

## **ANNUAL GENERAL MEETING OF COMPONENTA CORPORATION ON 24 MAY 2018 AT 9.00 AM**

**AIKA:** 24 May 2018 at 9 A.M.

**PAIKKA:** Technopolis auditorium, Teknobulevardi 3-5, 01530 Vantaa, Finland

**LÄSNÄ:** 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, Petteri Walldén, Olli Isotalo, Anne Leskelä ja Tommi Salunen were present at the Meeting. Also Harri Suutari, the CEO of the Company, the Company's Responsible Auditor, Authorized Public Accountant Samuli Perälä, and other members of the Company's management and technical meeting staff were present at the Meeting.

### **1 OPENING OF THE MEETING**

Petteri Walldén, the Chairman of the Board, opened the Meeting and gave a presentation on the activities of the Board of Directors.

### **2 CALLING THE MEETING TO ORDER**

Carl-Henrik Wallin, attorney, was elected as Chairman of the Meeting and he called Mervi Immonen, 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**

Jan Lehtinen was elected as Scrutinizer of the Minutes and Matti Tuominen was elected as Supervisor of Counting of the Votes.

### **4 RECORDING THE LEGALITY OF THE MEETING**

It was noted that the Notice to the Meeting had been published on the Company's website and as a stock exchange release on 27 May 2018.

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, 40 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, 45 422 562 shares representing in total 45 422 562 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 REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2017**

Harri Suutari, the CEO of the Company, gave a presentation on the Company's activities during the year 2017 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 2017 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 2017.

## **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 ending 31 December 2017.

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

It was resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2017.

**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 to 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 2019 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 as annual remuneration. 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, Petteri Walldén, Olli Isotalo ja Anne Leskelä, are re-elected as Board members and Asko Nevala is elected as a new Board member.

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

Asko Nevala presented himself to the Meeting.

The Annual General Meeting resolved, in accordance with the proposal of the Nomination Board, that Petteri Walldén, Olli Isotalo, Anne Leskelä ja Asko Nevala 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 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 AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUE OF SHARES, STOCK OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES**

It was noted that the Board of Directors has proposed to the Meeting that the Annual General Meeting authorizes the Board of Directors to decide on the issue of shares, stock options and other special rights entitling to shares, as referred to in chapter 10 section 1 of the Companies Act, in one or more lots, as follows

The number of shares to be issued or transferred pursuant to the authorization may not exceed 9,320,000 shares (including shares issued based on the special rights), which corresponds to approximately 4.99 per cent of all shares in the company.

The Board of Directors would decide on all the conditions of the issue of shares, stock options and other special rights entitling to shares. Pursuant to the authorization, both new shares might be issued and treasury shares held by the company might be transferred. New shares might be issued and treasury shares held by the company might be transferred either against payment or without payment. The issue of shares, stock options and other special rights entitling to shares would be carried out in deviation from the shareholders' pre-emptive rights (directed issue). There is a weighty financial reason for the deviation from the shareholders' pre-emptive rights because the authorization would be used for the implementation of the company's incentive plans, such as the implementation of stock options and restricted share plan planned by the Board of Directors. The authorization would also include the right to decide on the issue of new shares without payment to the company itself.

The authorization would be effective until 24 May 2022.

It was resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to decide on the issue of shares, stock options and other special rights entitling to shares, as referred to in chapter 10 section 1 of the Companies Act.

### **15 AMENDMENT OF THE ARTICLES OF ASSOCIATION**

It was noted that the Board of Directors has proposed to the Meeting that the Annual General Meeting resolves that the Articles of Association of the company shall be amended in Section

7 to reflect the entering into force of the new Finnish Auditing Act (1141/2015). Under the Auditing Act, the supervision of auditors is vested with the Auditor Oversight of the Finnish Patent and Registration Office. Section 7, Subsection 1 of the Articles of Association is therefore proposed to be amended to read as follows:

“The company shall have one auditor which shall be an auditing firm registered with the Auditor Register maintained by the Finnish Patent and Registration Office, the responsible auditor of which is an Authorized Public Accountant.

The term of office of the auditor ends upon the closing of the Annual General Meeting following the auditor’s election.”

It was resolved, in accordance with the proposal of the Board of Directors, to amend the Articles of Association.

## 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 7 June 2018 at the latest.

The Chairman of the Meeting closed the meeting at 10:15 A.M.

### Chairman of the Annual General Meeting:

Nimi: \_\_\_\_\_  
Asema: Carl-Henrik Wallin  
Attorney

### In fidem

Nimi: \_\_\_\_\_  
Asema: Mervi Immonen  
LL.M.

### The Minutes scrutinized and approved:

Nimi: \_\_\_\_\_  
Jan Lehtinen

## Appendices

<b>Appendix 1</b>	Register of Votes
<b>Appendix 2</b>	Notice for the Meeting
<b>Appendix 3</b>	Financial Statements
<b>Appendix 4</b>	Auditor's Report
<b>Appendix 5</b>	Proposals to the Annual General Meeting