

## Terms and Conditions for Componenta Corporation Private Placement Share Issue 2014

### Board of Directors' Decision on Share Issue

Based on the authorisations given by the Annual General Meeting of Shareholders on 13 March 2014 and by the Extraordinary General Meeting of Shareholders on 27 June 2014, Componenta Corporation's ("**the Company**") Board of Directors ("**the Board of Directors**") has decided on a directed share issue. In the share issue, the Company shall offer, derogating from the shareholders' pre-emptive subscription rights, a maximum total of 15,000,000 new shares in the Company ("**Issued Share/s**") for subscription to a limited group of selected investors ("**the Private Placement**"), in accordance with these terms and conditions. The purpose of the Private Placement is to secure the continuity of the Company's operations by considerably strengthening the Company's financial position. There are thus weighty financial reasons from the Company's perspective for derogating from the shareholders' pre-emptive subscription rights.

The Private Placement is a part of an arrangement consisting of the Private Placement as well as a share issue directed for subscription to the public to be executed by the end of September 2014. The shareholders shall, as a part of the share issue directed for subscription to the public, be given the possibility of subscribing for new shares at the same price as in the Private Placement, so that the shareholders shall have a possibility to keep their share ownership in relation to shares to be paid in cash in the Private Placement and in a share issue directed for subscription to the public.

### Subscription Right

Issued Shares shall be offered for subscription to a limited group of selected investors. A maximum total of 15,000,000 Issued Shares shall be offered for subscription in the Private Placement.

### Procedures in Events of Undersubscription or Oversubscription

The Board of Directors shall decide who has the right to subscribe for any Issued Shares that were not subscribed in the Private Placement.

The Board of Directors shall decide on the procedure to be followed in the event of oversubscription. 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 1.00 euro per an Issued Share.

The subscription price is based on negotiations with the investors about the subscription price at which the Private Placement can be executed. The subscription price shall be credited to the reserve for the Company's invested unrestricted equity.

### Subscription Period and Payment of Subscriptions

The subscription period for the Issued Shares shall begin on 15 August 2014 at 9.00 a.m. and end on 15 August 2014 at 4.00 p.m. ("**the Subscription Period**").

The subscriptions shall be paid upon subscription to the Company's bank account:

Pohjola Bank plc  
BIC/SWIFT: OKOYFIHH  
IBAN: FI96 5000 0120 2196 20  
Nordea Bank Finland Plc

BIC/SWIFT: NDEAFIHH  
IBAN: FI52 2001 1800 1398 37

Reference: Private Placement 2014, [Name of the Subscriber].

## Place of Subscription

Subscription can be made at Alexander Corporate Finance Oy, Pohjoisesplanadi 37 A, FI-00100 Helsinki, tel. +358 10 292 5810, in accordance with instructions to be given separately ("**the Place of Subscription**").

The subscription shall be binding and it cannot be amended or cancelled.

## Subscription Commitments

The Company has received subscription commitments for subscribing Issued Shares, in the amount of 15 million euros in total, and new shares in the share issue directed for subscription to the public, in the amount of 5 million euros in total, by using cash to pay the subscription price, from the major shareholders and from certain holders of the Company's bonds. The Company has received subscription commitments for subscribing new shares in the share issue directed for subscription to the public, in the amount of over 63 million euros in total, by using the principals and interests of the Company's bonds, capital notes or hybrid bonds to pay the subscription price, from certain holders of the Company's bonds.

## Approval of Subscriptions

The Board of Directors shall decide on the approval of the subscriptions after the expiry of the Subscription Period. It is estimated that subscribers shall be informed of the approval of subscriptions in writing on 18 August 2014. The notice shall be sent by e-mail if the e-mail address is stated in the subscription form.

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

## Entry of Issued Shares in Book-Entry Accounts and Trading in Issued Shares

The Issued Shares subscribed in the Private Placement shall be issued as book-entry units in the book-entry securities system kept by Euroclear Finland Ltd. The Issued Shares shall be registered on the subscriber's book-entry account after their entry into the Trade Register, which is estimated to take place on 22 August 2014.

The Issued Shares shall be applied for public listing on NASDAQ OMX Helsinki Ltd. Trading in the Issued Shares is estimated to begin on NASDAQ OMX Helsinki Ltd on 26 September 2014.

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

## Shareholder Rights

The Issued Shares shall produce a right to dividends and other shareholders' rights after their entry into the Trade Register. The Issued Shares shall produce the same rights as the Company's other shares from the time of their registration onwards. Each Issued Share shall give entitlement to one vote in the Company's General Meeting of Shareholders.

## Governing Law and Settlement of Disputes

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

## Other Matters

The Board of Directors shall decide upon other technical matters related to the issue of the Issued Shares and the Private Placement and practical measures arising thereof.

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.