

## **The proposals of the Board of Directors and the Nomination Board to the Annual General Meeting on 16 May 2019**

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

The Board of Directors proposes that no dividend be paid for the financial period 1 January – 31 December 2018.

### **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 2020, 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 members are elected to 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 Petteri Walldén, Anne Leskelä and Asko Nevala are re-elected as Board members and Harri Pynnä is elected as new Board member.

The presentation of the persons nominated for the Board of Directors is available at Componenta Corporation's website at [www.componenta.com](http://www.componenta.com).

All nominated persons are independent of the company and significant shareholders and have given their consent to the election.

### **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.

### **Amendment of the Articles of Association**

The Board of Directors proposes that the General Meeting resolve that the Articles of Association of the company be amended so that general meetings may be held, in addition to the domicile of the company, alternatively in Vantaa, Espoo or Karkkila.

Section 8 of the Articles of Association is therefore proposed to be amended to read as follows:

#### **"8. Notice of General Meeting**

The notice of the General Meeting shall be delivered by releasing the notice of meeting on the company's webpage and as stock exchange release no more than three (3) months and no less than three (3) weeks

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12 April 2019

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prior to the General Meeting, however, always at least nine (9) days prior to the record date of the General Meeting. The Board of Directors may in addition decide to announce the notice of meeting in other ways. A shareholder wishing to participate in the General Meeting shall register his/her participation as required in the notice of meeting and at the latest on the date stated in the notice, which date may be no earlier than ten (10) days before the meeting.

The general meeting of shareholders may be held either at the company's domicile or in Vantaa, Espoo or Karkkila.”