

## **EXTRAORDINARY GENERAL MEETING OF COMPONENTA CORPORATION ON 29 OCTOBER 2020**

- Time:** 29 October 2020 from 12:00 noon – 12:32 p.m.
- Place:** Technopolis Aviapolis, meeting rooms Akropolis 1 and Akropolis 2,  
Teknobulevardi 3-5, 01530 Vantaa, Finland
- Present:** The shareholders listed in the register of votes confirmed at the Meeting  
(Appendix 1) were present or represented at the Meeting.

In addition, Chairman of the Board of Directors Harri Suutari, CEO Sami Sivuranta, Attorney-at-Law Jyrki Tähtinen and some senior executives of the Company and technical staff were present at the Meeting. Due to the coronavirus pandemic, other Board members and Company's Responsible Auditor attended the meeting via remote connection.

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

Harri Suutari, the Chairman of the Board of Directors, opened the General Meeting and welcomed the meeting attendees.

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

Jyrki Tähtinen, Attorney-at-Law, was elected as Chairman of the General Meeting and he called Mervi Immonen, General Counsel, as secretary of the General Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda. It was noted that due to the COVID-19 pandemic, the Company had recommended shareholders to follow the General Meeting remotely and to vote in advance via the voting service provided by Euroclear Finland Oy, or to authorize Borenus Attorneys Ltd.'s Lawyer to represent and exercise voting rights at the General Meeting.

It was noted that the Meeting would deal with matters in the order stated in the agenda. The agenda was attached to the Minutes (Appendix 2).

It was noted that certain shareholders attending the meeting by proxy had provided the Company with voting instructions prior to the General Meeting. In addition, shareholders who have a Finnish book-entry account were able to vote in advance on certain items on the General Meeting agenda via the Company's website. The Chairman of the Meeting gave a description of these voting instructions. It was noted that advance votes are taken into account in decision-making of the Extraordinary General Meeting and are included into the voting result, should a counting of votes be performed at the General Meeting. It was noted that if the Chairman of the Meeting can, based on the voting instructions given in advance, and on advance votes and the positions presented at the General Meeting, clearly state that a majority of votes and shares

under the particular agenda item supports the proposal made at the General Meeting, a vote is not needed at the Meeting unless a shareholder demands a vote. Instead, a record to the Minutes of the Meeting is sufficient.

It was noted regarding the votes given in advance that opposing or abstaining votes are recorded in the Minutes of the Meeting under each agenda item concerned. It was noted that unless votes against has recorded under an agenda item or the decision was reached through full count of votes, all those represented in the General Meeting are considered to be in favour of the proposal and the decision has been reached unanimously without voting.

The summary lists of the voting instructions provided in advance and advance votes were attached to the Minutes (Appendix 3).

### **3 ELECTION OF PERSONS TO EXAMINE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Rickard Sandell was elected to examine the minutes and to supervise the counting of 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 5 October 2020. At the same time, the proposals by the Board of Directors have been published on the Company's website. The financial statements and other material have been available for review on the Company's website as of 5 October 2020, indicating that the documents have been presented and made available no later than three (3) weeks before the General Meeting as required by the Companies Act.

It was noted that the General 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 4).

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

The register of attendance as at the beginning of the Meeting and the list of votes were presented and, based on the record, 26 shareholders were represented at the Meeting either in person or by a legal representative or proxy. It was noted that at the beginning of the Meeting a total of 72,726,560 shares and votes were represented at the Meeting.

The register of attendees and votes at the beginning of the Meeting were attached as an appendix to the Minutes (Appendix 1). It was noted that the Register of Votes shall be re-confirmed to represent the current attendance in case of a vote.

### **6 AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE ON A RIGHTS ISSUE**

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that it authorizes the Board of Directors to resolve on a rights issue, in accordance with the proposal attached to the Minutes (Appendix 5).

It was resolved, in accordance with the proposal of the Board of Directors, to authorize the Board of Directors to resolve on the issuance of a maximum of 237,269,224 new shares to carry out the rights issue. The shares are offered for subscription to the shareholders of the Company in proportion to their shareholding in the Company as per the record date of the rights issue. The authorization includes the right for the Board of Directors to resolve to offer, on a secondary basis, the potentially unsubscribed shares to the other shareholders or other persons for subscription. The authorization may only be used to carry out one rights issue. The Board of Directors is authorized to resolve on all other terms and conditions of the rights issue.

The authorization is valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021. The authorization does not revoke the share issue authorizations resolved upon earlier.

## **7 REVERSE SHARE SPLIT AND THERETO RELATED REDEMPTION OF SHARES AND AUTHORIZING THE BOARD OF DIRECTORS TO RESOLVE ON THE DIRECTED SHARE ISSUE**

It was noted that the Board of Directors had proposed to Extraordinary General Meeting that the General Meeting resolves to carry out a reverse share split and thereto related redemption of shares and authorizes the Board of Directors to resolve on the directed share issue in accordance with the proposal attached to the Minutes (Appendix 6).

It was resolved, in accordance with the proposal of the Board of Directors, that the number of shares in the Company be reduced without reducing the share capital, by conveying Company's new shares and by redeeming Company's shares to the effect, that each fifty shares of the Company are merged into one share.

In order to avoid share fractions, it was resolved that the Board of Directors is authorized to resolve on a directed share issue in which new shares are conveyed without compensation to the effect that the number of shares in each shareholders book-entry account is made divisible by 50 on the reverse split date later resolved by the Board of Directors ("Reverse Split Date"). The maximum number of shares conveyed to the shareholders by the Company is 49 times amount of such book-entry accounts in which Company's shares are preserved on the Reverse Split Date. The maximum amount of share issue authorization is proposed to be 400,000 shares. The maximum amount is based on the Board of Director's assessment related to the number of shareholders. The authorization is valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021. The authorization does not revoke the share issue authorizations resolved upon earlier. The Board of Directors was authorized to resolve on all the matters related to the conveyance carried out without compensation within the limits of the proposed authorization.

It was resolved that concurrently with the above-mentioned conveyance of the Company's new shares the Company, on the Reverse Split Date, redeems without compensation from each shareholder a number of shares determined by redemption ratio 49/50, meaning that for each 50 existing shares the Company redeems 49 shares. The Board of Directors of the Company has the right to resolve on all other matters with respect to the redemption of shares. The shares

redeemed without compensation in connection with the reduction of number of shares are cancelled immediately after the redemption in accordance with the resolution of the Board of Directors.

The purpose of merging the shares is to facilitate trade in the Company's shares by increasing the value of an individual share and to contribute the shares' efficient price formation. The Board of Directors thus holds that merging the shares is in the interest of the Company and all of its shareholders and that the Company therefore has a particularly weighty financial reason for the reverse share split and the related redemption of shares and the directed share issue. The reverse share split does not affect the Company's equity.

It was resolved that the reverse share split is executed in the book-entry system after the close of trading on the Reverse Split Date later resolved by the Board of Directors. If necessary, the trading with the Company's share on Nasdaq Helsinki Ltd. is temporarily interrupted in order to perform necessary technical measures in the trading facility after the reverse split date.

The Board of Directors intends to carry out the reverse share split after execution of the rights issue based on the authorization granted under item 6. The directed share issue and the reverse share split do not require any measures from shareholders.

It was recorded that the number of opposing votes of shareholders who had voted in advance was 400,000 and the number of their abstaining votes was 210,000.

## **8 CLOSING OF THE MEETING**

It was recorded that all resolutions made at the General Meeting were supported by all shareholders present at the Meeting, unless otherwise indicated in the Minutes.

The Chairman of the Meeting noted that all items on the agenda had been attended to and that the Minutes would be available on the Company's website on 12 November 2020 at the latest.

The Chairman thanked the meeting attendees and announced the Meeting closed.

Witnessed by

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Jyrki Tähtinen  
Chairman

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Mervi Immonen  
Secretary

Minutes examined and approved

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Rickard Sandell  
Examiner of the Minutes

## Appendices

<b>Appendix 1</b>	Register of Votes
<b>Appendix 2</b>	Agenda
<b>Appendix 3</b>	Summary lists of the voting instructions provided in advance and advance votes
<b>Appendix 4</b>	Notice to the General Meeting
<b>Appendix 5</b>	The proposal of the Board of Directors to authorize the Board of Directors to resolve on a rights issue
<b>Appendix 6</b>	The proposal of the Board of Directors as resolution to carry out a reverse share split and thereto related redemption of shares and to authorize the Board of Directors to resolve on the directed share issue