

## **Decisions of the Annual General Meeting of Componenta Corporation**

The Annual General Meeting of Componenta Corporation held on 10 February 2004 approved the financial statements for 1 January - 31 December 2003 and discharged the members of the Board of Directors and the President and CEO from liability for the period.

In accordance with the Board's proposal, the Annual General Meeting decided that no dividend be paid.

The Annual General Meeting elected Heikki Bergholm, Heikki Lehtonen, Juhani Mäkinen, Marjo Raitavuo, as a new member, and Matti Tikkakoski to the Board of Directors. The Board of Directors had an initial meeting after the Annual General Meeting and elected Heikki Bergholm as its Chairman and Juhani Mäkinen as Vice Chairman.

The Annual General Meeting elected Kari Miettinen, APA, as principal auditor and PricewaterhouseCoopers Oy, Authorised Public Accountants, as deputy auditors.

### **Authorization to acquire company's own shares**

The Annual General meeting authorized the Board of Directors to decide on acquiring the company's own shares using distributable funds on the following conditions:

The Board of Directors may decide to acquire a maximum of 480,765 company's own shares, each with a nominal value of 2 euros, provided that after the acquisition the aggregate number of own shares held by the company, or the voting rights attached to the said shares do not exceed five (5) per cent of the company's share capital or of the voting rights attached to all the shares.

Shares may be acquired in deviation from the shareholders' existing holdings in public trading on the Helsinki Exchanges. Shares may be acquired at the market price formed in the public trading at the time of acquisition.

The shares may be acquired in order to strengthen the company's capital structure, in order to finance acquisitions or other corporate restructurings, for the purpose of disposing the shares or for annulment, or for other purposes that the Board of Directors considers to be in the interest of shareholders.

The authorization is in force for one year from the decision of the Annual General Meeting.

### **Authorization to dispose of the company's own shares**

The Annual General meeting authorized the Board of Directors to decide on disposing of the company's own shares on the following conditions:

The Board of Directors may decide to dispose a maximum of 480,765 own shares acquired by the company.

The Board of Directors is authorized to decide to whom and in what order the company's own shares shall be disposed and may dispose the shares in deviation from the proportion of the shareholders' existing holdings. However, the shares may not be disposed of to the benefit of a company insider.

10.2.2004 at 16.00

The shares may be disposed at a value to be decided by the Board of Directors and may be paid for otherwise than in cash. The shares may be disposed in order to finance or carry out acquisitions or other corporate restructurings, or as part of an incentive scheme for key personnel. The shares may also be sold in public trading.

The authorization is in force for one year from the decision of the Annual General Meeting.

Helsinki, 10 February 2004

COMPONENTA CORPORATION

Heikki Lehtonen  
President and CEO

Further information:

Heikki Lehtonen  
President and CEO  
tel. +358 9 225 021

Kimmo Virtanen  
CFO  
tel. +358 9 225 021

---

Componenta is a metal sector company with international operations and production plants located in Finland and Sweden. The company's net sales exceed EUR 178 million and the group employs about 1,565 people. Componenta's shares are quoted on the Main List of the Helsinki Exchanges. The group's customers operate in the heavy truck, power and transmission, machine building and off-road industries. Componenta specializes in supplying ready-to-install cast, geared and machined components directly to the customer's assembly line.

Componenta Corporation  
Nuijamiestentie 3 C  
FIN-00400 Helsinki, Finland  
Tel. +358 9 225 021  
Fax +358 9 2250 2721  
<http://www.componenta.com>