

## 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 at Technopolis Aviapolis meeting room Akropolis, at address Teknobulevardi 3-5, 01530 Vantaa, on Thursday 29 October 2020, at 12 noon EET. The reception of persons who have registered for the meeting will commence at 11:30 a.m. EET.

Due to the coronavirus pandemic Componenta recommends that the shareholders follow the meeting remotely and vote in advance or alternatively authorize a centralized proxy representative to represent the shareholder at the Extraordinary General Meeting.

In order to follow the meeting remotely the shareholders who are natural persons may order a personal link to the Extraordinary General Meeting latest by 29 October 2020 at 11:00 a.m. EET from the company website at [www.componenta.com](http://www.componenta.com). Ordering the link requires identification with a personal bank identifier or mobile certificate. Owners of nominee-registered shares cannot order the video link. Shareholders following the meeting remotely are not considered to attend the Extraordinary General Meeting and cannot speak or vote remotely.

In order to exercise their voting rights, shareholders may authorise a person to represent themselves and to exercise their voting rights at the meeting. To minimise the number of people attending the meeting, it is recommended that shareholders use the opportunity to authorise Lawyer Rickard Sandell (Borenius Attorneys Ltd.), or a person authorised by him, to represent and exercise voting rights at the general meeting.

If the prevailing circumstances regarding the coronavirus pandemic so require, Componenta will prior to the Extraordinary General Meeting provide further information on special arrangements related to the meeting in order to secure the health and safety of the company's shareholders, personnel and other stakeholders. The General Meeting will be arranged in accordance and in line with the restrictions set by the Finnish authorities.

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

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. Authorizing the Board of Directors to resolve on a rights issue

Componenta announced its plans to arrange a rights issue on 5 October 2020. The company has received commitments from Joensuun Kauppa ja Kone Oy, Etra Capital Oy and Harri Suutari (Chairman of the Board of Directors of Componenta Corporation), whose shares represent approximately 21% of all shares and votes Componenta at the time of this notice, to vote in favor of the board's proposals at the Extraordinary General Meeting and to participate in the rights issue at least in proportion to their shareholding in the company. If the Extraordinary General Meeting grants the board the requisite share issue authorization, the rights issue is intended to be carried out by the end of year 2020.

The Board of Directors proposes to the Extraordinary General Meeting that it would authorize the Board of Directors to resolve on the issuance of a maximum of 237,269,224 new shares to carry out the above-

mentioned rights issue. The shares are offered for subscription to the shareholders of the company in proportion to their shareholding in the company as per the record date of the rights issue. The authorization includes the right for the Board of Directors to resolve to offer, on a secondary basis, the potentially unsubscribed shares to the other shareholders or other persons for subscription. The authorization may only be used to carry out one rights issue. The Board of Directors is authorized to resolve on all other terms and conditions of the rights issue.

The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021. The authorization does not revoke the share issue authorizations resolved upon earlier.

## **7. Proposal of the Board of Directors for the Extraordinary General Meeting for resolution to carry out a reverse share split and thereto related redemption of shares and authorizing the Board of Directors to resolve on the directed share issue**

The Board of Directors proposes that the Extraordinary general meeting resolve that the number of shares in the company be reduced without reducing the share capital. The arrangement is proposed to be carried out by conveying company's new shares and by redeeming company's shares to the effect, that each fifty (50) shares of the company are merged into one (1) share.

In order to avoid share fractions the Board of Directors proposes that the Board of Directors is authorized to resolve on a directed share issue in which new shares are conveyed without compensation to the effect that, the number of shares in each shareholders book-entry account is made divisible by 50 on the reverse split date later resolved by the Board of Directors ("Reverse Split Date"). The maximum number of shares conveyed to the shareholders by the company is 49 times amount of such book-entry accounts in which company's shares are preserved on the Reverse Split Date. The maximum amount of share issue authorization is proposed to be 400 000 shares. The maximum amount is based on the Board of Director's assessment related to the number of shareholders at the date of this proposition. The authorization is proposed to be valid until the close of the next Annual General Meeting, however, no longer than until 30 June 2021. The authorization does not revoke the share issue authorizations resolved upon earlier. The Board of Directors is authorized to resolve on all the matters related to the conveyance carried out without compensation within the limits of the proposed authorization.

Concurrently with the above-mentioned conveyance of the company's new shares the company will on the Reverse Split Date redeem without compensation from each shareholder a number of shares determined by redemption ratio 49/50, meaning, that for each 50 existing shares the company will redeem 49 shares. The Board of Directors of the company has the right to resolve on all other matters with respect to the redemption of shares. The shares redeemed without compensation in connection with the reduction of number of shares will be cancelled immediately after the redemption in accordance with the resolution of the Board of Directors.

The purpose of merging the shares is to facilitate trade in the company's shares by increasing the value of an individual share and to contribute the shares' efficient price formation. The Board of Directors thus holds that merging the shares is in the interest of the company and all of its shareholders and that the company therefore has a particularly weighty financial reason for the reverse share split and the related redemption of shares and the directed share issue. The reverse share split does not affect the company's equity.

The reverse share split will be executed in the book-entry system after the close of trading on the Reverse Split Date later resolved by the Board of Directors. If necessary, the trading with the company's share on Nasdaq Helsinki Ltd. shall be temporarily interrupted in order to perform necessary technical measures in the trading facility after the reverse split date.

The Board of Directors intends to carry out the reverse share split after execution of the rights issue proposed in item 6. If implemented, the directed share issue and the reverse share split will not require any measures from shareholders.

## **8. 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 5 October 2020. The minutes of the meeting will be available on the above-mentioned website on 12 November 2020 at the latest.

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

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

Each shareholder, who is registered on 19 October 2020 (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 October at 4:00 p.m. 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 starting from 6 October 2020 at 9:00 a.m. EET:

- a) on the company website, at the address: [www.componenta.com](http://www.componenta.com)
- b) via email: [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com);
- c) by telephone +358 40 190 5495 on weekdays between 9:00 a.m. and 3:00 p.m. (EET); or
- d) by regular mail to Componenta Corporation / General Meeting, Teknobulevardi 7, FI-01530 Vantaa, Finland.

In connection with the registration a shareholder shall notify their name, personal identification number (social security number) or business identity code 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 privacy notice is available on the company website at [www.componenta.com](http://www.componenta.com).

The shareholder, his/her authorized representative or proxy representative shall, if needed, be able to prove their 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 19 October 2020 (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 October 2020 at 10:00 a.m. 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. Advance voting

A shareholder, who has a Finnish book-entry account, may vote in advance on items on the agenda of the Extraordinary General Meeting through the company's website until 26 October, 2020 at 4:00 p.m. EET. Through the advance voting service, a shareholder may vote on items on the agenda of the Extraordinary General Meeting without attending the meeting at the meeting venue.

Unless a shareholder voting in advance will be present in person or by proxy in the meeting, he/she may not be able to exercise his/her right under the Finnish Companies Act to request information or a vote in the meeting and if decision proposals regarding certain agenda item have changed after the beginning of the advance voting period, his/her possibility to vote on such item may be restricted. The conditions and other instructions relating to the electronic advance voting may be found from the company's website at the address [www.componenta.com](http://www.componenta.com). The Finnish book-entry account number of the shareholder is needed for voting in advance.

### 4. 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 their 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.

Due to coronavirus pandemic, the company recommends shareholders to use centralized proxy service by authorizing Lawyer Rickard Sandell of Borenius Attorneys Ltd. or a person appointed by him to represent them at the meeting in accordance with the voting instructions of the shareholder. Also shareholders wishing to authorize a proxy are required to register for the Extraordinary General Meeting in accordance with the instructions set out above in this notice, even if they do not attend the meeting at the meeting venue themselves. Proxy templates as well as further instructions for the authorizations are available on the company's website [www.componenta.com](http://www.componenta.com).

Possible proxy documents should be delivered in pdf-format by email at address [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com) or by regular post at address Componenta Corporation, General Meeting, Teknobulevardi 7, FI-01530 Vantaa, Finland, before the last date for registration.

### 5. Other instructions and information

In the Extraordinary General Meeting of Componenta Corporation attention will be paid to maintaining sufficient safety distances and conscientious hand hygiene. The meeting participants are requested on their own initiative to take care of safety measures in order to prevent spreading of the coronavirus pandemic. Attending the meeting at the meeting venue should be absolutely avoided in case the participant has even mild symptoms typical for disease classified as a pandemic.

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.

# COMPONENTA

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On the date of this notice to the Extraordinary General Meeting, 5 October 2020, the total number of shares and votes in Componenta Corporation is 237,269,224.

COMPONENTA CORPORATION  
Board of Directors