

Proposals of the Board of Directors and the Nomination Board to the Annual General Meeting on 16 April 2020

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.

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.

Resolution on the number of members of the Board of Directors

The Nomination Board proposes that four (4) members will be elected for the Board of Directors.

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.

Resolution on the remuneration of the Auditor

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

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.

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

COMPONENTA

2 (2)

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."