

## ASIAKASTIETO GROUP PLC

### REMUNERATION STATEMENT

This remuneration statement of Asiakastieto Group Plc (“**Asiakastieto**” or the “**Company**”) is the statement referred to in recommendation 47 of the Finnish Corporate Governance Code (“**CG Code**”) for listed companies issued by the Securities Market Association on 15 June 2010. 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 Company’s sole shareholder resolved on 24 February 2015 that the remuneration payable to the Chairperson of the Board of Directors be EUR 40,000 per year and to other Board members EUR 25,000 per year. In addition, reasonable travelling expenses for the meetings shall be compensated. Additional attendance fee for attending meetings of the Board of the Directors will not be paid. The Chairperson of the Audit Committee shall receive an attendance fee of EUR 500 and members of the Audit Committee EUR 400 per committee meeting. The Chairperson of the Nomination and Remuneration Committee shall receive an attendance fee of EUR 500 and members EUR 400 per committee meeting. However, the sole shareholder resolved that no remuneration will be paid for Daniel Lopez-Cruz and Gilbert Kamieniecky.

In 2014 the Company did not pay remuneration for Board work in the form of Company shares or rights entitling to shares.

The total remuneration paid during 2014 to the Company’s Directors is represented in the table below:

	<b>1 January - 31 December 2014</b>
<b>The remuneration of the members of the Board of Directors</b>	
<b>(TEUR)</b>	
Daniel Lopez-Cruz	-
Gilbert Kamieniecky	-
Mikko Parjanne <sup>1)</sup>	28
Bo Harald	18
Petri Carpén	18
Jukka Ruuska	-
Carsten Hagenbucher	-
<b>Total</b>	<b>64</b>

<sup>1)</sup> Mikko Parjanne has received remuneration and benefits from his position of part time advisor EUR 3,000 in 2014.

#### 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 supplementary voluntary pension plan for the CEO that is classified as defined contribution plan. The CEO will receive additional voluntary pension of EUR 8,500 per year between the age of 63 and 73. The Company has committed, as a part of the terms of employment of the CEO and other executives, to make certain contributions to a voluntary, payment based retirement insurance policy. In 2014 EUR 231,000.00 of such contributions were made.

The remuneration of the CEO for 2014 is presented in the table below:

<b>1 January - 31 December 2014</b>	
<b>Remuneration of the CEO (TEUR)</b>	
Salaries and benefits	224
Performance - based incentives paid in cash	124
Pension costs – defined contribution plans	69
<b>Total</b>	<b>417</b>

The remuneration of the Executive Team for 2014 is presented in the table below:

<b>1 January - 31 December 2014</b>	
<b>Remuneration of the Executive Team members (excluding the CEO) (TEUR)</b>	
Salaries and benefits	816
Performance-based incentives paid in cash	116
Pension costs – defined contribution plans	162
<b>Total</b>	<b>1094</b>

### **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 Asiakastiето'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 approximately ten key members of the Company's personnel, including all 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 undertaken to subscribe for a number of shares in the personnel offering (the "**Personnel Shares**"), which is a prerequisite for participating in the long-term incentive plan. The acquisition of the Personnel Shares within the matching share plan entitles 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. 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 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.