

TERMS AND CONDITIONS OF COMPONENTA CORPORATION SHARE ISSUE 2009

Share Issue Authorisation Granted by the General Meeting of Shareholders

The Extraordinary General Meeting of Shareholders which met on 8 September 2009 decided, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on a share issue and on the issuance of special rights that give entitlement to shares referred to in Chapter 10(1) of the Limited Liability Companies Act in one or more lots, either in return for payment or free of charge. The maximum number of shares to be issued, including shares receivable on the basis of special rights, is 8,000,000 shares. The Board of Directors may decide to either issue new shares or transfer treasury shares possibly held by the Company.

The authorisation enables the Board of Directors to decide on all the terms and conditions of the share issue and on the issuance of special rights that give entitlement to shares, including derogating from shareholders' pre-emptive subscription rights. The authorisation is proposed to be used to strengthen the company's balance sheet and financial position or for other purposes decided on by the Board of Directors.

The authorisation shall be valid for five (5) years following the decision of the General Meeting. The authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 26 February 2007 to decide on a share issue and on issuance of special rights that give entitlement to shares.

Board of Directors' Decision to Issue Shares

Based on the authorisation given by the Extraordinary General Meeting held on 8 September 2009, the Company's Board of Directors decided on a share issue in which the Company will offer, derogating from shareholders' pre-emptive subscription rights, a maximum of 6,500,000 of the Company's new shares (hereinafter "**New Shares**") for subscription by the Company's shareholders, holders of convertible 2005 and 2006 capital loans and holders of the 2006 capital loan, and professional clients referred to in Chapter 1(4) of the Securities Markets Act in accordance with the terms and conditions presented herein (hereinafter "**Share Issue**"). The purpose of the Share Issue is to strengthen the Company's balance sheet and financial position, and therefore, there are weighty financial reasons from the Company's perspective for derogating from the shareholders' pre-emptive subscription rights.

Subscription Right

The following parties shall be entitled to subscribe for shares in the Share Issue: the Company's shareholders who, on the Share Issue's record date 11 September 2009 are included in the Company's shareholder register kept by Euroclear Finland Ltd, holders entered in bondholder registers 11 September 2009 regarding convertible 2005 and 2006 capital loans and the 2006 capital loan, and professional clients referred to in Chapter 1(4) of the Securities Markets Act. The subscription right shall not be recorded in book-entry accounts, and is not transferable to third parties.

A maximum total of 6,500,000 New Shares shall be offered for subscription in the Share Issue. The minimum subscription amount is 1,000 New Shares.

The Board of Directors shall decide who has the right to subscribe for any New Shares that were not subscribed in the Share Issue.

The Board of Directors shall decide on the procedure to be followed in the event of oversubscription. In the event of oversubscription, the aim will be to allocate the New Shares to shareholders in the proportion of the holding recorded in the shareholder register kept by Euroclear Finland Ltd on the Share Issue record date 11 September 2009. After this, the allocation may give preference to holders recorded in the bondholder registers 11 September 2009 regarding convertible 2005 and 2006 capital loans and the 2006 capital loan, and subscribers of the 2009 Subordinated Capital Loan.

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 EUR 4.50 per New Share. The subscription price is based on the share price of the company's share. The volume weighted average share price of the company's share between 1 January 2009 and 7 September 2009 has been EUR 4.54 per share. The subscription price shall be credited to the reserve for the Company's invested unrestricted equity.

Holders of the Company's convertible 2005 and 2006 capital loans and of the 2006 capital loan shall have the right to use the assets pertaining to the principal of the capital loans receivable from the Company to pay the subscription price. Only whole loan units may be used for the payment. If necessary, the number of shares to be received in return for the loan units will be rounded down to the nearest whole share. The interest receivable based on loans may not be used to pay the subscription price. The unpaid interest accumulated on loan units used to pay the subscription price and the difference, if any, remaining from the principal of the loan unit used for payment will be paid to the holders of loan units in cash on 15 October 2009 provided that the payment requirements under the Terms and Conditions of the Loan are met.

Subscription Period

The subscription period for the New Shares shall begin on 14 September 2009 at 9.00 a.m. and end on 18 September 2009 at 4.00 p.m. (hereinafter "**Subscription Period**"). The main arranger may decide to suspend the subscription period regardless of the demand. The subscription period may not, however, be suspended during the first day of the subscription period or in the middle of the day. The Company shall issue a press release announcing any suspensions promptly upon the suspension taking place. Subscription commitments received after suspension or expiry of the subscription period will not be acknowledged.

Place of Subscription

Subscription commitments can be made at Alexander Corporate Finance Oy, Aleksanterinkatu 19 A, FI-00100 Helsinki, tel. +358 9 6226 000 and, to a limited extent, on the website www.alexander.fi (hereinafter "**Place of Subscription**").

Instructions for the subscribers shall be available during the Subscription Period on Alexander Corporate Finance Oy's website www.alexander.fi and at Alexander Corporate Finance Oy.

The subscription commitment shall be binding and cannot be amended or cancelled in any way other than that specified in the section of these Terms and Conditions entitled "*Cancelling Subscriptions under Certain Circumstances*".

Cancelling Subscriptions under Certain Circumstances

If a prospectus related to the Share Issue is supplemented in accordance with the Securities Markets Act after the Finnish Financial Supervisory Authority has approved the prospectus and after trading with the shares begins due to an error or omission that may have material effect on the investor, then the investors who subscribed for shares before the announcement of the supplement shall have the right to cancel their subscriptions within two (2) banking days of announcing the supplement or within a longer period decided by the Finnish Financial Supervisory Authority for a specific reason, however, no later than four (4) days after the announcement. The Company shall announce the actions related to the possible cancellation of subscriptions in a press release together with the possible supplementing of the prospectus.

Approval and Payment of Subscriptions

The Board of Directors shall decide on accepting the subscription commitments following the close of the Subscription Period. Subscribers shall be informed of the approval of subscription commitments in writing around 23 September 2009. The notice shall be sent by e-mail if the e-mail address is stated in the subscription commitment.

Approved subscriptions must be paid no later than 28 September 2009 in accordance with the instructions provided together with the notice of approval of Place of Subscription.

The Board of Directors shall have the right to reject any subscription commitment made, partly or in its entirety, and to reallocate the subscribed New Shares, unless the subscription has been paid in accordance with these Terms and Conditions and with the given instructions.

Entry of new Shares in Book-Entry Accounts and Trading in New Shares

The New Shares subscribed in the Share Issue shall be issued as book-entry units in the book-entry securities system kept by Euroclear Finland Ltd. The New Shares shall be entered in the subscriber's book-entry account when they are entered in the Trade Register, which is estimated to take place on 12 October 2009.

The New Shares shall be applied for public listing on the NASDAQ OMX Helsinki Ltd. Trading in New Shares will begin in the NASDAQ OMX Helsinki Ltd around 13 October 2009.

The Company's shares' trading code is CTH1V and ISIN code is FI0009010110.

Shareholders' Rights

The New Shares will produce a right to dividends and other shareholders' rights when the New Shares are entered in the Trade Register around 12 October 2009. The New Shares will produce

the same rights as the Company's other shares from the time of their registration onwards. Each New Share will give entitlement to one vote in the Company's General Meeting of Shareholders. For more information on shareholders' rights, please refer to the section in the Securities Note entitled "*The Company's Shares and Shareholders' Rights*".

Dilution of Holding

A maximum of 6,500,000 New Shares shall be offered for subscription in the Share Issue. As a result of the Share Issue, the number of shares may increase from 10,957,798 shares to a maximum of 17,457,798 shares. The New Shares to be offered correspond to approximately 59.3 per cent of all the Company's shares immediately prior to the Share Issue, and approximately 37.2 per cent following the Share Issue, assuming that the Share Issue is fully subscribed.

Payments and Expenses

No asset transfer tax or service fee will be collected for the subscription of New Shares. Account operators will collect a fee in accordance with their price list for book-entry account maintenance and share custody. The subscriber shall be responsible for any payment transaction fees associated with subscription payments.

Right to Cancel Share Issue

The Company's Board of Directors shall have the right to cancel the Share Issue before the end of the Subscription Period due to a fundamental change in the market conditions, the Company's financial standing or the Company's business. If the Company's Board of Directors decides to cancel the Share Issue, the Company shall announce the decision to subscribers and provide them with more detailed instructions in a press release.

Information

The documents referred to in Chapter 5(21) of the Limited Liability Companies Act shall be available at the Company's website, www.componenta.com.

Governing Law and Settlement of Disputes

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

Other Matters

The Company's Board of Directors shall decide upon other matters related to the issue of the New Shares and the Share Issue and for practical measures arising thereof.

Additional information on matters related to the subscription of New Shares is provided in the section of the Securities Note entitled "*Instructions for Subscribers in the Share Issue*"