

**ASPOCOMP GROUP PLC  
PROPOSALS OF THE BOARD OF DIRECTORS  
TO THE ANNUAL GENERAL MEETING OF MARCH 26, 2015**

**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 3,557,491.98 shall be transferred to the accrued earnings account, and that no dividend be 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 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 the number of members of the Board of Directors be three (3).

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

The Board of Directors proposes to the Annual General Meeting that the current members of the Board of Directors Mr. Tuomo Lähdesmäki and Ms. Päivi Marttila be re-elected and that Ms. Kaarina Muurinen, M.Sc. (Econ), (born 1958) be elected as a new member to the Board of Directors. 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.

## **7. Authorizing the Board of Directors to decide on share issues as well as the issue of options and other special rights**

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to, in one or several instalments, decide on the issuance of shares and the issuance of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act as follows:

The number of shares to be issued based on the authorization may in total amount to a maximum of 640,000 shares.

The Board of Directors decides on all the terms and conditions of the issuances of shares and of options and other special rights entitling to shares. The authorization concerns both the issuance of new shares as well as own shares possibly held by the company. The issuance of shares and of options and other special rights entitling to shares referred to in Chapter 10 Section 1 of the Companies Act may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given by the General Meeting on April 23, 2013 to decide on the issuance of shares as well as the issuance of special rights entitling to shares.

The authorization is valid until June 30, 2016.

In Espoo, February 26, 2015

ASPOCOMP GROUP PLC  
BOARD OF DIRECTORS