

ANNUAL GENERAL MEETING

UNOFFICIAL TRANSLATION (Translation of the original and signed document in the Finnish language. In case of any discrepancies between the Finnish language version and English language version, the Finnish language version is prevailing)

ANNUAL GENERAL MEETING OF ASPOCOMP GROUP PLC

Time: April 24, 2014 at 10:00 - 11.41 am (EET)

Place: Keilaranta 1, 1st floor, Auditorium, Espoo, Finland

Present: Shareholders were present at the meeting, in person or represented by legal representative or proxy, in accordance with the list of votes adopted at the meeting.

In addition, the members of the Board of Directors, company's CEO Sami Holopainen, company's auditor APA Markku Katajisto, invitees of the Board of Directors LL.M. Timo Lappi and LL.M., Trained on the Bench Joni Paananen as well as meeting officials were present at the meeting.

1 §

OPENING OF THE MEETING

The Chairman of the Board of Directors, Tuomo Lähdesmäki, opened the meeting.

2 §

CALLING THE MEETING TO ORDER

Timo Lappi, LL.M., was elected as chairman of the Annual General Meeting, and he called Joni Paananen, LL.M., Trained on the Bench, to act as secretary.

The chairman explained the procedures for handling matters on the meeting agenda.

3 §

ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Marko Oksanen and Tero Päärne were elected to scrutinize the minutes.

Markku Oksanen and Markku Jämsä were elected to supervise the counting of votes.

4 §

RECORDING THE LEGALITY OF THE MEETING

It was noted that the summons to the General Meeting had been published on March 31, 2014 as a stock exchange release and on the company's website on the Internet. In addition, an announcement concerning the General Meeting had been published in Helsingin Sanomat on April 1, 2014.

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It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and that it was thus legal and constituted a quorum.

The summons to and the announcement regarding the General Meeting were attached to the minutes (**Appendix 1**).

5 §**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

It was noted that at the beginning of the General Meeting, a total of 49 shareholders, of which 22 shareholders present in person, representing 2,025,825 shares and votes were represented.

The list recording the attendance at the beginning of the meeting and the corresponding list of votes was attached to the minutes (**Appendix 2**).

It was noted that the list of votes will be adjusted to correspond to the attendance at the beginning of a possible vote.

6 §**PRESENTATION OF THE ANNUAL ACCOUNTS, THE CONSOLIDATED ANNUAL ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2013**

It was noted that the annual accounts documents and the auditor's report had been available for inspection on the company's website on the Internet as of 13 March 2014 onwards and that they were also available at the meeting venue.

It was noted that the annual accounts for the year 2013 constitute of the profit and loss statement, the balance sheet and the financial statement including annexes, as well as the consolidated annual accounts and the annual report given by the Board of directors.

CEO Sami Holopainen held a presentation in which he handled the most significant events during the year 2013 as well as certain key figures.

The presentation by the CEO was attached to the minutes (**Appendix 3**).

The annual accounts documents were attached to the minutes (**Appendix 4**).

The auditor's report was presented and attached to the minutes (**Appendix 5**).

ANNUAL GENERAL MEETING**7 §****ADOPTION OF THE ANNUAL ACCOUNTS AND THE CONSOLIDATED ANNUAL ACCOUNTS**

The General Meeting adopted the annual accounts and the consolidated annual accounts for the financial period 1 January 2013 - 31 December 2013.

8 §**USE OF THE PROFIT SHOWN ON THE BALANCE SHEET**

It was noted that the loss of parent company Aspocomp Group Plc for the financial year was EUR 2,074,898.95.

The General Meeting resolved in accordance with the proposal of the Board of Directors 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 shall be distributed.

9 §**RESOLUTION ON THE DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO**

The General Meeting resolved to grant discharge from liability for the members of the Board of Directors and the CEO for the financial period 1 January 2013 - 31 December 2013.

10 §**RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Board of Directors had proposed to the General Meeting, that the chairman of the Board of Directors would be paid EUR 30,000 and the other members EUR 15,000 each in remuneration for their term of office. Approximately 60% of such remuneration would be paid in cash and the remaining approximately 40% would be paid in shares of the company. 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 had further proposed 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 had also proposed that the members of the Board of Directors would 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.

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Member of the Board of Directors, Päivi Marttila took the floor with respect to the reasons for Board's proposal.

It was noted that shareholder Leo Majuri had proposed to the General Meeting that the Chairman of the Board be paid EUR 25,500 and the other members EUR 12,750 each in remuneration for their term of office. Majuri had proposed the same payment method as the Board of Directors above. Majuri had further proposed that EUR 850 per meeting to the chairman and EUR 425 per meeting to the other members of the Board of Directors would be paid as meeting remuneration.

The Chairman opened the discussion on the matter. Shareholder Järvitalo, ballot no. 13, representative of Majuri, took the floor with respect to the reasons for Majuri's proposal and demanded a vote.

It was noted that two separate decision proposals with respect to the matter had been presented, i.e. Board's proposal (proposal no. 1) and shareholder Majuri's proposal (proposal no. 2). It was noted that a vote shall be carried out between these two proposals.

It was recorded that at the time of handling this matter 50 shareholders, representing 2,040,838 shares and votes were represented at the General Meeting. The list recording the attendance at the beginning of the vote and the corresponding list of votes was attached to the minutes (**Appendix 6**).

The vote was carried out as closed ballot vote.

A total of 1,960,838 shares and votes participated in the vote, corresponding 30.61 per cent of all the shares and votes in the Company. It was recorded that 1,297,915 share and votes were in favor of the Board's proposal, i.e. 66.19 per cent of the shares and votes cast. It was recorded that the counter proposal was supported by 662,923 shares and votes, i.e. 33.81 per cent of the shares and votes cast. Further, 80,000 shares and votes of the shares and votes represented at the General Meeting did not participate in the vote were. The result of the vote was attached to the minutes (**Appendix 7**).

Based on the result of the vote the General Meeting resolved in accordance with the proposal of the Board of Directors that the chairman of the Board of Directors shall be paid EUR 30,000 and the other members EUR 15,000 each in remuneration for the term of office. The General Meeting resolved that approximately 60% of such remuneration shall be paid in cash and that the other approximately 40% shall be paid in shares of the company. The remuneration shares shall be acquired by a broker on behalf and in the name of the members of the Board of Directors, and the company shall pay the purchase of the shares to the members of the Board of Directors. The shares shall 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 shall be determined based on the market

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quotation of the shares at the time of purchase. The General Meeting further resolved that EUR 1,000 per meeting to the chairman and EUR 500 per meeting to the other members of the Board shall be paid as meeting remuneration. The General Meeting also resolved that the members of the Board of Directors shall be reimbursed for reasonable travel and lodging costs. Travel and lodging costs shall however 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.

11 §**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

The General Meeting resolved in accordance with the proposal of the Board of Directors to elect four (4) members to the Board of Directors.

12 §**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that in accordance with 4 § of the Articles of Association the members of the Board of Directors are elected for a term of office ending at the closing of the Annual General Meeting following the election.

The General Meeting resolved in accordance with the proposal of the Board of Directors to re-elect the following current members of the Board of Directors as members of the Board of Directors for a term ending at the closing of the Annual General Meeting of year 2014: Johan Hammarén, Tuomo Lähdesmäki, Päivi Marttila and Kari Vuorialho.

13 §**RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

The General Meeting resolved in accordance with the proposal of the Board of Directors that the auditor's fees shall be paid according to the auditor's invoice.

14 §**ELECTION OF AUDITOR**

The General Meeting resolved in accordance with the proposal of the Board of Directors to re-elect PricewaterhouseCoopers Oy, Authorized Public Accountants as the company's auditor for a term ending at the closing of the Annual General Meeting of year 2014. It was noted that PricewaterhouseCoopers Oy had notified that Markku Katajisto, Authorized Public Accountant, will continue to act as the principal auditor.

15 §**CLOSING OF THE MEETING**

It was noted that the decisions made in the General Meeting had been supported by every shareholder represented unless otherwise stated in the minutes.

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The chairman noted that all matters on the agenda had been handled and that the minutes of the meeting will be available on the company's website (www.aspocomp.com) at the latest within two weeks of the meeting.

The chairman closed the meeting at 11:41 am.

Chairman of the General Meeting:

Timo Lappi
Timo Lappi

In fidem:

Joni Paananen
Joni Paananen

Minutes reviewed and confirmed:

Markku Oksanen
Markku Oksanen

Tero Päärne
Tero Päärne