

**ASPOCOMP GROUP PLC  
PROPOSALS OF THE BOARD OF DIRECTORS  
TO THE ANNUAL GENERAL MEETING OF APRIL 23, 2013**

**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 profit for the financial period of EUR 8,269,706.97 shall be transferred to the accrued earnings account, and that it would resolve not to distribute any dividend to the shareholders for the financial period January 1, 2012 - December 31, 2012.

**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 2013. 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, and Mr. Kari Vuorialho, and that Ms. Päivi Marttila, MSc (Econ), (born 1961) be elected according to her consent 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 the issue of 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 more transactions, 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 4,000,000 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 the transfer of treasury shares. 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 December 20, 2011 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, 2015.

ASPOCOMP GROUP PLC  
BOARD OF DIRECTORS