

**ASPOCOMP GROUP PLC  
PROPOSALS OF THE BOARD OF DIRECTORS  
TO THE ANNUAL GENERAL MEETING OF APRIL 24, 2014**

**1. Resolution on the use of the profit shown on the balance sheet**

The Board of Directors proposes to the Annual General Meeting that the parent company's loss for the financial period of EUR 2,074,898.95 shall be transferred to the accrued earnings account, and that no dividend is paid.

**2. Resolution on the remuneration of the members of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that the chairman of the Board of Directors be paid EUR 30,000 and the other members be paid EUR 15,000 each in remuneration for their term of office. The Board of Directors proposes that approximately 60% of such remuneration be paid in cash and that the other approximately 40% be paid in shares of the company. According to the proposal, the remuneration shares would be acquired by a broker on behalf and in the name of the members of the Board of Directors and the company would pay the purchase of the shares to the members of the Board of Directors. The shares would be acquired to the members of the Board of Directors within two weeks following the release of the result of the second quarter of the year 2014. The number of the remuneration shares would be determined based on the market quotation of the shares at the time of purchase. The Board of Directors further proposes that EUR 1,000 per meeting to the chairman and EUR 500 per meeting to the other members of the Board of Directors would be paid as meeting remuneration. The Board of Directors also proposes that the members of the Board of Directors be reimbursed for reasonable travel and lodging costs. Travel and lodging costs would not be compensated to those members of the Board of Directors who reside in the greater Helsinki area when the meetings are held in the greater Helsinki area.

**3. Resolution on the number of members of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that four (4) members be elected to the Board of Directors.

**4. Election of members of the Board of Directors**

The Board of Directors proposes to the Annual General Meeting that the following current members of the Board of Directors be re-elected according to their consents: Mr. Johan Hammarén, Mr. Tuomo Lähdesmäki, Ms. Päivi Marttila and Mr. Kari Vuorialho. In accordance with the Articles of Association of the company, the term of office of the members of the Board of Directors ends at the closing of the Annual General Meeting following the election.

**5. Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to the auditor's invoice.

## **6. Election of auditor**

The Board of Directors proposes to the Annual General Meeting that PricewaterhouseCoopers Oy, Authorized Public Accountants be re-elected as the company's auditor. PricewaterhouseCoopers Oy has notified that Mr. Markku Katajisto, Authorized Public Accountant, will act as the principal auditor.

ASPOCOMP GROUP PLC  
BOARD OF DIRECTORS