

## Notice to Noteholders' Meeting of Componenta Corporation Notes 2013

Notice is given to the noteholders of the EUR 22.3 million notes due in 2017 (Trading code: CTHJ107517) (the "2013 Notes") of Componenta Corporation to the noteholders' meeting in accordance with clause 12 of the terms and conditions of the 2013 Notes ("Noteholders' Meeting"). The meeting will be held at 3.00 pm on 14 July 2014, at the company's headquarters in Käpylä, in the auditorium of the Sato building, at the address Panuntie 4, 00610 Helsinki.

### A. AGENDA

The following matters will be considered at the Noteholders' Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Quorum / Recording the attendance at the meeting
4. Change of Clause 5 and the Redemption Date of the 2013 Notes

Componenta Corporation proposes that the holders of the 2013 Notes resolve to amend clause 5 of the terms and conditions of the 2013 Notes and the Redemption Date defined according to clause 5 of the terms and conditions of the 2013 Notes to enable the Board of Directors of the Company to decide on a premature redemption of the 2013 Notes. Componenta Corporation proposes that the holders of the 2013 Notes resolve to amend clause 5 of the terms and conditions of the 2013 Notes to read as follows:

#### "5. Redemption Date

The Notes shall be repaid in full at their nominal principal amount on 2 March 2017 or (subject to the prior or simultaneous repayment of all Existing Senior Debt of the Company) on any prior date as determined by the Board of Directors of the Issuer (the "Redemption Date"), to the extent the Issuer has not prepaid the Notes in accordance with Clause 8 (Change of Control and Delisting Event) or 10 (Events of Default) below."

5. Closing of the meeting

### B. INSTRUCTIONS TO PARTICIPANTS

1. Right to participate and registration of the noteholders recorded in the list of noteholders'

Only those noteholders who, according to the register kept by Euroclear Finland in respect of the 2013 Notes, were registered as holders of the 2013 Notes on 7 July 2014 on the list of holders of notes to be provided by Euroclear Finland in accordance with clause 13 of the terms and conditions of the 2013 Notes, or proxies authorised by such holders of notes, shall, if holding any of the principal amount of the 2013 Notes at the time of the meeting, be entitled to participate in and vote at the meeting.

A noteholder, who is registered in the list of holders of notes, wishing to participate in the noteholders' meeting is asked to inform of his/her attendance no later than 10 July 2014 at 10:00 a.m. by letter to the address Componenta Corporation, Panuntie 4, 00610 Helsinki, by telephone +358 10 403 2701, by telefax +358 10 403 2721 or by email [ir.componenta@componenta.com](mailto:ir.componenta@componenta.com).

A noteholder, 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 as well as present evidence on the amount of notes owned by such noteholder (such as an account statement given by an account operator not older than one banking day which states the principal amount of the relevant notes on the noteholder's book-entry account).

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#### COMPONENTA CORPORATION

Panuntie 4, FI-00610 Helsinki, Finland /// Tel. +358 10 403 00, Fax +358 10 403 2721 /// [www.componenta.com](http://www.componenta.com)  
Domicile Helsinki /// Business ID 1635451-6 /// VAT.reg FI16354516

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## 2. Participation and Quorum

In accordance with clause 12 of the terms and conditions of the 2013 Notes, quorum at a noteholders' meeting only exists if a noteholder (or noteholders) representing at least 20% of the nominal amount attend the meeting in person (or appear through duly authorised representatives).

Resolutions concerning (i) waiver of a breach of a special undertaking (as specified in clause 9 of the terms and conditions of the 2013 Notes), (ii) amendment of a provision in the terms and conditions of the 2013 Notes, and (iii) decision on the premature termination of the 2013 Notes require the consent of noteholders representing at least 2/3 of the nominal amount for which noteholders are voting at the meeting. Correspondingly, consent of noteholders representing at least 3/4 of the nominal amount for which noteholders are voting at the meeting is required for resolutions concerning (i) reduction of the principal amount, interest rate or interest amount which shall be paid by the issuer, (ii) amendment of any payment day for principal or interest amount, and (iii) amendment of the provisions in clause 12(e) of the terms and conditions of the 2013 Notes. Further, any matter not covered by the above qualified majority requirements, shall require the consent of noteholders representing more than 50% of the nominal amount for which noteholders are voting at a noteholders' meeting.

## 3. Other information

The above mentioned proposals of Componenta Corporation for the Noteholders' Meeting are available in full at the office of Componenta Corporation at Panuntie 4, 00610 Helsinki.

Helsinki, 4 July 2014

COMPONENTA CORPORATION

Heikki Lehtonen  
President and CEO

### **For further information, please contact:**

Heikki Lehtonen  
President and CEO  
tel. +358 10 403 2200

Mika Hassinen  
CFO  
tel. +358 10 403 2723

**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 511 million in 2013 and its share is listed on the NASDAQ OMX Helsinki. The Group employs approx. 4,400 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.