

**Asiakastieto Group Plc
Annual General Meeting 2018**

**BOARD OF DIRECTORS' PROPOSALS
TO THE ANNUAL GENERAL MEETING 2018**

1. The Board of Directors proposes that from the financial year ended 31 December 2017, funds be distributed EUR 0.95 per share, i.e. EUR 14.347.069.10 in total. The dividend shall be paid to shareholders registered in the company's shareholders' register held by Euroclear Finland Ltd on the payment record date of 26 March 2018. The Board of Directors proposes that the funds be paid on 4 April 2018.
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, Authorized Public Accountants firm, be re-elected as the company's auditor with the Authorized Public Accountant Martin Grandell as the auditor-in-charge for a term that will continue until the end of the next Annual General Meeting.

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 articles regarding the auditor and the notice to the General Meeting in the Articles of Association be amended as follows due to amendments in the Auditing Act as well as the Finnish Companies Act:

8 Auditor

The auditor of the company shall be an audit firm approved by the Patent and Registration Office.

10 Notice to convene a General Meeting of Shareholders

The notice to convene a General Meeting shall be published on the company's website no more than three months before the General Meeting record date (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.

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, i.e. until 22 September 2019. If this authorisation is approved, it shall cancel the corresponding share issue authorisation granted to the Board of Directors by the Annual General Meeting on 30 March 2017.

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 i.e. until 22 September 2019. If this authorisation is accepted, it shall cancel the corresponding authorisation to repurchase the company's shares granted to the Board of Directors by the Annual General Meeting on 30 March 2017.