

## Notice of the Annual General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation of the Annual General Meeting to be held in Technopolis Aviapolis meeting room Akropolis 2 at Teknobulevardi 3–5, 01530 Vantaa, on Thursday 13 April 2023 at 9:00 a.m. (EEST). The reception of persons who have registered for the meeting will commence at 8:30 a.m. (EEST).

The General Meeting will be videotaped, and a video recording of the meeting will be added to the company's website at <https://www.componenta.com/investors/corporate-governance/general-meeting/annual-general-meeting-2023/> within a reasonable period of time after the meeting.

### 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. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor's report for the year 2022**

Review by the CEO.

- 7. Adoption of the financial statements, which includes the adoption of the consolidated financial statements**
- 8. Resolution on the use of profit shown on the balance sheet**

The result of the financial period of the Componenta Group was EUR 0.1 million. The result of the financial period of Componenta Corporation was EUR 0.69 million. The distributable funds of Componenta Corporation as of 31 December 2022 were EUR 16.4 million.

The Board of Directors proposes that no dividend will be distributed based on the adopted balance sheet of Componenta Corporation for the financial period ending 31 December 2022.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Advisory resolution on the adoption of the Company's remuneration report for governing bodies**

The Board of Directors proposes that the company's remuneration report for governing bodies for the year 2022 is adopted through an advisory resolution by the Annual General Meeting.

- 11. Resolution on the remuneration and basis for compensating travel costs of the members of the Board of Directors**

The Nomination Board proposes that the fees of the Board of Directors remain unchanged. The Nomination Board proposes that the members of the Board of Directors who will be elected to the term continuing until the annual general meeting 2024 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.

## **12. Resolution on the number of members of the Board of Directors**

The Nomination Board proposes that four (4) members be elected to the Board of Directors for the term ending at the closing of the Annual General Meeting 2024.

## **13. Election of members of the Board of Directors**

The Nomination Board proposes that the current members of the Board of Directors Tomas Hedenborg, Anne Leskelä, Harri Suutari and Petteri Walldén be re-elected as members of the company's Board of Directors. All nominees have given their consent to the position.

All persons proposed to the company's Board of Directors are independent of the company and its significant shareholders.

Information regarding the proposed members of the Board of Directors is available on the company's website at <https://www.componenta.com/investors/corporate-governance/board-of-directors-578543874/>.

## **14. Resolution on the remuneration of the Auditor**

The Board of Directors proposes that remuneration for the Auditor be paid in accordance with an invoice approved by the company.

## **15. Election of auditor**

The Board of Directors proposes that the audit firm PricewaterhouseCoopers Oy be elected as the auditor of the company for the following term of office. PricewaterhouseCoopers Oy has informed that Ylva Eriksson, Authorised Public Accountant, will act as the responsible auditor should it be elected as the auditor of the company.

## **16. Authorising the Board of Directors to decide on issuing shares**

The Board of Directors proposes that the General Meeting authorise 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.

## **17. 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**

The Board of Directors proposes that the General Meeting authorise 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.

## **18. Closing of the Meeting**

### **B. DOCUMENTS OF THE GENERAL MEETING**

This notice, which contains all the proposals for the resolutions on the above matters on the agenda of the General Meeting, is available on Componenta Corporation's website at <https://www.componenta.com/investors/corporate-governance/general-meeting/annual-general->

[meeting-2023/](#). The financial statements, consolidated financial statements, report of the Board of Directors and auditor's report as well as the remuneration report for governing bodies of Componenta Corporation are available on the above website on 17 March 2023 at the latest. Copies of these documents and of this notice will be sent to shareholders on request. Proposals for resolutions and other aforementioned documents are also available for viewing at the Annual General Meeting.

The minutes of the General Meeting will be available on the above website no later than 27 April 2023.

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

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

Each shareholder who is registered on 30 March 2023 (the record date of the General Meeting) in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the General Meeting. A shareholder whose shares are registered on their 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.

### 2. Registering for the meeting

Registration for the General Meeting begins on 16 March 2023 at 9:00 a.m. (EEST). 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 3 April 2023 at 4:00 p.m. (EEST) by giving a prior notice of participation, which shall be received by the company no later than on the above-mentioned time and date.

Such notice can be given:

- a) on the website of the company at <https://www.componenta.com/investors/corporate-governance/general-meeting/annual-general-meeting-2023/>;
- b) by telephone +358 20 770 6908 on weekdays between 9 a.m. and 4 p.m. (EEST); or
- c) by e-mail [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

In connection with the registration, the shareholder's name, personal identification number (social security number) and telephone number and the name of possible assistant or proxy representative as well as the personal identification number (social security number) of the proxy representative shall be notified.

The shareholder, the shareholder's authorized representative or proxy representative shall, if needed, be able to prove their identity and/or right of representation at the meeting venue.

The personal data given to Componenta Corporation or Euroclear Finland Oy by the shareholders is used only in connection with the General Meeting and with the processing of related registrations. The Privacy Statement is available on the website of the company at [www.componenta.com](http://www.componenta.com).

### 3. 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 they on 30 March 2023 (the record date of the General Meeting) would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the General Meeting also requires that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 6 April 2023 at 10:00 a.m. (EEST). As regards nominee-registered shares, this constitutes due registration for the General Meeting. 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 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 their 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.

#### **4. Proxy representatives and powers of attorney**

A shareholder may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation.

Templates of powers of attorney and additional instructions for authorizing a proxy representative are available on the company's website at <https://www.componenta.com/investors/corporate-governance/general-meeting/annual-general-meeting-2023/>.

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 General Meeting by means of several proxy representatives representing the shareholder with shares in 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 by e-mail to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by mail to Euroclear Finland Oy, AGM / Componenta Corporation, PL 1110, FI-00101 Helsinki, before the last date for registration 3 April 2023 at 4:00 p.m. (EEST), by which time and date the documents must have been received by the company.

#### **5. 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, 15 March 2023, the total number of shares and votes in Componenta Corporation is 9,712,757.