

TERMS AND CONDITIONS OF THE OFFERING

Authorization to issue shares granted by the Extraordinary General Meeting

On 29 October 2020, the Extraordinary General Meeting of Componenta Corporation ("**Componenta**" or the "**Company**") authorized the Board of Directors of the Company to decide on a share issue that is in accordance with the pre-emptive subscription right of shareholders. A maximum of 237,269,224 new shares may be issued based on the authorization.

Based on the authorization, the Board of Directors of the Company may decide on the issuance of new shares in which the shareholders have a pre-emptive right to subscribe for new shares in the same proportion as they already own the shares of the Company ("**Shares**"). 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 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 share issue decision made by the Board of Directors of the Company

On 13 November 2020, the Board of Directors of the Company resolved, based on the above authorization of the Extraordinary General Meeting, to issue a maximum of 237,269,224 new shares (the "**New Shares**") in accordance with the shareholders' pre-emptive right as set forth in these terms and conditions (the "**Offering**").

The New Shares to be issued in the Offering represent approximately 100 per cent of all of the shares and votes in the Company before the Offering and approximately 50 per cent of all of the shares and votes in the Company after the Offering, assuming the Offering is completed in full. As a result of the Offering, the total number of shares in the Company may increase from the current 237,269,224 shares to a maximum of 474,538,448 shares.

UB Securities Ltd is the lead manager of the Offering ("**UB**" or the "**Lead Manager**").

The Offering consists of (i) a public offering in Finland, (ii) a private placement arrangement in certain other countries outside the United States in accordance with Regulation S of the U.S. Securities Act of 1933 (as amended) and applicable securities laws. If the investor is outside the EEA, the Company may, at its discretion, accept the subscription if this is permitted by applicable law. For restricted countries, see section "*Shareholders resident in certain restricted jurisdictions*" of these terms and conditions.

The Company has received commitments from Joensuun Kauppa ja Kone Oy, Etra Capital Oy, Varma Mutual Pension Insurance Company, Chairman of the Board of Directors Harri Suutari, Gösta Serlachius Fine Arts Foundation, Juhani Lemmetti, Suotuuli Oy and Siementila Suokas Oy to participate in the Offering with at least in proportion to their holdings. The commitments have been given under customary terms, including that Varma Mutual Pension Insurance Company has no obligation to subscribe for New Shares in such a way that its holding in the Company would increase to 5.0 per cent of all the Shares in the Company after the Offering. These undertakings correspond to approximately 29 per cent of the New Shares, assuming that all New Shares offered at the Offering will be subscribed. Joensuun Kauppa ja Kone Oy and Etra Capital Oy will both individually subscribe for over five (5) per cent of the New Shares.

Right to subscribe for New Shares with Subscription Rights (Primary Subscription)

The New Shares will be offered for subscription by the shareholders of the Company in proportion to their holding of existing Shares.

A shareholder who is on the record date of the Offering, 17 November 2020, (the "**Record Date**") registered in the Company's shareholders' register maintained by Euroclear Finland Oy ("**Euroclear Finland**") or, in respect of nominee-registered existing Shares, a shareholder on whose behalf the shares have been registered in the shareholders' register on the Record Date, will automatically receive one (1) freely

transferable subscription right as a book-entry for every one (1) existing Shares owned on the Record Date ("**Subscription Right**").

The Subscription Rights will be registered on the shareholders' book-entry accounts in the book-entry system maintained by Euroclear Finland on 18 November 2020.

A shareholder, or a person or an entity to whom such Subscription Rights have been transferred, is entitled to subscribe for one (1) New Share for one (1) Subscription Right (the "**Primary Subscription**"). No fractions of New Shares can be subscribed. Shares held by the Company do not entitle to Subscription Rights.

Right to subscribe for New Shares not subscribed for in the Primary Subscription without Subscription Rights (Secondary Subscription)

In the event not all the New Shares are subscribed based on the Subscription Rights in the Primary Subscription, the Company's shareholder and other investor have, without a Subscription Right, the right to subscribe for New Shares not subscribed in the Primary Subscription (the "**Secondary Subscription**").

In the event not all the New Shares have been subscribed for in the Secondary Subscription, the remaining New Shares may be allocated for subscription in a manner decided by the Board of Directors of the Company.

Subscription price

The subscription price is EUR 0.04 per New Share (the "**Subscription Price**"). The Subscription Price will be credited in its entirety into the invested unrestricted equity fund.

The subscription price includes a customary discount as compared to the closing price of the Company's share in Nasdaq Helsinki Ltd (the "**Helsinki Stock Exchange**") on the trading day immediately preceding the decision on the Offering.

Subscription period

The Subscription period of New Shares will commence on 20 November 2020 at 10:00 a.m. and expire on 4 December 2020 at 4:30 p.m. Finnish time (the "**Subscription Period**"). Subscription locations, i.e. account operators, custodians and nominees may impose a deadline for subscription that is earlier than the expiry of the Subscription Period. The pre-emptive subscription right must be exercised during the Subscription Period.

Exercise of Subscription Rights in the Primary Subscription and payment of the Subscription Price

A holder of a Subscription Right may participate in the Offering by subscribing for New Shares by using the Subscription Rights on the holder's book-entry account and by paying the Subscription Price in full.

One (1) Subscription Right entitles its holder to subscribe for one (1) New Share. Fractions of New Shares cannot be subscribed for. The Subscription Price of the New Shares subscribed for in the Offering must be paid in full when making the subscription in accordance with the instructions given by the Lead Manager or the account operator or custodian bank. In order to participate in the Offering, holders of Subscription Rights must submit their subscription orders in accordance with the instructions of their own book-entry account operator or custodian. Holders of Subscription Rights who do not receive instructions from their account operator may contact the Lead Manager.

If a share entitling to a Subscription Right is pledged or subject to any other restrictions, the Subscription Right may not necessarily be exercised without the consent of the pledgee or the holder of the relevant right.

Those shareholders or other investors participating in the Offering whose Shares or Subscription Rights are registered in the name of a nominee must submit a subscription order in accordance with the instructions of the nominee. Holders of Subscription Rights, purchased on the Helsinki Stock Exchange must submit their subscription orders in accordance with the instructions given and within the time limits set by their book-entry account operator, custodians or nominee.

Incomplete or erroneous subscription orders may be rejected. A subscription order may be rejected if the subscription payment is not made according to these terms and conditions or if such payment is not made in

full. In such a situation, the subscription price paid will be refunded to the subscriber. No interest will be paid on the returned funds.

Any subscription made by virtue of the Subscription Right is irrevocable and may not be modified or withdrawn other than as set forth in section "*Withdrawal of subscriptions under certain circumstances*" of these terms and conditions.

Any unexercised Subscription Rights will expire with no value at the end of the Subscription Period at 4:30 p.m. Finnish time on 4 December 2020 and they are removed from the book-entry account of the holders without separate notice or compensation. In order for the holder of Subscription Rights not to lose the value of the Subscription Rights, the holder must either subscribe for New Shares in accordance with the terms and conditions of the Offering or sell the unused Subscription Rights no later than on the last trading day of the Subscription Rights on 30 November 2020.

Subscription of New Shares without Subscription Rights (Secondary Subscription) and payments

Shareholders and other investors may subscribe for New Shares without Subscription Rights in the Secondary Subscription.

The subscription of New Shares in the Secondary Subscription shall be made by submitting a subscription order and at the same time paying the Subscription Price in full in accordance with the instructions of the relevant custodian or account operator or, in case of nominee-registered investors, of the nominee.

Incomplete or erroneous subscription orders may be rejected. A subscription order may be rejected if the Subscription Price is not paid in accordance with these terms and conditions or if the Subscription Price is not paid in full. In such a case, the paid subscription payment will be refunded to the subscriber. No interest will be paid on the returned funds. If several subscription orders are submitted in respect of a particular book-entry account, such orders will be combined into one subscription order of that book-entry account. Subscriptions shall be made separately for each book-entry account.

Any subscription made in the Secondary Subscription is binding and may not be modified or withdrawn otherwise than as set forth in section "*Withdrawal of subscriptions under certain circumstances*" of these terms and conditions.

In the event not all the New Shares have been subscribed for after the Secondary Subscription, the remaining New Shares may be allocated for subscription in a manner decided by the Board of Directors. The subscription period for the New Shares not subscribed for after the Secondary Subscription will end on 8 December 2020 at 09:30 a.m. Finnish time. The Subscription Price of the subscribed New Shares shall be paid in full at the time of subscription.

Withdrawal of subscriptions under certain circumstances

If the prospectus relating to the Offering (the "**Prospectus**") is supplemented pursuant to the Prospectus Regulation ((EU) 2017/1129) due to a significant new factor, material mistake or material inaccuracy which could influence the assessment of the New Shares or Interim Shares, investors who have subscribed for New Shares before the supplement is published are entitled to withdraw their subscriptions within a time limit. The time limit shall last for at least two working days as of the publication of the supplement. In addition, the withdrawal right is conditional on that the above-mentioned significant new factor, material mistake or material inaccuracy was noted prior to the end of the Subscription Period or before the New Shares or Interim Shares subject to withdrawal have been entered into the book-entry accounts (whichever is sooner).

The procedures regarding the withdrawal of subscriptions will be announced through a stock exchange release together with any supplement to the Prospectus. Any withdrawal of a subscription must concern the entire subscription made by the investor. The withdrawal shall be notified in writing to the account operator, custodian or nominee where the subscription order was given.

After the time limit set for the withdrawal of subscriptions has expired, the right of withdrawal is no longer valid. If a subscription is withdrawn, the paid Subscription Price will be refunded to the subscriber within approximately two business days from the notice of withdrawal. No interest will be paid on the returned funds.

If the holder of a Subscription Right or Interim Share has sold or otherwise transferred one's Subscription Rights or Interim Shares, such sale or transfer cannot be cancelled.

Trading in Subscription Rights

The holders of Subscription Rights may sell their Subscription Rights at any time prior to the end of trading in the Subscription Rights. The Subscription Rights are subject to trading on the official list of the Helsinki Stock Exchange from 10:00 a.m. Finnish time on 20 November 2020 to 6:30 p.m. Finnish time on 30 November 2020. Investors may sell or purchase Subscription Rights by giving sell or purchase instructions to their own book-entry account operator or securities broker. The price of the Subscription Rights on the Helsinki Stock Exchange will be determined in market trading.

The ISIN code of the Subscription Rights on the Helsinki Stock Exchange is FI4000466347 and the trading code CTH1VU0120.

Approval of subscriptions and announcing the final results of the Offering

The Board of Directors of the Company will approve all subscriptions made with Subscription Rights and in accordance with these terms and conditions of the Offering and in accordance with applicable law and regulations.

In the event that all the New Shares issued in the Offering have not been subscribed for in the Primary Subscription, the Board of Directors of the Company shall make a decision to determine the allocation of the unsubscribed New Shares to such subscribers that have made a subscription in the Secondary Subscription. In the event of oversubscription pursuant to subscriptions made on the basis of Secondary Subscription, the allocation to the subscribers will be determined (i) primarily, in relation to the number of Subscription Rights used per book-entry account, and if this is not possible, by drawing lots, and (ii) secondarily, to those subscribers who have subscribed for New Shares only without Subscription Rights, and if such subscribers oversubscribe the Offering, the allocation of such subscribers' subscription is determined per book-entry account in relation to the number of unallocated New Shares, and, if this is not possible, by drawing lots. In case several subscription orders are given in respect of a particular book-entry account, such orders will be combined into one single order in respect of such book-entry account.

In the event that not all of the New Shares subscribed for in the Secondary Subscription are allocated in accordance with the subscriber's subscription order, the Subscription Price for New Shares not allocated to the subscriber will be returned to the subscriber starting on or about 10 December 2020. No interest will be paid on the funds returned.

If not all of the New Shares issued in the Offering have been subscribed after the Secondary Subscription, the unsubscribed New Shares can be allocated in accordance with the decision of the Board of Directors of the Company.

The Board of Directors of the Company decides about the approval of subscriptions on or about 9 December 2020. The Company will publish the final results of the Offering through the stock exchange release on or about 9 December 2020.

Registration of the New Shares to book-entry accounts and trading in New Shares

A person making a subscription order must have a book-entry account with a Finnish account operator or with an account operator operating in Finland, and the investor must submit the number of his or her book-entry account in the subscription order. Personal identification number, the number of book-entry account and other necessary personal data for execution of the subscription order can be given to the other parties involved in the tasks related to the order or the Offering.

The New Shares subscribed on the basis of Subscription Rights will be recorded on subscriber's book-entry account after subscription and payment as interim shares representing the New Shares (ISIN-code FI4000466354 and trading code CTH1VN0120) ("**Interim Shares**"). The Interim Shares will be freely transferable, and subject to trading on the official list of Nasdaq Helsinki as a separate share series on first trading after the end of subscription Period, i.e. approximately as of 7 December 2020. Interim Shares will be combined with the Company's Shares (ISIN-code FI0009010110) after the New Shares have been registered

with the Finnish Trade Register (“**Finnish Trade Register**”) on or about 10 December 2020. The New Shares subscribed, paid and approved on the Secondary Subscription will be recorded on subscribers’ book-entry accounts after the New Shares have been registered to the Finnish Trade Register on or about 10 December 2020. Trading in the New Shares will commence on the official list of Nasdaq Helsinki on or about 11 December 2020.

Shareholders resident in certain restricted jurisdictions

The granting of Subscription Rights to Company’s shareholders resident in countries other than Finland may be affected by securities legislations in such countries. Consequently, subject to certain exceptions, shareholders whose existing Shares are directly registered on a securities account and whose registered address is in the United States, Canada, Australia, Hong Kong, South Africa, Singapore, Japan, New Zealand or any other jurisdiction in which participation in the Offering would not be permissible (the “**Unauthorized Jurisdictions**”), may not receive any Subscription Rights and will not be allowed to subscribe for the New Shares. In Finland, each such shareholder, registered in the Company’s shareholders’ register, acting through banks, nominees, custodians or other financial intermediaries through which its shares are held, may sell any or all Subscription Rights held for its benefit to the extent permitted under their arrangements with such persons and applicable law and receiving the sales proceeds (less deduction of costs) to the accounts of such persons thereof.

Shareholder rights

The New Shares will carry the right to receive full dividends and other distribution of funds by the Company, if any, and to other shareholder rights in the Company as of the registration of the New Shares with the Finnish Trade Register on or about 10 December 2020 and in the shareholders’ register of the Company maintained by Euroclear Finland on or about 11 December 2020. Each New Share confers its holder one (1) vote at the Company’s General Meeting.

Fees and expenses

No transfer tax or service fees are payable on the subscription for New Shares. Account operators, custodians and securities brokers may charge a commission for trading in Subscription Rights in accordance with their own price lists. Account operators and custodians may also charge a fee in accordance with their price list for the maintenance of the book-entry account and the custody of shares.

Information required to be made available

The documents referred to in Chapter 5, Section 21 of the Finnish Limited Liability Companies Act are available on the Company’s website at www.componenta.com/sijoittajat/merkintaetuoikeusanti-2020/ from the beginning of the Subscription Period.

Applicable law and dispute resolution

The Offering shall be governed by the laws of Finland. Any disputes arising in connection with the Offering shall be settled by the court of competent jurisdiction in Finland.

Other matters

The Board of Directors of the Company will decide on other matters and practical measures related to the issuance of the New Shares and the Offering. The Board of Directors of the Company may resolve not to approve subscriptions, including subscriptions made based on Subscription Rights, and not to carry out the Offering if the Board of Directors concluded that carrying out the Offering would not be in the Company’s interest any longer.

By subscribing for New Shares in the Offering, the subscriber authorizes their account operator, custodian or nominee to disclose necessary personal data, the subscriber’s book-entry account number and details regarding the subscription to parties who take part in the allocation and settlement of the subscription order or New Shares.