

## 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 Monday 1 July 2019 at 9.00 EET in the Technopolis Aviapolis' Akropolis auditorium at address Teknobulevardi 3-5, 01530 Vantaa, Finland. The reception of persons who have registered for the meeting will commence at 8.30 EET. Refreshments will be served after the meeting.

### A. MATTERS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING

At the Extraordinary 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. Decisions regarding the Transaction

The company announced on 16 May 2019 that it has signed a share purchase agreement regarding the shares in Komasa Oy (business identity code 2507356-4) whereby the company buys all shares in Komasa Oy. The purchase price payable for the share purchase and capital loans acquired in connection with the share purchase (together the "Transaction") shall be paid with the company's shares and the Transaction is conditional *inter alia* on that the extraordinary general meeting of the company gives the needed authorisations to complete the Transaction to the board of directors of the company. In connection with and as a condition for the subscription of the consideration shares, each seller undertakes and agrees to pledge as security for its obligations under the share purchase agreement to the company number of shares set forth in the share purchase agreement.

The proposals made by the board of directors to the General Meeting in sections 6 a) and b) are related to the execution of the Transaction and constitute therefore one entity in the sense that the approval of each of the proposals made in sections 6 a) and b) requires that the General Meeting approves all proposals made in this section by the board of directors.

The proposed authorisations, as presented in sections 6 a)–c) below, will not, if approved by the General Meeting, revoke each other or replace previous authorisations granted to the Board of Directors.

#### a) Authorizing the Board of Directors to resolve on the issue of shares to execute the Transaction

The purchase price would be paid by issuing the company's shares to the sellers in accordance with the provisions of the Transaction.

The Board of Directors proposes that the General Meeting decides to authorize the Board of Directors to resolve on the issuance of shares under the following conditions.

The total number of new shares to be issued by virtue of the authorization may amount to a maximum of 60,000,000 new shares, equivalent to approximately 33.8% of the total number of shares of the company on the date of this notice to the meeting. The shares to be issued by virtue of the authorization may be used as payment in the contemplated Transaction.

New shares may be issued through a directed share issue in deviating from the shareholders' pre-emptive subscription right if there is a weighty financial reason for the deviation from the company's point of view. The subscription price of the new shares can be paid as contribution in kind.

Based on the authorization, the Board of Directors is entitled to resolve on all other matters related to the share issue.

The authorization is proposed to be valid until 30 June 2020 at the most.

#### **b) Authorizing the Board of Directors to resolve on taking the company's own shares as a security**

In accordance with the provisions of the Transaction, the company would take its own shares issued to the sellers as a security.

The Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on taking the company's own shares of a maximum of 12,000,000 shares as a security in one or more tranches. Based on the authorization, the Board of Directors may not make a resolution based on which the number of shares to be taken as a security, together with the shares possibly held by the company or its subsidiaries, would constitute one tenth or more of the total number of shares in the company.

The Board of Directors is, based on the authorization, entitled to resolve on all other conditions for acquiring and/or taking as a security own shares.

The authorization to resolve on taking the company's own shares as a security is proposed to be valid until 30 June 2020 at the most.

#### **c) Authorizing the Board of Directors to resolve on the transfer of shares**

Based on the authorization granted in section 6 b) above with respect to the possible realization of the company's own shares taken as a security, the Board of Directors proposes that the General Meeting authorizes the Board of Directors to resolve on the transfer of own shares held by the company in one or several parts, either against payment or without payment.

The total number of new shares to be transferred may amount to a maximum of 12,000,000 shares, equivalent to approximately 6.8% of the total number of shares of the company on the date of this notice to the meeting.

The authorization entitles the Board of Directors to decide on all terms and conditions related to the transfer of shares, including the right to deviate from the shareholders' pre-emptive subscription rights.

The authorization is proposed to be valid until 31 December 2020.

### **7. Resolution on the number of Board Members**

The Nomination Board proposes that the number of the members of the Board of Directors be increased from four to five.

The Nomination Board's proposal set out in this section 7 is conditional on the approval of the proposal of the Board of Directors on authorizing the Board to resolve on the share issue set out in section 6 a) and on the approval of the proposal of the Board of Directors on authorizing the Board to resolve on taking the company's own shares as a security set out in section 6 b). In the event that the General Meeting does not approve the proposals of the Board of Directors set out in sections 6 a) and b), the proposal set out in this section 7 will lapse.

Furthermore, the decision to be made under this section 7 is conditional on the execution of the Transaction where the company will acquire all shares in Komasa Oy. In the event that the Transaction is not executed, the decision made under this section 7 will lapse.

### **8. Election of the members of the Board of Directors and resolution on their remuneration**

The Nomination Board proposes that Harri Suutari is elected as new board member for the term expiring at the close of next Annual General Meeting. CEO Harri Suutari has stated that he will relinquish his position as the CEO in the event that he is elected as a member of the Board of Directors, and a new CEO will be appointed for the company. Material information relating to the board work of Harri Suutari has been presented at the company's web page.

The Nomination Board also proposes to the Extraordinary General Meeting that, in the event that Harri Suutari is elected as a board member, the annual remuneration payable to a board member in accordance with the decision made at the Annual General Meeting be paid to Harri Suutari *pro rata temporis* to the duration of his term. In all other respects, the decisions made at the Annual General Meeting held on 16 May 2019 with regard to the remuneration of the Board of Directors will remain in force without amendment.

The proposed new member has given his consent to the election and he is independent of the significant shareholders but not of the company as he has acted as CEO and President of the company since November 2015.

The Nomination Board's proposals set out in this section 8 are conditional on the approval of the proposal of the Board of Directors on authorizing the Board to resolve on the share issue set out in section 6 a) and on the approval of the proposal of the Board of Directors on authorizing the Board to resolve on taking the company's own shares as a security set out in section 6 b). In the event that the General Meeting does not approve the proposals of the Board of Directors set out in sections 6 a) and 6 b), the proposals set out in this section 8 will lapse.

Furthermore, the decisions to be made under this section 8 are conditional on the execution of the Transaction where the company will acquire all shares in Komasa Oy. In the event that the Transaction is not executed, the decisions made under this section 8 will lapse.

## 9. Closing of the Meeting

### B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

The proposals for the decisions on the aforementioned matters on the above agenda of the Extraordinary General Meeting as well as this notice are available on Componenta Corporation's website at [www.componenta.com](http://www.componenta.com). The documents that must be kept available for public access under Chapter 5, Section 22 of the Finnish Limited Liability Companies Act are available at the web page mentioned above. 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 material for the meeting and the proposals for decisions will be available on the above-mentioned website on 4 June 2019. The minutes of the meeting will be available on the above-mentioned website as from 15 July 2019.

### C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING

#### 1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 18 June 2019 (the record date of the Extraordinary General Meeting) in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Extraordinary 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 Extraordinary General Meeting shall not affect the right to attend the Extraordinary 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 Extraordinary General Meeting, shall register for the meeting no later than 26 June 2019 at 16.00 EET by giving a prior notice of participation, which shall be received by the company no later than on above-mentioned time and date.

Such notice can be given:

- a) by e-mail [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com);
- b) by telephone +358 10 403 2202 on weekdays between 9 and 16 (EET); or
- c) by regular mail to Componenta Corporation / Pia Juntunen, Teknobulevardi 7, FI-01530 Vantaa.

In connection with the registration a shareholder shall notify his/her name, personal identification number (social security number) and telephone number and also the name of possible assistant or proxy representative as well as the personal identification number (social security number) of the proxy representative. The personal data given to Componenta Corporation by the shareholders is used only in connection with the Extraordinary General Meeting and with the processing of related registrations.

The shareholder, his/her authorized representative or proxy representative shall, if needed, 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 Extraordinary General Meeting by virtue of such shares based on which he/she on 18 June 2019 (the record date of the Extraordinary 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 Extraordinary 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 26 June 2019 at 10.00 EET. As regards nominee registered shares this constitutes due registration for the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting.

Possible proxy documents should be delivered in originals to Componenta Corporation at address Teknobulevardi 7, FI-01530 Vantaa, 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 Extraordinary General Meeting, 4 June 2019, the total number of shares and votes in Componenta Corporation is 177,269,224.

COMPONENTA CORPORATION  
Board of Directors