

## **Proposals of the Board of Directors and the Nomination Board to the Annual General Meeting on 9 April 2022**

### **Resolution on the use of profit shown on the balance sheet**

Componenta Group's result for the financial year was EUR -0.4 million. Componenta Corporation's result for the financial year was EUR 0.68 million. On 31 December 2021, Componenta Corporation's distributable funds totalled EUR 15.7 million. The Board of Directors proposes that no dividends be distributed based on the balance sheet established for the financial year that ended on 31 December 2021.

As the Board of Directors proposes that less be distributed as a dividend than provided for in chapter 13, section 7 of the Companies Act, shareholders have the right to demand a dividend in the amount of a minority dividend in accordance with the said provision. The minority dividend is EUR 339,959.29 (as per the date of this notice of the meeting, EUR 0.035718 per share), i.e. half Componenta Corporation's profit for the financial year.

A minority dividend must be distributed if required by shareholders holding at least one tenth of all the shares. A claim for a minority dividend is deemed to have been made if the shareholder votes in favour of the minority dividend in advance voting, and no separate claim or counterproposal is required.

### **Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board proposes that the members of the Board of Directors, who will be elected to the term continuing to the Annual General Meeting 2023, will be paid an annual remuneration as follows: EUR 50,000 to the Chair 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. The 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 Shareholders' Nomination Board proposes that four (4) members will be elected for the Board of Directors for the term expiring at the close of the 2023 Annual General Meeting.

### **Election of members of the Board of Directors**

For the term expiring at the close of the next Annual General Meeting, the Shareholders' Nomination Board proposes that the current members of the Board of Directors Tomas Hedenborg, Anne Leskelä, Harri Suutari and Petteri Walldén be re-elected.

Of the nominees, Tomas Hedenborg, Anne Leskelä and Petteri Walldén are independent of the company and of the company's significant shareholders. Harri Suutari is independent of significant shareholders, but not of the company, because he was the company's CEO from November 2015 until the end of 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 <https://www.componenta.com/investors/corporate-governance/general-meeting/agm-2022/>.

### **Resolution on the remuneration of the Auditor**

The Board of Directors proposes that remuneration for the Auditor be paid according to an invoice approved by the company.

## **Election of Auditor**

The Board of Directors proposes that the audit firm PricewaterhouseCoopers Oy be elected as the Auditor of the company for the next term of office. PricewaterhouseCoopers Oy has notified the company that Ylva Eriksson, Authorised Public Accountant, will act as the responsible auditor should it be elected as the auditor of the company.

## **Authorising the Board of Directors to decide on the share issue**

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on share issues in one or several tranches as follows:

The issuance of shares may be carried out by offering new shares or transferring treasury shares held by the company.

The number of shares to be issued or transferred under the authorisation may not exceed 942,263 shares, which corresponds to approximately 9.9% of all the shares in the company.

The new shares may be issued, and the treasury shares held by the company may be transferred for consideration or without consideration.

The Board of Directors decides on all terms and conditions for the issue of new shares and the transfer of the company's own shares. Based on the authorisation, the Board of Directors may decide on a share issue in deviation of the pre-emptive subscription right of the shareholders (directed issue) subject to conditions mentioned in the Finnish Limited Liability Companies Act. For example, the Board of Directors may use authorisation as compensation in acquisitions, develop capital structure, broaden the ownership base, acquire assets related to the company's business or to finance or carry out other business transactions, for share-based incentive plans or other purposes decided by the Board of Directors.

The authorisation is valid until the end of the next Annual General Meeting, but until 30 June 2023 at the latest. The authorisation shall not revoke earlier valid and non-utilised authorisations to decide on share issues.