

EXTRAORDINARY GENERAL MEETING OF ASIAKASTIETO GROUP PLC

Time: 25 May 2018, 1:00 p.m. EET

Place: Rantatie Business Park, Tutka & Plotteri Meeting Room (Hermannin rantatie 8, Main entrance: Verkkosaarencatu 5, 00580 Helsinki, Finland).

Present: The General Meeting was attended by shareholders, proxy representatives and assistants listed in the list of votes attached hereto ([Appendix 5](#)).

In addition, members of the Board of Directors, the proposed new Board members and the CEO as well as technical personnel were present at the General Meeting.

1. Opening of the meeting

The Chairman of the Board of Directors, Patrick Lapveteläinen, opened the General Meeting and welcomed the shareholders to the General Meeting.

2. Calling the meeting to order

Attorney at Law Outi Raitasuo was elected as Chairperson of the General Meeting, and she called Juuso Jokela, Manager, legal affairs of the Company to act as secretary of the meeting and to keep the minutes.

The Chairperson explained certain matters of order and procedure relating to the course of the General Meeting.

It was noted that the proposals of Board of Directors made for the General Meeting and other documents in accordance with the Limited Liability Companies Act and the Securities Markets Act have been available on the Company's website the time required by the Limited Liability Companies Act, and they were also available at the Extraordinary General Meeting.

The Chairperson noted that voting instructions for some nominee registered shareholders had been provided to the Company before the Extraordinary General Meeting and explained about these instructions. Votes of the voting instructions are supporting or abstaining and the abstaining votes are noted in the appropriate section of the minutes.

The summary lists of voting instructions of shareholders represented by Nordea AB (publ), Finnish Branch and Skandinaviska Enskilda Banken AB (publ) Helsinki Branch were attached to the minutes ([Appendix 2](#)).

3. Election of persons to scrutinize the minutes and to supervise the counting of votes

Johanna Salomaa-Hietanen and Jukka Vähäpesola were elected to scrutinize the minutes and to supervise the counting of the votes.

4. Recording the legality of the meeting

It was noted that the notice of the General Meeting had been published on 27 April 2018 as a stock exchange release and on the Company's website. The notice of the General Meeting was attached to the minutes ([Appendix 4](#)).

It was noted that the General Meeting had been convened in accordance with the articles of association and the Limited Liability Companies Act and that the General Meeting was legal and constituted a quorum.

5. Recording the attendance at the meeting and adoption of the list of votes

It was noted that a shareholder who, on the record date of the General Meeting on 15 May 2018, is registered in the shareholder's register of the Company held by Euroclear Finland Ltd has the right to participate in the General Meeting.

It was noted that 49 shareholders, representing in total 9,092,779 shares and votes, were represented or in person at the beginning of the General Meeting.

The list of votes as at the beginning of the General Meeting was enclosed to the minutes ([Appendix 5](#)). It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

6. Resolutions relating to the acquisition of UC AB's outstanding shares

The CEO of the Company, Jukka Ruuska, presented to the General Meeting the transaction described in the Company's stock exchange release published on 24 April 2018.

Asiakastieto Group Plc has on 24 April 2018 signed an agreement to acquire all outstanding ordinary shares in the Swedish business and credit reference agency UC AB from its current shareholders against a purchase price consisting of cash and share consideration amounting to approximately EUR 339.8 million in total (the "**Transaction**"). The agreed share consideration comprises a total of 8,828,343 new shares in Asiakastieto to be issued to the current shareholders of UC AB in a directed share issue against payment (the "**Directed Share Issue**"). The completion of the Transaction is expected during the second quarter of 2018.

It was noted that in order to implement the Transaction, the Board of Directors of the Company had proposed to the Extraordinary General Meeting that (a) the Board of Directors be authorized to decide on the Directed Share Issue and that, conditional upon the completion of the Transaction, (b) two new members of the Board of Directors be elected and (c) the Charter of the Shareholders' Nomination Board be amended, all as further set out in the Board of Directors' proposal.

It was noted that the proposals of the Board of Directors set forth in items 6(a) – 6(c) below form an entirety that would require the adoption of all its individual items by a single decision. It was further noted that current shareholders of the Company representing approximately 26 percent of all shares and votes in the Company had in advance declared their support for the proposed items.

6(a) Authorizing the Board of Directors to decide on the Directed Share Issue

It was noted that the Board of Directors had proposed that it be authorized to decide on the issuance of new shares in deviation from the shareholders' pre-emptive rights by way of a directed issue, provided that the Company has a weighty financial reason to do so, as follows.

The Directed Share Issue shall be directed to the current shareholders of UC AB pro rata to the respective number of ordinary shares of UC AB sold in the Transaction. The number of new shares to be issued in the Directed Share Issue shall not exceed 8,828,343.

The Board of Directors decides on all other conditions of the Directed Share Issue, including the grounds for determining the subscription price and the subscription price as well as that the subscription price may be paid besides in cash also by other assets either partially or entirely.

The authorization is valid until 31 December 2018. The proposed authorization will not revoke the authorization of the Board of Directors to decide on the issuance of shares as granted by the Annual General Meeting on 22 March 2018.

6(b) Resolution on the Number of Members of the Board of Directors and the election of Members of the Board of Directors

It was noted that the Board of Directors had proposed that, conditional upon the completion of the Transaction, the number of members of the Board of Directors be resolved to be seven and that two new members of the Board of Directors be elected as follows:

Martin Johansson and Nicklas Ilebrand be elected as new members of the Board of Directors, both of them for a term that will start on the date of closing of the Transaction as set forth in the agreement concerning the Transaction and continue until the close of the next Annual General Meeting. Both proposed new members have given their consent for the election. The personal details of the proposed members are available on the Company's website at investors.asiakastieto.fi.

The new members of the Board of Directors shall be paid annual fees in proportion to the length of their term of office. A member of the Board of Directors may decide to decline the annual fees and/or meeting fees payable by the Company.

6(c) Amendment of the Charter of the Shareholders' Nomination Board

It was noted that the Board of Directors had proposed that, conditional upon the completion of the Transaction, the Extraordinary General Meeting resolves to amend the sections 2 and 2.1 of the Charter of the Shareholders' Nomination Board so that the relevant date for the shareholding in respect to the appointment of members to the Shareholders' Nomination Board would be amended from May to September.

It was noted that the Board of Directors had proposed that, in deviation from the new dates proposed above and subject to the completion of the Transaction, in 2018 the largest shareholders of the Company, for the purposes of Sections 2 and 2.1 of the Shareholders' Nomination Board Charter, would be determined as at 9 November 2018, and, for the purposes of paragraph 2 of Section 2.1, the written request for aggregation of holdings should be presented no later than on 8 November 2018.

The General Meeting resolved to authorize the Board of Directors to resolve on the Directed Share issue, the number of members of the Board of Directors, the election of members of the Board of Directors as well as the amendment of the Charter of the Shareholder's Nomination Board in accordance with the proposals of the Board of Directors. Proposals of the Board of Directors were appended to the minutes ([Appendix 6](#)).

It was recorded that the number of abstaining votes of nominee registered shareholders on this agenda item was 200.

7. Closing of the meeting

It was noted that all decisions of the General Meeting were made unanimously, unless otherwise stated in these minutes.

The Chairperson noted that the items on the agenda had been attended to and that the minutes of the General Meeting will be available on the Company's website at the latest from 8 June 2018.

The Chairperson thanked the shareholders as well as the Company's management and declared the General Meeting closed at 1:36 p.m. EET.

Chairperson of the General Meeting:

OUTI RAITASUO

Outi Raitasuo

In fidem:

JUUSO JOKELA

Juuso Jokela

Minutes reviewed and confirmed by:

JOHANNA SALOMAA-HIETANEN

Johanna Salomaa-Hietanen

JUKKA VÄHÄPESOLA

Jukka Vähäpesola

APPENDICES

Appendix 2	Voting instructions of nominee registered shareholders
Appendix 4	Notice of the General Meeting
Appendix 5.2	List of votes
Appendix 6	Proposals of the Board of Directors