

**Asiakastieto Group Plc  
Annual General Meeting 2019**

**BOARD OF DIRECTORS' PROPOSALS  
TO THE ANNUAL GENERAL MEETING 2019**

1. The Board of Directors proposes to the annual general meeting to be held on 28 March 2019 that from the financial year ended 31 December 2018, funds be distributed EUR 0.95 per share, i.e. EUR 22,756,265.80 in total based on the company's registered total number of shares at the time of the proposal. The Board of Directors proposes that the distribution of funds is composed of EUR 0.47 per share in dividend and EUR 0.48 per share as capital repayment from the reserve for invested unrestricted shareholders' equity. The dividend and capital repayment from the reserve for invested unrestricted equity shall be paid to shareholders registered in the company's shareholders' register held by Euroclear Finland Ltd on the payment record date of 1 April 2019. The Board of Directors proposes that the funds be paid on 11 April 2019.

The remunerations to be paid on the basis of the Performance Share Plan 2016 and Matching Share Plan 2015 of the company's management's Long Term Incentive Plan are further expected to result in an issuance of 39,328 new shares in Asiakastieto Group Plc, entitling to the distribution of funds from the financial year 2018. Thus, the proposed total amount of distributed funds would be EUR 22,793,627.40.

2. The Board of Directors proposes that the remuneration of the auditor be paid according to the reasonable invoice approved by the Board of Directors' Audit Committee.
3. The Board of Directors proposes that PricewaterhouseCoopers Oy, Authorised Public Accountants, be re-elected as the company's auditor for a term that will continue until the end of the next Annual General Meeting. PricewaterhouseCoopers Oy has announced that the auditor-in-charge would be Martin Grandell, the Authorised Public Accountant.

The Board of Directors notes that its recommendation is free from influence by a third party, and the The Board of Directors is not subject to compliance with any such clauses of the kind referred to in Article 16(6) of the EU Audit Regulation (No 537/2014) that would restrict the Annual General Meeting's decision-making relating to the election of auditor.

4. The Board of Directors proposes that the Board of Directors be authorised to resolve on one or more issuances of shares, including the right to issue new shares in the company or to transfer the company's treasury shares. The authorisation would cover up to a total of 1,500,000 shares, corresponding 6.3 per cent of the company's registered total number of shares at the time of the proposal.

The Board of Directors would also be authorised to resolve on a directed issuance of shares in the company. The authorisation could be used for material arrangements from the company's point of view, such as financing or carrying out business arrangements or investments or for other such purposes determined by the Board of Directors in which case there would be a weighty financial reason for issuing shares or for a directed issuance of shares.

The Board of Directors would be authorised to resolve on all other terms and conditions of the issuance of shares, including the payment period, grounds for the determination of the subscription price and subscription price or issuance of shares without payment or that the subscription price may be paid besides in cash also by other assets either partially or entirely.

The authorisation is proposed to be effective for 18 months from the close of the Annual General Meeting i.e. until 28 September 2020. If this authorisation is approved, it will revoke the share issuance authorisation granted to the Board of Directors by the Annual General Meeting on 22 March 2018.

5. The Board of Directors proposes that the Board of Directors be authorised to decide, in one or several instalments, on the repurchase of maximum of 1,500,000 company's own shares. The proposed maximum number of shares corresponds to approximately 6.3 per cent of the company's registered total number of shares at the time of the proposal.

The shares would be repurchased using the company's invested unrestricted shareholders' equity, and thus, the repurchases will reduce funds available for distribution. The shares could be repurchased for developing the company's capital structure, for financing or carrying out potential corporate acquisitions or other business arrangements, to be used as a part of the company's remuneration or incentive plan or to be otherwise transferred further, retained by the company as treasury shares, or cancelled, for example.

In accordance with the resolution of the Board of Directors, the shares could also be repurchased otherwise than in proposition to the existing shareholdings of the company as directed repurchases at the market price of the shares quoted on the trading venues where the company's shares are traded or at the price otherwise established on the market at the time of the repurchase.

The Board of Directors shall resolve on all other matters related to the repurchase of the company's own shares, including on how shares will be repurchased. Among other means, derivatives may be used in acquiring the shares. The authorisation is proposed to be effective for 18 months from the close of the Annual General Meeting i.e. until 28 September 2020. If this authorisation is accepted, it shall cancel the authorisation to repurchase the company's shares granted to the Board of Directors by the Annual General Meeting on 22 March 2018.

Helsinki, 15 February 2019

ASIAKASTIETO GROUP PLC  
Board of Directors