

Terms and conditions for Componenta Corporation Share Issue 2013

Board of Directors' Decision on Share Issue

Based on the authorisations given by the Annual General Meeting of Shareholders on 22 March 2013 and by the Extraordinary General Meeting of Shareholders on 16 August 2013, Componenta Corporation's ("the Company") Board of Directors decided on 16 August 2013 on a share issue directed to the public. In the Share Issue, the Company shall offer, derogating from the shareholders' pre-emptive subscription rights, a maximum total of 7,500,000 new shares in the Company ("New Shares") for subscription by individuals and corporations in Finland ("the Share Issue") in accordance with these terms and conditions. The purpose of the Share Issue is to strengthen the Company's financial position, and therefore, there are weighty financial reasons from the Company's perspective for derogating from the shareholders' pre-emptive subscription rights.

Subscription Right and Minimum Subscription

New Shares shall be offered for subscription by individuals and corporations in Finland. A maximum total of 7,500,000 New Shares shall be offered for subscription in the Share Issue. The minimum subscription is 1,000 New Shares.

Procedures in events of undersubscription or oversubscription

The Board of Directors shall decide who has the right to subscribe for any New Shares that were not subscribed in the Share Issue.

The Board of Directors shall decide on the procedure to be followed in the event of oversubscription. In the event of oversubscription, New Shares shall be allocated to the Company's shareholders who have subscribed for shares in the Share Issue and who are recorded in the Company's shareholder register kept by Euroclear Finland Ltd on 16 August 2013 so that they shall receive New Shares in the Share Issue in proportions corresponding to their shareholdings. When calculating the shareholder's ownership in the event of potential oversubscription, the following shall, on the shareholder's request, be taken into account as a whole: (i) the shareholder's direct ownership, (ii) the direct ownership of an entity or a person exercising control in such shareholder, and (iii) other shareholders' ownership where such entity or person exercises control.

In the event of oversubscription, the Board of Directors shall have the possibility of reducing the size of subscriptions. The Board of Directors shall also have the right to reject a subscription outright.

Subscription Price

The subscription price shall be EUR 1.60 per New Share. The subscription price is based on the volume weighted average quotation EUR 1.62 of the Company's share on NASDAQ OMX Helsinki Ltd between 16 May 2013 and 15 August 2013. The subscription price shall be credited to the reserve for the Company's invested unrestricted equity.

Subscription Period

The subscription period for the New Shares shall begin on 19 August 2013 at 9.00 a.m. and end at the latest on 23 August 2013 at 4.00 p.m. ("the Subscription Period"). The Board of Directors may decide to suspend the Subscription Period regardless of the demand. The Subscription Period may not, however, be suspended during the first three days of the Subscription Period or in the middle of the day between 9.00 a.m. and 4.00 p.m. The Company shall issue a stock exchange release announcing any suspensions promptly upon the suspension taking place. Subscriptions received after suspension or expiry of the Subscription Period shall not be acknowledged.

Place of Subscription

Subscription can be made at Alexander Corporate Finance Oy, Aleksanterinkatu 19 A, FI-00100 Helsinki, tel. +358 10 292 5810 and on the website www.acf.fi ("the Place of Subscription").

Instructions for the subscribers shall be available during the Subscription Period on Alexander Corporate Finance Oy's website www.acf.fi and at Alexander Corporate Finance Oy.

The subscription shall be binding and cannot be amended or cancelled in any way other than that specified in the section of these terms and conditions entitled "Cancelling Subscriptions under Certain Circumstances".

Subscription Commitments

In June 2013, two major shareholders of the Company, Oy Högfors-Trading Ab (on 20 June 2013) and Etra Capital Oy (on 24 June 2013) granted to the Company a total of 4 million euros as capital notes. These shareholders are committed to convert the loan principals together with the accrued interest of such capital notes into New Shares in connection with the Share Issue. The convertible amount has, however, been limited so that the ownership of such shareholder, together with the ownerships of parties belonging to such shareholder's sphere of interest, do not reach a threshold that requires flagging (due to increased ownership) or a mandatory bid as referred to in the Finnish Securities Market Act as a result of such conversion. The Company has thus received subscription commitments in the amount of a maximum of approximately 4 million euros.

Cancelling Subscriptions under Certain Circumstances

If a prospectus related to the Share Issue is amended or supplemented in accordance with the Finnish Securities Markets Act after the Finnish Financial Supervisory Authority has approved the prospectus and before the New Shares have become publicly quoted, due to an error or omission or due to substantial new information that may have material effect on the investor, then the investors who subscribed for New Shares before the announcement of the amendment or supplement, shall have the right to cancel their subscriptions at the set time. The duration of such time period is at least two (2) banking days starting from the announcement of the correction or supplement. Furthermore, the prerequisite for the cancelling right is that the error, omission or substantial new information has appeared before the registration of the New Shares on the subscribers' book-entry accounts. The Company shall announce the actions related to the possible cancellation of subscriptions in a stock exchange release.

Approval and Payment of Subscriptions

The Company estimates to announce a stock exchange release on the total number of subscriptions received in the Share Issue after the expiry of the Subscription Period of the Share Issue on 23 August 2013. The Board of Directors shall decide on approval of the subscriptions following the close of the Subscription Period of the New Senior Unsecured Bond on 27 August 2013. It is estimated that subscribers shall be informed of the approval of subscriptions in writing on 27 August 2013. The notice shall be sent by e-mail if the e-mail address is stated in the subscription form. Further, the Company expects to issue a stock exchange release stating the result of the Share Issue and the total number of subscribed New Shares on 27 August 2013.

Approved subscriptions must be paid no later than 30 August 2013 in accordance with the instructions provided together with the notice of approval of the Place of Subscription.

Those subscribers who have subscribed for the Company's Subordinated Capital Loan issued in 2009 (ISIN code FI4000004916) or for the Company's Subordinated Capital Loan issued in 2010 (ISIN code FI4000017025) ("Capital Loan" or "Capital Loans"), or for the Company's Bond issued in 2010 (ISIN code FI4000018122), shall have the right to use the receivables of the Capital Loans or the Bond 2010 to pay the share subscription price. Only whole loan units of the Capital Loans or the Bond 2010 may be used for the subscription payments. If necessary, the number of shares to be received against receivables shall be rounded down to a nearest whole share. The interest receivables based on the Capital Loans or the Bond

2010 may not be used for the payments of the subscription prices. The unpaid interest accrued on the loan units of the Capital Loans and the Bond 2010 shall be paid to the holders of the Capital Loans or the Bond 2010 in cash on a date to be informed later.

The holders of the capital notes issued in June 2013, Oy Högfors-Trading Ab and Etra Capital Oy, shall have the right to use the receivables of the capital notes' principals together with accrued interest as payment for subscriptions.

The Board of Directors shall have the right to reject any subscription made, partly or in its entirety, and to reallocate the subscribed New Shares, unless the subscription has been paid in accordance with the terms and conditions of the Share Issue and with the given instructions.

Entry of New Shares in Book-Entry Accounts and Trading in New Shares

The New Shares subscribed in the Share Issue shall be issued as book-entry units in the book-entry securities system kept by Euroclear Finland Ltd. The New Shares shall be registered on the subscriber's book-entry account when they are entered into the Trade Register, which is estimated to take place on 11 September 2013.

The New Shares shall be applied for public listing on NASDAQ OMX Helsinki Ltd. Trading in the New Shares is estimated to begin on NASDAQ OMX Helsinki Ltd on 12 September 2013.

The trading code of the Company's share is CTH1V and ISIN code is FI0009010110.

Shareholder Rights

The New Shares shall produce a right to dividends and other shareholders' rights after the New Shares are entered into the Trade Register around 11 September 2013. The New Shares shall produce the same rights as the Company's other shares from the time of their registration onwards. Each New Share shall give entitlement to one vote in the Company's General Meeting of Shareholders. For more information on shareholders' rights, please refer to the section in the prospectus entitled "The Company's Shares and Share Capital - Summary on Rights related to the Company's Shares".

Dilution of Holding

A maximum total of 7,500,000 New Shares shall be offered for subscription in the Share Issue. As a result of the Share Issue, the number of shares may increase from the current 22,231,173 shares to a maximum of 29,731,173 shares.

The New Shares correspond to approximately 33.7 per cent of all the Company's shares and votes of the Shares immediately prior to the Share Issue, and approximately 25.2 per cent of all the Company's shares and the New Shares and votes of such shares following the Share Issue, assuming that the Share Issue is fully subscribed.

Payments and Expenses

No asset transfer tax or service fee shall be collected for the subscription of New Shares. Book-entry account operators shall collect fees in accordance with their price lists for book-entry account maintenance and share custody. The subscriber shall be responsible for any payment transaction fees associated with subscription payments.

Right to Cancel Share Issue

The Board of Directors shall have the right to cancel the Share Issue before the expiry of the Subscription Period or thereafter, due to reasons referred to below in section "Prerequisites for Execution of the Share Issue", or due a fundamental change in the market conditions, the Company's financial standing, or the Company's business. If the Board of Directors decides to cancel the Share Issue, the Company shall

announce the decision to subscribers and provide them with more detailed instructions in a stock exchange release.

Prerequisites for the Execution of the Share Issue

The prerequisites for executing the Share Issue are that (i) the amount of capital to be raised through the Share Issue and/or the Hybrid Bond totals at least 17 million euros (excluding conversions of the Company's hybrid bond 2012 into the new Hybrid Bond), out of which, at least 10 million euros should be acquired through the Share Issue and at least 1.9 million euros should be paid in cash in connection with the executions of the Share Issue and/or the Hybrid Bond (not through conversions of the Company's loan instruments), and (ii) the amount of capital to be raised through the New Senior Unsecured Bond totals at least 30 million euros. The above-mentioned prerequisites are based on the terms and conditions of the Company's syndicate loan. The prerequisite for executing the New Senior Unsecured Bond is, in accordance with its marketing material, that the amount of capital to be raised through the Share Issue and/or the Hybrid Bond totals at least 17 million euros (excluding conversions of the Company's hybrid bond 2012 into the new Hybrid Bond), out of which at least 10 million euros should be acquired through the Share Issue.

Although it would be obvious that the above-mentioned prerequisites have not been fulfilled, or that they cannot be fulfilled, the Board of Directors may, however, decide to execute the Share Issue, if the syndicate loan banks and the subscribers of the New Senior Unsecured Bond have approved the unfulfillment of a prerequisite or the prerequisites.

If the prerequisites are fulfilled, the Company shall execute the Share Issue in accordance with the terms and conditions of the Share Issue.

Information

The documents referred to in Chapter 5(21) of the Finnish Limited Liability Companies Act shall be available on the Company's website, www.componenta.com/fi_investors/fi_componenta_ir/.

Governing Law and Settlement of Disputes

This Share Issue shall be governed by Finnish law. Any disputes arising in respect of the Share Issue shall be resolved in a competent court in Finland.

Other Matters

The Company's Board of Directors shall decide upon other matters related to the issue of the New Shares and the Share Issue and for practical measures arising thereof.

Additional information on matters related to the subscription of New Shares is provided in the section of the prospectus entitled "Instructions for Subscribers in the Share Issue".

These terms and conditions have been prepared in Finnish and in English. In case of any discrepancy between the Finnish and English versions, the Finnish shall prevail.