

Notice to the Annual General Meeting of Componenta Corporation

Notice is given to the shareholders of Componenta Corporation to the Annual General Meeting, which will be held at **9.00 am on Thursday, 23 February 2012**, at the company's headquarters in Käpylä, in the auditorium of the Sato building, at the address Panuntie 4, 00610 Helsinki.

A. MATTERS TO BE CONSIDERED AT THE GENERAL MEETING

The following matters will be considered at the 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. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2011
Review by the CEO
7. Adoption of the annual accounts
8. Use of the profit shown on the balance sheet and resolution on the dividend distribution
The Board of Directors proposes that, in accordance with the valid dividend policy of the group, no dividend is paid for the year 2011.
9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation for travel expenses
Shareholders representing more than 10 percent of the shares and votes in the company have communicated that they will propose to the General Meeting that the remuneration of the members of the Board of Directors during the financial period from 1 January to 31 December 2012 would be changed as follows: the remuneration of the Chairman of the Board would be 60,000 euro and the remuneration of other members of the Board of Directors would be 30,000 euro. In addition, it is proposed that the members of the committees of the Board of Directors will be paid 5,000 euro. The travel expenses would also during the financial period from 1 January to 31 December 2012 be compensated in accordance with the company's travel rules. During the financial period from 1 January to 31 December 2011 the remuneration paid to the Chairman of the Board was 50,000 euro, the remuneration paid to other members of the Board of Directors was 25,000 euro and the travel expenses were compensated in accordance with the company's travel rules.
11. Resolution on the number of members of the Board of Directors
Shareholders representing more than 10 percent of the shares and votes in the company have communicated that they will propose to the General Meeting that the number of members of the Board of Directors would increase from 6 members to 7 members.
12. Election of the members of the Board of Directors
The current board members Heikki Bergholm and Matti Tikkakoski have informed that they are not available for election. Shareholders representing more than 10 percent of the shares and votes in the company have communicated that they will propose to the General Meeting that Juhani Mäkinen, Marjo Miettinen, Heikki Lehtonen and Pii Kotilainen, currently members of the Board of Directors, would be re-elected as members of the Board of Directors for the following term of office and that Harri Suutari, Riitta Palomäki and Matti Ruotsala would be elected as new members of the Board of Directors.
13. Election of the auditor
The Board of Directors proposes that the Authorised Public Accounting firm PricewaterhouseCoopers Oy would be elected as the auditor for the following term of office.
14. Authorisation of the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares
The Board of Directors proposes to the Annual General Meeting that the General Meeting authorises the Board of Directors to resolve on a share issue and an issue of special rights entitling to shares as

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COMPONENTA CORPORATION

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24.1.2012 at 9.00

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referred to in Chapter 10, Section 1 of the Companies Act in one or several instalments, either against payment or without payment. The aggregate amount of shares to be issued, including the shares to be received based on special rights, shall not exceed 8,000,000 shares. The Board of Directors may resolve to issue either new shares or to transfer treasury shares potentially held by the company.

The authorisation entitles the Board of Directors to resolve on all conditions for the share issue and the issue of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorisation is proposed to be used to strengthen the balance sheet and financial position of the company or to other purposes to be resolved on by the Board of Directors.

The authorisation is proposed to be in force for five (5) years from the resolution of the General Meeting. The authorisation does not cancel the authorisation to resolve on a share issue and issue of special rights entitling to shares given to the Board of Directors by the Extraordinary General Meeting on 8 September 2009.

15. Closing of the meeting

B. DOCUMENTS

The above mentioned proposals for the decisions on the matters on the agenda of the General Meeting, this notice and the annual accounts of Componenta Corporation, the report of the Board of Directors and the auditors' report are available on the company's website at www.componenta.com no later than on 2 February 2012. The proposals for decisions and the annual accounts documents will also be available at the General Meeting. Copies of the proposals and of this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website at the latest as of 8 March 2012.

C. INSTRUCTIONS TO PARTICIPANTS

1. Right to participate and registration of the shareholders registered in the shareholders' register

A shareholder, who on the record date of the General Meeting, 13 February 2012, is registered as a shareholder in the company's shareholders' register maintained by Euroclear Finland Ltd, is entitled to attend the General Meeting. A shareholder whose shares have been entered into his/her personal Finnish book-entry account is registered in the company's shareholders' register. 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 shareholder, who is registered in the shareholders' register, wishing to participate in the General Meeting is required to register his/her participation no later than 20 February 2012 at 10:00 am by letter to the address Componenta Corporation, Panuntie 4, 00610 Helsinki, by telephone +358 10 403 2744, by telefax +358 10 403 2721 or by email ir.componenta@componenta.com. The registration letter or message must have arrived prior to the expiration of the registration period.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the meeting venue.

2. Right to participate and registration of the 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 he/she on the record date of the General Meeting, i.e. on 13 February 2012, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The participation in the General Meeting requires, in addition, that the shareholder on the basis of such shares

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has been temporarily entered in the shareholders' register held by Euroclear Finland Ltd at the latest by 20 February 2012 at 10:00 am. A holder of nominee registered shares shall be deemed to have registered for the General Meeting if the shareholder has been notified for temporary entry in the shareholders' register as described above.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organisation of the custodian bank shall notify a holder of nominee registered shares, who wants to participate in the Annual General Meeting, for temporary registration in the shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and power of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A shareholder may have several proxy representatives, who represent the shareholder with shares booked on different book-entry accounts. In such case the shares represented by each proxy representative shall be notified in connection with the registration for the meeting. The representative of a shareholder shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. Any proxy documents are requested to be sent in original to Componenta Corporation, Panuntie 4, 00610 Helsinki before the expiration of the registration period.

4. Other information

A shareholder who is present at the General Meeting has the right to request information on the matters considered at the meeting pursuant to chapter 5, section 25 of the Companies Act.

On the date of the notice of the General Meeting, 24 January 2012, the total number of shares in the company is 17,499,738 and the total number of votes is 17,499,738.

Helsinki, 24 January 2012

COMPONENTA CORPORATION
The Board of Directors

Heikki Lehtonen
President and CEO

For further information, please contact:

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Componenta is a metal sector company with international operations and production plants located in Finland, Turkey, the Netherlands and Sweden. The net sales of Componenta were EUR 576 million in 2011 and its share is listed on the NASDAQ OMX Helsinki. The Group employs approx. 4,700 people. Componenta specializes in supplying cast and machined components and total solutions made of them to its global customers who are manufacturers of vehicles, machines and equipment.