

Notice to the Annual General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation to the Annual General Meeting to be held at Technopolis Aviapolis meeting room Akropolis, at address Teknobulevardi 3-5, 01530 Vantaa, on Thursday 16 April 2020, at 9.00 EET. The reception of persons who have registered for the meeting will commence at 8.30 EET.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

At the General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
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 2019.

- Review by the CEO

7. Adoption of the financial statements, which includes the adoption of the consolidated financial statements
8. Resolution on the use of profit shown on the balance sheet

The Board of Directors proposes that no dividend will be distributed for the financial period 1 January – 31 December 2019.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Handling of the Remuneration Policy of the governing bodies

The Remuneration Policy for governing bodies of the Company is attached to this notice and it is available on Componenta's website, at <https://www.componenta.com/investors/corporate-governance/general-meeting/agm-2020/>.

11. Resolution on the remuneration of the members of the Board of Directors

The Nomination Board proposes that the members of the Board of Directors, who will be elected to the term continuing to the annual general meeting 2021, will be paid 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 will be compensated in accordance with the company's travel policy.

12. Resolution on the number of members of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that four members (earlier five) will be elected for the Board of Directors for the term expiring at the close of Annual General Meeting 2021.

13. Election of members of the Board of Directors

The Nomination Board proposes that the current members of the Board of Directors Anne Leskelä, Harri Pynnä, Harri Suutari and Petteri Walldén are re-elected. For cost efficient administration, the Nomination Board proposes that Board member Asko Nevala would not be re-elected to the Board of Directors.

Out of the nominees, Anne Leskelä, Harri Pynnä and Petteri Walldén are independent of the company and of the significant shareholders of the company. Harri Suutari is independent of the significant shareholders of the company, but not of the company as he was the President and CEO of the company from November 2015 until 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.

14. Resolution on the remuneration of the Auditor

The Board of Directors proposes to the Annual General Meeting that compensation is paid to the Company's Auditor against an invoice approved by the Company.

15. 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.

16. Amendments to the Articles of Association

The Board of Directors proposes that the General Meeting resolve to amend the Articles of Association of the company so that section 2 would stipulate as follows:

"2. Field of Business

The company's field of business is to manufacture and sell engineering and foundry industry products and to engage in activity related to these as part of Componenta Corporation. In order to carry on its activities, the company may grant securities, guarantees and loans to its group companies and affiliated companies. The Company may offer administrative, financing, accounting and other services to its group companies and affiliated companies, and trade in securities and practice other investment activity."

17. Closing of the Meeting

B. DOCUMENTS OF THE GENERAL MEETING

The proposals for the decisions on the aforementioned matters on the above agenda of the General Meeting as well as this notice are available on Componenta Corporation's website at www.componenta.com. The financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor's report of Componenta Corporation are available on the above-mentioned website on Tuesday 17 March 2020. The proposals for decisions and the other above-mentioned documents are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting will be available on the above-mentioned website as from 30 April 2020.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 2 April 2020 (the record date of the General Meeting) in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Changes in shareholdings occurring after the record date of the General Meeting shall not affect the right to attend the General Meeting or the number of votes of the shareholder.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the General Meeting, shall register for the meeting no later than 13 April 2020 at 16.00 EET by giving a prior notice of participation, which shall be received by the company no later than on above-mentioned time and date.

Such notice can be given:

- a) on the company website, at the address: <https://www.componenta.com/investors/corporate-governance/general-meeting/agm-2020/>;
- b) via email: ir.componenta@componenta.com;
- c) by telephone +358 10 403 2202 on weekdays between 9 and 16 (EET); or
- d) by regular mail to Componenta Corporation / Pia Juntunen, Teknobulevardi 7, FI-01530 Vantaa.

In connection with the registration a shareholder shall notify their name, personal identification number (social security number) and telephone number and also the name of possible assistant or proxy representative, as well as the personal identification number (social security number) of the proxy representative. The personal data given to Componenta Corporation by the shareholders is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, if needed, be able to prove their identity and/or right of representation.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on 2 April 2020 (the record date of the General Meeting) would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by 9 April 2020 at 10.00 EET. As regards nominee registered shares, this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

3. Proxy representatives and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in originals to Componenta Corporation at address Teknobulevardi 7, FI-01530 Vantaa, before the last date for registration.

4. Other instructions and information

Due to COVID-19 (Coronavirus), there may be further information given regarding the Componenta Annual General Meeting arrangements. Please check the latest guidance on company website, at <https://www.componenta.com/investors/corporate-governance/general-meeting/agm-2020/>

Pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the General Meeting, 17 March 2020, the total number of shares and votes in Componenta Corporation is 237,269,224.

COMPONENTA CORPORATION
Board of Directors