

Notice to the extraordinary General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation to the Extraordinary General Meeting to be held on Friday, **15 April 2016 at 12 noon** at the Company's headquarters in Käpylä in the auditorium of the Sato building at the address Panuntie 4, FI-00610 Helsinki.

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. Issuance of stock options

The Board of Directors proposes that stock options would be issued by the Extraordinary General Meeting of Shareholders to the key employees of the Componenta Group on the terms and conditions attached hereto.

The Company has a weighty financial reason for the issue of stock options, since the stock options are intended to form part of the incentive and commitment program for the key employees. The purpose of the stock options is to encourage the key employees to work on a long-term basis to increase shareholder value. The purpose of the stock options is also to commit the key employees to the Company.

The maximum total number of stock options issued will be 10,000,000 and they will be issued gratuitously. The stock options entitle their owners to subscribe for a maximum total of 10,000,000 new shares in the Company or existing shares held by the Company.

The share subscription period for stock options will be 1 April 2020 - 31 March 2022. The subscription price for shares subscribed based on stock options will be EUR 0.50 per share. The share subscription price is based on the fair value of the share. The share subscription price will be credited to the reserve for invested unrestricted equity.

The Board of Directors will resolve on the distribution of stock options. The Board of Directors may resolve on particular additional provisions concerning the receipt of stock options. Stock options will be distributed only, if the Company resolves to execute the planned financing arrangements.

7. Authorisation of the Board of Directors to decide on a share issue and an issuance of special rights entitling to shares

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to resolve on an issuance of shares and an issuance of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Limited Liability Companies Act in one or several instalments, either against payment or without payment.

The aggregate amount of shares to be issued or transferred based on the authorization, including shares received based on special rights entitling to shares, shall not exceed 100,000,000 shares. The authorization entitles the Board of Directors to resolve on issuance of, for example, such special rights that entitle their

Casting Future **SOLUTIONS**

COMPONENTA CORPORATION

holder to receive new shares or the company's own shares for consideration in such a manner that the subscription price of the shares is to be set off against a receivable of the subscriber ("Convertible Bond"). The Board of the Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the company.

The authorisation entitles the Board of Directors to resolve on all conditions for the issuance of shares and the issuance of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorization is proposed to be used, for example, to strengthen the balance sheet and financial position of the company.

The authorization is proposed to be in force until the closing of the next Annual General Meeting, however no later than 30 June 2017. The authorization replaces the authorization of the Board of Directors to resolve on a share issue and an issuance of special rights entitling to shares given by the Annual General Meeting on 11 March 2015.

8. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

The proposals for the decisions on the aforementioned matters on the agenda of the General Meeting above as well as this notice, the Financial Statements, Report of the Board of Directors and the Auditor's Report for the Financial Year 2015, and the Board of Directors' statement on the events which have occurred after the preparation of the Financial Statements and have a material effect on the position of the Company, are available on Componenta Corporation's website at www.componenta.com. 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 29 April 2016, at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 5 April 2016 (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 12 April 2016 at 10.00 am by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned date.

Such notice can be given:

- a) by e-mail ir.componenta@componenta.com;
- b) by telephone +358 10 403 2701;
- c) by telefax +358 10 403 2721; or
- d) by regular mail to Componenta Oyj, Panuntie 4, FI-00610 Helsinki, Finland.

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, where necessary, be able to prove his/her 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 5 April 2016 (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 12 April 2016 at 10.00 am. 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 his/her 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 Oyj, Panuntie 4, FI-00610 Helsinki, Finland before the last date for registration.

4. Other instructions and information

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, 24 March 2016, the total number of shares and votes in Componenta Corporation is 97,269,224.

Helsinki, 24 March 2016

COMPONENTA CORPORATION
Board of Directors

For further information, please contact:

Harri Suutari
President and CEO
tel. +358 400 384 937

Markku Honkasalo
CFO
tel. +358 10 403 2710

Componenta is a metal sector company with international operations and production plants located in Finland, Turkey, the Netherlands and Sweden. The net sales of Componenta were EUR 495 million in 2015 and its share is listed on Nasdaq Helsinki. The Group employs approx. 4,250 people. Componenta specializes in supplying cast and machined components and total solutions made of them to its global customers, who are manufacturers of vehicles, machines and equipment.