

ANNUAL GENERAL MEETING OF ASIAKASTIETO GROUP PLC (Business ID: 2194007-7)

Time: 12 June 2020, 10:00 a.m. EEST

Place: Rantatie Business Park, Tutka & Plotteri Meeting Room, Hermannin rantatie 8, Helsinki, Finland.

Present: The Board of Directors of Asiakastieto Group Plc has resolved, pursuant to Section 2, Subsection 3 of the Act 290/2020, that the Company's shareholders and their proxy representatives may participate in the General Meeting and exercise their shareholder rights only through advance voting.

The shareholders set out in the list of votes (**Appendix 1**) adopted at the meeting were represented at the meeting.

The Company's Chief Executive Officer Jukka Ruuska, Legal Counsel Juuso Jokela, the Chairman of the General Meeting Klaus Ilmonen, the secretary Robert Gordin and technical personnel were present at the meeting.

1. Opening of the meeting

The Company's Chief Executive Officer Jukka Ruuska opened the General Meeting.

2. Calling the meeting to order

Attorney at Law, Klaus Ilmonen acted as the Chairman of the General Meeting in accordance with the notice to the General Meeting, and he called Master of Laws Robert Gordin to act as the secretary.

It was noted that the proposals of the Shareholders' Nomination Board and the Board of Directors to the General Meeting had been published by stock exchange releases on 16 April 2020 and 18 May 2020 as well as on the Company's website in whole on 18 May 2020. No shareholder's counterproposals subject to voting had been made by the deadline on 25 May 2020. The shareholders have also been able to submit questions to the Company's management.

The Chairman noted that the Company's shareholders and their proxy representatives have only been able to participate in the General Meeting through advance voting and thus voting has been cast on all agenda items. The Chairman further noted that pursuant to the temporary legislation the proposals in all agenda items may have been opposed without having to submit a counterproposal.

A summary of the votes given through advance voting was enclosed to the minutes (**Appendix 2**).

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

Legal Counsel Juuso Jokela acted as the scrutiniser of the minutes and the supervisor of the counting of the votes in accordance with the notice to the General Meeting.

4. Recording the legality of the meeting

In accordance with § 10 of the Articles of Association, the notice to convene a General Meeting shall be published on the Company's website no more than three months before the record date pursuant to Chapter 5, Section 6a of the Companies Act (eight working days before the General Meeting) and at the latest three weeks before the General Meeting, however, always at least nine days before the said record date.

It was noted that the notice to the General Meeting had been published by a stock exchange release and on the Company's website on 18 May 2020. The proposals made to the General Meeting and the Company's Financial Statements, Consolidated Financial Statements, Report by the Board of Directors

and the Auditor's Report, as well as the separate Remuneration Statement and Corporate Governance Statement, had all been published and available on the said website as of 18 May 2020.

It was noted that the General Meeting had been convened in accordance with the Articles of Association, the Companies Act and the Act 290/2020, which allows for temporary deviations from certain provisions of the Companies Act and that the General Meeting was legal and constituted a quorum.

The notice to the meeting was enclosed to the minutes ([Appendix 4](#)).

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

A list of shareholders who had voted in advance during the advance voting period and who have the right to attend the meeting pursuant to Chapter 5, Sections 6 and 6a of the Companies Act was presented. It was recorded that 68 shareholders had participated in the advance voting representing 15,547,770 shares and votes.

The attendance status and the list of votes were enclosed to the minutes ([Appendix 1](#)).

6. Presentation of the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the Year 2019

It was noted that since a shareholder or their proxy representative has only been able to attend the General Meeting through advance voting, the Annual Report published by the Company on 11 February 2020 which includes the Company's Financial Statements, including the Consolidated Financial Statements and the Report by the Board of Directors, as well as the Auditor's Report, and which has been available on the Company's website has been presented to the General Meeting. In addition, the review of the Company's Chief Executive Officer, Jukka Ruuska is available on the Company's website.

The Financial Statements were enclosed to the minutes ([Appendix 6](#)).

7. Adoption of the Financial Statements

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the adoption of the Financial Statements 15,547,745 votes were cast, representing 100 percent of the total votes cast, and against the adoption of the Financial Statements 0 votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial period 1 January 2019 to 31 December 2019.

8. Resolution on the use of the profit shown on the balance sheet and the distribution of funds

It was noted that according to the parent company's balance sheet as per 31 December 2019, the parent company's distributable funds amounted to EUR 390,068,633.22, including EUR 28,999,233.88 profit for the financial period.

It was noted that the proposals of the Board of Directors regarding the payment of an equity repayment and the authorisation of the Board of Directors to decide on the payment of equity repayment would be made in two separate decisions, so that first the General Meeting resolves on the payment of an equity repayment and after that on the authorisation of the Board of Directors to decide on the payment of equity repayment.

8a. It was noted that the Board of Directors had proposed that from the financial year ended 31 December 2019, an equity repayment of EUR 0.61 per share be distributed from the Company's reserve for invested unrestricted shareholders' equity. The equity repayment from the reserve for invested unrestricted shareholders' equity will be paid to a shareholder registered in the Company's shareholders'

register held by Euroclear Finland Ltd on the payment record date of 16 June 2020. The Board of Directors has proposed that the funds be paid on 25 June 2020.

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing 100 percent of the total votes cast, and against the proposal of the Board of Directors 0 votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that an equity repayment of EUR 0.61 per share from the parent company's reserve for invested unrestricted shareholder's equity be paid to the shareholders registered in the Company's shareholder's register held by Euroclear Finland Ltd on the payment record date of 16 June 2020. The equity repayment shall be paid on 25 June 2020.

8b. It was noted that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to resolve, as its discretion, on the distribution of funds to shareholders as equity repayment, up to a maximum of EUR 0.34 per share from the Company's reserve for invested unrestricted shareholder's equity. Funds would be distributed at a later stage when it is possible to make a more reliable estimate on the impacts of the COVID-19 pandemic on the Asiakastieto Group's business and liquidity. The authorisation is proposed to remain in effect until the start of the subsequent Annual General Meeting, however not past 30 June 2021. The Board of Directors may also decide not to use this authorisation. The Board of Directors has proposed that the authorisation would also include the right for the Board of Directors to decide on all other terms and conditions related to the equity repayment. The Company will publish possible resolutions of the Board of Directors on equity repayments and confirm the record and payment dates of the equity repayments in connection with such resolutions. The equity repayments paid based on the authorisation shall be paid to shareholders who on the payment record date of the equity repayment in question are recorded in the Company's shareholders' register maintained by Euroclear Finland Ltd.

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing 100 percent of the total votes cast, and against the proposal of the Board of Directors 0 votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve at its discretion on the distribution of funds to shareholders as equity repayment from the Company's reserve for invested unrestricted shareholder's equity up to a maximum of EUR 0.34 per share. The authorisation is in effect until the start of the subsequent Annual General Meeting, however not past 30 June 2021. The Board of Directors may also decide not to use this authorisation. The authorisation includes also the right for the Board of Directors to decide on all other terms and conditions related to the equity repayment.

It was noted that in accordance with the requirements of the Act 290/2020 the shareholders have as an alternative to the Board of Directors proposal had the right to demand minority dividend pursuant to Chapter 13, Section 7 of the Companies Act. The amount of minority dividend is EUR 14,499,616.94. It was recorded that shareholders who represent a total of 644,349 shares, representing approximately 2.7 percent of all shares in the Company, have demanded minority dividend in accordance with the Act 290/2020. The minority dividend must be distributed, if a demand to this effect is made by shareholders who have at least one tenth of all shares. It was noted that a sufficient qualified minority had not demanded minority dividend.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

It was recorded that 15,537,745 shares and votes, representing approximately 64.7 percent of all shares and votes in the Company, participated in the voting. For the discharge from liability 15,537,745 votes were cast, representing 100 percent of the total votes cast, and against the discharge from liability 0

votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved to discharge the members of the Board of Directors, the CEO and Deputy CEO from liability for the financial period 1 January 2019 to 31 December 2019.

10. Adoption of the Remuneration Policy for governing bodies

It was noted that since a shareholder and their proxy representative has only been able to attend the General Meeting through advance voting, the Remuneration Policy published by the Company on 5 March 2020 by a stock exchange release and which has been available on the Company's website, has been presented to the General Meeting.

It was recorded that 15,547,770 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the adoption of the Remuneration Policy 12,975,193 votes were cast, representing approximately 83.45 percent of the total votes cast, and against the adoption of the Remuneration Policy 2,572,577 were cast, representing approximately 16.55 percent of the total votes cast. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved to adopt the presented Remuneration Policy. The resolution was advisory.

The Remuneration Policy was enclosed to the minutes ([Appendix 10](#)).

11. Resolution on the remuneration of the members of the Board of Directors

It was noted that the Shareholders' Nomination Board had proposed that the remunerations payable to the Chairperson of the Board of Directors be EUR 51,000 per year and to the other members of the Board of Directors EUR 36,000 per year. A separate remuneration of EUR 500 will be paid for the attendance to Board meetings. The Shareholders' Nomination Board had additionally proposed that the chairpersons of the committees of the Board of Directors shall be paid an attendance fee of EUR 500 and the committee members shall be paid an attendance fee of EUR 400 per committee meeting. The Shareholders' Nomination Board had also proposed that no remuneration will be paid to the Shareholders' Nomination Board members. Reasonable travelling expenses for the attendance to the meetings shall be paid to members of the Board of Directors and the Shareholders' Nomination Board.

It was recorded that 15,547,770 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 15,547,745 votes were cast, representing approximately 100 percent of the total votes cast, and against the proposal of the Shareholders' Nomination Board 25 votes were cast, representing approximately 0 percent of the total votes cast. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved to accept the proposal by the Shareholders' Nomination Board.

12. Resolution on the number of members of the Board of Directors

In accordance with § 5 of the Articles of Association, the Board of Directors shall consist of a minimum of four (4) and a maximum of eight (8) ordinary members.

It was noted that the Shareholders' Nomination Board had proposed that the number of members of the Board of Directors be resolved to be six (6).

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 15,547,745 votes were cast, representing 100 percent of the total votes cast, and against the

proposal of the Shareholders' Nomination Board 0 votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved in accordance with the proposal by the Shareholders' Nomination Board that the number of members of the Board of Directors shall be six (6).

13. Election of the members of the Board of Directors

It was noted that the Shareholders' Nomination Board had proposed that of the current members of the Board of Directors Petri Carpén, Patrick Lapveteläinen, Carl-Magnus Månsson, Martin Johansson and Tiina Kuusisto be re-elected as the members of the Board of Directors for the term until the close of the next Annual General Meeting. The Shareholders' Nomination Board had also proposed that Minna Parhiala be elected as the new member of the Board of Directors for the equivalent term.

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 15,262,629 votes were cast, representing approximately 98.2 percent of the total votes cast, and against the proposal of the Shareholders' Nomination Board 285,116 votes were cast, representing approximately 1.8 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved to elect as members of Board of Directors the persons proposed by the Shareholders' Nomination Board: Petri Carpén, Patrick Lapveteläinen, Carl-Magnus Månsson, Martin Johansson and Tiina Kuusisto and Minna Parhiala as the new member of the Board of Directors for the term until the close of the next Annual General Meeting.

14. Resolution on the remuneration of the auditor

It was noted that the Board of Directors had proposed that the remuneration of the auditor be paid according to the reasonable invoice approved by the Board of Directors' Audit Committee.

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing 100 percent of the total votes cast, and against the proposal of the Board of Directors 0 votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved to accept the proposal by the Board of Directors.

15. Election of the auditor

In accordance with § 8 of the Articles of Association, the Company's auditor shall be Authorised Public Accountants approved by the Patent and Registration Office.

It was noted that the Board of Directors had proposed that PricewaterhouseCoopers Oy, Authorized Public Accountants Firm, 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, Authorised Public Accountant.

It was recorded that 15,547,745 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing 100 percent of the total votes cast, and against the proposal of the Board of Directors 0 votes were cast, representing 0 percent of the total votes cast. The number of shares that abstained from voting was 25.

Based on the voting result, the General Meeting resolved to accept the proposal by the Board of Directors and resolved to re-elect PricewaterhouseCoopers Oy, Authorized Public Accountants Firm as

the Company's auditor for a term that will continue until the end of the next Annual General Meeting. It was noted that PricewaterhouseCoopers Oy has announced that the auditor-in-charge is Martin Grandell, Authorised Public Accountant.

16. **Amendment of articles 1 and 13 of the Articles of Association**

It was noted that the Board of Directors had proposed that the article regarding the trade name of the Company be amended as follows:

1 Trade name

The trade name of the Company is Enento Group Oyj. The trade name in English is Enento Group Plc.

Further, it was noted that the Board of Directors had proposed to amend the article on the Annual General Meeting so that Annual General Meeting shall also resolve, in addition to the items currently listed in article 13 of the Articles of Association, on the adoption of the Remuneration Policy, when necessary (amended article 13, second paragraph, new sub-item 6), and on the adoption of the remuneration report (amended article 13, second paragraph, new sub-item 7), and that the numbering of current sub-items 6-9 of article 13 be changed accordingly due to the above-mentioned amendments. According to the proposal, article 13 of the Articles of Association would read as follows in its entirety:

13 Annual General Meeting

At the Annual General Meeting the following

shall be presented

1. the financial statements and consolidated financial statements, and
2. the Auditor's Report;

shall be decided upon

3. adoption of financial statements, which encompasses the adoption of the consolidated financial statements,
4. the use of the profit shown on the balance sheet,
5. discharge of the members of the Board of Directors and the Managing Director from liability,
6. adoption of the remuneration policy, when necessary,
7. adoption of the remuneration report,
8. the number of members of the Board of Directors, and
9. the remuneration of the members of the Board of Directors and the auditor; as well as

shall be elected

10. the members of the Board of Directors and
11. the auditor.

It was recorded that 15,547,770 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing approximately 100 percent of the total votes cast and approximately 100 percent of the shares represented at the meeting, and against the proposal of the Board of Directors 25 votes were cast, representing approximately 0 percent of the total votes cast and approximately 0 percent of the shares represented at the meeting. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to amend the Company's Articles of Association.

17. Authorising the Board of Directors to resolve on the issuance of shares

It was noted that the Board of Directors had proposed 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 covers up to a total of 1,500,000 shares.

The Board of Directors is also authorised to resolve on a directed issuance of shares in the Company. The authorisation can 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 is a weighty financial reason for issuing shares and for a possible directed issuance of shares.

The Board of Directors is 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 consideration or that the subscription price may be paid besides in cash also by other assets either partially or entirely.

The authorisation is effective for 18 months from the close of the Annual General Meeting i.e. until 12 December 2021. It will revoke the share issuance authorisation granted to the Board of Directors by the Annual General Meeting on 28 March 2019.

It was recorded that 15,547,770 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing approximately 100 percent of the total votes cast and approximately 100 percent of the shares represented at the meeting, and against the proposal of the Board of Directors 25 votes were cast, representing approximately 0 percent of the total votes cast and approximately 0 percent of the shares represented at the meeting. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the Board of Directors to authorise the Board of Directors to resolve on the issuance of shares.

18. Authorising the Board of Directors to decide on the repurchase of the Company's own shares

It was noted that the Board of Directors had proposed that the Board of Directors be authorised to decide, in one or several instalments, on the repurchase of a maximum of 1,500,000 of the Company's own shares.

The shares will be repurchased using the Company's invested unrestricted shareholders' equity, and thus, the repurchases will reduce funds available for distribution. The shares can be repurchased, for example, 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.

In accordance with the resolution of the Board of Directors, the shares can 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 effective for 18 months from the close of the Annual General Meeting i.e. until 12 December 2021. It shall revoke the authorisation to repurchase the Company's shares granted to the Board of Directors by the Annual General Meeting on 28 March 2019.

It was recorded that 15,547,770 shares and votes, representing approximately 64.8 percent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 15,547,745 votes were cast, representing approximately 100 percent of the total votes cast and approximately 100 percent of the shares represented at the meeting, and against the proposal of the Board of Directors 25 votes were cast, representing approximately 0 percent of the total votes cast and approximately 0 percent of the shares represented at the meeting. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase of the Company's own shares.

19. Closing of the meeting

The Chairman 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 26 June 2020.

The Chairman declared the General Meeting closed at 10:17 a.m. EEST.

Chairman of the General Meeting:

KLAUS ILMONEN
Klaus Ilmonen

In fidem:

ROBERT GORDIN
Robert Gordin

Minutes reviewed and confirmed by:

JUUSO JOKELA
Juuso Jokela

APPENDICES

Appendix 1	List of votes
Appendix 2	Summary of the votes given in the advance voting
Appendix 4	Notice to the General Meeting
Appendix 6	Financial Statements, Consolidated Financial Statements, Report by the Board of Directors and Auditor's Report
Appendix 10	Remuneration Policy