

**Asiakastieto Group Plc
Extraordinary General Meeting 2018**

**BOARD OF DIRECTORS' PROPOSALS TO THE EXTRAORDINARY GENERAL MEETING TO BE HELD
ON 25 MAY 2018**

Resolutions relating to the acquisition of UC AB's outstanding shares

Asiakastieto Group Plc has on 24 April 2018 signed an agreement to acquire all outstanding ordinary shares in the Swedish business and credit reference agency UC AB from its current shareholders against a purchase price consisting of cash and share consideration amounting to approximately EUR 339.8 million in total (the "**Transaction**"). The agreed share consideration comprises a total of 8,828,343 new shares in Asiakastieto to be issued to the current shareholders of UC AB in a directed share issue against payment (the "**Directed Share Issue**"). Due to the Directed Share Issue, the mentioned shareholders of UC AB would become significant strategic shareholders in Asiakastieto.

The Transaction is conditional among other things on the granting of the share issue authorization to the Board of Directors, the election of new Board members and the amendment of the Charter of the Shareholders' Nomination Board by the Extraordinary General Meeting of the company. The Transaction as well as the agreement between Asiakastieto and the shareholders of UC AB and other conditions for the Transaction have been described in more detail in the company's stock exchange release published on 24 April 2018. The completion of the Transaction is expected during the second quarter of 2018.

In order to implement the Transaction, the Board of Directors of the company therefore proposes to the Extraordinary General Meeting that (a) the Board of Directors be authorized to decide on the Directed Share Issue and that, conditional upon the completion of the Transaction, (b) two new members of the Board of Directors be elected and (c) the Charter of the Shareholders' Nomination Board be amended, all as further set out below.

The proposals of the Board of Directors set forth in items (a) – (c) below form an entirety that requires the adoption of all its individual items by a single decision. Current shareholders of the company representing approximately 26 percent of all shares and votes in the company have declared their support for the proposed items.

(a) Authorizing the Board of Directors to decide on the Directed Share Issue

The Board of Directors proposes to the Extraordinary General Meeting that the Board of Directors be authorized to decide on the issuance of new shares in deviation from the shareholders' pre-emptive rights by way of a directed issue, provided that the company has a weighty financial reason to do so, as follows.

The Directed Share Issue shall be directed to the current shareholders of UC AB pro rata to the respective number of ordinary shares of UC AB sold in the Transaction. The number of shares to be issued in the Directed Share Issue shall not exceed 8,828,343, which corresponds to approximately 58.5 percent of all the current shares in Asiakastieto, and would correspond to approximately 36.9 percent of all shares in Asiakastieto following the completion of the Transaction.

The Board of Directors decides on all other conditions of the Directed Share Issue, including the grounds for determining the subscription price and the subscription price as well as that the subscription price may be paid besides in cash also by other assets either partially or entirely.

The authorization is valid until 31 December 2018. If approved by the Extraordinary General Meeting, the proposed authorization will not revoke the authorization of the Board of Directors to decide on the issuance of shares as granted by the Annual General Meeting on 22 March 2018.

Subject to the Extraordinary General Meeting's approval of the proposed authorization, Asiakastieto will seek listing of the shares issued in the Directed Share Issue on the main market of Nasdaq Helsinki conditional upon the completion of the Transaction.

(b) Resolution on the Number of Members of the Board of Directors and the election of Members of the Board of Directors

The Board of Directors proposes that, conditional upon the completion of the Transaction, the number of members of the Board of Directors be resolved to be seven and that two new members of the Board of Directors be elected as follows:

Martin Johansson and Nicklas Ilebrand be elected as new members of the Board of Directors, both of them for a term that will start on the date of closing of the Transaction as set forth in the agreement concerning the Transaction and continue until the close of the next Annual General Meeting. Both proposed new members have given their consent for the election. The personal details of the proposed members are available on the company's website at investors.asiakastiето.fi.

The new members of the Board of Directors shall be paid annual fees in proportion to the length of their term of office. A member of the Board of Directors may decide to decline the annual fees and/or meeting fees payable by the company.

(c) Amendment of the Charter of the Shareholders' Nomination Board

The Board of Directors proposes that, conditional upon the completion of the Transaction, the Extraordinary General Meeting resolves to amend the Charter of the Shareholders' Nomination Board so that the relevant date for the shareholding in respect to the appointment of members to the Shareholders' Nomination Board would be amended from May to September as follows:

2 Composition and Election of the Nomination Board

The Nomination Board consists of five members, three of which represent the Company's three largest shareholders who, on 30 September preceding the next Annual General Meeting, hold the largest number of votes calculated of all shares in the Company. The Chairperson of the Board of Directors and a person nominated by the Company's Board of Directors shall, as expert members be the other two members of the Nomination Board.

2.1 Largest shareholders and their rights

The largest shareholders of the Company on 30 September are determined on the basis of the shareholders' register of the Company held by Euroclear Finland Ltd. Pursuant to this shareholding; the Chairperson of the Board of Directors shall request the three largest shareholders of the Company each to nominate one member to the Nomination Board. In case two of these shareholders own an equal number of shares and votes and the representatives of both such shareholders cannot be appointed to the Nomination Board, the decision shall be made by drawing lots.

Holdings by a shareholder, who under the Finnish Securities Market Act has the obligation to disclose its shareholdings (flagging obligation) that are divided into several funds or registers will be summed up when calculating the share of all the voting rights, provided that the shareholder presents a written request to that effect to the Chairperson of the Company's Board of Directors no later than on 29 September preceding the next Annual General Meeting.

Should a shareholder not wish to use its nomination right, the right transfers to the next largest shareholder who would otherwise not have a nomination right.

In deviation from the new dates proposed above and subject to the completion of the Transaction, the Board of Directors proposes that in 2018 the largest shareholders of the Company, for the purposes of Sections 2 and 2.1 of the Shareholders' Nomination Board Charter, would be determined as at 9 November 2018, and, for the purposes of paragraph 2 of Section 2.1, the written request for aggregation of holdings should be presented no later than on 8 November 2018.

The amended Charter of the Shareholders' Nomination Board and information on the relevant dates for 2018, as proposed by the Board of Directors, are available on the Company's website at investors.asiakastiето.fi.