

**Invitation to the Annual General Meeting of the shareholders of Affecto Plc**

The shareholders of Affecto Plc are hereby summoned to the Annual General Meeting ("Meeting") to be held on Wednesday 8 April 2015 at 10.00 a.m. at Finlandia Hall, Terrace Hall, Mannerheimintie 13, 00100 Helsinki, Finland.

The following matters will be on the agenda of the Meeting:

1. Opening of the Meeting
2. Election of the chairman of the Meeting
3. Appointment of the recording secretary and confirmation of the agenda of the Meeting
4. Election of persons to scrutinize the minutes and to supervise the counting of votes
5. Adoption of the list of voting rights and recording the legality and quorum of the Meeting
6. Presentation of the financial statement, consolidated financial statement, annual report and auditor's report for the year 2014
- Review by the CEO
7. Adoption of the financial statement
8. Resolution on the use of the profit shown on the balance sheet and the dividend distribution

The Board of Directors proposes to the Meeting that a dividend of EUR 0.16 per share is distributed from the year 2014. The Board of Directors proposes that the dividend is paid on 20 April 2015. The dividend is payable to shareholders entered into the Shareholder Register maintained by Euroclear Finland Ltd on the record date 10 April 2015 set by the Board of Directors.

9. Resolution on the discharge from liability in respect of the members of the Board of Directors and the CEO
10. Resolution on the number of members of the Board of Directors and the election of members of the Board of Directors

The Nomination Committee proposes to the Meeting that the number of members of the Board of Directors is six and that the current members of the Board of Directors are re-elected for the next term, which extends until the closing of the following Annual General Meeting. The current members of the Board of Directors are: Mr. Aaro Cantell, Mr. Jukka Ruuska, Mrs. Tuija Soanjärvi, Mr. Lars Wahlström, Mrs. Magdalena Persson and Mr. Olof Sand.

Shareholders representing 23 % of the voting rights have announced their support for the proposition of the Nomination Committee. All candidates have given their consent to the election.

11. Resolution on the remuneration of the members of the Board of Directors,

The Nomination Committee proposes to the Meeting that the monthly remuneration of the members of the Board of Directors shall be as follows: EUR 2,000 for the members of the Board of Directors, EUR 3,500 for the Chairman of the Board of Directors and EUR 2,750 for the Vice Chairman of the Board of Directors. In addition, the Nomination Committee proposes that a fee of EUR 300 shall be paid for participation in Committee meetings, save for meetings of the Nomination Committee.

At the Nomination Committee's request, the Board of Directors proposes that the monthly remunerations for the entire term will be paid in August 2015 so that 60 % of the remuneration will be paid in cash and 40 % will be paid in the company's shares. The share component of the remuneration can be paid by issuing new shares, conveying own shares held by the company or acquiring shares based on the authorisations given to the Board of Directors by the Annual General Meeting. The share component of the remuneration will be paid primarily by acquiring shares through public trading. If the term of a member of the Board of Directors expires prior to payment of the monthly remunerations, the accumulated remuneration will be paid in cash during the month following the expiry of the term.

#### 12. Election of the auditor

The Audit Committee of the Board of Directors proposes to the Meeting that the Authorised Public Accountants Ernst & Young Oy is elected as the new auditor of the company, Mr. Mikko Järventausta, APA, as the auditor in charge.

#### 13. Resolution on the remuneration of the auditor

Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes that the Meeting will decide to pay the auditor's remuneration on the basis of a reasonable invoice.

#### 14. Proposal by the Board of Directors to authorise the Board of Directors to decide upon the issuing of shares

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide upon the issuing of new shares and upon the conveying of the company's own shares held by the company in one or more tranches. The share issue may be carried out as a share issue against payment or without consideration on terms to be determined by the Board of Directors and in relation to a share issue against payment at a price to be determined by the Board of Directors.

The authorisation includes also the right to issue option rights and special rights, in the meaning of chapter 10 section 1 of the Companies Act, which entitle to the company's new shares or the company's own shares held by the company against consideration.

A maximum of 4,200,000 shares may be issued, of which a maximum of 2,100,000 can be own shares held by the company.

The Board of Directors proposes that the authorisation comprises the right to deviate from the shareholders' pre-emptive subscription right provided that the company has a weighty financial reason for the deviation in a share issue against payment and provided that the company, taking into account the interest of all its shareholders, has a particularly weighty financial reason for the deviation in a share issue without consideration. Within the above mentioned limits the authorisation may be used e.g. in order to strengthen the company's capital structure, to broaden the company's ownership, to be used as payment in mergers and acquisitions or when the company acquires assets relating to its business, for payment of the Board of Directors' remuneration and as part of the company's incentive programmes. Shares may also be subscribed for or own shares may be conveyed against contribution in kind or by means of set-off.

In addition, the Board of Directors proposes that the authorisation includes the right to decide upon a share issue without consideration to the company itself so that the amount of own shares held by the company after the share issue is at most one-tenth (1/10) of all shares in the company. Pursuant to chapter 15 section 11 subsection 1 of the Companies Act all own shares held by the company or its subsidiaries are included in this amount. The authorisation replaces the authorisation resolved on by the Annual General Meeting on 10 April 2014 registered on 24 April 2014. The authorisation shall be in force until the next Annual General Meeting, however, not longer than until 30 June 2016.

#### 15. Proposal by the Board of Directors to authorise the Board of Directors to decide upon the acquiring of the company's own shares

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide upon the acquiring of the company's own shares with the company's distributable funds in one or more tranches on the terms set forth below. The acquisition of shares reduces the company's distributable non-restricted shareholders' equity.

The company's own shares may be acquired in order to strengthen the company's capital structure, to be used as payment in mergers and acquisitions or when the company acquires assets related to its business, for payment of the Board of Directors' remuneration and as part of the company's incentive programmes in a manner and to the extent decided by the Board of Directors and to be transferred for other purposes or to be cancelled. A maximum of 2,100,000 shares may be acquired. The company's own shares may be acquired in accordance with the decision of the Board of Directors either through a public trading or by a public offer at their market price at the time of purchase. The Board of Directors shall decide upon all other matters regarding the acquisition of own shares. The authorisation replaces the authorisation resolved on by the Annual General Meeting on 10 April 2014. The authorisation shall be in force until the next Annual General Meeting, however, not longer than until 30 June 2016.

#### 16. Proposal by the Board of Directors to appoint a Nomination Committee

The Board of Directors proposes that the Meeting shall resolve to appoint a Nomination Committee to prepare proposals concerning members of the Board of Directors and their remunerations for the following Annual General Meeting.

The Nomination Committee will consist of the representatives of the three largest shareholders and the Chairman of the Board of Directors, acting as an expert member, if he/she is not appointed representative of a shareholder. The members representing the shareholders will be appointed by the three shareholders whose share of ownership of the shares of the company is largest on 31 October preceding the Annual General Meeting. Should a shareholder not wish to use its right to nominate, this right will be passed on to the next largest shareholder who does not already have a right to nominate a representative. The largest shareholders will be determined on the basis of the ownership information registered in the book-entry system. However, holdings by a shareholder, who under the Finnish Securities Markets Act has the obligation to disclose changes in shareholdings (flagging obligation), may be combined provided that the owner presents a written request to that effect to the Board of Directors of the company no later than three business days prior to 31 October preceding the Annual General Meeting.

The Nomination Committee will be convened by the Chairman of the Board of Directors, and the Committee will appoint a chairman among its members.

The Nomination Committee should give its proposal to the Board of Directors of the company by 20 January preceding the Annual General Meeting.

#### 17. Closing of the Meeting

##### Annual accounts and proposals by the Board of Directors

The notice concerning the company's annual accounts 2014 and copies of the proposals of the Board of Directors concerning items 14-16 above including appendices and other documents to be dealt with at the Meeting will be available on the company website [www.affecto.com](http://www.affecto.com) on 1 April 2015 at the latest. The proposals of the Board of Directors and the annual accounts are also available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

##### **Right to attend and vote at the Meeting**

In order to attend and have the right to vote at the Meeting, a shareholder

a) shall be entered in the Shareholder Register of the company maintained by Euroclear Finland Ltd by Wednesday 25 March 2015, and

b) shall give notice to attend the Meeting by Wednesday 1 April 2015 at 10.00 a.m. Finnish time.

Pursuant to chapter 5 section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the meeting.

#### Registration in the Shareholder Register

The shareholder in whose name the shares are registered is automatically registered in the Shareholder Register of the company.

#### Holder of nominee registered shares

A shareholder of nominee registered shares has the right to participate in the Meeting by virtue of such shares, based on which he/she, on Wednesday 25 March 2015, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. Shareholders holding nominee-registered shares who wish to attend the Meeting may temporarily be registered in the shareholders' register. A shareholder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the company, the issuing of proxy documents and registration for the Meeting from his/her custodian bank. The account management organization of the custodian bank will register a holder of nominee registered shares, who wants to participate in the Meeting, to be temporarily entered into the shareholders' register of the company on Wednesday 1 April 2015 at 10.00 a.m. Finnish time at the latest. As regards nominee registered shares this constitutes due registration for the Meeting.

#### Proxy representative and powers of attorney

A shareholder may participate in the Meeting and exercise his/her rights at the Meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Meeting. When a shareholder participates in the Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Meeting.

#### **Notice to attend**

A shareholder wishing to attend the Meeting shall give notice to attend the Meeting to the company either

- a) on Affecto Plc's website: <http://www.affecto.com/Investors/AGM-2015>
- b) by e-mail: [marjukka.aho@affecto.com](mailto:marjukka.aho@affecto.com),
- c) by telephone: +358 205 777 820 (Ms. Marjukka Aho) Monday through Friday between 9.00 a.m. and 4.00 p.m. Finnish time,
- d) by mail to Affecto Plc, Ms. Marjukka Aho, Atomitie 2, 00370 Helsinki, Finland.

The notice shall be at the company's disposal no later than on Wednesday 1 April 2015 at 10.00 a.m. Finnish time.

The personal data given to Affecto Plc is used only in connection with the Meeting and processing of related registrations.

#### Delivery of proxies

Possible proxy documents should be delivered in originals to Affecto Plc, Ms. Marjukka Aho, Atomitie 2, 00370 Helsinki, no later than on Wednesday 1 April 2015 at 10.00 a.m. Finnish time.

#### Other instructions/information

On the date of this notice to the Meeting, the total number of shares in Affecto Plc is 22,450,745 shares and 22,450,745 votes.

We wish our shareholders welcome to the Meeting.

Helsinki, 12 February 2015

Affecto Plc  
The Board of Directors

Additional information provided by:  
SVP of M&A and IR Hannu Nyman, tel. +358 205 777 761  
CFO Satu Kankare, tel. +358 205 777 202

[www.affecto.com](http://www.affecto.com)

**APPENDICES:**

Appendix 1: Proposal by the Board of Directors to authorise the Board of Directors to decide upon the issuing of shares

Appendix 2: Proposal by the Board of Directors to authorise the Board of Directors to decide upon the acquiring of the company's own shares

Appendix 3: Proposal by the Board of Directors to appoint a Nomination Committee

-----

Appendix 1:

## **PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD OF DIRECTORS TO DECIDE UPON THE ISSUING OF SHARES**

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide upon the issuing of new shares and upon the conveying of the company's own shares held by the company in one or more tranches. The share issue may be carried out as a share issue against payment or without consideration on terms to be determined by the Board of Directors and in relation to a share issue against payment at a price to be determined by the Board of Directors.

The authorisation includes also the right to issue option rights and special rights, in the meaning of chapter 10 section 1 of the Companies Act, which entitle to the company's new shares or the company's own shares held by the company against consideration.

A maximum of 4,200,000 shares may be issued, of which a maximum of 2,100,000 can be own shares held by the company.

The Board of Directors proposes that the authorisation comprises the right to deviate from the shareholders' pre-emptive subscription right provided that the company has a weighty financial reason for the deviation in a share issue against payment and provided that the company, taking into account the interest of all its shareholders, has a particularly weighty financial reason for the deviation in a share issue without consideration. Within the above mentioned limits, the authorisation may be used e.g. in order to strengthen the company's capital structure, to broaden the company's ownership, to be used as payment in mergers and acquisitions or when the company acquires assets relating to its business, for payment of the Board of Directors' remuneration and as part of the company's incentive programmes. The shares may also be conveyed in a public trading. Shares may also be subscribed for or own shares may be conveyed against contribution in kind or by means of set-off.

In addition, the Board of Directors proposes that the authorisation includes the right to decide upon a share issue without consideration to the company itself so that the amount of own shares held by the company after the share issue is at most one-tenth (1/10) of all shares in the company. Pursuant to chapter 15 section 11 subsection 1 of the Companies Act all own shares held by the company or its subsidiaries are included in this amount.

The authorisation replaces the authorisation resolved on by the Annual General Meeting on 10 April 2014 registered on 24 April 2014. The authorisation shall be in force until the next Annual General Meeting, however, not longer than until 30 June 2016.

The decision by the Meeting shall be supported by shareholders with at least two-thirds of the votes cast and the shares represented at the Meeting.

Affecto Plc

The Board of Directors

Appendix 2:

**PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD OF DIRECTORS TO DECIDE UPON THE ACQUIRING OF THE COMPANY'S OWN SHARES**

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide upon the acquiring of the company's own shares with the company's distributable funds in one or more tranches on the terms set forth below. The acquisition of shares reduces the company's distributable non-restricted shareholders' equity.

The company's own shares may be acquired in order to strengthen the company's capital structure, to be used as payment in mergers and acquisitions or when the company acquires assets related to its business, for payment of the Board of Directors' remuneration and as part of the company's incentive programmes in a manner and to the extent decided by the Board of Directors and to be transferred for other purposes or to be cancelled.

A maximum of 2,100,000 shares may be acquired.

The company's own shares may be acquired in accordance with the decision of the Board of Directors either through a public trading or by a public offer at their market price at the time of purchase. As the acquisition takes place in public, neither the order of acquisition nor the effect of the acquisition on the distribution of ownership and voting rights in the company nor the distribution of ownership and votes among persons belonging to the inner circle of the company is known in advance. The Board of Directors shall decide upon all other matters regarding the acquisition of own shares.

The authorisation replaces the authorisation resolved on by the Annual General Meeting on 10 April 2014. The authorisation shall be in force until the next Annual General Meeting, however, not longer than until 30 June 2016.

The decision by the Meeting shall be supported by shareholders with at least two-thirds of the votes cast and the shares represented at the Meeting.

Affecto Plc

The Board of Directors

Appendix 3:

## **PROPOSAL BY THE BOARD OF DIRECTORS TO APPOINT A NOMINATION COMMITTEE**

The Board of Directors proposes that the Meeting shall resolve to appoint a Nomination Committee to prepare proposals concerning members of the Board of Directors and their remunerations for the following Annual General Meeting. The Board of Directors proposes the appointment of a shareholders' Nomination Committee as it increases transparency of the process concerning the election and remuneration of the members of the Board of Directors.

The Nomination Committee will consist of the representatives of the three largest shareholders and the Chairman of the Board of Directors, acting as an expert member, if he/she is not appointed representative of a shareholder. The members representing the shareholders will be appointed by the three shareholders whose share of ownership of the shares of the company is largest on 31 October preceding the Annual General Meeting. Should a shareholder not wish to use its right to nominate, this right will be passed on to the next largest shareholder who does not already have a right to nominate a representative. The largest shareholders will be determined on the basis of the ownership information registered in the book-entry system. However, holdings by a shareholder, who under the Finnish Securities Markets Act has the obligation to disclose changes in shareholdings (flagging obligation), may be combined provided that the owner presents a written request to that effect to the Board of Directors of the company no later than three business days prior to 31 October preceding the Annual General Meeting.

The Nomination Committee will be convened by the Chairman of the Board of Directors, and the Committee will appoint a chairman among its members.

The Nomination Committee should give its proposal to the Board of Directors of the company by 20 January preceding the Annual General Meeting.

Affecto Plc

The Board of Directors