paper format. Even personal diaries and calendars can be inspected.

7. Treatment of confidential information, insider dealing and communications

7.1 Confidential information

From time to time during the course of employment, Componenta employees may become aware of confidential information about the business affairs of Componenta or other companies with which Componenta has relationships. Such confidential information includes without limitation the following non-public information:

- Componenta's strategy and business plans
- Componenta's future plans (e.g. proposed capital investments, proposed market entries and proposed changes in capacity)
- Financial information relating to Componenta
- Information relating to Componenta's manufacturing processes and methods, volumes manufactured and costs
- Componenta's trade secrets (e.g. design information relating to the products designed by Componenta)
- Information relating to the sales (e.g. prices, discounts, margins, volumes, other terms of sale, information relating to quotations)
- Information relating to the purchases of Componenta
- Mergers and acquisitions
- Specifications, drawings and other information provided by Componenta's customers
- Information relating to agreements with customers

All Componenta employees shall treat such information as confidential and shall not directly or indirectly disclose, publish, or otherwise make available any such information or any portion thereof to any entity or person other than another employee of Componenta with the need to know such information or as otherwise directed by Componenta. All employees must also take reasonable precautions to prevent any unauthorized use or disclosure of confidential information.

Any disclosures to third parties directed by Componenta shall be subject to the respective third party having signed a non-disclosure undertaking before the delivery of confidential information. A separate non-disclosure undertaking is not needed in case the long term agreement between Componenta and

the respective third party includes a proper bilateral clause regarding the protection of confidential information.

The specifications and drawings provided by customers shall be stored in a safe place and protected against unauthorized access. The specifications and drawings provided by customers may only be disclosed to third parties (e.g. Componenta's subcontractors) after Componenta has acquired a prior written permission from the respective customer and after the respective third party has signed a non-disclosure undertaking.

7.2 Insider dealing

The shares of Componenta Corporation are listed in Helsinki NASDAQ OMX and the shares of Componenta Dökümcülük Ticaret Ve Sanayi A.S are listed on the Istanbul Stock Exchange.

Componenta employees may from time to time possess information of a precise nature relating to Componenta or Componenta's shares, which has not been published or which otherwise has not been available in the market and is likely to have a material effect on the price or the value of the said share ("insider information").

Componenta employee who possesses insider information may not

- **use insider information to his/her own or a third party's benefit to acquire or dispose of Componenta's shares;**
- **advise, directly or indirectly, a third party in trading with Componenta's shares; or**
- **disclose the insider information to a third party, unless such disclosure takes place in the normal course of work of the person making the disclosure.**

Disclosing insider information, even though it takes place as part of the ordinary performance of work of the person disclosing the information, is permitted only if the recipient of such information is subject to a confidentiality obligation and knows of the confidential nature of such information: if deemed necessary the person shall be notified that the information disclosed is insider information and shall be kept confidential. In addition, the recipient of the information shall be added to the respective insider register.

The above provisions apply also to securities of Componenta entitling to a share (e.g. convertible bonds, option rights, bonds with warrants, equity warrants and subscription rights) as well as other kinds of securities issued by Componenta.

Each Componenta employee, who has received insider information, shall be personally responsible for his or her own compliance with the applicable legislation and regulations. A breach of the above described provisions is a criminal offence and sanctioned with fines or imprisonment. Violating the prohibition may also entail administrative sanctions.

7.3 Communications

The Investor Relations (IR) team – consisting of CEO, CFO and Communications Director – is responsible for investor relations at Componenta. The IR team is responsible for publishing all financial and other information that has an impact on the value of the Componenta share.

CEO comments on Componenta's financial situation, markets and future outlook. Other senior management in the Group may speak publicly only on issues that have been previously published. All information provided by other senior management to the media must be sent for information to the group's IR team. Other external communications, including matters relating to the Componenta brand, are part of the responsibilities of the Group's Communications Director. Articles for magazines, interviews with Componenta people etc. are coordinated and must be agreed by corporate communications.

Componenta will not deal with or comment in public on information about customers, subcontractors or suppliers, concerning sales or delivery agreements for example, unless this has been specifically agreed with them.

Sales management together with the Group's Communications Director is responsible for marketing communications.

Internal communications at Componenta Group are part of the responsibilities of the Senior Vice President, HR. Internal communications at Componenta are handled by the Group's Internal Communications Manager.

8. Social media

Componenta respects the freedom of opinion and expression. However, when using social media, like Facebook, youtube and twitter, Componenta employees shall take into consideration the effect of their statements on the image and reputation of Componenta.

Componenta employees are expected to take responsibility for what they write and exercise good judgment and common sense when giving statements that relate to Componenta. Componenta encourages employees to communicate transparently, using their own name. Componenta employees shall also make clear that they are speaking for themselves and not on behalf of Componenta. Managers should pay special attention to how they express issues related to Componenta and understand that their personal views could be mistaken to represent the official viewpoint of Componenta.

Componenta employee shall not e.g.

- disclose insider information
- disclose Componenta's or another's confidential or proprietary information
- make any reference to Componenta's customers, partners or suppliers
- give false or misleading statements relating to Componenta
- disclose conversations that are meant to be private or internal to Componenta
- publicly express himself/herself in a manner that causes damage to Componenta

9. Intellectual property rights

Componenta employees are required to protect Componenta's intellectual property rights as well as respect the intellectual property rights of others. This means e.g. that Componenta does not use any software without acquiring appropriate software licenses.

10. Componenta's suppliers and subcontractors

Componenta requires its subcontractors and suppliers to comply with applicable laws and regulations. The suppliers and subcontractors are also required to

support and respect the protection of internationally proclaimed human rights, as defined in United Nation's Universal Declaration on Human Rights as well as the basic labour rights as defined by the International Labour Organization.

In addition, suppliers and subcontractors are required to comply with the same standards for quality and environment in their business methods as Componenta observes in its own operations.

11. Questions and reporting violations

If you have any questions regarding this Code, please contact your line manager or the general counsel. It is the responsibility of each Componenta employee to report on violations of any law, the Code or any Componenta guidelines or policies:

- (i) Componenta employees may report violations of the Code or any Componenta guidelines or policies to their line managers. It is the responsibility of all Componenta line managers to give advice on the proper procedure in case of violations.
- (ii) Any issue involving a potential violation of any applicable laws, shall be reported to the general counsel.

Regardless of the reporting channel, all allegations of potential violations of the Code or any Componenta guidelines or policies made in good faith will receive a fair and comprehensive investigation conducted with the relevant internal and/or external assistance.

Acts inconsistent with the Code or any Componenta guidelines or policies must be promptly corrected and are subject to disciplinary action, up to and including termination of employment in case of gross misconduct. Failure to follow the Code and the applicable laws may result in prosecution of and sentence to both the employee and the respective Componenta company. With respect to competition laws, substantial fines can in most jurisdictions be imposed on Componenta if Componenta or its employees violate competition laws.

Componenta will ensure that there will be no adverse consequences for any employee reporting violations of any law, the Code or any Componenta guidelines or policies.



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