### COMPONENTA

### STOCK EXCHANGE RELEASE

#### 5.9.2014 at 14.50 1 (3)

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# Publication of the prospectus regarding Componenta Corporation share issue

Componenta Corporation ("Componenta" or the "Company") will publish a prospectus approved by the Finnish Financial Supervisory Authority (the "Prospectus") regarding the share issue that was resolved today on 5 September 2014 by the Extraordinary General Meeting of Shareholders of the Company (the "Share Issue").

The Prospectus will be available as of 8 September 2014 at 9 a.m., at the latest, at the Company's headquarters, Panuntie 4, FI-00610 Helsinki, Finland and at Alexander Corporate Finance Oy ("the Arranger"), Pohjoisesplanadi 37 A, 7th floor, FI-00100 Helsinki, Finland, as well as in electronic form on the websites of the Company, www.componenta.com/fi\_investors/fi\_componenta\_ir/ and the Arranger, www.acf.fi. The Prospectus will be available in Finnish only.

The Prospectus includes earlier unpublished information described below in more detail. New Shares mean shares to be offered in the Share Issue and the Private Placement means on 15 August 2014 executed share issue offered to a limited group of selected investors.

- "The Company has negotiated with its suppliers and service providers on lengthening payment terms so that the new payment terms are 30 days longer than the previous payment terms. Over 400 suppliers and service providers have approved the longer payment terms."
- "The Working Capital Statement of the Management

The Company's current working capital is not sufficient for its needs within the next 12 months. The Company's working capital shortfall is expected to be covered by the financing arrangements published on 15 August 2014.

At the beginning of 2014, Componenta started financing arrangements, the purpose of which has been to refinance the Company's interest bearing debt portfolio with new long-term financing instruments. On 14 August 2014, Componenta signed an agreement on 61.8 million euro credit facility as well as on a new 7 million euro revolving credit facility with Nordic banks. By means of this long-term credit facility Componenta's current short-term credit facility will be extended by three years, and further by one extra year, by the resolution of the Company, if certain conditions are fulfilled. Furthermore, Componenta's subsidiary Componenta Dökümcülük A.S. signed on 13 August 2014 a new credit facility agreement of 90 million euros with Turkish banks. The new agreement consists of a 7-year club loan of 70 million euros and a revolving credit facility of 20 million euros. By means of the new financing arrangements, the average maturity of the interest bearing debts of Componenta will be lengthened from the current approximately one-year maturity to 4.5 years. Total annual interest expenses will decrease approximately by 8 million euros. The prerequisites for the financing agreements coming into force are, inter alia, that Componenta hybrid bonds are used for payments of share subscriptions at a sufficiently high level, and that loan receivables are used for payments of New Shares in the Share Issue for the value of at least 50 million euros, and that New Shares are paid in cash for the value of at least 5 million euros. Based on the received subscription commitments, the Company expects that these prerequisites be fulfilled.

As part of the financing arrangements, Componenta executed a 15 million euro Private Placement directed to a limited group of selected investors on 15 August 2014. With funds received from this Private Placement, the Company improved its liquidity position immediately. In addition, the Extraordinary General Meeting of Shareholders of Componenta resolved on a Share Issue on 5 Casting Future **SOLUTIONS** 

#### **COMPONENTA CORPORATION**

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September 2014. In the Share Issue, New Shares in the Company are offered for subscription by individuals and corporations in Finland. The Company has received a total of 5.2 million euro subscription commitments from its certain major shareholders for subscribing New Shares in the Share Issue by using cash to pay the subscription price. In addition, the Company has received over 63 million euro subscription commitments in total from its certain bondholders for subscribing New Shares in the Share Issue by using the Componenta loans and accrued but unpaid interests to pay the subscription price.

The Company's liquidity position is tight before the executions of the planned financing arrangements and the Share Issue due to large amount of trade payables and lower than expected credit limits. The reasons for the large amount of trade payables were normal seasonal fluctuation and increasing of stocks for the production shut-downs in the summer, as well as occasional prolonged terms of payment of the trade payables. The reason for lower credit limits was that several Turkish banks had postponed their credit decisions due to ongoing refinancing negotiations with main Turkish banks. In addition, the production shut-downs in the summer made the liquidity position more difficult. The Company's liquidity position and financing status have clearly improved due to the executed Private Placement and the agreed arrangements. Therefore the management of the Company expects that the Company's financing needs are covered and the Company has enough working capital for the following 12 months, after the Share Issue is executed and all the financing arrangements agreed with the banks, as well as the prolonged terms of payments agreed with the suppliers and amendments in the terms and conditions of the bonds are implemented, which are all estimated to take place in September.

The Company is not aware of any matter or condition that it could not fulfill. However, it is possible that the arrangements do not materialize as planned, and the Company should then agree with the creditors on refinancing of the maturing loans as well as on measures to cover the financing shortfall. Should the Company not enter into an agreement with the creditors on covering the financial need, certain creditors would be entitled to call in the loans prematurely, and other creditors could take steps to secure their receivables."

Helsinki, 5 September 2014

COMPONENTA CORPORATION

Heikki Lehtonen President and CEO

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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 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.

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