

**ASPOCOMP GROUP PLC.  
PROPOSALS OF THE BOARD OF DIRECTORS  
TO THE ANNUAL GENERAL MEETING OF MARCH 16, 2018**

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

The Board of Directors will propose to the Annual General Meeting, that a dividend of EUR 0.07 per share be paid. The dividend would be paid to shareholders registered in the Register of Shareholders maintained by Euroclear Finland Ltd on the record date of the dividend distribution, March 20, 2018. The Board of Directors proposes that the dividend will be paid on March 28, 2018.

**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, the vice chairman of the Board of Directors be paid EUR 20,000 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 be paid as remuneration per meeting to the chairman and that the other members be paid EUR 500 per meeting of the Board and its committees. The Board of Directors also proposes that the members of the Board of Directors be reimbursed for reasonable travel costs.

**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 five (5).

**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 Ms. Päivi Marttila, Ms. Kaarina Muurinen, Ms. Julianna Borsos, Mr. Juha Putkiranta and Mr. Matti Lahdenperä be re-elected as members 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 next Annual General Meeting following the election. The said director nominees have given their consents to the election.

The nominees' personal details are available on the company's website [www.aspocomp.com/investors/governance/agm](http://www.aspocomp.com/investors/governance/agm).

The Board of Directors has assessed the director nominees' independence against the independence criteria of the Finnish Corporate Governance Code. According to the evaluation carried out by the Board of Directors, all nominees, other than Ms. Julianna Borsos, are independent of the company's significant shareholders. The Board of Directors has also assessed that all nominees are independent of the Company.

**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. Jouko Malinen, Authorized Public Accountant, will act as the principal auditor. In accordance with the Articles of Association of the company, the term of office of the auditor ends at the closing of the next Annual General Meeting following the election.

## **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 installments, 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 666,650 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 March 23, 2017 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, 2019.

In Espoo, February 15, 2018

ASPOCOMP GROUP PLC.  
BOARD OF DIRECTORS