

ASIAKASTIETO GROUP PLC BOARD OF DIRECTORS' PROPOSALS TO THE ANNUAL GENERAL MEETING 2016

1. The Board of Directors proposes that from the financial year ended 31 December 2015, funds be distributed EUR 0.77 per share, i.e. EUR 11,628,677.06 in total. The Board of Directors proposes that the distribution of funds is composed of EUR 0.72 in dividend and EUR 0.05 as capital repayment from the reserve for invested unrestricted equity (taking into account rounding). 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 5 April 2016. The Board of Directors proposes that the funds be paid on 12 April 2016.
2. The Board of Directors also proposes that the Annual General Meeting authorise the Board, at its discretion, to resolve the distribution of funds to shareholders as capital repayment from the reserve for invested unrestricted equity of no more than EUR 0.23 per share, i.e. EUR 3,473,500.94 in total.

The Board of Directors can also decide not to use this authorisation. The Board of Directors proposes that the authorisation includes the right for the Board of Directors to decide on all other terms and conditions related to the capital repayment. The authorisation is proposed to remain in effect until the start of the subsequent Annual General Meeting, but not past 30 June 2017.

The intention of the Board of Directors is to decide upon the capital repayment later during 2016, if the sale of the shares in the premises owned by the Group is carried out.

3. 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.
4. The Board of Directors proposes 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 notified the company that Authorised Public Accountant Juha Matti Tuomala would be the auditor-in-charge.
5. The Board of Directors proposes to be authorised to resolve on one or more issuances, which contain the right to issue new shares or dispose of the shares in the possession of the company. The authorisation would consist of up to 1,000,000 shares in the aggregate.

The Board of Directors would be authorised to decide on a directed issue. The authorisation is proposed to be used for material arrangements from the company's point of view, such as financing or implementing business arrangements or investments or for other such purposes determined by the Board of Directors in which case a weighty financial reason for issuing shares would exist.

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 allocation of shares free of charge 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. If this authorisation is approved, it shall cancel the share issue authorisation granted to the Board of Directors by the written resolution of the sole shareholder of the company on 10 March 2015.

6. The Board of Directors proposes to be authorised to decide on the repurchase of maximum of 1,000,000 company's own shares, in one or several instalments.

The shares would be repurchased with the company's unrestricted shareholders' equity, and the repurchases will reduce funds available for distribution of profits. The shares could be repurchased for example to develop the company's capital structure, carry out or finance potential corporate acquisitions or other business arrangements, to be used as a part of the company's incentive programme or to be otherwise conveyed further, retained as treasury shares, or cancelled.

Shares may be repurchased in accordance with the resolution of the Board of Directors also in a proportion other than in which shares are owned by the shareholders (directed acquisition), using funds belonging to the company's unrestricted equity and at the market price of the shares quoted on regulated market organized by Nasdaq Helsinki Ltd or otherwise established on the market at the time of the repurchase.

The Board of Directors would decide how shares will be repurchased. Among other means, derivatives may be used in acquiring the shares. According to the authorisation, the Board of Directors decides on all other matters related to the repurchase of the shares. The authorisation is proposed to be effective for 18 months from the close of the Annual General Meeting. If this authorisation is accepted, it shall cancel the authorisation to repurchase the company's shares granted to the Board of Directors by the written resolution of the sole shareholder of the company on 10 March 2015.