

## ASIAKASTIETO GROUP PLC REMUNERATION STATEMENT 2019

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. 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 on 28 March 2019 decided that the remuneration payable to the Board of Directors Chairperson be 50 000 euros and to other Board members 35 000 euros per year. An attendance fee of 500 euros shall be paid per Board of Directors meeting. 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.

In 2019 the Company did not pay remuneration for Board work in the form of Company shares or rights entitling to shares.

### Remuneration of the Board of Directors

| EUR thousand  | 1.1.–<br>31.12.2019 | 1.1.–<br>31.12.2018 |
|---|---------------------|---------------------|
| Patrick Lapveteläinen   | 40                  | 40                  |
| Bo Harald (member until 28 March 2019)                          | 25                  | 25                  |
| Petri Carpén  | 28                  | 27                  |
| Nicklas Ilebrand (member from 29 June 2018 until 28 March 2019) | 19                  | -                   |
| Martin Johansson (member from 29 June 2018)                     | -                   | -                   |
| Carl-Magnus Månsson   | 27                  | 26                  |
| Anni (Anna-Maria) Ronkainen (member until 28 March 2019)        | 27                  | 2                   |
| Tiina Kuusisto (member from 28 March 2019)                      | -                   |                     |
| Petri Nikkilä (member from 28 March 2019)                       | -                   |                     |
| <b>Total</b>  | <b>166</b>          | <b>144</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

| EUR thousand   | 1.1.–31.12.2019 | 1.1.–31.12.2018 |
|--|-----------------|-----------------|
| Salaries and benefits                                  | 259             | 242             |
| Long term incentive plan                               | 718             | 489             |
| Performance based incentives paid in cash <sup>1</sup> | 104             | 188             |
| Pension costs – defined contribution plans             | 9               | 9               |
| <b>Total</b>   | <b>1089</b>     | <b>928</b>      |

<sup>1</sup> The incentives have been reported on a payment basis and paid on the basis of the result for the previous financial year.

### Remuneration of the Executive Team members (excluding the CEO)

| EUR thousand   | 1.1.–31.12.2019 | 1.1.–31.12.2018 |
|--|-----------------|-----------------|
| Salaries and benefits                                  | 1 462           | 1 817           |
| Long term incentive plan                               | 900             | 1 075           |
| Performance based incentives paid in cash <sup>1</sup> | 161             | 406             |
| Termination benefits                                   | 41              | -               |
| Stay on -bonus   | 88              | -               |
| <b>Total</b>   | <b>2653</b>     | <b>2 850</b>    |

<sup>1</sup> The incentives have been reported on a payment basis and paid on the basis of the result for the previous financial year.

### 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 and key persons of Asiakastieto. The plan is based on the Company's management and key persons making individual investments in Asiakastieto's shares and the opportunity for the Company's management

and key persons 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 and key persons 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 Asiakastieto continues.

The plans are directed to the key persons of the Company, including all members of the Executive Team.

#### ***Matching Share Plan 2015***

In the personnel offering, the members of the Group's management subscribed Personnel Shares, the ownership of which is a prerequisite for participating in the long-term incentive plan. The acquisition of Personnel Shares within the matching share plan entitles the participant to be awarded one additional share for each Personnel Share within the plan in four years' time, provided that the participant's employment or service at the company continues and the Personnel Shares acquired within the plan are still held by the participant at such time. The matching share plan award was paid to the participants in spring 2019.

In the directed issue, key persons participating in the share programme were given 10 278 Asiakastieto Group Plc's shares without consideration in compliance with the terms of the programme. Withholding tax million was withheld from the shares issued and paid to the tax authorities. The resolution of a directed issue of shares was based on the authorisation given to the Board of Directors by the Annual General Meeting on 22 March 2018. The new shares were registered in the Trade Register on 8 March 2019, and they became the subject of public trading on 11 March 2019.

A person participating in the programme must own 50 per cent of net shares obtained on the basis of the programme until the time the value of the participant's holding is equivalent to their annual gross basic salary. The shares must be owned as long as the participant's employment or service relationship in the Group continues.

#### ***Performance Based Share Plan 2016***

The long-term incentive plan includes the possibility to be awarded with further shares based on a set of performance criteria. The performance-based award for the period July 2016 – December 2018 shall be based on the total shareholder return calculated on the Asiakastieto Group Plc's share, adjusted for dividends paid. Any earned award shall be paid out to participants in spring 2019.

In the directed issue, key persons participating in the share programme were given 29 050 Asiakastieto Group Plc's shares without consideration in compliance with the terms of the programme. Withholding tax million was withheld from the shares issued and paid to the tax authorities. The

resolution of a directed issue of shares was based on the authorisation given to the Board of Directors by the Annual General Meeting on 22 March 2018. The new shares were registered in the Trade Register on 8 March 2019, and they became the subject of public trading on 11 March 2019.

#### ***Long-term incentive plan for the management 2018–2021***

In August 2018, the Board of Directors decided on a new share-based long-term incentive plan for key persons of Asiakastieto Group. The target group of the plan includes approximately 40 key persons, including the members of the Executive Team. In order to participate in the plan and receive award, the participant must purchase Asiakastieto Group Plc's shares or allocate previously held Asiakastieto shares to the programme in the number determined by the Board of Directors.

The possible award for the commitment period depends on the continuation of employment or service at the time of payment award and meeting of the shareholding requirement. The award for the commitment period will be paid after the end of the commitment period in 2020. Furthermore, the possible award for the performance period is based on total shareholder return (TSR) on Asiakastieto Group Plc share and the Group's adjusted EBITDA in 2020. The award for the performance period will be paid in two increments in 2021.

Awards payable under the plan will not total more than the value of approximately 300 000 Asiakastieto Group Plc shares, including also the amount paid in cash.

#### ***Long-term incentive plan for the management 2020–2022***

In December 2019, the Board of Directors decided on a new Performance share-based long-term incentive plan for key persons of Asiakastieto Group. The target group of the plan includes approximately 35 key persons, including the members of the Executive Team.

The possible award for the commitment period depends on the continuation of employment at the time of payment award and meeting of the performance criteria. The award for the commitment period will be paid after the end of the commitment period in 2023. The Board will, for the Performance Period, resolve on the applicable performance criteria and the required performance levels for each criterion separately. The possible award for the performance period is based on total shareholder return (TSR) on Asiakastieto Group Plc share and the Group's adjusted EBITDA in 2020-2022.

Awards payable under the plan will not total more than the value of approximately 100 000 Asiakastieto Group Plc shares, including also the amount paid in cash

#### **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 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.