

AFFECTO PLC

STOCK EXCHANGE RELEASE

15.6.2007 at 11:00

INVITATION TO AN EXTRAORDINARY SHAREHOLDERS' MEETING OF AFFECTO PLC AND THE PROPOSALS OF THE BOARD OF DIRECTORS

The shareholders of Affecto Plc ("Affecto") are hereby summoned to an Extraordinary Shareholders' Meeting to be held on Tuesday, 10 July 2007 at 3:00 p.m. at Finlandia Hall, Mannerheimintie 13, 00100 Helsinki. Please use the entrances K1 and M1 at the Finlandia Hall.

Affecto has on 11 June 2007 announced its intention to acquire all issued and outstanding shares in Component Software Group ASA ("Component"), a listed company in Norway, through a public tender offer. The consideration offered is NOK 63.68 per share paid as a combination of cash and shares in Affecto.

The Combination Agreement between Affecto and Component entered into on 11 June 2007 sets forth the principle terms under which Affecto will make the tender offer. Such terms include, inter alia, the passing at the Extraordinary Shareholders' Meeting of Affecto of a resolution to authorize the Board of Directors to issue a sufficient number of Affecto shares to be offered to Component shareholders as the share consideration part of the offer price and to elect a new member to the Board of Directors of Affecto nominated by Component with effective date from the closing date of the tender offer.

In order to complete the tender offer the Board of Directors proposes the following matters will be on the agenda at the Extraordinary Shareholders' Meeting.

1. Proposal by the Board of Directors to authorise the Board of Directors to issue shares

The Board of Directors proposes that the Extraordinary Shareholders' Meeting authorise the Board of Directors to decide to issue new shares and to convey 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.

A maximum of 4.800.000 new shares may be issued. A maximum of 1.700.000 own shares held by the company may be conveyed.

The Board of Directors proposes that the authorisation comprise the right to deviate from the shareholders' pre-emptive subscription right provided that the company has 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. It is proposed that shares may also be subscribed for or own shares conveyed against contribution in kind or by means of set-off.

In addition, the authorisation includes the right to decide on 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 a maximum of 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 and its subsidiaries are included in this amount.

The authorisation may only be used as payment in the acquisition of the shares of Component.



2. New member of the Board of Directors

Pursuant to the Combination Agreement between Affecto and Component entered into on 11 June 2007, the Board of Directors proposes to the Meeting that Mr. Haakon Skaarer be elected as a new board member with effective date from the closing date. The election is conditional upon the completion of the tender offer.

Board of Directors' Proposals

The copies of the Board of Directors' proposals concerning items 1-2 above including appendices and other documents to be dealt with at the Meeting will be available on the company website www.affecto.com as of 2 July 2007. In addition, the proposals of the Board of Directors are available for examination by the shareholders as of 2 July 2007 at the address given below, and they also will be available at the Meeting. Copies of the documents 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, the shareholder

- (a) shall be entered in the Shareholder Register of the company maintained by Finnish Central Securities Depository Ltd on Friday 29 June 2007, and
- (b) shall give notice to attend the Meeting by Thursday 5 July $\,$ 2007 at 4.00 p.m. Finnish time.

Registration in the Shareholder Register

The shareholder in whose name the shares are registered is automatically registered in the Shareholder Register of the company. Shareholders holding nominee-registered shares who wish to attend the Meeting may temporarily be registered in the Shareholder Register. Such registration shall be made on Friday 29 June 2007 at the latest. For temporary registration, shareholders shall contact their account operator.

Notice to attend

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

- (a) by e-mail: arja.hyrske@affecto.com,
- (b) by telephone $+358\ 205\ 777\ 757$ (Arja Hyrske) Monday through Friday between 9.00 a.m. and 4.00 p.m. Finnish time,
- (c) by letter to Affecto Plc, Atomitie 2, 00370 Helsinki, Finland.

The notice shall be at the company's disposal no later than at $4.00~\rm p.m.$ Finnish time on Thursday 5 July 2007.

Delivery of proxies

Proxies for using a shareholder's voting rights at the Meeting shall be submitted to the company no later than at $4.00~\rm p.m.$ Finnish time on Thursday 5 July 2007.



We wish our shareholders welcome to the Meeting.

Helsinki 15 June 2007

Affecto Plc The Board of Directors

APPENDICES

Appendix 1: Proposal of the Board of Directors to authorise the Board of Directors to issue shares

Appendix 2: Proposal of the Board of Directors to elect a new member of the Board of Directors

Appendix 3: Stock Exchange Release published by Affecto Plc on 11 June 2007 regarding public tender offer for Component Software Group ASA

Additional information provided by:
CEO Pekka Eloholma, tel. +358 205 777 737
CFO Satu Kankare, tel. +358 205 777 202
Director of M&A and IR Hannu Nyman, tel. +358 205 777 761



Appendix 1:

PROPOSAL OF THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD OF DIRECTORS TO ISSUE SHARES

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide to issue new shares and to convey 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.

A maximum of 4.800.000 new shares may be issued. A maximum of 1.700.000 own shares held by the company may be conveyed.

The Board of Directors proposes that the authorisation comprise the right to deviate from the shareholders' pre-emptive subscription right provided that the company has 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. It is proposed that shares may also be subscribed for or own shares conveyed against contribution in kind or by means of set-off.

In addition the Board of Directors proposes that the authorisation include the right to decide on 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 a maximum of 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 and its subsidiaries are included in this amount.

The authorisation may only be used as payment in the acquisition of the shares of Component.

The authorisation shall be in force until 30 January 2008. The prior authorisation given by the Annual General Meeting to the Board of Directors on 28 March 2007 shall remain in force unchanged.

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.

Shareholders representing 37 percent of the shares and votes in Affecto have declared to support the proposal of the Board of Directors.



Appendix 2:

PROPOSAL BY THE BOARD OF DIRECTORS TO ELECT A NEW BOARD MEMBER

Pursuant to the Combination Agreement between Affecto and Component entered into 11 June 2007, the Board of Directors proposes to the Meeting that one new board member be elected with the effective date from the closing date. The election is conditional upon the completion of the tender offer. The new member is a Norwegian citizen, M.Sc.(Econ.) Mr. Haakon Skaarer (born 1952). Mr. Skaarer is the deputy chairman of the Board of Directors of Component and works as an investment manager for Norsk Vekst ASA. Previously Mr. Skaarer worked in IBM's international management for 16 years. After the election Mr. Skaarer the number of board members is seven, which is the maximum number allowed under the Articles of Association.

Shareholders representing 37 percent of the shares and votes in Affecto have declared to support the proposal of the committee. Mr. Skaarer has consented to the election.

The monthly remuneration received by Mr. Skaarer is EUR 1,300, as decided by the Annual General Meeting.



Appendix 3:

STOCK EXCHANGE RELEASE PUBLISHED BY AFFECTO PLC ON 11 JUNE 2007 REGARDING PUBLIC TENDER OFFER FOR COMPONENT SOFTWARE GROUP ASA

AFFECTO PLC STOCK EXCHANGE RELEASE 11 JUNE 2007 at 15:15 (Finnish time)

NOT FOR DISTRIBUTION IN THE UNITED STATES

AFFECTO PLC TO COMMENCE PUBLIC TENDER OFFER FOR COMPONENT SOFTWARE GROUP ASA

Affecto Plc ("Affecto" or the "Offeror") is today announcing its intention to acquire all issued and outstanding shares in Component Software Group ASA ("Component" or the "Company"), a listed company in Norway, through a public tender offer (the "Tender Offer"). The consideration offered is NOK 63.68 per share paid as a combination of cash and shares in Affecto, or cash only. Prior to the settlement date of the Tender Offer, and subject to completion of the Tender Offer, Component will distribute a dividend of NOK 1.82 per share, raising total consideration to NOK 65.50 per share.

The implied market capitalization of the issued and outstanding Component shares is EUR 46 million. The Tender Offer is structured to result in a 40 percent share consideration and a 60 percent cash consideration, implying that approximately 4.7 million new Affecto shares will be offered. For the purposes of the Tender Offer, the value of the Affecto share is deemed to be EUR 3.87 per share and the EUR/NOK exchange rate is 8.1195, the exchange rate published by the European Central Bank on May 31, 2007.

Shareholders representing approximately 66 percent of the share capital of Component have irrevocably undertaken to accept the Tender Offer. The Board of Directors of Component has on the date hereof decided to recommend that shareholders of Component tender their Component shares to Affecto pursuant to the terms of the Tender Offer.

Shareholders representing approximately 37 percent of the share capital of Affecto have irrevocably undertaken to support the Tender Offer by way of voting in favour of the issuance of new shares and to vote in favour of electing a new board member of Affecto nominated by Component at an extraordinary general meeting of shareholders in Affecto to be held on July 10, 2007 or as soon as practicable thereafter.

Affecto has entered into a combination agreement with Component on the date hereof regarding the principle terms of the Tender Offer, certain undertakings by Component regarding the conduct of business of Component, as well as certain other terms related to the Tender Offer (the "Combination Agreement"). The principle terms of the Combination Agreement have been described below.

Component is a leading Scandinavian player within Business Intelligence solutions, including software and services. The business idea of Component is to assist its customers in turning large amounts of data into valuable and usable information and knowledge that can be used in the daily management of the company. Component Software divides its operations into two product areas; Business Intelligence and Document Management. The Company both delivers and implements leading information solution software with the objective of improving customers' competitiveness, facilitating access to business information and reducing costs. The company is also, through its own Contempus software portfolio, a leading European player within electronic processing of supplier invoices and eCommerce. In 2006, the Component Group achieved a turnover of NOK 303.8 million. Component is headquartered in Oslo, has subsidiaries in Denmark and Sweden, and employs a staff of 210. Component is



listed at the Oslo Stock Exchange under trading symbol CSG.

Affecto believes that a combination of the businesses of Affecto and Component would result in a strong player in the Nordic market, which would strengthen both organisations and enhance and broaden service and product offering to their customers.

Affecto CEO Pekka Eloholma comments the transaction: "This acquisition is a significant and logical step toward our strategic goal to be the leading Business Intelligence solution provider in the Nordic, Baltic and CEE regions. By doing this, we create the clearly largest and strongest Business Intelligence solution provider within these regions with a very strong position in Finland, Sweden and Norway and a good position in Denmark and the Baltic countries. The size of our company grows significantly, we target to reach EUR 115 million net sales on a pro-forma basis in 2007 and the number of employees will be approximately 1,000. We have known Component for years and know it to be a well-managed company with excellent competence. As the corporate culture is similar to us and as there is very little business overlap, we expect the integration to go smoothly."

Component CEO Åge Lønning comments: "In this business combination we are creating the strongest Business Intelligence competence center in the Nordic and Baltic region. We in Component Software are looking forward to join forces with Affecto. We are operating in an exiting and growing market. Bringing together the competencies and experience of both companies will help us develop better solutions and create more value for our customers."

After the acquisition has been completed, Component's CEO Åge Lønning will be responsible for the business in Norway and Denmark, while the Swedish business will be managed by Martin Hultqvist, Affecto's country manager in Sweden.

Affecto will announce the complete terms and conditions of the Tender Offer and information on how the Tender Offer can be accepted by a stock exchange release separately. The principle terms and conditions of the Tender Offer are summarized below.

Access Partners and SEB Enskilda Corporate Finance have acted as financial advisors and attorneys at law Dittmar & Indrenius and Bugge, Arentz-Hansen & Rasmussen as legal advisors to Affecto.

The Tender Offer

Subject to the terms and conditions of the complete Tender Offer, Affecto offers to acquire all issued and outstanding shares in Component (the "Shares"), which are not owned by Affecto or a company belonging to the Affecto group of companies.

The Offer Price

The offer price for each issued and outstanding Share validly tendered and not properly withdrawn in accordance with the terms and condition of the Tender Offer is NOK 63.68 (the "Offer Price"). The shareholders of Component may choose between:

- (a) a combined offer of cash and Affecto shares containing NOK 38.21 cash and 0.81 Affecto shares per each Share (where any fractional Affecto share will be paid in cash); or
- (b) a cash offer for NOK 63.68 per Share.

The Offer Price, compared to Component's historical volume weighted average share price on the Oslo Stock Exchange for the time period since the



announcement of Component's first quarter financials on May 10, 2007 represents a premium of approximately 20 percent. Compared to the closing share price on the Oslo Stock Exchange on June 8, 2007 of NOK 52.50 per share, the last trading day before this announcement, the Offer Price represents a premium of approximately 21 percent.

If the Extraordinary General Meeting of Shareholders of Component resolves on a dividend distribution in excess of NOK 1.82 after the date hereof and the record date established for such dividend distribution precedes the settlement date of the Tender Offer, the Offer Price shall be reduced by the amount of the dividend in excess of NOK 1.82 per Share in any such dividend distribution. For the purposes of a possible adjustment, the value of the Affecto share is deemed to be EUR 3.87 per share and the EUR/NOK exchange rate is 8.1195.

Conditions to Completion of the Tender Offer

The obligation of Affecto to consummate the Tender Offer is conditional upon the satisfaction or if permitted by applicable law, prior waiver by Affecto in writing of the following conditions (the "Offer Conditions"):

- (a) the Tender Offer having been accepted to such an extent that Affecto upon completion of the purchases pursuant to the Tender Offer becomes the owner of more than 90 percent of all shares and votes in Component;
- (b) the passing at an extraordinary shareholders' meeting of Affecto of a resolution to issue or authorize the Board of Directors to issue a sufficient number of Affecto Shares to complete the purchases pursuant to the Tender Offer and to elect Haakon Skaarer as a new member of the Board of Directors of Affecto with effective date from the Closing Date;
- (c) all consents, approvals authorisations and registrations required to be obtained from the applicable Governmental Entities to consummate the transactions contemplated by the Combination Agreement having been obtained on conditions which do not materially detract the value of the transaction contemplated by the Combination Agreement; and any waiting period (and any extension thereof) applicable to the consummation of the transactions under any competition, merger control or similar law have expired or been terminated;
- (d) no third party having taken or proposed to take any action which would prevent, hinder or materially delay Affecto from implementing the Tender Offer or owning and operating the assets of the Component Group;
- (e) there having been no or no third party have taken any actions which would, relative to the situation known to Affecto at the date of the signing of the Combination Agreement, cause any material adverse change in the business, assets or financial position of the Component Group, taken as a whole; or
- (f) the Combination Agreement not having been terminated by either party.

Acquisition of shares from certain shareholders of Component

Affecto has obtained irrevocable undertakings (each an "Irrevocable Undertaking") from shareholders representing, at the time of this announcement, altogether approximately 66 percent of the shares and votes in Component (the "Component Majority Shareholders").

Pursuant to the Irrevocable Undertakings, the Component Majority Shareholders have agreed to sell the Component shares held by each Component Majority Shareholder to Affecto at a price of NOK 63.68 per share payable 60 percent in



cash $% \left(1\right) =0$ and 40 percent in Affecto shares by accepting the Tender Offer, provided that:

- (a) The Tender Offer has not lapsed or been declared unconditional by Affecto by 31 October 2007 or at a later date jointly agreed upon between Affecto and Component, and
- (b) the Combination Agreement has not been terminated under a specific termination clause; but is in force, valid and binding upon Affecto and Component.

The Component Majority Shareholders have furthermore in the Irrevocable Undertakings inter alia agreed not to withdraw their acceptance of the Tender Offer, except pursuant to the Offer not to dispose of, charge, pledge or otherwise encumber or grant any option or other right over or otherwise deal with any of the Shares or any interest therein (whether conditionally or unconditionally); to exercise all voting rights attaching to the Shares in such manner as to enable the Offer to be made and become unconditional and to oppose the taking of any action which might result in any condition of the Offer not being satisfied; and to support payment of dividend amounting to NOK 1.82 per share, election a new board, application for de-listing of the Company's shares at Oslo Stock Exchange, and making appropriate changes in the Articles of Association and conversion of Component to a private limited company, all to be voted at the next extraordinary shareholders' meeting of Component and subject to the closing of the Tender Offer.

Following Affecto's purchase of the Shares held by the Majority Shareholders, its holding in Component would increase to 66 percent and Affecto would be obligated to make a mandatory tender offer for all Shares in Component in accordance with the Norwegian Securities Trading Act or to divest the Shares held by Component within the time prescribed by the Norwegian Securities Trading Act. Affecto does not currently hold any shares or other securities in Component.

Affecto has structured the Tender Offer so that the consideration for each Component shareholder under the Tender Offer shall constitute of 60 percent cash and 40 percent of such shares in Affecto that are issued and will be issued in connection with the Offer ("Consideration Shares"). All other shareholders in Component, except Component Majority Shareholders, when accepting the Offer, have the option to accept as consideration for their Component shares 60 percent in cash and 40 percent in Consideration Shares, or alternatively to have their consideration paid 100 percent in cash.

Shareholders electing the 100 percent cash alternative will in effect by accepting the Tender Offer enter into agreements to sell their Consideration Shares at the Offer Price to a consortium of certain Component Majority Shareholders. The consortium consists of Norsk Vekst ASA, Norsk Vekst I AS, L.Gill Johannessen AS, Rolv L. Jonassen AS and Rolv L. Jonassen (the "Consortium Members"), representing 31.5 percent of the Shares. The Consortium Members have undertaken to purchase such amount of Consideration Shares from the other shareholders, limited to the cash consideration received from Affecto for their Shares, and accept such amounts of cash and Consideration Shares, as specified by the Offeror, in accordance with the procedure set forth above.

The Combination Agreement

The Combination Agreement between Affecto and Component sets forth the principle terms under which Affecto will make the Tender Offer. The Combination Agreement also addresses the recommendation given by the Board of Directors of Component. The Combination Agreement also contains provisions regarding the cooperation of the parties for the purposes of preparing



necessary filings and documents required to execute the Tender Offer and the acquisition of Component by Affecto.

In the Combination Agreement Component and Affecto agree that, between the date of the Combination Agreement and the closing date of the Tender Offer, the business of the Component group and Affecto group shall be conducted only in, and the Component Group and Affecto group shall continue to take all appropriate actions in, and not take any action except in, the ordinary course of business consistent with past practice.

Flagging Notice

The terms of the Tender Offer, the Irrevocable Undertaking and the Combination Agreement are described above.

The Component Majority Shareholders have by June 11, 2007 entered into Irrevocable Undertakings with Affecto pursuant to which they have undertaken to accept the Tender Offer when made in respect of all the 3,814,502 shares owned by them. These shares represent 66 percent of the share capital and votes in Component. Affecto holds no other shares or rights to shares in Component.

Financing of the Tender Offer

The Tender Offer will be funded partly through the issue of new shares in Affecto and partly through already negotiated loan facilities. The loan financing is not subject to any lender's independent conditions that would be different from Affecto's Offer Conditions and that would affect the consummation of the Tender Offer. Affecto's Board of Directors will convene shortly to decide on calling an Extraordinary Shareholders Meeting in order to ask for the Shareholders Meeting's authorization to issue the new shares to be offered as a part of the Offer Price. Shareholders' representing 37 percent of the shares and votes in Affecto have undertaken to vote in favour of the resolution on the authorization of the issue of the new shares to be offered as a part of the consideration. It is expected that the Board of Directors will convene the Affecto Extraordinary Shareholders Meeting to be held in Helsinki on July 10, 2007.

The Tender Offer Period

The Tender Offer is expected to be launched on July 23, 2007 or as soon as practicable thereafter. As shares in Affecto will be offered as consideration, a prospectus will need to be filed with appropriate financial supervision authorities, which may affect the time when the Tender Offer can be launched. The tender offer period is expected to initially be approximately four weeks. The Offeror will reserve the right to extend or suspend the tender offer period, as allowed under applicable law.

Press Conference

A briefing for analysts, investors and media will be arranged today Monday, June 11, 2007 at 16:30 at Access Partners, Eteläesplanadi 18, Helsinki, Finland.

Affecto Plc Board of Directors

Further information:
Pekka Eloholma, CEO, tel. +358 205 777 737
Hannu Nyman, SVP, M&A, tel. +358 205 777 761



Affecto builds versatile IT solutions for its customers, such as business intelligence (BI), enterprise content management (ECM) and geographic information systems (GIS) solutions as well as other solutions that improve efficiencies by enabling organisations to collect, organise and analyse digital information in support of their business processes.

Affecto is headquartered in Helsinki, with other offices in Finland located in Joensuu, Jyväskylä, Rauma, Tampere and Turku. The company has subsidiaries in Estonia, Lithuania, Latvia and Sweden. In 2006 its turnover totalled 50.2 million euros, and in 2007 it targets reaching a turnover of 70 million euros. Affecto employs a staff of 780. Affecto is listed at Helsinki Stock Exchange with trading symbol AFE1V.

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