

ANNUAL GENERAL MEETING OF GOFORE 11 APRIL 2025

Time: 11 April 2025 at 1 p.m.

Place: Peltokatu 34, 33100 Tampere

Present: Shareholders were present at the meeting in person or represented by proxy, in accordance with the list of votes adopted at the meeting (Appendix 1).

In addition, all members of the Board of Directors, CEO Mikael Nylund, the company's principal responsible auditor, Authorised Public Accountant Antti Suominen, Attorney-at-Law Jari Gadd, General Counsel Kalle Mäki and technical personnel were present at the meeting.

1 OPENING OF THE MEETING

The Chairman of the Board of Directors Timur Kärki opened the meeting.

2 CALLING THE MEETING TO ORDER

Jari Gadd was elected as Chairman of the General Meeting, and he called Kalle Mäki to act as secretary.

The Chairman of the General Meeting explained the procedures for handling the matters on the agenda of the meeting.

It was noted that shareholders have had the opportunity to submit questions on the matters to be discussed at the meeting in accordance with Chapter 5, Section 25 of the Companies Act until 4 April 2025 in writing. It was further noted that shareholders had not submitted such questions to the company.

It was noted that shareholders have had the opportunity to vote in advance on items 7-20 on the agenda of the General Meeting. Proposals for resolution that had been subject to advance voting are deemed to have been presented at the General Meeting without any changes, as set out in the Companies Act. Custodian banks representing certain holders of nominee-registered shares had voted in advance on behalf of the shareholders they represent.

Due to advance votes, it was noted that if a vote count is not carried out under an item, the minutes shall record the number of opposing and abstaining votes for each item. It was further noted that to the extent the summary list included opposing votes that had been presented without any counterproposal under such agenda items where it is not possible to vote against

the proposal without presenting a counterproposal, such votes are not to be formally acknowledged as opposing votes and are not to be recorded under the relevant agenda items.

It was noted that unless something else was brought up under the relevant agenda item and the votes submitted in advance indicate otherwise, the attendees are deemed to have supported the proposals made to the General Meeting.

It was noted that the proposed procedures would be adhered to during the meeting and that opposing or abstaining votes would be recorded in the minutes under each agenda item concerned.

It was noted that the summary list of the advance votes provided by Euroclear Finland Oy was attached to the minutes ([Appendix 2](#)).

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Petteri Venola was elected to scrutinise the minutes and to supervise the counting of votes.

4 RECORDING OF THE LEGALITY OF THE MEETING

It was noted that the notice of the meeting, including the proposals for resolutions on the agenda of the General Meeting in their entirety, had been published as a stock exchange release on 19 March 2025 and had also been published on the company's website on the same day.

It was recorded that the documents that under the Companies Act have to be made available had been available on the company's website for at least three weeks before the meeting.

It was noted that the General Meeting had been convened in accordance with the articles of association and the Companies Act and that it constituted a quorum.

The notice of the General Meeting was attached to the minutes ([Appendix 3](#)).

5 RECORDING OF ATTENDEES AND CONFIRMATION OF THE VOTING LIST

It was noted that shareholders who have duly registered for the meeting before the expiration of the registration period and who have the right to attend the General Meeting under Chapter 5, Sections 6 and 6a of the Companies Act and who have either voted in advance before the expiry of the deadline for advance voting or attend the General Meeting at the meeting venue are recorded to have attended the meeting.

A list of attendees at the beginning of the meeting and a list of votes were presented, according to which 77 shareholders were represented in the meeting either in the form of advance voting, at the meeting venue in person or by legal representative or proxy. It was recorded that 10,414,971 shares and 10,414,971 votes were represented at the beginning of the meeting and approximately 66.16 % of all votes were represented at the General Meeting.

The list of attendees at the beginning of the meeting and the list of votes were confirmed and attached to the minutes ([Appendix 1](#)). It was noted that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR 2024, THE REPORT OF THE BOARD OF DIRECTORS, THE AUDITOR'S REPORT AND THE ASSURANCE REPORT ON SUSTAINABILITY REPORTING

The CEO gave a presentation on the company's financial year 2024 and presented the financial statements and the report of the Board of Directors for the financial year 2024.

The financial statements for the financial year 2024, consisting of the income statement, the balance sheet, the cash flow statement, the notes to the financial statements and the consolidated financial statements as well as the report by the Board of Directors were presented. It was recorded that the financial statements of the parent company had been prepared in accordance with Finnish accounting standards and that the consolidated financial statements had been prepared in accordance with international financial reporting standards (IFRS).

It was noted that the company's financial statements and the report of the Board of Directors, including the sustainability report, had been available on the company's website since 20 March 2025, in addition to which they were also available at the meeting venue. It was noted that the company had disclosed their information in accordance with the Finnish Securities Markets Act.

The financial statement documents were attached to the minutes ([Appendix 4](#)).

It was noted that the auditor's report and the assurance report on the sustainability statement of the company had been available on the company's website since 20 March 2025, in addition to which they were also available at the meeting venue. It was noted that the company had disclosed their information in accordance with the Finnish Securities Markets Act.

The company's principal responsible auditor and principal sustainability reporting auditor Antti Suominen, Authorised Public Accountant and Authorized Sustainability Auditor (KRT),

presented the auditor's report and the assurance report on sustainability reporting, which were attached to the minutes ([Appendix 5](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS, WHICH ALSO INCLUDES THE ADOPTION OF THE CONSOLIDATED FINANCIAL STATEMENTS

The General Meeting resolved to adopt the financial statements, including the consolidated financial statements, for the financial year 2024.

It was recorded that, with regard to this agenda item, the abstaining votes cast by shareholders who had voted in advance amounted to 952.

8 USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND DECISION ON DIVIDEND DISTRIBUTION

It was noted that the Board of Directors had proposed to the General Meeting that a dividend of EUR 0.48 per share is paid for the financial year 2024. According to the proposal, dividends shall be paid to shareholders who on the record date of the dividend payment 15 April 2025 are recorded in the shareholders' register held by Euroclear Finland Oy. No dividend will be paid on the own shares held by the company on the record date. According to the proposal, the dividend shall be paid on 24 April 2025.

The General Meeting resolved, in accordance with the proposal by the Board of Directors, that a dividend of EUR 0.48 per share is paid for the financial year 2024. The dividend shall be paid to the shareholder who is registered as a shareholder in the company's shareholder register maintained by Euroclear Finland Oy on the dividend payment record date of 15 April 2025. No dividend will be paid on the own shares held by the company on the record date. The dividends shall be paid on 24 April 2025. The undistributed part of the funds shall be retained in the company's equity fund.

9 DECISION ON THE DISCHARGE FROM LIABILITY FOR THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO

It was noted that the discharge from liability for the financial year 2024 concerned all persons who served as members of the Board of Directors and as the CEO Mikael Nylund for the financial year 2024.

The General Meeting resolved to discharge all the persons who served as members of the Board of Directors and the CEO from liability for the financial year 2024.

It was recorded that, with regard to this agenda item, the opposing votes cast by shareholders who had voted in advance amounted to 54 votes.

10 HANDLING OF THE REMUNERATION REPORT FOR THE GOVERNING BODIES

It was noted that the Board of Directors had proposed that the General Meeting approves the remuneration report for the governing bodies for 2024. The decision is advisory according to the Companies Act.

It was noted that the company's remuneration report had been available on the company's website since 20 March 2025, in addition to which it was published as a stock exchange release on 20 March 2025. The remuneration report was attached to the minutes ([Appendix 6](#)).

The remuneration report for the financial year 2024 was presented.

It was recorded that the remuneration report had been addressed.

The General Meeting decided to adopt the remuneration report. The resolution is advisory under the Companies Act.

It was recorded that, with regard to this agenda item, the opposing votes cast by shareholders who had voted in advance amounted to 1,955,948 votes and abstaining votes cast by the shareholders who had voted in advance amounted to 874,182 votes.

11 DECISION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that the chairperson of the Board be paid a remuneration of 6,000 euros per month and the members of the Board 3,000 euros per month.

Furthermore, the Shareholders' Nomination Board had proposed to the General Meeting that the members of the Board be paid meeting fees for each committee meeting as follows: the chairperson of the committee will receive 800 euros per meeting, and other committee members 400 euros per meeting. Additionally, all members will be reimbursed for travel expenses in accordance with the company's travel policy against receipt.

It was recorded that the proposed fees are the same as last year.

The General Meeting resolved to approve the proposal of the Shareholders' Nomination Board.

It was recorded that, with regard to this agenda item, the abstaining votes cast by the shareholders who had voted in advance amounted to 230 votes.

12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that according to the articles of association the company has a Board of Directors, which consists of no fewer than three (3) and no more than seven (7) members. Current number of Board members is six (6).

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the number of members of the Board of Directors be six (6).

The General Meeting resolved that the number of the members of the Board of Directors shall be six (6).

It was recorded that, with regard to this agenda item, the abstaining votes cast by the shareholders who had voted in advance amounted to 230 votes.

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that, for the term ending at the conclusion of the Annual General Meeting of 2026, the current members of the Board of Directors Mammu Kaario, Piia-Noora Kauppi, Antti Koskelin, Timur Kärki, Matti Saastamoinen and Sami Somero shall be re-elected as members of the Board of Directors. All nominees had given their consent to serve. The Shareholders' Nomination Board had proposed that the Board be elected as a single entity.

It was recorded that all nominees are independent of the company and its significant shareholders, except for Timur Kärki, who is dependent of the company and its significant shareholders, and for Matti Saastamoinen, who is dependent of the company. Kärki is the largest shareholder of the company and acted as an advisor of the company under a service contract until 2023. Saastamoinen is an employee of the company.

The General Meeting resolved to elect the persons proposed by the Shareholders' Nomination Board as members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting 2026.

It was noted that, with regard to this agenda item, the opposing votes cast by shareholders who had voted in advance amounted to 752,732 votes and that no counterproposal was presented for this agenda item.

14 DECISION ON THE AUDITOR'S FEE

It was noted that the Board of Directors had proposed to the General Meeting that the remuneration of the auditor to be elected be paid against the auditor's invoice approved by the company.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the auditor to be elected will be paid against an invoice approved by the company.

It was recorded that, with regard to this agenda item, the abstaining votes cast by the shareholders who had voted in advance amounted to 230 votes.

15 ELECTION OF THE AUDITOR

It was noted that according to the articles of association the company shall have an auditor, who shall be an auditing firm approved by the Patent and Registration Office. During the previous financial year, Ernst & Young Oy has acted as the auditor of the company, with the company's principal responsible auditor having been Antti Suominen, Authorised Public Accountant.

It was noted that the Board of Directors had proposed to the General Meeting that Ernst & Young Oy, an authorised audit firm, be elected as the company's auditor for the term of office expiring at the end of the next Annual General Meeting.

Ernst & Young Oy had stated that Antti Suominen, Authorised Public Accountant, would serve as the company's principal responsible auditor.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that Ernst & Young Oy, an authorised audit firm, be elected as the company's auditor for the term of office expiring at the end of the next Annual General Meeting. It was recorded that Ernst & Young Oy has stated that Antti Suominen, Authorised Public Accountant, would serve as the company's principal responsible auditor.

It was recorded that, with regard to this agenda item, the abstaining votes cast by the shareholders who had voted in advance amounted to 230 votes.

16 DECISION ON THE FEE OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER

It was noted that the Board of Directors had proposed that the sustainability reporting assurer to be elected is reimbursed as per their invoice approved by the company.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that the sustainability reporting assurer to be elected is reimbursed as per their invoice approved by the company.

17 ELECTION OF THE SUSTAINABILITY REPORTING ASSURANCE PROVIDER

It was noted that the Board of Directors had proposed to the General Meeting that that Ernst & Young Oy, Authorized Sustainability Audit Firm, be elected as the company's sustainability reporting assurer for the term ending upon the conclusion of the next Annual General Meeting.

Ernst & Young Oy had informed the company that Antti Suominen, Authorized Sustainability Auditor (KRT), would serve as the principal sustainability reporting auditor.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that Ernst & Young Oy, Authorized Sustainability Audit Firm, be elected as the company's sustainability reporting assurer for the term ending upon the conclusion of the next Annual General Meeting. It was recorded that Ernst & Young Oy has informed the company that Antti Suominen, Authorized Sustainability Auditor (KRT), would serve as the principal sustainability reporting auditor.

It was recorded that, with regard to this agenda item, the abstaining votes cast by shareholders who had voted in advance amounted to 1,182 votes.

18 AUTHORISATION OF THE BOARD TO DECIDE ON THE ACQUISITION AND/OR PLEDGE OF OWN SHARES

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting authorises the Board of Directors to decide upon the acquisition of a maximum of 1,570,326 of the company's own shares and/or accepting the same number of the company's own shares as a pledge, in one or several tranches, by using the company's unrestricted equity. The maximum total of shares that will be acquired and/or accepted as a pledge corresponds to approximately 10% of all shares in the company as of the date of the notice to the General Meeting. However, the company cannot, together with its subsidiaries, own or accept as a pledge altogether more than 10% of its own shares at any point in time.

The shares will be acquired otherwise than in proportion to the holdings of the shareholders via public trading arranged by Nasdaq Helsinki Ltd at the market price that applies on the date of the acquisition or otherwise at a price formed on the market. Shares can be acquired and/or accepted as a pledge e.g. in order to execute a transaction or implement share-based incentive schemes or for other purposes as decided by the Board of Directors or otherwise for the purposes of further assignment, retention or cancellation. The Board of Directors is authorised to decide on all other terms and conditions that will apply to the acquisition and/or acceptance as a pledge of the company's own shares.

It was noted that the Board of Directors had proposed to the General Meeting that the authorisation cancels the authorisation given by the Annual General Meeting on 4 April 2024 to resolve on the repurchase of the company's own shares and/or accepting them as a pledge.

It was noted that the Board of Directors had proposed to the General Meeting that the authorisation is valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2026.

The General Meeting authorised the Board of Directors to decide upon the acquisition of the company's own shares and/or accepting the same number of the company's own shares as a pledge, in accordance with the proposal of the Board of Directors.

It was recorded that, with regard to this agenda item, the opposing votes cast by shareholders who had voted in advance amounted to 2,168 votes.

19 AUTHORISATION OF THE BOARD TO DECIDE ON SHARE ISSUES AND THE GRANTING OF OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting authorises the Board of Directors to decide on a share issue and the granting of options and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act, in one or more tranches and either for consideration or free of charge.

The number of shares to be issued under the authorisation, including the shares received on the basis of the option rights and other special rights, may not exceed a total maximum of 2,355,489 shares, which corresponds to approximately 15% of all the shares in the company as of the date of the notice to the General Meeting. The Board of Directors may decide to either issue new shares or transfer the company's own shares held by the company.

The authorisation entitles the Board of Directors to decide on all terms and conditions that will apply to the share issue and to the issuance of option rights or other special rights entitling to shares, including the right to derogate from the shareholders' pre-emptive right. The shares can be used as consideration in transactions, as part of the company's incentive schemes or for other purposes as decided by the Board of Directors.

The Board of Directors proposed that the authorisation remain in force until the end of the next Annual General Meeting, however not for longer than until 30 June 2026. The authorisation will cancel any existing, unused authorisations to decide on a share issue and the issuance of option rights or other special rights entitling to shares.

The General Meeting decided to authorise the Board of Directors to decide on a share issue and an issuance of option rights and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act in accordance with the proposal of the Board of Directors.

It was recorded that, with regard to this agenda item, the opposing votes cast by shareholders who had voted in advance amounted to 1,174,501 votes.

20 AUTHORISATION OF THE BOARD TO DECIDE ON DONATIONS TO GOFORE IMPACT FOUNDATION

It was noted that the Board of Directors had proposed to the General Meeting that the Board of Directors be authorised to decide on one or several donations to Gofore Impact foundation for a charitable or similar purpose up to a maximum amount of EUR 250,000.

The Gofore Impact Foundation has been established to promote the digital transformation of society. The primary purpose of the foundation is to support the positive effects of digitalisation, such as the development of democracy and equality, to mitigate social tensions and side effects related to digital transformation, and to reduce digital inequality and exclusion. The foundation also aims to influence the diversity of digital transformation actors and the overall vitality of the sector.

At the same time, it was proposed that the Board of Directors be authorised to decide on the timing of the above-mentioned donation as well as on the other terms of the donation. The authorisation would be valid until the end of the next Annual General Meeting.

The General Meeting decided to authorise the Board of Directors to decide on one or several donations to Gofore Impact foundation in accordance with the proposal of the Board of Directors.

It was recorded that, with regard to this agenda item, the abstaining votes cast by shareholders who had voted in advance amounted to 1,210,730 votes.

21 CLOSING OF THE MEETING

It was recorded that all decisions of the General Meeting were made unanimously among shareholders present unless otherwise indicated in the minutes.

The chair noted that the items on the agenda had been attended to and that the minutes of the meeting will be available on the company's website as of 25 April 2025 at the latest.

The Chairman closed the meeting at 2.19 p.m.

Chair of the General Meeting

Name: [See original minutes for signatures]
Jari Gadd

In Fidem

Name: [See original minutes for signatures]
Kalle Mäki

Minutes scrutinised and approved by

Name: [See original minutes for signatures]
Petteri Venola

APPENDICES

Appendix 1	Attendance status and list of votes
Appendix 2	Summary list of the voting instructions and the advance votes
Appendix 3	Notice to Annual General Meeting
Appendix 4	Financial Statements
Appendix 5	Auditor's report and the assurance report on sustainability statement
Appendix 6	The remuneration report