

## ASIAKASTIETO GROUP PLC

### REMUNERATION STATEMENT

This remuneration statement of Asiakastieto Group Plc (“**Asiakastieto**” or the “**Company**”) is the statement referred to in reporting requirements of the Finnish Corporate Governance Code (“**CG Code**”) for listed companies issued by the Securities Market Association on 1 October 2015. In accordance with the CG Code the Company publishes its Remuneration Statement on the Company’s website.

#### Remuneration of the Board of directors

The remuneration of the members of the Board of Directors is decided by the Annual General Meeting of Asiakastieto. The sole shareholder of the Company resolved on 10 March 2015 to establish the Shareholders’ Nomination Board to make a proposal of the Board’s remuneration to the Annual General Meeting going forward.

The Annual General Meeting 1 April 2016 decided that the remuneration payable to the Board of Directors Chairperson be 40 000 euros and to other Board members 25 000 euros per year. A separate remuneration will not be paid for the attendance to Board meetings. The chairpersons of Board of Directors committee shall receive an attendance fee of 500 euros and the committee members shall be paid an attendance fee of 400 euros per committee meeting.

The Company decided on a practice where Board Members are remunerated always by end of term in connection with the Annual General Meeting. This practice took place first time in April 2016.

In 2016 the Company did not pay remuneration for Board work in the form of Company shares or rights entitling to shares.

#### Board remuneration paid

The total remuneration paid during 2016 to the Company’s Directors is represented in the table below.

<b>Board remuneration</b>	<b>1.1.– 31.12.2016</b>	<b>1.1.– 31.12.2015</b>
Thousand euros		
Daniel Lopez-Cruz (Member of the Board until 1 April 2016)	-	-
Gilbert Kamieniecky (Member of the Board until 1 April 2016)	-	-
Mikko Parjanne (Member of the Board until 10 March 2015)	-	4
Jukka Ruuska (Member of the Board until 10 March 2015)	-	-
Anni Ronkainen (Member of the Board since 31 March 2015)	26	-
Bo Harald (Member of the Board since 22 December 2014)	28	4
Petri Carpén (Member of the Board since 22 December 2014)	28	4
Patrick Lapveteläinen (Member of the Board since 1 April 2016)	-	-
Carl-Magnus Månsson (Member of the Board since 1 April 2016)	-	-
<b>Total</b>	<b>82</b>	<b>13</b>

#### Remuneration of the CEO and other executives

The Board of Directors appoints the CEO and decides on his salary, benefits and the terms and conditions of his contract.

The CEO’s contract of service may be terminated with mutual six (6) months’ notice. Upon termination of the contract by the Company, without reasons comparable to those stipulated in the Finnish Employment Contracts Act (55/2001), the CEO shall be entitled to receive a one-off severance payment

equivalent to six months' salary in accordance with his salary rate at the time of termination of the contract.

The CEO's contract of service and the assignment as the CEO of the Company shall expire at the end of the month during which the CEO reaches 63 years of age. The Group has a supplementary voluntary pension plan for the CEO that is classified as defined contribution plan. The cost for the voluntary pension is EUR 8,500 per year.

## Remuneration of the CEO and the Executive Team

### CEO remuneration

Thousand euros	1.1.–31.12.2016	1.1.–31.12.2015
Salaries and benefits	224	223
Performance based incentives <sup>1</sup>	117	84
Pension cost - voluntary contribution plan	9	9
<b>Total</b>	<b>349</b>	<b>316</b>

### Remuneration for Executive Team (CEO not included)

Thousand euros	1.1.–31.12.2016	1.1.–31.12.2015
Salaries and benefits	800	932
Performance based incentives <sup>1</sup>	35	-
<b>Total</b>	<b>835</b>	<b>932</b>

<sup>1</sup> Incentives have been reported on the basis of the payment and paid on the previous period's result.

## Decision-making process and main principles on remuneration

On the basis of a proposal submitted by the Nomination and Remuneration Committee, the Company's Board of Directors decides on the salaries, short- and long-term incentives and other benefits received by the CEO and the Executive Team. The remuneration of the CEO and the Executive Team consists of a fixed basic salary, other benefits, annual short-term incentives and long-term incentives, such as share-based incentives and pension schemes.

### Long-term Incentive Plan

The Board of Directors of Asiakastieto has established an incentive plan for the management of Asiakastieto. The plan is based on the Company's management making individual investments in Asiakastieto's shares and the opportunity for the Company's management to accumulate further shares as a reward on the basis of meeting long-term performance criteria and a commitment to the Company. In order to participate in the plans and receive a reward from the plans, the members of the Company's management are required to acquire an amount of shares determined by the Board of Directors. Any shares acquired above the amount of shares determined by the Board of Directors are not entitled to a reward. The long-term incentive plan contains two elements: 1) a performance based share plan and 2) a matching share plan.

In general, no reward shall be paid if the employment or service contract terminates before the reward payment. Any rewards shall be paid partly in Asiakastieto's shares and partly in cash. The cash proportion is intended to cover taxes and tax-related costs arising from the reward to the participants.

The participants must retain at least 50 per cent of all net shares received on the basis of the plan until the participant's share ownership equals his/her annual gross base salary. Such number of shares must be held as long as the participant's employment or service at Asiakastiето continues.

The plans are directed to the members of the Executive Team. The rewards to be paid out through the performance based share plan and the matching share plan, correspond to the value of approximately 127,500 shares at a maximum (including also the cash proportion). The maximum estimated rewards have been calculated based on the minimum of the preliminary price range in the personnel offering in connection with the Company's listing and with the assumption that the performance based share plan criteria is achieved to its maximum.

#### *Matching Share Plan 2015*

The members of the Company's management have subscribed for a number of shares in the personnel offering (the "**Personnel Shares**"), which was a prerequisite for participating in the long-term incentive plan. The acquisition of the Personnel Shares within the matching share plan entitled the participant to receive one additional share (a matching share) for each Personnel Share within the plan as a reward in four years' time, provided that the participant's employment or service at the Company continues and the shares acquired within the plan are still held by the participant at such time.

#### *Performance Share Plan 2015*

Additionally, the plan includes the possibility for the members of the Company's management to be rewarded further Shares based on set performance criteria. The reward for the performance period March 2015–March 2018 shall be based on the total shareholder return calculated on the Asiakastiето share. Any earned reward shall be paid out to participants after the end of the performance period.

#### *Performance Share Plan 2016*

Additionally, the plan includes the possibility for the members of the Company's management to be rewarded further Shares based on set performance criteria. The reward for the performance period July 2018–December 2018 shall be based on the total shareholder return calculated on the Asiakastiето share. Any earned reward shall be paid out to participants after the end of the performance period.

The commencement of subsequent performance periods, the participants therein and the performance criteria thereof will be subject to separate decisions by the Board of Directors.

### **Short-term Incentive Plan**

Management's short-term incentives are based on the opportunity to receive an annual performance bonus. The size of this reward is up to 50-80 per cent of the annual salary of the member of management and up to 100 per cent of the annual salary of the CEO. The amount of the bonus depends on achieving the financial and operational targets specified at the beginning of each year and on personal performance.