

**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 Monday, 31 March 2008 at 3.00 p.m. at Finlandia Hall, Elissa-room, Mannerheimintie 13, 00100 Helsinki, Finland.

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

1. Matters that pursuant to the Companies Act and Section 10 of the Articles of Association are to be considered by the Company
2. Proposal of the Board of Directors to issue stock options

The Board of Directors proposes that stock options be issued by the Meeting to the key personnel of the Affecto Group, as well as to a wholly owned subsidiary of the Company.

The stock options shall, in deviation from the shareholders' pre-emptive subscription rights, be offered to the key personnel of the Affecto Group, as well as to a wholly owned subsidiary of the Company. There is a weighty financial reason for the Company for granting stock options since the stock options are intended to form part of the Group's incentive and commitment program for the key personnel.

The maximum total number of stock options issued shall be 1,050,000. Of the stock options, 300,000 shall be marked with the symbol 2008A, 350,000 shall be marked with the symbol 2008B and 400,000 shall be marked with the symbol 2008C. The stock options shall be gratuitously issued, by the resolution of the Board of Directors, to the key personnel of the Group employed by or to be recruited by the Group. Upon issue, all stock options shall be granted to a wholly owned subsidiary of the Company, Affecto Securities Oy. The stock options shall be distributed to the key personnel employed by or to be recruited by the Group by the resolution of the Board of Directors at the later date.

The share subscription price shall be for stock option 2008A, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 July - 30 September 2008, for stock option 2008B, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2009, and for stock option 2008C, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2010. From the share subscription price of the stock options shall, as per the record date for dividend or other distribution of funds, be deducted the amount of the dividend or distributable non-restricted equity decided after the beginning of the period for determination of the share subscription price but before share subscription.

The share subscription period shall be: for stock option 2008A 1 October 2011 - 30 November 2012, for stock option 2008B 1 April 2012 - 31 May 2013, and for stock option 2008C 1 April 2013 - 31 May 2014.

Each stock option entitles its owner to subscribe for one (1) share. As a result of the share subscriptions based on the stock options 2008, the number of shares of the Company may be increased by a maximum total of 1,050,000 new shares. The share subscription price shall be recognised in the invested non-restricted equity fund.

3. Proposal by the Board of Directors to amend the terms and conditions of the stock options 2006

The Board of Directors proposes to the Annual General Meeting of the Shareholders that the terms and conditions of the stock options 2006 shall be amended as the references to the nominal value of the shares have been deleted from the Articles of Association and the current Companies Act provides for recording of the subscription prices of the share subscriptions in the invested non-restricted equity fund. The Board of Directors proposes that the terms and conditions of the 2006 stock options be amended by adding changes concerning recording of subscription prices in the invested non-restricted equity fund and by deleting the references concerning nominal value.

#### 4. Proposal by 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.

The authorisation also includes the right to issue 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 new shares may be issued. A maximum of 2,100,000 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. 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 in corporate acquisitions or when the company acquires assets relating to its business and as part of the company's incentive programmes. 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 shall be in force until the next Annual General Meeting.

#### 5. Proposal by the Board of Directors to authorise the Board of Directors to acquire the company's own shares

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide to acquire the company's own shares with distributable funds 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 corporate acquisitions or when the company acquires assets related to its business 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 public trading or by public offer at their market price at the time of purchase. The authorisation shall be in force until the next Annual General Meeting.

#### 6. Proposal by the Board of Directors for distribution of dividends

The Board of Directors proposes to the Meeting that a dividend of EUR 0.16 per share be distributed for the year 2007. The Board of Directors proposes that the dividend be paid on 10 April 2008. The dividend is payable to shareholders entered into the Shareholder Register maintained by Finnish Central Securities Depository Ltd. on the record date 3 April 2008 set by the Board of Directors.

#### 7. Composition and fees of the Board of Directors

The Nomination and Compensation Committee of the Board of Directors proposes to the Meeting that the number of members of the Board of Directors be five and that the following members of the Board of Directors are elected for the next term, which extends until the closing of the following Annual General Meeting: Mr. Aaro Cantell, Mr. Pyry Lautsuo, Mr. Heikki Lehmusto, Mr. Esko Rytkönen and Mr. Haakon Skaarer. Shareholders representing 29 % of the voting rights have announced their support for the proposition of the Committee. All candidates have given their consent to the election.

The Committee proposes that the monthly fees of the members of the Board of Directors be EUR 1,600 and EUR 2,900 for the Chairman of the Board of Directors.

#### 8. Election of Accountants

The Audit Committee of the Board of Directors proposes to the meeting that the Authorised Public Accountants PricewaterhouseCoopers Oy is re-elected auditor of the company, Ms. Merja Lindh, APA, as auditor in charge.

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

The notice concerning the company's annual accounts 2007 and copies of the Board of Directors' proposals concerning items 2 - 5 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) as of Thursday, 20 March 2008. In addition, the documents relating to the financial statements and the proposals of the Board of Directors are available for examination by the shareholders as of Thursday, 20 March 2008 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 Thursday, 20 March 2008, and

(b) shall give notice to attend the Meeting by Tuesday, 25 March 2008 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 Thursday, 20 March 2008 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 (Ms. Arja Hyrske) Monday through Friday between 9.00 a.m. and 4.00 p.m. Finnish time,

(c) by letter to Affecto Plc, Ms. Arja Hyrske, Atomitie 2, 00370 Helsinki, Finland.

The notice shall be at the company's disposal no later than at 4.00 p.m. Finnish time on Tuesday, 25 March 2008.

#### 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 p.m. Finnish time on Tuesday, 25 March 2008.

We wish our shareholders welcome to the Meeting.

Helsinki, 14 February 2008

Affecto Plc  
The Board of Directors

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

#### APPENDICES:

- Appendix 1: Proposal of the Board of Directors to issue stock options
- Appendix 2: Terms and conditions of the stock options 2008
- Appendix 3: Proposal of the Board of Directors to amend the terms and conditions of the stock options 2006
- Appendix 4: Proposal by the Board of Directors to authorise the Board of Directors to issue shares
- Appendix 5: Proposal by the Board of Directors to authorise the Board of Directors to acquire the company's own shares

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Appendix 1: Proposal of the Board of Directors to issue stock options

**PROPOSAL OF THE BOARD OF DIRECTORS OF AFFECTO PLC TO ISSUE STOCK OPTIONS**

The Board of Directors of Affecto Plc propose to the Annual General Meeting of Shareholders that stock options be issued to the key personnel of the Company and its subsidiaries and to a wholly owned subsidiary of the Company on the terms and conditions attached hereto.

The stock options shall, in deviation from the shareholders' pre-emptive subscription rights, be issued to the key personnel of the Group and a wholly owned subsidiary of the Company. There is a weighty financial reason for the Company for granting stock options since the stock options are intended to form part of the Group's incentive and commitment program for the key personnel. The purpose of the stock options is to encourage the key personnel to work on a long-term basis to increase shareholder value. The purpose of the stock options is also to commit the key personnel to the Company.

The maximum total number of stock options issued shall be 1,050,000. Of the stock options, 300,000 shall be marked with the symbol 2008A, 350,000 shall be marked with the symbol 2008B and 400,000 shall be marked with the symbol 2008C. The stock options shall be gratuitously issued, by the resolution of the Board of Directors, to the key personnel of the Group employed by or to be recruited by the Group. Upon issue, all stock options shall be granted to a wholly owned subsidiary of the Company, Affecto Securities Oy. The stock options shall be distributed to the key personnel employed by or to be recruited by the Group by the resolution of the Board of Directors at the later date.

The share subscription price shall be for stock option 2008A, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 July - 30 September 2008, for stock option 2008B, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2009, and for stock option 2008C, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2010. If the ex date of a dividend or distributable non-restricted equity is during the period for determination of the share subscription price, such dividend or amount of distributable non-restricted equity shall be added to the above-mentioned average quotations of the trading days after the ex date. From the share subscription price of the stock options shall, as per the record date for dividend or other distribution of funds, be deducted the amount of the dividend or distributable non-restricted equity decided after the beginning of the period for determination of the share subscription price but before share subscription. The share subscription price shall, nevertheless, always amount to at least EUR 0.01.

The share subscription period shall be: for stock option 2008A 1 October 2011 - 30 November 2012, for stock option 2008B 1 April 2012 - 31 May 2013, and for stock option 2008C 1 April 2013 - 31 May 2014.

Each stock option entitles its owner to subscribe for one (1) share. As a result of the share subscriptions based on the stock options 2008, the number of shares of the Company may be increased by a maximum total of 1,050,000 new shares. The share subscription price shall be recognised in the invested non-restricted equity fund.

The stock options now issued can be exchanged for shares constituting a maximum total of 4.7 % of the Company's shares and votes of the shares, after the potential share subscription.

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.

In Helsinki, 14 February 2008

The Board of Directors

APPENDIX:           Terms and conditions of the stock options 2008

## Appendix 2: Terms and conditions of the stock options 2008

### **AFFECTO PLC STOCK OPTIONS 2008**

The Board of Directors of Affecto Plc (Board of Directors) has in its meeting on 14 February 2008 resolved to propose to the Annual General Meeting of Shareholders of Affecto Plc (Company) to be held on 31 March 2008 that stock options be issued to the key personnel of the Company and its subsidiaries (Group) and to a wholly owned subsidiary of the Company on the following terms and conditions:

#### 1

#### STOCK OPTION TERMS AND CONDITIONS

##### 1.1

##### Number of Stock Options

The maximum total number of stock options issued shall be 1,050,000, and they entitle their owners to subscribe for a maximum total of 1,050,000 shares in the Company (share).

##### 1.2

##### Stock Options

Of the stock options, 300,000 shall be marked with the symbol 2008A, 350,000 shall be marked with the symbol 2008B and 400,000 shall be marked with the symbol 2008C.

The people, to whom stock options are issued, shall be notified in writing by the Board of Directors about the offer of stock options. The stock options shall be delivered to the recipient when he or she has accepted the offer of the Board of Directors. Stock option certificates shall, upon request, be delivered to the stock option owner at the start of the relevant share subscription period, unless the stock options have been transferred to the book-entry securities system.

##### 1.3

##### Right to Stock Options

The stock options shall, in deviation from the shareholders' pre-emptive subscription rights, be gratuitously issued to the key personnel of the Group and to Affecto Securities Oy (Subsidiary), a wholly owned subsidiary of the Company. There is a weighty financial reason for the Company for granting stock options since the stock options are intended to form part of the Group's incentive and commitment program for the key personnel.

##### 1.4

##### Distribution of Stock Options

The Board of Directors shall decide upon the distribution of the stock options. The Subsidiary shall be granted stock options to the extent that the stock options are not distributed to the key personnel of the Group.

The Board of Directors shall later decide upon the further distribution of the stock options granted or returned later to the Subsidiary, to the key personnel employed by or to be recruited by the Group.

Upon issue, all stock options 2008A, 2008B and 2008C shall be granted to the Subsidiary. The stock options 2008A, 2008B and 2008C shall be distributed to the key personnel employed by or to be recruited by the Group by the resolution of the Board of Directors at the later date.

#### 1.5

##### Transfer of Stock Options and Obligation to offer Stock Options

The stock options are freely transferable, when the relevant share subscription period has begun. The Board of Directors may, however, permit the transfer of a stock option also before such date. The Company shall hold the stock options on behalf of the stock option owner until the beginning of the share subscription period. The stock option owner has the right to acquire possession of the stock options when the relevant share subscription period begins. Should the stock option owner transfer his/her stock options, such person is obliged to inform the Company about the transfer in writing, without delay.

Should a stock option owner cease to be employed by or in the service of the Group, for any reason than the death of a stock option owner or the statutory retirement of a stock option owner, such person shall, without delay, offer to the Company or its order, free of charge, the stock options for which the share subscription period specified in Section 2.2 has not begun, on the last day of such person's employment or service. The Board of Directors can, however, in the above-mentioned cases, decide that the stock option owner is entitled to keep such stock options, or a part of them, which are under the offering obligation.

Regardless of whether the stock option owner has offered his/her stock options to the Company or not, the Company is entitled to inform the stock option owner in writing that the stock option owner has lost his/her stock options on the basis of the above-mentioned reasons. Should the stock options be transferred to the book-entry securities system, the Company has the right, whether or not the stock options have been offered to the Company or its order, to request and get transferred all the stock options under the offering obligation from the stock option owner's book-entry account to the book-entry account appointed by the Company, without the consent of the stock option owner. In addition, the Company is entitled to register transfer restrictions and other respective restrictions concerning the stock options to the stock option owner's book-entry account, without the consent of the stock option owner.

## 2

### SHARE SUBSCRIPTION TERMS AND CONDITIONS

#### 2.1

##### Right to subscribe for new Shares

Each stock option entitles its owner to subscribe for one (1) share. As a result of the share subscriptions, the number of shares of the Company may be increased by a maximum total of 1,050,000 new shares. The share subscription price shall be recognised in the invested non-restricted equity fund.

The Subsidiary shall not be entitled to subscribe for shares on the basis of the stock options.

#### 2.2

##### Share Subscription and Payment



The share subscription period shall be:

- for stock option 2008A: 1 October 2011 - 30 November 2012,
- for stock option 2008B: 1 April 2012 - 31 May 2013, and
- for stock option 2008C: 1 April 2013 - 31 May 2014.

Share subscriptions shall take place at the head office of the Company or possibly at another location to be determined later. The subscriber shall transfer the respective stock option certificates with which he/she subscribes for shares, or, in the case of the stock options having been transferred to the book-entry securities system, the stock options with which shares have been subscribed for shall be deleted from the subscriber's book-entry account. Upon subscription, payment for the shares subscribed for, shall be made to the bank account appointed by the Company. The Board of Directors shall decide on all measures concerning the share subscription.

## 2.3

### Share Subscription Price

The share subscription price shall be:

- for stock option 2008A, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 July - 30 September 2008,
- for stock option 2008B, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2009, and
- for stock option 2008C, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2010.

If the ex date of a dividend or distributable non-restricted equity is during the period for determination of the share subscription price, such dividend or amount of distributable non-restricted equity shall be added to the above-mentioned average quotations of the trading days after the ex date.

From the share subscription price of the stock options shall, as per the record date for dividend or other distribution of funds, be deducted the amount of the dividend or distributable non-restricted equity decided after the beginning of the period for determination of the share subscription price but before share subscription. The share subscription price shall, nevertheless, always amount to at least EUR 0.01.

## 2.4

### Registration of Shares

Shares subscribed for and fully paid shall be registered in the book-entry account of the subscriber.

## 2.5

### Shareholder Rights

The dividend rights of the shares and other shareholder rights shall commence when the shares have been entered into the Trade Register.

## 2.6

### Share Issues, Stock Options and Other Special Rights before Share Subscription

Should the Company, prior to share subscription, decide to issue new shares, stock options or other special rights entitling to shares, a stock option owner shall have the same or equal rights with a shareholder. Equality is reached in the manner determined by the Board of Directors by adjusting the number of shares available for subscription, the share subscription price or both of these.

## 2.7

### Rights in Certain Cases

If the Company reduces its share capital by distributing share capital to the shareholders, from the subscription price of a stock option is deducted the amount of distributable share capital decided after the beginning of the period for the determination of the subscription price but before the subscription, as at the record date of repayment of share capital.

If the Company is placed in liquidation before the share subscription, the stock option owner shall be given an opportunity to exercise his/her subscription right before the liquidation begins, within a period of time determined by the Board of Directors. If the Company is removed from the register before the share subscription, the stock option holder shall have the same or equal rights with a shareholder.

If the Company resolves to merge in another company as the company being acquired or in a company to be formed in a combination merger or if the Company resolves to be divided, the stock option owners shall, before the merger or division, be given the right to subscribe for the shares with their stock options, within a period of time determined by the Board of Directors. After such date no subscription right shall exist. In the above situations the stock option owners have no right to require that the Company redeems the stock options from them for market value.

If the Company, after the beginning of the share subscription period, resolves to acquire or redeem its own shares by an offer made to all shareholders, the stock option owners shall be made an equivalent offer. In other cases, acquisition or redemption of the Company's own shares or acquisition of stock options or other special rights entitling to shares shall not require the Company to take any action in relation to the stock options.

If a redemption right and obligation to all of the Company's shares, as referred to in Chapter 18 Section 1 of the Finnish Companies Act, arises to any of the shareholders before the end of the share subscription period on the basis that a shareholder possesses over 90% of the shares and the votes of the shares of the Company, the stock option owners shall be given a possibility to use their right of subscription by virtue of the stock options, within a period of time determined by the Board of Directors, or they shall be given an equal possibility to that of shareholders to sell their stock options to the redeemer, irrespective of the transfer restriction defined in Section 1.5 above. A shareholder who possesses over 90% of the shares and votes of the shares of the Company has the right to purchase the stock option owner's stock options at their market value.

## OTHER MATTERS

The laws of Finland shall be applied to these terms and conditions. Disputes arising in relation to the stock options shall be settled by arbitration in accordance with the Arbitration Rules of the Central Chamber of Commerce.

The Board of Directors may decide on the transfer of the stock options to the book-entry securities system at a later date and on the resulting technical amendments to these terms and conditions as well as other amendments and specifications to the terms and conditions which are not considered essential. Other matters related to the stock options shall be decided on by the Board of Directors. The stock option documentation shall be kept available for inspection at the head office of the Company.

The Company shall be entitled to withdraw the stock options which have not been transferred, or with which shares have not been subscribed for, free of charge, if the stock option owner acts against these terms and conditions, or against the regulations given by the Company on the basis of these terms and conditions, or against applicable laws and regulations of the authorities.

These terms and conditions have been made in Finnish and in English. In the case of any discrepancy between the Finnish and English terms and conditions, the Finnish terms and conditions shall prevail.

Appendix 3:      Proposal of the Board of Directors to amend the terms and conditions of the stock options 2006

**PROPOSAL OF THE BOARD OF DIRECTORS OF AFFECTO PLC TO AMEND THE TERMS AND CONDITIONS OF THE STOCK OPTIONS 2006**

The Board of Directors proposes to the Annual General Meeting of the Shareholders that the terms and conditions of the stock options 2006 shall be amended as the references to the nominal value of the shares have been deleted from the Articles of Association and the current Companies Act provides for recording of the subscription prices of the share subscriptions in the invested non-restricted equity fund.

The Board of Directors proposes the following amendments to the terms and conditions of the 2006 stock options accepted at the Annual General Meeting of the Shareholders on 4 April 2006:

Section II.1: references concerning nominal value of the shares and share capital shall be deleted and reference concerning recording of the total subscription prices in the invested non-restricted equity fund shall be added;

Section II.3: the share subscription price referred in the last paragraph of the Section shall be amended to amount to at least EUR 0.01;

Section II.5: Section shall be amended to correspond to the situation under the current Companies Act so that the shareholder rights commence when the shares have been entered into the Trade Register; and

Section II.7: the second last paragraph shall be amended to correspond to the situation where the shares have no nominal value.

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.

In Helsinki, 14 February 2008

The Board of Directors

APPENDIX:          Proposal for amended terms and conditions of the stock options 2006

## **AFFECTOGENIMAP PLC STOCK OPTIONS 2006**

The Annual General Meeting of Shareholders has on 31 March 2008 resolved to amend sections II.1, II.3, II.5 and II.7 of the terms and conditions.

### **I STOCK OPTION TERMS AND CONDITIONS**

#### **1. Number of Stock Options**

The maximum total number of stock options issued shall be 824,700, and they entitle their owners to subscribe for a maximum total of 824,700 shares in the Company (share).

#### **2. Stock Options**

Of the stock options, 234,900 shall be marked with the symbol 2006A, 274,900 shall be marked with the symbol 2006B and 314,900 shall be marked with the symbol 2006C.

The people, to whom stock options are issued, shall be notified in writing by the Board of Directors about the offer of stock options. The stock options shall be delivered to the recipient when he or she has accepted the offer of the Board of Directors. Stock option certificates shall, upon request, be delivered to the stock option owner at the start of the relevant share subscription period, unless the stock options have been transferred to the book-entry securities system.

#### **3. Right to Stock Options**

The stock options shall, in deviation from the shareholders' pre-emptive subscription rights, be gratuitously issued to the key personnel of the Group and to AffectoGenimap Securities Oy (Subsidiary), a wholly owned subsidiary of the Company. The shareholders' pre-emptive subscription rights are proposed to be deviated from since the stock options are intended to form part of the Group's incentive and commitment program for the key personnel.

#### **4. Distribution of Stock Options**

The Board of Directors shall decide upon the distribution of the stock options. The Subsidiary shall be granted stock options to the extent that the stock options are not distributed to the key personnel of the Group.

The Board of Directors shall later decide upon the further distribution of the stock options granted or returned later to the Subsidiary, to the key personnel employed by or to be recruited by the Group.

Upon issue, all stock options 2006B and 2006C and those stock options 2006A that are not distributed to the key personnel, shall be granted to the Subsidiary. The Subsidiary can distribute stock options 2006 to the key personnel employed by or to be recruited by the Group by the resolution of the Board of Directors.

#### **5. Transfer of Stock Options and Obligation to offer Stock Options**

The stock options are freely transferable, when the relevant share subscription period has begun. The Board of Directors may, however, permit the transfer of a stock option also before such date. The Company shall hold the stock options on behalf of the stock option owner until the beginning of the share subscription period. The stock option owner has the right to acquire possession of the stock options when the relevant share subscription period begins. Should the stock option owner transfer his/her stock options,

such person is obliged to inform the Company about the transfer in writing, without delay.

Should a stock option owner cease to be employed by or in the service of the Group, for any reason than the death of a stock option owner, or the statutory retirement of a stock option owner, such person shall, without delay, offer to the Company or its order, free of charge, the stock options for which the share subscription period specified in Section II.2 has not begun, on the last day of such person's employment or service. The Board of Directors can, however, in the above-mentioned cases, decide that the stock option owner is entitled to keep such stock options, or a part of them, which are under the offering obligation.

Regardless of whether the stock option owner has offered his/her stock options to the Company or not, the Company is entitled to inform the stock option owner in writing that the stock option owner has lost his/her stock options on the basis of the above-mentioned reasons. Should the stock options be transferred to the book-entry securities system, the Company has the right, whether or not the stock options have been offered to the Company or its order, to request and get transferred all the stock options under the offering obligation from the stock option owner's book-entry account to the book-entry account appointed by the Company, without the consent of the stock option owner. In addition, the Company is entitled to register transfer restrictions and other respective restrictions concerning the stock options to the stock option owner's book-entry account, without the consent of the stock option owner.

## **II SHARE SUBSCRIPTION TERMS AND CONDITIONS**

### **1. Right to subscribe for new Shares**

Each stock option entitles its owner to subscribe for one (1) share. As a result of the share subscriptions, the number of shares may be increased by a maximum total of 824,700 new shares. The share subscription price shall be recognised in the invested non-restricted equity fund.

The Subsidiary shall not be entitled to subscribe for shares on the basis of the stock options.

### **2. Share Subscription and Payment**

The share subscription period shall be

- for stock option 2006A      1 April 2009 - 31 December 2010,
- for stock option 2006B      1 April 2010 - 31 December 2011, and
- for stock option 2006C      1 April 2011 - 31 December 2012.

Share subscriptions shall take place at the head office of the Company or possibly at another location to be determined later. The subscriber shall transfer the respective stock option certificates with which he/she subscribes for shares, or, in the case of the stock options having been transferred to the book-entry securities system, the stock options with which shares have been subscribed for shall be deleted from the subscriber's book-entry account. Upon subscription, payment for the shares subscribed for, shall be made to the bank account appointed by the Company. The Board of Directors shall decide on all measures concerning the share subscription.

### **3. Share Subscription Price**

The share subscription price shall be:

- for stock option 2006A, the offer price of the share in the Initial Public Offering, 4.80 eur
- for stock option 2006B, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2007, and
- for stock option 2006C, the trade volume weighted average quotation of the share on the Helsinki Stock Exchange during 1 January - 31 March 2008.

If the dividend ex date is in 2007 or 2008 during the period for determination of the share subscription price, such dividend shall be added to the above-mentioned average quotations of the trading days after the dividend ex date.

From the share subscription price of the stock options shall, as per the dividend record date, be deducted the amount of the dividend decided after the beginning of the period for determination of the share subscription price but before share subscription. The share subscription price shall, nevertheless, always amount to at least 0.01 eur.

#### **4. Registration of Shares**

Shares subscribed for and fully paid shall be registered in the book-entry account of the subscriber.

#### **5. Shareholder Rights**

The dividend rights of the shares and other shareholder rights shall commence when the shares have been entered into the Trade Register.

#### **6. Share Issues, Convertible Bonds and Stock Options before Share Subscription**

Should the Company, before the share subscription, increase its share capital through an issue of new shares, or an issue of new convertible bonds or stock options, a stock option owner shall have the same right as, or an equal right to, that of a shareholder. Equality is reached in the manner determined by the Board of Directors by adjusting the number of shares available for subscription, the share subscription price or both of these.

Should the Company, before the share subscription, increase its share capital by way of a bonus issue, the subscription ratio shall be amended so that the ratio to the share capital of shares to be subscribed for by virtue of the stock options remains unchanged. If the number of shares that can be subscribed for by virtue of one stock option is a fraction, the fractional part shall be taken into account by reducing the share subscription price.

#### **7. Rights in Certain Cases**

If the Company reduces its share capital before the share subscription, the subscription right accorded by the terms and conditions of the stock options shall be adjusted accordingly, as specified in the resolution to reduce the share capital.

If the Company is placed in liquidation before the share subscription, the stock option owner shall be given an opportunity to exercise his/her subscription right before the liquidation begins, within a period of time determined by the Board of Directors.

If the Company resolves to merge in another company as the company being acquired or in a company to be formed in a combination merger or if the Company resolves to be divided, the stock option owners shall, before the merger or division, be given the right to subscribe for the shares with their stock options, within a period of time determined by the Board of Directors.

After such date no subscription right shall exist. In the above situations the stock option owners have no right to require that the Company redeems the stock options from them for market value.

If the Company, after the beginning of the share subscription period, resolves to acquire its own shares by an offer made to all shareholders, the stock option owners shall be made an equivalent offer. In other cases, acquisition of the Company's own shares shall not require the Company to take any action in relation to the stock options.

If a redemption right and obligation to all of the Company's shares, as referred to in Chapter 14 Section 19 of the Finnish Companies Act, arises to any of the shareholders, before the end of the share subscription period, on the basis that a shareholder possesses over 90% of the shares and the votes of the shares of the Company, or if a situation, as referred to in Chapter 6 Section 6 of the Finnish Securities Market Act, arises to any of the shareholders, the stock option owners shall be given a possibility to use their right of subscription by virtue of the stock options, within a period of time determined by the Board of Directors, or they shall be given an equal possibility to that of shareholders to sell their stock options to the redeemer, irrespective of the transfer restriction defined in Section 1.5 above. A shareholder who possesses over 90% of the shares and votes of the shares of the Company has the right to purchase the stock option owner's stock options at their market value.

If the shares of the Company are split into several shares, the subscription terms shall be amended so that the relative proportion of shares available for subscription with the stock options to the total number of the Company's shares, as well as the share subscription price total, remain the same.

Converting the Company from a public company into a private company shall not affect the terms and conditions of the stock options.

### **III OTHER MATTERS**

The laws of Finland shall be applied to these terms and conditions. Disputes arising in relation to the stock options shall be settled by arbitration in accordance with the Arbitration Rules of the Central Chamber of Commerce.

The Board of Directors may decide on the transfer of the stock options to the book-entry securities system at a later date and on the resulting technical amendments to these terms and conditions, including those amendments and specifications to the terms and conditions which are not considered essential. Other matters related to the stock options shall be decided on by the Board of Directors. The stock option documentation shall be kept available for inspection at the head office of the Company.

The Company shall be entitled to withdraw the stock options which have not been transferred, or with which shares have not been subscribed for, free of charge, if the stock option owner acts against these terms and conditions, or against the regulations given by the Company on the basis of these terms and conditions, or against applicable law, or against the regulations of the authorities.

These terms and conditions have been made in Finnish and in English. In the case of any discrepancy between the Finnish and English terms and conditions, the Finnish terms and conditions shall decide.



Appendix 4: Proposal by the Board of Directors to authorise the Board of Directors to issue shares

**PROPOSAL BY 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 can 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 Board of Directors proposes that the authorisation also include the right to issue 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 new shares can be issued. A maximum of 2,100,000 own shares held by the company can be conveyed.

The Board of Directors proposes that the authorisation comprise a right to deviate from the shareholders' pre-emptive subscription right provided that in a share issue against payment the company has an important financial reason for the deviation and provided that in a share issue without consideration the company taking into account the interest of all its shareholders has a particularly important financial reason for the deviation. The authorisation can within the above mentioned limits 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 corporate acquisitions or when the company acquires assets relating to its business and as part of the company's incentive programmes. The shares may also be conveyed in public trading. 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 shall be in force until the next Annual General Meeting.

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.

In Helsinki, 14 February 2008

Affecto Plc  
The Board of Directors

Appendix 5: Proposal by the Board of Directors to authorise the Board of Directors to acquire the company's own shares

**PROPOSAL BY THE BOARD OF DIRECTORS TO AUTHORISE THE BOARD OF DIRECTORS TO ACQUIRE THE COMPANY'S OWN SHARES**

The Board of Directors proposes that the Meeting authorise the Board of Directors to decide to acquire the company's own shares with distributable funds on the terms given below. The share acquisition reduces the company's non-restricted distributable shareholders' equity.

The company's own shares can be acquired in order to strengthen the company's capital structure, to be used as payment in corporate acquisitions or when the company acquires assets related to its business 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.

An aggregate of 2,100,000 shares may be acquired.

Shares will be acquired in accordance with the Board of Directors' decision either through public trading or by 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 authorisation shall be in force until the next Annual General Meeting.

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.

In Helsinki, 14 February 2008

Affecto Plc  
The Board of Directors