

ANNUAL GENERAL MEETING OF COMPONENTA PLC ON 5 MAY 2017 AT 1 P.M.

TIME: 5 May 2017 at 1 P.M.

PLACE: Auditorium in Satotalo, Panuntie 4, 00610 Helsinki

PRESENT: The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting

In addition, members of the Board of Directors Olli Isotalo, Perttu Louhiluoto, Riitta Palomäki, Matti Ruotsala and Tommi Salunen were present at the meeting. In addition, Harri Suutari, the CEO of the Company, and the Company's Responsible Auditor Samuli Perälä, certain shareholders whose registration had not arrived on time, members of the Company's management and technical meeting staff were present at the meeting.

1 OPENING OF THE MEETING

Matti Ruotsala, the Chairman of the Board opened the Meeting and gave a presentation on the Board of Directors' activities.

2 CALLING THE MEETING TO ORDER

Trained on the bench Joni Paananen, was elected as Chairman of the Meeting and he called Tuula Rainto, LL.M., as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Erkka Kohonen and Petri Jokinen were elected as Scrutinizers of the Minutes and as Supervisors of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the Notice for the Meeting had been published on the Company's website and as a stock exchange release on 30 March 2017 and that shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 2 May 2017.

It was noted that that the Meeting was duly convened in accordance with the Company's articles of association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting was attached to the Minutes (Appendix 2).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 47 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney (Appendix 1).

At the beginning of the Meeting, 71,388,054 shares representing in total 71,388,054 votes were represented at the Meeting.

It was noted that the Register of Votes shall be re-confirmed to represent the current attendance in case of a vote.

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 2016

Harri Suutari, the CEO of the Company, gave a presentation on the Company's activities during the year 2016 and answered questions from the shareholders.

The Company's Financial Statements, the Consolidated Financial Statements, and the Report of the Board of Directors for the financial year 1 January – 31 December 2016 were presented to the Meeting.

Company's Responsible Auditor, Authorized Public Accountant Samuli Perälä gave a presentation on the Auditor's Report.

It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Companies Act.

The Financial Statements and the associated documentation were attached to the Minutes (Appendix 3).

The Auditor's Report was attached to the Minutes (Appendix 4).

7 ADOPTION OF THE FINANCIAL STATEMENTS

The General Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January – 31 December 2016.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND PAYMENT OF DIVIDEND

It was resolved, in accordance with the proposal of the Board of the Directors, not to pay dividend based on the adopted balance sheet for the financial year 1 January – 31 December 2016.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge of the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2016.

10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination Board has proposed that the remuneration of the members of the Board of Directors as well as the compensation for travel expenses are resolved upon as described in the proposal in the Notice for the Annual General Meeting.

It was resolved in accordance with the proposal of the Nomination Board that annual remuneration of the members of the Board of Directors elected for the term of office lasting until the Annual General Meeting of 2018 is paid as follows: The Chairman of the Board of Directors is paid EUR 50,000 and members of the Board of Directors are each paid EUR 25,000. In the event the Board of Directors resolves to establish Board Committees, members of the Board Committees are each paid EUR 5,000. It was also resolved that the travel expenses of the members of the Board of Directors are compensated in accordance with the Company's travel rules.

11 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the Company's articles of association, the Company's Board of Directors consists of three to seven (3-7) ordinary members.

It was noted that the Nomination Board has proposed to the Meeting that four members shall be elected to the Board of Directors.

It was resolved, in accordance with the proposal of the Nomination Board, that the number of members in the Board of Directors shall be confirmed to be four (4).

12 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination Board has proposed to the Meeting that the current members of the Board of Directors Olli Isotalo and Tommi Salunen, are re-elected as Board members and Petteri Walldén and Anne Leskelä are elected as new Board members for the following term of office.

It was noted that all nominated persons had given their consent to the position.

Petteri Walldén and Anne Leskelä were presented to the Meeting.

The Annual General Meeting resolved, in accordance with the proposal of the Nomination Board, that Olli Isotalo, Anne Leskelä, Tommi Salunen and Petteri Walldén are elected members of the Board of Directors for the following term of office ending at the closing of the next Annual General Meeting.

13 ELECTION OF THE AUDITOR

It was noted that the Board of Directors has proposed, in accordance with the proposal of the Audit Committee, that Authorized Public Accounting firm PricewaterhouseCoopers Oy is elected as the Auditor of the Company for the following term of office. PricewaterhouseCoopers Oy has informed that Samuli Perälä, Authorized Public Accountant, will act as the Responsible Auditor should it be elected as the Auditor of the Company.

It was noted that the nominated auditor had given its consent to the position.

It was resolved, in accordance with the proposal of the Board of Directors, that Authorized Public Accounting firm PricewaterhouseCoopers Oy is elected as the Auditor of the Company. Samuli Perälä, Authorized Public Accountant, will act as the Responsible Auditor. The term of office of the auditor ends at the closing of the next Annual General Meeting.

14 REDUCTION OF THE SHARE CAPITAL AND CERTAIN RESERVES TO COVER LOSSES

It was noted that the Board of Directors has proposed that the Company's share capital and certain reserves shall be reduced to cover losses as set out in the Notice for the Annual General Meeting.

It was noted that covering losses with share capital, the share premium reserve and the reserve fund results in a three-year restriction of distributions to shareholders. Under this restriction, the Company may not during a three-year period following the registration of the decrease in the share capital distribute unrestricted equity without complying with the procedure for protection of creditors provided for in Chapter 14, Sections 3-5 of the Limited Liability Companies Act.

It was resolved, in accordance with the proposal of the Board of Directors that out of the loss of EUR 336,419,172.22 related to the financial periods ended on or before 31 December 2016 (the loss of the financial period ended on 31 December 2016 being EUR 236,496,663.78), as shown in the financial statements of the Company as per 31 December 2016, a total amount of EUR 233,487,815.06 be covered as follows:

- by reducing the unrestricted equity reserve by EUR 197,476,971.36;
- by reducing the share premium reserve by EUR 15,114,467.70;
- by reducing the reserve fund by EUR 4,980; and
- by reducing the Company's share capital of EUR 21,891,396 by EUR 20,891,396.

The covering of the losses will be primarily directed to the losses of financial periods ended before 31 December 2016 and secondarily to the losses of the financial period that ended on 31 December 2016.

After the suggested actions:

- the sum of the unrestricted equity reserve, the share premium reserve and the reserve fund is EUR 0.00; and
- the share capital of the Company is EUR 1,000,000.

15 CANCELING THE RESOLUTION ON THE OPTION RIGHT ISSUE

It was noted that the Board of Directors has proposed that the General Meeting cancel the resolution by the General Meeting on 15 April 2016 to issue a maximum of 10,000,000 option rights to the key employees of the Componenta Group.

It is noted that all the option rights are held by the Company and no decisions regarding the distribution of option rights have been made.

It was resolved, in accordance with the proposal of the Board of Directors, that the General Meeting cancel the resolution by the General Meeting on 15 April 2016 to issue a maximum of 10,000,000 option rights to the key employees of the Componenta Group.

16 CLOSING OF THE MEETING

It was recorded that all resolutions made at the Annual General Meeting were supported by all shareholders present at the Meeting.

The Chairman of the Meeting noted that all matters on the agenda had been attended to and that the Minutes will be available on the Company's website on 19 May 2017 at the latest.

The Chairman of the Meeting closed the meeting at 14.59.

Chairman of the Annual General Meeting:

Name: _____
Joni Paananen
Position: Trained on the bench

In fidem

Name: _____
Tuula Rainto
Position: LL.M.

The Minutes scrutinized and approved:

Name: _____
Erkka Kohonen

Name: _____
Petri Jokinen

Appendices

Appendix 1	Register of Votes and final Register of Votes
Appendix 2	Notice for the Meeting
Appendix 3	Financial Statements
Appendix 4	Auditor's Report
Appendix 5	Proposals to the Annual General Meeting