

PROPOSALS OF THE BOARD OF DIRECTORS OF ADAPTEO PLC TO THE ANNUAL GENERAL MEETING CONVENING ON 23 APRIL 2020

Resolution on the use of the profit shown on the balance sheet

The Board of Directors proposes to the Annual General Meeting that no dividend be distributed based on the balance sheet to be adopted for the financial year ended on 31 December 2019.

Adoption of the Remuneration Policy for Governing Bodies

The Board of Directors proposes to the Annual General Meeting that the Remuneration Policy for the governing bodies be adopted.

The Remuneration Policy for the governing bodies will be available on the company's website at www.adapteogroup.com as of 2 April 2020, at the latest.

Authorization of the Board of Directors to resolve on the issuance of shares and special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the issuance of shares, as well as the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10 of the Finnish Companies Act, as follows:

Under the authorization, a maximum of 4,500,000 shares can be issued, which would correspond to approximately 10 percent of all Adapteo's shares at the time of this proposal. The shares or special rights entitling to shares can be issued in one or more tranches, either against or without payment. The shares issued under the authorization can be new shares or shares in Adapteo's possession.

The authorization can be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, or for other purposes determined by the Board of Directors.

Under the authorization, the Board of Directors may resolve upon issuing new shares, without consideration, to Adapteo itself. However, Adapteo, together with its subsidiaries, may not at any time own more than 10 percent of all shares in Adapteo.

The Board of Directors is authorized to resolve on all terms for share issues and granting of special rights entitling to Adapteo shares. The Board of Directors is authorized to resolve on a directed share issue and issuance of special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for Adapteo to do so.

The authorization is valid until the end of the next Annual General Meeting, however, no longer than until 30 June 2021. The authorization shall revoke previous unused share issue authorizations.

Authorization of the Board of Directors to resolve on the acquisition of Adapteo's own shares and on acceptance as pledge of Adapteo's own shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to resolve on the acquisition of Adapteo's own shares and on the acceptance as pledge of Adapteo's own shares as follows:

The total number of own shares to be acquired or accepted as pledge shall not exceed 100,000 shares in total. Adapteo together with its subsidiaries may not at any moment own and/or hold as pledge more

than 10 percent of all the shares in Adapteo. Only the unrestricted equity of Adapteo can be used to acquire own shares on the basis of the authorization.

Own shares can be acquired, in one or several instalments, at a price formed in public trading on the regulated market on which Adapteo's shares are traded on the date of the acquisition or otherwise at a price formed on the market.

The Board of Directors of Adapteo decides how own shares will be acquired and accepted as pledge. Own shares can be acquired using derivatives, among other things. Own shares can be acquired otherwise than in proportion to the shareholdings of the shareholders (directed acquisition).

Own shares can be acquired and accepted as pledge to, among other things, limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop Adapteo's capital structure, to be transferred in connection with possible acquisitions, to be used in incentive arrangements or to be cancelled, provided that the acquisition is in the interest of Adapteo and its shareholders.

The authorization is valid until the end of the next Annual General Meeting, however no longer than until 30 June 2021. The authorization shall revoke previous unused authorizations regarding acquisition of Adapteo's own shares and on acceptance as pledge of Adapteo's own shares.

Vantaa, 31 March 2020

ADAPTEO PLC

The Board of Directors