

CORPORATE GOVERNANCE STATEMENT 2020

CORPORATE GOVERNANCE AND GROUP STRUCTURE

Delete Group Oyj is a public limited company registered in Finland. Delete Group has issued secured senior notes which are listed on Nasdaq Helsinki Ltd.'s stock exchange.

In its decision-making and administration, Delete Group Oyj applies the Finnish Companies Act (624/2006, as amended), Finnish Securities Markets Act (746/2012, as amended) as well as the rules and guidelines of Nasdaq Helsinki Ltd. Delete Group Oyj primarily follows the Finnish Corporate Governance Code 2020 (available at www.cgfinland.fi/en), with a few exceptions due to its ownership structure. These exceptions relate to, among other things, rules regarding annual general meetings and the composition of the Board.

Pursuant to the provisions of the Finnish Companies Act and the company's articles of association, responsibility for the control and management of the company is divided between the General Meeting of Shareholders, the Board of Directors and the Chief Executive Officer (CEO). Shareholders participate in the control and management of the company through resolutions passed at General Meetings of Shareholders.

Delete Group's parent company Delete Group Oyj wholly owns Ax DEL2 Oy which, in turn, wholly owns Delete Oy, the parent company of the operating subsidiaries of Delete Group. Delete Oy has 11 subsidiaries which are mainly operated through the two national entities Delete Finland Oy and Delete Sweden AB.

On 31 December 2020, Delete Group Oyj's share capital consisted of 10,858,595 P-class shares and 3,089,649 C-class shares. All of the shares have one vote each. Ax DEL Oy owns 87% of the shares.

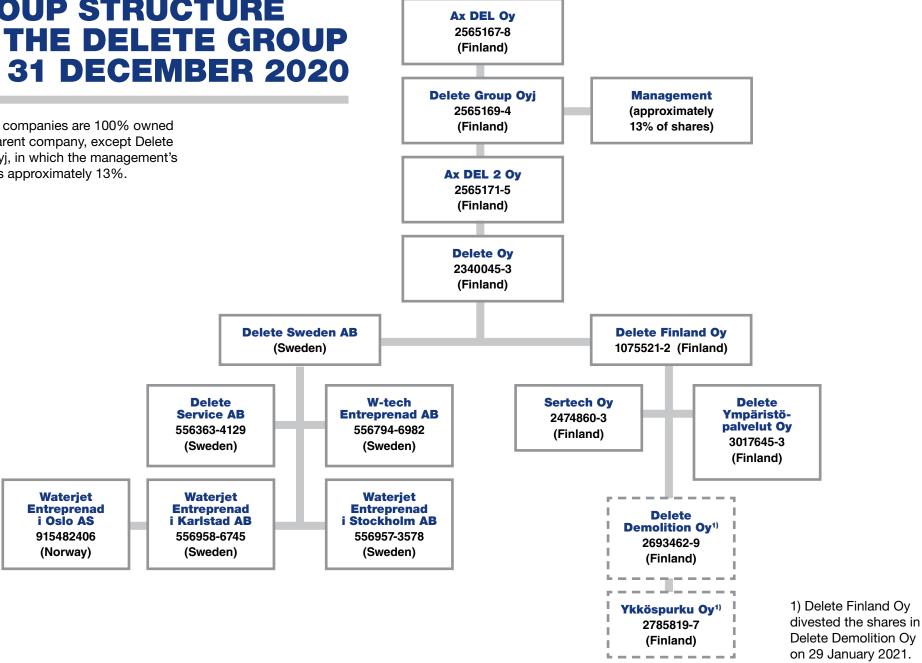
13% of the shares are owned by key employees of the company (including the Board of Directors and Group Management) and certain other minority shareholders.

On 15 January 2021, the Extraordinary General Meeting (EGM) of Delete Group Oyj resolved upon a new share issue. Based on the resolution by the EGM, Delete Group Oyj issued 1,380,876,156 new shares which consist of 1,075,000,905 new P-class shares and 305,875,251 new C-class shares. As a result of the Share Issue, the total number of shares in the Delete Group Oyj increased from 13,948,244 shares to 1,394,824,400 shares.

The following chart (page 3) sets forth the group structure of Delete Group on 31 December 2020.

GROUP STRUCTURE OF THE DELETE GROUP **ON 31 DECEMBER 2020**

All of the companies are 100% owned by the parent company, except Delete Group Oyj, in which the management's holding is approximately 13%.



4 GENERAL MEETING

Delete Group Oyj follows the Finnish Corporate Governance Code, with a few exceptions due to its ownership structure. The minority shareholders of the company have authorised Ax DEL Oy to make decisions at the general meeting. According to Delete Group Oyj's articles of association, the Annual General Meeting of Shareholders is held once a year, within six (6) months of the end of the previous financial year. Extraordinary General Meetings are convened when considered necessary by the Board of Directors or when required by law.

BOARD OF DIRECTORS

Tasks, composition and election of the members of the Board of Directors

The Board of Directors supervises the company's operations and management, deciding on significant matters concerning the company strategy, investments, organisation and financing.

According to the Delete Group's articles of association, the company's Board of Directors comprises three to seven (3–7) members. A chairperson must be elected for the Board.

Members of the Board are elected by the General Meeting of Shareholders. The members are elected for an indefinite term.

Diversity of the Board of Directors

The principles regarding the diversity of the Board of Directors are taken into consideration in the election of Board members. Both genders are represented in the Board of Directors. In 2020, one of the four Board members was female.

Members of the Board of Directors

Following Åsa Söderström Winberg's request to release her from the duties of Chairman of Delete's Board of Directors, the Extraordinary General Meeting of Delete held on 9 January 2020 appointed Martin Forss, M. Sc. (Econ.) as a new member of the Board of Directors. Convening after the Extraordinary General Meeting, the Board of Directors elected Mr. Forss as the Chairman of the Board.

MEMBERS OF THE BOARD OF DIRECTORS

MARTIN FORSS

Born 1962, M. Sc. (Econ.) Chairman of the Board (9 January 2020–)

- Unident AB, Chairman of the Board
- Matrix Biotech AG, Member of the Board
- Plantui Oy, Member of the Board
- Nextim plc,
 Member of the Board
- Oral Hammaslääkärit Oyj, CEO (2011–2018)
- Puukeskus Oy, Deputy Managing Director (2011)
- Coor Service Management Oy Ab, Managing Director (2007–2010)
- Lassila & Tikanoja Oyj, EVP, Corporate Planning and Business Development (2001–2007)
- WM Jätehuolto Oy (currently Lassila & Tikanoja Oyj), CFO, (2000–2001)

ÅSA SÖDERSTRÖM WINBERG

Born 1957, M. Sc. (Econ.)
Member of the Board
(9 January 2020–)
Chairman of the Board
(2017–9 January 2020)
Member of the Board (2014–2017)

- Scanmast AB, Chairman of the Board (2013–)
- Vattenfall AB, Member of the Board (2013–)
- OEM International AB, Member of the Board (2015–)
- Fibo AS, Member of the Board (2016–)
- Skanska AB, Member of the Board (2020–)
- Balco Group AB, Member of the Board (2016–2020)
- Sweco Theorells AB, Chief Executive Officer (2001–2006)
- Ballast Väst AB, Chief Executive Officer (1997–2001)
- NCC Industry, Marketing Manager (1994–1997)
- NCC Construction AB, Communication Manager (1991–1993)

RONNIE NEVA-AHO

Born 1967, Secondary school graduate Member of the Board (2017–)

- Kreate Oy, Member of the Board (2015–)
- Rototec Oy, Member of the Board (2015–)
- Access Point Oy, Chairman of the Board (2013–)
- Delete Oy, Vice President (2010–2015)
- Tehoc Oy, Chief Executive Officer (1998–2011)

CHRISTIAN SCHMIDT-JACOBSEN

Born 1970, M. Sc. (Econ.) Member of the Board (2019–)

- Board member at Moment A/S (Feb 2, 2021)
- Axcel Management Holding A/S, Member of the Board (2016–)
- Frontmatec Group ApS, Member of the Board (2016–)
- IsaDora AB, Member of the Board (2019–)
- Moment A/S, Member of the Board (2021–)
- Icopal, Group, Chief Financial Officer (2008–2015)
- Chr. Hansen, Inc., SVP, Finance & Accounting (2006–2008); VP, Corporate Development (2005–2006)
- Axcel, Investment Manager (1999–2005)
- Danske Bank Corporate Finance, Associate (1994–1999)

6 Evaluation of independence

The company's minority shareholders have authorised the majority shareholder, Ax DEL Oy, to make decisions such as the election of the Board of Directors at the General Meetings of Shareholders. As a result of the ownership structure, the company does not fully follow the Finnish Corporate Governance Code in the evaluation of the independence of the Board members.

Shareholdings of the Board of Directors

Ax DEL Oy owns 87% of Delete Group Oyj's shares. 13% of the shares are owned by key employees of the company (including the Board of Directors and Group Management) and certain other minority shareholders.

The Board of Directors' operations in 2020

In 2020, Delete Group's Board of Directors convened 21 times. The Audit and Investment

Committee convened 6 times, the Remuneration Committee 3 times and the Project Committee 7 times.

The average attendance rate of the members of the Board of Directors was 98.8%. The average attendance rates of the Board's committees were 100.0% for the Audit and Investment Committee, 100.0% for the Remuneration Committee and 85.7% for the Project Committee.

The Board of Directors evaluates its operations and working methods annually and develops its operations based on the results. In 2020, the Board focused on the evaluation of strategic alternatives, review and implementation of the strategy, securing the financing of the company, preparing for the impacts of the coronavirus pandemic and the preparation of the divestment of the Demolition Services business.

Board Committees

The Board Committees assist the Board of Directors by preparing matters falling within the competence of the Board of Directors. The committees

are not autonomous decision-making bodies, although they have several monitoring and oversight responsibilities. The committees report to the Board of Directors on the matters addressed and make proposals to the Board of Directors for decision-making as appropriate.

Audit and Investment Committee

The Audit and Investment Committee assists the Board of Directors in its responsibilities relating to the appropriate arrangement of the control of the company accounts and finances pursuant to the Companies Act as well as its responsibilities relating to the company's investments. The Audit and Investment Committee consists of at least two (2) members, of which at least two (2) members of the Board. The members of the Audit and Investment Committee are elected for a one-year term at the constitutional meeting of the Board.

One of the members of the Audit and Investment Committee, which must be a Board member, is designated by the Board of Directors as Chair of the Audit and Investment Committee. The members must have the qualifications necessary to perform the responsibilities of the Audit and Investment Committee, and at least one member must have expertise specifically in accounting, bookkeeping or auditing.

The Audit and Investment Committee meets as often as appropriate but at a minimum four (4) times a year depending on the reporting cycle of the company. The Chair of the Audit and Investment Committee will at each Board Meeting report on the Committee's work and related recommendations. The CFO of the Group acts as secretary to the Committee.

Attendance at the meetings

	Board of Directors	Audit and Investment Committee meetings	Remuneration Committee meetings	Project Committee meetings
Martin Forss	21/21	_	3/3	_
Åsa Söderström Winberg	20/21	6/6	-	5/7
Ronnie Neva-aho	21/21	_	_	7/7
Christian Schmidt- Jacobsen	21/21	6/6	3/3	_

7 The members of the Audit and Investment Committee are Christian Schmidt-Jacobsen (Chair) and Åsa Söderström Winberg.

Remuneration Committee

The Remuneration Committee prepares matters pertaining to the appointment and remuneration of the CEO and other executives as well as to the remuneration schemes of the personnel and remuneration principles to be observed by the company.

The Remuneration Committee consists of at least two (2) members, of which at least two (2) members must be members of the Board. The members of the Remuneration Committee are elected for a one-year term at the constitutional meeting of the Board. The CEO or other executives of the company cannot be appointed as members of the Remuneration Committee.

The Remuneration Committee meets as often as appropriate, at least twice (2) in a year. Meeting minutes are prepared for all Remuneration Committee meetings and distributed to the Board of Directors. The Chair of the Remuneration Committee reports at each Board meeting on the Committee's work and related recommendations. The CEO of the Group acts as secretary to the Remuneration Committee. Once a year, the Remuneration Committee evaluates its work and charter and recommends any proposed changes to the Board of Directors.

The members of the Remuneration Committee are Martin Forss (Chair) and Christian Schmidt-Jacobsen.

Project Committee

The Project Committee assists in preparing and following up on approval proposals for major tenders and projects. The Board of Directors remains responsible for the duties assigned to the Project Committee. The Committee has no autonomous decision-making power.

The Project Committee meets as often as appropriate, but at least twice (2) a year. The Chair of the Project Committee will at each Board Meeting report on the Committee work and related recommendations. The CFO of the Group acts as secretary to the Project Committee.

The members of the Project Committee are Ronnie Neva-aho (Chair) and Åsa Söderström Winberg.

CHIEF EXECUTIVE OFFICER

The Board of Directors of Delete Group Oyj appoints the Group's Chief Executive Officer (CEO). The CEO is responsible for the daily management of the company's administration according to the guidelines and instructions given by the Board. In addition, the CEO is responsible for ensuring that the company's accounting has been carried out

according to the applicable laws and that asset management has been organised in a reliable manner. The CEO manages the company's daily business and is responsible for controlling and steering the business areas. The CEO of Delete Group is Tommi Kajasoja.

GROUP MANAGEMENT TEAM

In the operative management of Delete Group, the CEO is assisted by other members of the Group's management. The tasks and responsibilities of the management include for example investment

planning, specifying and preparing the Group's strategic guidelines, allocating resources and routine controlling functions.

MANAGEMENT OF THE GROUP

TOMMI KAJASOJA

Born 1974, M.Sc. (Eng.) Chief Executive Officer (2018–)

- Delete Finland Oy, Country Manager and Managing Director (2016–)
- Finnish Environmental Industries YTP, Member of the Board (2017–)
- Barona Oy, Member of the Board (2020–)
- Delete Finland Oy, Business Area Director, Industrial & Property Services (2014–2016)
- Maintpartner Group Oy, Vice President, Sales & Marketing (2013–2014), President, Expert Services (2012–2014), President, Baltic Countries (2012–2014), Head of Business Development (2010–2012)
- Maintpartner AB, Country President & Managing Director (2010–2011)
- Maintpartner Oy, Vice President, West & North Finland region, (2008–2010) and Manager, Business Development & Improvement, Finland (2007–2008)
- ABB Service, various managerial positions in Finland and New Zealand (2000–2007)

VILLE MANNOLA

Born 1979, M.Sc. (Econ.) Chief Financial Officer (2017–)

- GS-Hydro Corporation, Group CFO (2015–2017)
- GS-Hydro Corporation, Director, Group Finance (2014–2015)
- GS-Hydro Corporation, Group Controller (2010–2013)
- Marioff Corporation, Head of Group Financial Planning and Analyses (2008–2010)

JANIKA VILKMAN

Born 1980, LL.M. General Counsel (2013–)

- EY, Legal Counsel (2012–2013)
- Fondia Oy, Legal Counsel (2010–2012)
- Ernst & Young Oy, Legal Counsel (2007–2010)
- Ciba Specialty Chemicals Oy, Assisting Legal Counsel (2006–2007)

HENRI PESONEN

Born 1982, M.Sc. (Econ.)
Delete Ympäristöpalvelut Oy,
Business Area Director and CEO
(2018–)

- Delete Finland Oy, Business Controller, Demolition Services and Recycling Services (2015–2018)
- Stanley Security Oy, Business Controller (2010–2015)
- Oxford Instruments Analytical Oy, Financial Analyst (2007–2010)

RAIMO HUHTALA

Born 1961, Eng. Business Area Director, Cleaning Services, Finland (2016–)

- Delete Finland Oy, Region Manager (2015 – 2016)
- Maintpartner Oy, Director of Purchasing (2012 – 2014), Business Area Director (2008 – 2012), Region Director (2007 – 2008)
- Empower Oy, Business Area Manager (2001 – 2008)
- KSValo Asennus Oy, CEO (1999 – 2001)
- Keski-Suomen Valo Oy, Business Unit Director (1997 – 1999), Operations Engineer (1989 – 1997)
- Imatran Voima Oy, Design Engineer (1986 – 1989)
- Kymi-Strömberg Oy, Testing Engineer (1985 – 1986)

PETER REVAY

Born 1972 Country Manager and Managing Director, Delete Sweden AB (2019–)

- Tunga Lyft AB, Chief Executive Officer (2016–2019)
- ONE Nordic AB, Business Unit Manager (2015–2016)
- Maintpartner AB, Managing Director (2010–2014)
- Cardo AB, Purchasing Director (2008–2010)
- SPX Flow Technology, Purchasing Director (2005–2008)

Shareholdings of the Group Management Team

Ax DEL Oy owns 87% of Delete Group Oyj's shares. 13% of the shares are owned by key employees of the company (including the Board of Directors and Group Management Team) and certain other minority shareholders.

DESCRIPTIONS OF INTERNAL CONTROL PROCEDURES AND RISK MANAGEMENT

Internal control

Delete Group's internal control framework contains all relevant financial and operational functions with emphasis on business risk approach. This approach is based on Delete Group's risk management process and defined areas, such as project controls, revenue recognition, asset management and treasury controls.

The principles of internal control define the general framework for the implementation of statutory and regulatory obligations concerning Delete Group and how the laws and principles governing the sector in terms of supervision are generally applied to the company's activities.

The Board of Directors of Delete Group approves the company's internal control and auditing principles.

In accordance with the principles established by the Board of Directors, internal control is part of Delete's operational management. All Delete Group functions operate in accordance with these principles and the company's instructions and comply with the regulations and instructions issued by the authorities.

Internal controls are a part of Delete Group governance and management. The responsibility for organising the control function belongs to the Board and the CEO. The Board exercises the responsibility through an appointed audit committee. The chain of responsibility continues throughout the Delete Group organisation so that each member of the organisation answers to the immediate supervisor on upholding the controls.

Risk management

Risk management is a continuous evaluation, planning, governance and control process related to personnel, property and business as well as sustainability. The objective of risk management is to prevent and minimise the impact of risks. Delete Group's Management Team carries out annual risk management assessment, which is reviewed by the Board of Directors. The goal of the annual risk analysis is to identify high-level risks and draw up plans to manage them. Risk management measures are constantly reviewed and updated

on the basis of the analysis. Risk management actions are approved by the company's Board of Directors.

Delete Group's key risks are divided into operational, financing and strategic risks.

Operational risks are mainly related to uncertainty and a lack of visibility due to COVID-19, project execution and the integration of acquired businesses both in terms of quality and financially. The Group's business operations also inherently involve risks, such as environmental, health and safety risks, as well as dependence on suppliers and clients. The internal control framework is under constant development to improve preventive measures.

Financing risks are mainly related to access to financial markets, interest rates, credit and liquidity.

Other uncertainties are related to the market environment, successful implementation of the Group's growth strategy, the integration of the acquired companies, and to the personnel and recruitment.

OTHER INFORMATION TO BE PROVIDED IN THE CORPORATE GOVERNANCE STATEMENT

Internal audit

The internal audit function is responsible for independent evaluation and assurance with the main purpose to support the CEO and the Audit Committee in fulfilling the internal control duties. The main purpose of internal audit is to provide objective and independent information, give improvement and development recommendations based on findings, and educate and train the management and employees on the control process and its enforcement. The principles of internal auditing are approved by the Board of Directors.

The purpose of the internal audit is to check,

confirm and assure the CEO, the Board and the management that the controls, risk management and governance are efficient and functional in the organisation. In addition, the internal audit function supports the management and organisation in the development of the internal controls environment and ensures the achievement of set targets. The audit methodology is based on risk assessment.

Delete Group's internal audit is organised and resourced internally. The internal audit function reports to the Audit Committee and acts under the CEO's supervision. The internal audit function reports its findings and development suggestions to the CEO, the Audit Committee and the management of the applicable business area.

Insider administration

Delete Group complies with the rules and guidelines issued by Nasdaq Helsinki Ltd, including its Guidelines for Insiders; the Market Abuse Regulation ((EU) No. 596/2014, MAR); the provisions of the Securities Market Act and the Criminal Code: as well as the rules and guidelines of the Financial Supervisory Authority and the European Securities and Markets Authority (ESMA). These are supplemented by the company's own Guidelines for Insiders, which are designed to provide clear instructions and rules for the management of insider issues, the disclosure of insider information, the maintenance of insider lists and the transactions of management and their closely related parties. The Guidelines for Insiders have been communicated to all employees of the company.

Delete Group is to disclose any insider information that directly concerns the company as soon as

possible. The company may delay the disclosure of insider information if all of the conditions stipulated by the applicable regulations for the delay of the disclosure of insider information are met. Delete Group is to maintain project-specific insider registers in circumstances stipulated by the applicable regulations.

The company's General Counsel is responsible for insider issues. The General Counsel is responsible for the implementation of the following tasks in the company, for example:

- internal communications regarding insider issues
- training in insider issues
- the preparation and maintenance of insider lists and their delivery to the Financial Supervisory Authority
- obtaining approvals from persons on the insider list
- supervision of insider issues
- monitoring regulatory changes concerning insider issues.

Delete Group's managers and their closely associated persons have an obligation to notify the Group and the Finnish Financial Supervisory Authority of their transactions conducted relating to Delete Group Oyj's shares or other financial instruments as of 19 April 2018 according to the provisions of the Market Abuse Regulation. The company publishes such information as a stock exchange release. The members of the Board of Directors, the CEO and the members of the Management Team are included as persons

having managerial responsibilities in the company (managers subject to the notification obligation).

The company maintains project insider lists of persons who have access to inside information. These lists and the information contained in the lists are not public. The insider lists and the information contained therein are available to the Financial Supervisory Authority.

Managers subject to the notification obligation and persons separately defined by the company cannot acquire or dispose of securities issued by the company, or any securities or derivatives entitling to said securities, during the 30 days prior to the publication of half year financial reports, interim reports and financial statements. These publication dates are announced annually in advance in a stock exchange release. In addition, those participating in projects involving insiders may not, during the project, trade in securities or derivatives issued by the company.

Auditors

The Annual General Meeting of Delete Group Oyj held on 8 April 2020 elected Authorised Public Accounting firm KPMG Oy Ab as the Auditor of the company. Teemu Suoniemi, Authorised Public Accountant, will act as the Principal Auditor.

Related party transactions

Related party transactions are described in the Notes to the consolidated financial statements. Fair market values are applied to related party transactions.

REMUNERATION STATEMENT 2020

Remuneration Policy

The purpose of the Remuneration Policy is to set objectives, procedures and governance principles for the management of remuneration. The Remuneration Policy aims to ensure that no individual is involved in the decision-making process related to their own remuneration and that there is an appropriate oversight over any compensation decision.

Decision-making procedure concerning remuneration

Remuneration of the Board Members and Board Committee Members

The General Meeting of Shareholders shall resolve upon the composition of the Board of Directors and the remuneration of the Board members and the committee members.

The remuneration of members of the Board and committees shall consist of annual fee. In addition, reasonable incurred direct expenses on required travelling and representation will be reimbursed.

Amnis Quartum Oy (beneficiary Martin Forss) has been paid a consultancy fee based on the consultancy agreement between Amnis Quartum Oy and Delete Finland Oy.

Remuneration of the CEO and other Executives

Delete Group's Remuneration Committee consisting of at least two (2) Board members shall prepare matters pertaining to the appointment and remuneration of the CEO and other executives as well as to the remuneration schemes of the personnel

and remuneration principles to be observed by the company. The members of the Committee are appointed for a one-year term by the Board of Directors annually in the first Board meeting after the General Meeting. The composition of the Committee can be changed at any time by a decision of the Board of Directors. The CEO or other executives of the company shall not be appointed to the Remuneration Committee.

Delete Group Oyj's Board of Directors shall resolve upon the appointment and remuneration of the CEO and other senior executives, based on the proposals prepared by the Remuneration Committee. The Board of Directors remains responsible for the duties assigned to the Remuneration Committee. The Remuneration Committee has no autonomous decision-making power, unless otherwise expressly stated in the Charter of the Remuneration Committee.

The duties of the Remuneration Committee include:

- preparation of matters pertaining to the appointment of the CEO and the other executives as well as the identification of their possible successors
- preparation of matters pertaining to the remuneration and other financial benefits of the CEO and other senior executives, including the salary raises of such executives
- matters pertaining to the remuneration schemes of the company and based on authorisation from the Board of Directors, the right to approve the incentive schemes and payment of incentives according to the schemes

- evaluation of the remuneration of the CEO and the other senior executives as well as ensuring that the remuneration schemes are appropriate
- planning of matters pertaining to the remuneration of other personnel and the development of the remuneration of other personnel and the organisation.

Remuneration of the Auditor

The General Meeting of Shareholders shall resolve upon the remuneration of the auditor. The Audit Committee monitors and evaluates the auditor's performance.

Remuneration principles

The remuneration of the CEO and the other executives are moderate. The remuneration aims at motivating the management to lead the company, improve performance and align the interest of the executives with those of the company and its shareholders. Remuneration is tied to the execution and implementation of Delete Group's strategy and it consists of an appropriate mix of fixed and variable compensation.

Remuneration of the CEO

The remuneration of the CEO consists of:

- fixed monthly base salary and benefits
- variable salary according to what is annually decided by the Board of Directors
- voluntary pension and statutory pension

 possible proceeds from the management share incentive scheme.

Remuneration of other senior executives

The members of the Management Team are considered to be the Group's senior executives. The remuneration consists of:

- fixed monthly base salary and benefits
- variable salary according to what is annually decided by the Board of Directors
- voluntary pension and statutory pension
- possible proceeds from the management share incentive scheme.

Share-based incentive schemes

On 29 August 2013, Delete Group launched a share-based incentive scheme for the management and key employees. The share-based incentive scheme aims at attracting, retaining and motivating the management and key employees to lead the company, improve performance and align the interest of the management and key employees with those of the company.

Pension

Delete follows the statutory state pension schemes in Finland and Sweden with the CEO and certain members of the Management Team receiving an additional supplementary pension benefit.

Remuneration report

Board of Directors

BoD member	1 Jan -31 Dec 2020
Martin Forss, annual fee	43,316 EUR
- other fees	50,040 EUR
Åsa Söderström Winberg	24,990 EUR
Ronnie Neva-aho	21,658 EUR
Christian Schmidt-Jacobsen	0 EUR
Total	140,004 EUR

CEO

Tommi Kajasoja	1 Jan-31 Dec 2020
Fixed and variable salary, including benefits	277,477 EUR
Supplementary pension	8,500 EUR
Total	285,977 EUR

Other members of the Management

Other executives total	1 Jan-31 Dec 2020
Fixed and variable salary, including benefits	805,088 EUR
Supplementary pension	10,725 EUR
Total	815,813 EUR



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