

**ASIAKASTIETO GROUP PLC
ANNUAL GENERAL MEETING 2020****BOARD OF DIRECTORS' PROPOSALS TO THE ANNUAL GENERAL MEETING 2020**

1. The Board proposes that the profit for the financial year ended 31 December 2019 is carried forward to the retained earnings and that an equity repayment of EUR 0.61 per share from the reserve for invested unrestricted shareholders' equity be distributed (totalling EUR 14 644 307.21 based on the company's registered total number of shares at the time of the proposal); the amount corresponds to half of the profit for the financial period. 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 proposes that the funds be paid on 25 June 2020. If a minority dividend pursuant to Chapter 13 Section 7 of the Finnish Limited Liability Companies Act would become payable, no equity repayment shall be distributed in accordance with this above-mentioned proposal.

Additionally, the Board of Directors also proposes that the Annual General Meeting authorises the Board, at its discretion, to resolve the distribution of funds to shareholders as equity repayment from the reserve for invested unrestricted shareholders' equity up to a maximum of EUR 0.34 per share (totalling EUR 8 162 400.74 based on the company's registered total number of shares at the time of the proposal). 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 Asiakastieto Group's business and liquidity. The authorisation is proposed to remain in effect until the start of the subsequent Annual General Meeting, but not past 30 June 2021. The Board may 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 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 would 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 Oy.

As the Board of Directors has proposed a distribution of an equity repayment to the General Meeting, which is not dividend in accordance with company law, it is noted that according to the provisions set out in the temporary legislation a dividend less than the minimum amount of minority dividend has been proposed to the General Meeting, and therefore it is noted that shareholders have the right to demand minority dividend pursuant to Chapter 13 Section 7 of the Finnish Limited Liability Companies Act. 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. The amount of minority dividend is EUR 14 499 616.94, which corresponds to half of the profit for the financial period. A shareholder demanding minority dividend may

vote for the minority dividend in advance voting, and no separate demand or counterproposal is required.

2. The Board of Directors proposes to the Annual General Meeting that the Remuneration Policy for the governing bodies to be adopted.
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, 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.

5. The Board of Directors proposes 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.

Furthermore, the Board of Directors proposes to amend the article on the Annual General Meeting so that the 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.

6. 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 27 September 2021. If this authorisation is approved, it will revoke the share issuance authorisation granted to the Board of Directors by the Annual General Meeting on 28 March 2019.

7. 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 27 September 2021. 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 28 March 2019.

Helsinki, 11 February 2020

ASIAKASTIETO GROUP PLC
Board of Directors