

## **Resolutions of Annual General Meeting 2023**

*Componenta Corporation, Stock Exchange Release, 13 April 2023 at 11.00 a.m. EEST*

Componenta Corporation's Annual General Meeting was held today, 13 April 2023, in Vantaa. A video recording of the AGM will be added to the company's website within a reasonable period of time after the meeting.

The AGM supported all the proposals presented to the meeting and approved the remuneration report. The AGM adopted the company's financial statements and consolidated financial statements and discharged the members of the Board of Directors and the President and CEO from liability for the financial period of 1 Jan–31 Dec, 2022.

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

In accordance with the proposal by the Board of Directors, the AGM decided that no dividends will be distributed on the basis of the balance sheet established for the financial year that ended on 31 December 2022.

### **Composition and remuneration of the Board of Directors**

In accordance with the proposal by the Shareholders' Nomination Board, the AGM resolved that the annual remuneration payable to the Chairman of the Board shall be EUR 50,000 and the annual remuneration payable to other members of the Board of Directors shall be EUR 25,000. In addition, the members of possible committees of the Board of Directors will be paid an annual remuneration of EUR 5,000. Travel expenses of the members of the Board of Directors shall be compensated in accordance with the company's travel policy.

In accordance with the proposal by the Shareholders' Nomination Board, the number of members of the Board of Directors was confirmed to be four (4). The AGM re-elected the current members of the Board of Directors Tomas Hedenborg, Anne Leskelä, Harri Suutari and Petteri Walldén. The term for the members of the Board of Directors expires at the close of the next AGM.

### **Election and remuneration of the Auditor**

The AGM elected the audit firm PricewaterhouseCoopers Oy as the Auditor for the next term of office. PricewaterhouseCoopers Oy has notified the company that Ylva Eriksson, Authorised Public Accountant, will act as the responsible auditor. The remuneration for the Auditor will be paid according to an invoice approved by the company.

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

In accordance with the Board of Director's proposal the AGM authorised 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 total number of shares to be issued or transferred under the authorisation may not exceed 571,275 shares, which corresponds to approximately 5.88 per cent 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. The authorisation also includes the right to decide on issuing new shares to the company itself without consideration. For example, the Board of Directors may use the authorisation as compensation in acquisitions, to develop capital structure, to broaden the ownership base, to acquire assets related to the company's business or to finance or carry out other business transactions, or for other purposes decided by the Board of Directors. However, the authorisation may not be used for the implementation of incentive programs of the company's management or key personnel.

The authorisation is valid until the end of the next Annual General Meeting, but no longer than until 30 June 2024 at the latest. For the sake of clarity, the authorisation shall revoke previous non-utilised authorisations to decide on share issuance.

### **Authorising the Board of Directors to decide on issuing shares, stock options and other special rights entitling to shares for the purposes of incentive plans**

In accordance with the Board of Director's proposal the AGM authorised the Board of Directors to decide on the issue of shares, stock options and other special rights entitling to shares, as referred to in Chapter 10, Section 1 of the Limited Liability Companies Act, in one or several tranches as follows:

The total number of shares to be issued or transferred under the authorisation may not exceed 400,000 shares (including shares issued based on the special rights), which corresponds to approximately 4.12 per cent of all the shares in the company.

The Board of Directors decides on all the conditions of the issue of shares, stock options and other special rights entitling to shares. Pursuant to the authorisation, new shares may be issued and treasury shares held by the company may be transferred. New shares may be issued and treasury shares held by the company may be transferred either for consideration or without consideration. The authorisation also includes the right to decide on issuing new shares to the company itself without consideration.

Based on the authorisation, the Board of Directors may decide on the issue of shares, stock options and other special rights entitling to shares in deviation of the pre-emptive subscription right of the shareholders (directed issue) subject to conditions mentioned in the Limited Liability Companies Act. Shares, stock options or other special rights entitling to shares may be issued in a directed issue as part of the implementation of the Company's share-based incentive schemes, such as the implementation of stock options and restricted share plan planned by the Board of Directors.

The authorisation is valid until 13 April 2028. For the sake of clarity, the authorisation shall revoke previous non-utilised authorisations to decide on the issue of shares, stock options and other special rights entitling to shares.

### **Minutes of the General Meeting**

The minutes of the General Meeting will be made available at the Componenta website at [www.componenta.com](http://www.componenta.com) no later than on 27 April 2023.

COMPONENTA CORPORATION

Sami Sivuranta  
President and CEO

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***Componenta Corporation is an international technology company and Finland's leading contract manufacturer in the machine building industry. Sustainability and customer needs are at the core of the company's broad technology portfolio. Componenta Corporation manufactures components for its customers, which are global manufacturers of machinery and equipment. The company's stock is listed on Nasdaq Helsinki. [www.componenta.com](http://www.componenta.com)***