LISTING PARTICULARS **19 March 2021**

Gofore Plc

Listing on the Official List of Nasdaq Helsinki Ltd

As at the date of these listing particulars ("**Listing Particulars**"), the shares in Gofore Plc (the "**Company**" or "**Gofore**") are subject to trading under the trading code "GOFORE" on the multilateral First North Growth Market Finland marketplace (the "**First North marketplace**") operated by Nasdaq Helsinki Ltd ("the **Helsinki Stock Exchange**"). The Company has submitted an application to list all of the shares in the Company (the "**Shares**") on the official list of the Helsinki Stock Exchange under the trading code "GOFORE" (the "**Listing**"). Trading in the Shares is expected to commence on the official list of the Helsinki Stock Exchange on or about 23 March 2021.

The Company has prepared the Listing Particulars to enable the listing of the Shares on the official list of the Helsinki Stock Exchange. No Shares will be issued or sold in connection with the Listing. The Finnish Financial Supervisory Authority has approved the Finnish Prospectus, but is not responsible for the validity of the information contained therein. An investment in the Shares involves risks. Prospective investors should read the Listing Particulars in their entirety and, in particular, the "*Risk Factors*" section.

The distribution of these Listing Particulars may be restricted in certain jurisdictions. The Listing Particulars may not be distributed into the United States, Canada, New Zealand, Australia, Japan, Hong Kong, Singapore or South Africa. The Shares are not offered or sold, directly or indirectly, in or into the United States, and the Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state of the United States and accordingly, may not be offered or sold, directly or indirectly, in or into the United States except in transactions exempt from registration under the U.S. Securities Act and in compliance with any applicable securities laws of any state of the United States. The Listing Particulars do not constitute an offer or a solicitation of an offer to purchase or subscribe for the Shares in any jurisdiction where an offer or a solicitation of an offer would be illegal. The Company and Danske Bank A/S, Finland branch ("**Financial Advisor**"), and their representatives shall not be liable in any way for any breach of these restrictions, whether or not such restrictions are known to those considering investing in the Shares.

Financial Advisor

Danske Bank

IMPORTANT INFORMATION

In connection with the Listing, the Company has prepared a Finnish language prospectus (the "**Finnish Prospectus**") in accordance with the Finnish Securities Market Act (746/2012, as amended) (the "**Finnish Securities Market Act**"), Regulation (EU) 2017/1129 of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), Commission Delegated Regulation (EU) 2019/980 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004, Commission Delegated Regulation (EU) 2019/979 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council with regard to regulatory technical standards on key financial information in the summary on a prospectus, the publication and classification of prospectuses, advertisements for securities, supplements to a prospectus and a notification portal, and repealing Commission Delegated Regulation (EU) No 382/2014 and Commission Delegated Regulation (EU) 2016/301, as well as the regulations and guidelines issued by the Finnish Financial Supervisory Authority ("**FIN-FSA**"). These Listing Particulars also contain a summary in the format required by Article 7 of the Prospectus Regulation. The Finnish Prospectus has been approved by the FIN-FSA, which is the competent authority under the Prospectus Regulation. The FIN-FSA only approves the Finnish Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of these Listing Particulars. The record number of the FIN-FSA's approval decision concerning the Finnish Prospectus is FIVA 19/02.05.04/2021. These Listing Particulars are a translation of the Finnish Prospectus and contains the same information as the Finnish Prospectus. The Listing Particulars have not been approved by the FIN-FSA. In the event of any discrepancies between the Finnish Prospectus and the Listing Particulars, the Finnish Prospectus shall prevail.

The Finnish Prospectus is valid until the Shares in the Company are admitted to trading on the official list of the Helsinki Stock Exchange, which is expected to occur on 23 March 2021. If a significant new factor, material mistake or material inaccuracy relating to the information included in the Finnish Prospectus arises, the obligation to supplement the Finnish Prospectus under the Prospectus Regulation will not be applied after the Finnish Prospectus has expired.

In the Listing Particulars, any reference to "**Gofore**" and the "**Company**" or the "**Group**" means Gofore Plc and its subsidiaries collectively, except where it is clear from the context that the term refers only to Gofore Plc, its subsidiary or business operations, or to some of these collectively, as the case may be. References to the shares or share capital of the Company or to the administration of the Company, respectively, shall refer to the shares, share capital or administration of Gofore Plc.

The Financial Advisor does not accept, directly or indirectly, any responsibility for the accuracy, completeness or validity of the information presented in these Listing Particulars, and nothing in these Listing Particulars should be relied upon as a promise or statement by the Financial Advisor in this regard regardless of whether it concerns the future or the past.

The Financial Advisor acts exclusively on behalf of the Company in connection with this Listing. The Financial Advisor will not regard any other person (whether or not recipient of the Listing Particulars) as its client in connection with the Listing. The Financial Advisor will not be responsible to anyone other than the Company for giving advice in relation to the Listing or for any other transaction or arrangement referred to herein. The Financial Advisor assumes no responsibility, directly or indirectly, for the contents of the Listing Particulars or any statements or assumptions that have been made or have been purported to have been made based on the Listing Particulars or in relation to the Company or the Listing. The Financial Advisor disclaims any and all liability, whether arising in tort, contract or otherwise (with the exception of liability arising under mandatory legislation if the exclusion of liability would be illegal, invalid or unenforceable) which it could otherwise be deemed to have in respect of the Listing Particulars or any such statement or assumption.

The Company has prepared these Listing Particulars solely to enable the listing of the Shares on the official list of the Helsinki Stock Exchange. There is no lead manager in the Listing. Nothing contained in these Listing Particulars shall constitute a promise or a representation by the Company or the Financial Advisor regarding the future and these Listing Particulars should not be considered as such a promise or representation. In making an investment decision, prospective investors are advised to acquaint themselves with the information given in the Listing Particulars and to rely on their own examinations of the Company and the Listing as well as the benefits and risks of an investment decision. Investors are advised to consult their own advisers, as they consider it necessary, before purchasing Shares. No person has been authorized to provide any information or to give any statements other than those contained in these Listing Particulars in connection with the Listing. If such information is provided or such statements are given, they should not be considered to have been approved by the Company or the Financial Advisor. The distribution of these Listing Particulars does not mean, under any circumstances, that the information contained in these Listing Particulars is accurate in the future or that there has been no change in the Company's business after the date of these Listing Particulars. The Company will correct and supplement information given in the Finnish Prospectus as required pursuant to the Prospectus Regulation.

The Shares may not be offered or sold, directly or indirectly, in or into, and these Listing Particulars or any other material related to the Shares or advertisements may not be distributed or published in any jurisdiction where this would be illegal or require actions in accordance with laws other than those of Finland. As a result, investors outside of Finland may not be permitted to accept these Listing Particulars or to purchase the Shares. It is not the responsibility of the Company or the Financial Advisor to acquire appropriate information regarding the above restrictions or to comply with the above restrictions. These Listing Particulars does not constitute an offer or a solicitation of an offer to purchase or subscribe for Shares in any jurisdiction. The Company and the Financial Advisor and their respective representatives accept no legal responsibility for violations of such restrictions, regardless of whether or not such restrictions are known to those considering investments in the Shares.

The Listing is governed by Finnish law. Any disputes arising in connection with the Listing will be settled by a court of competent jurisdiction in Finland.

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SUMMARY

Introduction and Warnings

*This summary contains all information required by the regulation to be included in a summary. This summary should be read as an introduction to these Listing Particulars ("**Listing Particulars**"). Any decision to invest in the shares ("**Shares**") of the Gofore Plc ("**Gofore**" or the "**Company**") should be based on consideration of these Listing Particulars as a whole by the investor.*

An investor investing in the securities could lose all or part of the invested capital. Where a claim relating to the information contained in the Listing Particulars is brought before a court, the plaintiff investor might, under applicable law, have to bear the costs of translating the Listing Particulars before legal proceedings are initiated. The Company assumes civil liability for this summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of these Listing Particulars, or where it does not provide, when read together with the other parts of these Listing Particulars, key information in order to aid investors when considering whether to invest in the Shares.

The identity and contact details of the Issuer are:

Company	Gofore Plc
Business identity code	1710128-9
Legal entity identifier (LEI)	743700JIW1LAUZDH9012
ISIN code for the Shares	FI4000283130
Domicile	Tampere, Finland
Registered address	Kalevantie 2, FI-33100 Tampere, Finland

The FIN-FSA has, in its capacity as competent authority under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "Prospectus Regulation"), approved the Finnish language prospectus (the "**Finnish Prospectus**") on 19 March 2021. The FIN-FSA only approves the Finnish Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the issuer that is the subject of this Prospectus. The record number of the FIN-FSA's approval of the Finnish Prospectus is FIVA 19/02.05.04/2021. The FIN-FSA's address is P.O. Box 103, FI-00101 Helsinki, Finland, its telephone number is +358 9 183 5339 and its email address is kirjaamo@finanssivalvonta.fi.

Key Information on the Issuer

Who is the issuer of the securities?

The official name of the issuer is Gofore Plc and it's domiciled in Tampere, Finland. The Company is registered in the trade register maintained by the Finnish Patent and Registration Office (the "**Finnish Trade Register**") under the business identity code 1710128-9 and LEI identifier 743700JIW1LAUZDH9012. The Company is a public limited liability company incorporated in Finland and operating under Finnish law.

Issuer's principal activities

Gofore is an internationally operating digital transformation consultancy. The Company provides its services to private and public sector operators primarily in Finland and also abroad. The services provided by the Company may be divided into digital transformation advisory services, service design, development of digital services, as well as digital quality assurance. The Company develops its expertise and service offering continuously in order to attain digital transformation projects of all sizes, and to be able to serve its customers at every stage of the digital transformation. The Company's vision is to be a growing and profitable, responsible and impactful, international, evolving and renewing company which offers exceptional customer and employee experience.

Major shareholders

According to the list of shareholders maintained by Euroclear Finland, updated on 16 March 2021, the Company has 5,643 shareholders. The largest shareholders in the Company are presented in the following table:

Shareholder	Number of Shares	Proportion of all Shares and votes in the Company %
Timur Juhana Kärki	1,875,000	13.36
Mika Varjus	1,770,000	12.61
Mika Petteri Venola	1,770,000	12.61
Jani Markus Lammi	1,560,000	11.11
Ilmarinen Mutual Pension Insurance Company	786,614	5.60
Evli Finnish Small Cap Fund	626,839	4.47
Mika Juhani Karjalainen	597,578	4.26
Varma Mutual Pension Insurance Company	517,952	3.69
Mikael Nylund	245,438	1.75
Juha Jaakko Virtanen	243,696	1.74
Other Shareholders	4,043,810	28.80
Total	**14,036,927**	**100**

No shareholder of the Company has control over the Company as referred in Chapter 2, Section 4 of the Finnish Securities Market Act (746/2012, as amended) (the "**Finnish Securities Market Act**").

Board of Directors, the Management Team and the auditors

At the date of these Listing Particulars, the members of the Board of Directors of the Company are Timur Kärki (Chairman), Stefan Baggström, Juha Eteläniemi, Mammu Kaario and Sami Somero.

The members of the Management Team as at the date of these Listing Particulars are presented in the following table:

Name	Year of Birth	Nationality	Position	Member since	In the Company's service since
Mikael Nylund	1975	Finland	CEO	2010	2010
Sanna Hildén	1974	Finland	Director, People Operations	2021	2019
Elja Kirjavainen	1974	Finland	Director, Digital Transformation	2020	2017
Aki-Tapani Koikkalainen	1982	Finland	Director, Digital Services Development	2019	2018
Kalle Mäki	1984	Finland	General Counsel	2021	2018
Miika-Markus Nurminen	1969	Finland	Director, Digital Quality Assurance	2021	2020
Petra Sievinen	1969	Finland	Director, Marketing & Communications	2019	2018
Teppo Talvinko	1966	Finland	CFO	2020	2020
Terhi Vesanen	1960	Finland	Director, Growth Platform and Digitalisation	2019	2015
Juha Virtanen	1977	Finland	Director, Sales and Customer Value	2010	2007

KPMG Oy Ab acts as the Company's auditor with Lotta Nurminen, Authorised Public Accountant, as the auditor with principal responsibility. Lotta Nurminen is registered in the register of auditors referred to in Chapter 6, Section 9 of the Auditing Act (1141/2015, as amended).

What is the key financial information regarding the issuer?

A summary of the consolidated statement of comprehensive income, balance sheet and statements of cash flows from the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018 is presented in the following tables. The Audited Consolidated Financial Statements for the financial period ended on 31 December 2020 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("**IFRS**"). The Audited Consolidated Financial Statements for the financial period ended 31 December 2020 contain the unaudited comparison information prepared in accordance with the IFRS for the financial period ended 31 December 2019. The Company's audited consolidated financial statements for the financial periods ended 31 December 2019 and 31 December 2018 were prepared in accordance with the Finnish Accounting Standards ("**FAS**"). The following tables are prepared in accordance with the IFRS income statement and balance sheet templates, due to which the presented FAS figures have been rearranged. The following table sets forth the Company's key figures during stated dates.

Information of the income statement

	1 January–31 December			
(EUR thousand unless otherwise indicated)	**2020**	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(audited unless otherwise specified)	**(unaudited)**	**(audited unless otherwise specified)**	
Revenue (net sales)	77,953	64,066	64,066	50,581
Operating profit (EBIT)	8,750	6,620	6,116	6,095
Operating profit (EBIT) margin -%	11.2(1	10.3	9.5(1	12.0(1
Profit for the period	6,903	5,096	4,445	4,732
Earnings per share, EPS (diluted)(2	0.49	0.37	-	-

1) Unaudited

2) Diluted earnings per share (EPS) are presented only in the financial information prepared in accordance with IFRS, as its calculation is based on IFRS.

Balance sheet information

	31 December			
(EUR thousand unless otherwise indicated)	**2020**	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(audited unless otherwise specified)	**(unaudited)**	**(audited unless otherwise specified)**	
Total assets	78,363	57,524	50,432	34,524
Total equity	36,082	32,432	31,451	22,006
Total liabilities	42,282	25,092	18,980	12,518
Net gearing (%)	-15.4(1	-31.9	-51.0(1	-51.2(1

1) Unaudited

Information of the cash flows statement

	1 January–31 December			
	2020	**2019**	**2019**	**2018**
(EUR thousand)	**(IFRS)**	**(IFRS)**	**(FAS)**	**(FAS)**
	(audited)	**(unaudited)**	**(audited)**	
Net cash flow from operating activities	8,955	12,263	10,646	7,840
Net cash flow from investing activities	-7,095	-4,301	-4,207	-2,025
Net cash flow from financing activities	-1,823	-2,028	-3	-3,048
Net change in cash and cash equivalents	36	5,934	6,436	2,767

Unaudited Pro Forma Financial Information

The following unaudited pro forma information has been presented to illustrate the consolidated result of operations, giving effect to the acquisition of Qentinel Finland Oy by Gofore Plc in 2020 as if it had been consolidated as from 1 January 2020. This unaudited pro forma information is presented only to illustrate the impacts of the acquisition. Because of its nature it addresses a hypothetical situation and therefore, do not represent Gofore's actual results of operations. The unaudited pro forma information does not purport to represent Gofore's results of operations for any future period, nor does it reflect the effect of estimated synergies and efficiencies associated with the acquisition.

The key performance measures for the unaudited pro forma income statement for the financial period ended 31 December 2020 are presented in the following table:

	1 January – 31 December 2020
	(unaudited)
Pro forma revenue, EUR thousand	87,934
Pro forma operating profit (EBIT) before amortisation on identified intangible assets (Pro forma EBITA), EUR thousand	10,119
Pro forma EBITA, %	11.5
Pro forma EBIT, EUR thousand	9,467
Pro forma EBIT, %	10.8

What are the key risks that are specific to the issuer?

- The COVID-19 pandemic has had and it is expected to continue to have an adverse effect on the development of the economy in Finland and worldwide, as well as on the operating environment of the Company;
- Negative societal and political developments, along with the uncertainty relating to the economy in Finland and worldwide may have an adverse effect on the Company's business and the demand for its services;
- Potential changes in the IT development of the Finnish public sector and cuts in the budgets of IT projects may have an adverse effect on the business, operating results and financial standing of the Company;
- Stiffening competition in the Company's business segments may have an adverse effect on the profitability of the Company and may entail a decrease in its market share;
- The Company may fail in any changes to be implemented in its organisation and operating culture related to the growth and development of its business;
- The Company may fail in attaining the financial targets set forth in its strategy as well as in internationalisation and execution of corporate acquisitions;
- The Company's reputation and the perceptions associated with the Company comprise valuable competitive advantages in the Company's line of business, and if the Company fails in managing its reputation, this may have an adverse effect on the business, operating results and financial standing of the Company;
- The Company may not necessarily succeed in recruiting and retaining key personnel and professional staff;
- An increase in labour-related costs may have a negative effect on the Company's overall costs and profitability;

- Data security breaches targeted at the IT systems and telecommunications connections of the Company and its customers, or other data security breaches, may impair the Company's business; and

- Risks associated with the terms and conditions of customer agreements, fulfilment of the obligations under the agreements and agreement interpretation may result in compensatory or other liabilities or contesting.

Key Information on the Securities

What are the main features of the securities?

As at the date of these Listing Particulars, the share capital of the Company was EUR 80,000. As at the date of the Listing Particulars, the Company has issued 14,036,927 fully paid up Shares. The shares do not have nominal value. The Company has one class of shares and the ISIN code for the shares is FI4000283130.

Each Share entitles its holder to one vote at the General Meeting of Shareholders of the Company and carries equal rights to dividends and other distributions by the Company including distribution in connection with the dissolution of the Company. The Shares are not subject to any voting or trading restrictions.

The rights carried by the Shares are determined by the Finnish Limited Liability Companies Act (624/2006, as amended) (the "**Companies Act**") and other applicable laws in Finland. the rights carried by the Shares include, among other, the precedent right to subscribe new Shares in Company, the right to attend and vote at the General Meetings of the Shareholders, right to dividends and other distribution of equity capital and other rights under the Companies Act.

On 22 August 2017, the Company's Board of Directors adopted a dividend policy. The Company aims to distribute no less than 40 per cent of its net profit as dividends annually. However, the dividend payment and the amount of same are impacted at least by the following factors: the Company's financial results and standing, future growth investments, cash flow from operations, the amount of net debt and the need for debt servicing and other factors considered relevant by the Board of Directors. The dividend policy is valid until further notice.

Where will the securities be traded?

The Shares in the Company are subject to trading on the First North Growth Market Finland marketplace operated by Nasdaq Helsinki Ltd ("**Helsinki Stock Exchange**"). The Company has submitted an application to the Helsinki Stock Exchange to list all of the Shares in the Company on the official list of the Helsinki Stock Exchange (the "**Listing**"). Trading in the Shares is expected to commence on the official list of the Helsinki Stock Exchange on or about 23 March 2021. The trading code and the ISIN code will remain the same as before after the Listing, being "GOFORE" and "FI4000283130".

What are the key risks that are specific to the securities?

- The Company may fail carrying out the functions required of a listed company;

- The price of the Shares may fluctuate, active and liquid markets may not develop and potential investors may lose a substantial portion of their investment;

- The actualisation of the listing of the Company to the official list cannot be guaranteed; and

- The concentration of the ownership in the Company may affect the market price and the liquidity of the Shares, the largest shareholders in the Company may have significant impact on the management of the Company and the interests of the largest shareholders may differ from the interests of the minority shareholders.

Key information on the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

No Shares are issued or sold in connection with the Listing. The Company has submitted an application to the Helsinki Stock Exchange to list all of the Shares in the Company on the official list of the Helsinki Stock Exchange. Trading in the Shares is expected to commence on the official list on or about 23 March 2021.

The Company estimates that the payments, fees and estimated costs incurred to the Company in connection with the Listing will amount to approximately EUR 0.6 million in total. The Company will not charge the expenses of the Listing from the shareholders or potential investors.

Why is this prospectus being produced?

These Listing Particulars have been prepared in order to list the Shares in Gofore Plc to the official list of Helsinki Stock Exchange.

The purpose of the contemplated Listing is to increase Gofore's brand awareness and improve liquidity as well as to reach a more extensive owner base. No Shares will be issued or sold in connection with the Listing and the Company does not gain any proceeds from the Listing.

RISK FACTORS

Potential investors should carefully review the following risk factors, in addition to all other information contained in these Listing Particulars.

The materialisation of any of the risk factors described below could have an adverse effect on the business, operating results and/or financial standing of the Company or the Group and/or on value of the Shares. Should these risks result in the decline of the market price of the Shares, investors who have invested in the Shares could lose part or all of their investment. The risk factor description is based on factors known to and estimated by the Company's Board of Directors and management on the date of the Listing Particulars, owing to which the description may not be exhaustive.

The risks and uncertainty factors described below are not the only factors affecting the operations of the Company. Other matters and uncertainty factors currently unknown or not considered material, may have a material adverse effect on the business, operating results and/or financial standing of the Company as well as on the value of the Shares.

The risks presented in these Listing Particulars have been divided into eight categories based on their nature. These categories are:

- *Risks associated with the industry and the operating environment of the Company;*
- *Risks associated with the business of the Company;*
- *Risks associated with IT systems;*
- *Risks associated with the personnel and subcontractors;*
- *Legal and legislative risks;*
- *Tax risks;*
- *Financial risks and economic risks; and*
- *Risks associated with the Listing, Shares and trading on the Helsinki Stock Exchange*

Within each category, the risk factor estimated to be the most material on the basis of an overall assessment of the criteria set out in the Prospectus Regulation is presented first. However, the order in which the risk factors are presented after the first risk factor in each category does not purport to reflect either the relative probability or the potential impact of their materialisation. The presentation order of the categories does not represent any evaluation of the materiality of the risk factors within that category when compared to risk factors in another category.

Risks Associated with the Industry and Operating Environment of the Company

The COVID-19 pandemic has had and it is expected to continue to have an adverse effect on the development of the economy in Finland and worldwide, as well as on the operating environment of the Company

The spread of the COVID-19 pandemic has resulted in numerous authority-imposed restrictions and other precautions in the Company's primary market area, Finland, and elsewhere in the world in an effort to restrain the spread of the coronavirus. These actions have entailed a significant deterioration in the domestic and global economy, as well as rendered future prospects uncertain. The effect of the COVID-19 pandemic and the restrictions aiming at restraining the COVID-19 pandemic on the operations of companies has varied considerably across industries.

The COVID-19 pandemic and the persistence thereof has brought uncertainty into the operating environment of the Company and the market prospects for IT services. The COVID-19 pandemic has affected the Company's customers and, thereby, also the Company's own business operations in the form of a delay in certain projects, deceleration of new customer acquisition as well as, in an individual case, the discontinuation of an agreed project. In the public sector customer segment that is vital for the Company, the immediate effects of the pandemic have thus far been less pronounced, but the pandemic has had a more substantial immediate effect on private sector customers. Owing to the deterioration of the economic situation, the Company's customers have already delayed and may continue to delay or entirely reduce their development investments, for which reason the demand for the Company's services among these customers may decline. In the near future, this may also be reflected in the public sector customers, in case the economic challenges caused by the COVID-19 pandemic reduce the willingness of the public sector to invest in digital projects. A decline in the demand may also have an unfavourable effect on the development of customer prices from the perspective of the Company. A decline in the demand and the unfavourable development of customer prices would have a negative effect on the growth and profitability of the Company.

Like other organisations, the Company has also been compelled to adapt its mode of operation in an effort to mitigate the effects of the pandemic on the business of the Company, *inter alia*, by shifting to a diversified remote working model. If the coronavirus crisis lingers, the Company may be compelled to further re-evaluate its operating methods. If the spread of the COVID-19 pandemic and the restrictions entailed by it continue, this may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

Negative societal and political developments, along with the uncertainty relating to the economy in Finland and worldwide may have an adverse effect on the Company's business and the demand for its services

The global and domestic political conditions affect the Company's operating environment. Unfavourable political developments or an unstable political environment may cause economic uncertainty in Finland, Europe or beyond, which, in turn, may complicate the accurate anticipation and planning of the future business of the Company. Changes relating to the political environment in Finland have previously aggravated the development of the business directed at the public sector customer base, which is vital for the Company. For instance, in 2019, several of the projects related to the social and healthcare reform SOTE that the Company had been working on either ended prematurely, or did not continue as anticipated after the revocation of the SOTE reform that the government led by Prime Minister Sipilä had been preparing. Also, in the first half of 2019, less projects were launched among the Company's public sector customer base than usual, which the Company's management estimates is caused by changes in the political environment prior to the end of the parliamentary session. Economic predictability is also hampered by the recent geopolitical tensions, for instance, in Eastern Asia, the Ukraine and Middle East, as well as political shifts, such as the withdrawal of Great Britain from the EU. There is no certainty that the political shifts and tensions could not also in the future have an adverse effect on the Company's business, as a result of a decline in the demand for the services it provides.

The Company's targeted business growth is dependent on the favourable development of the general market conditions and the economy in the Company's primary market areas. During an economic downturn, the demand for the services provided by the Company may decline considerably, because the customers' willingness to invest in digital transformation is partially contingent upon the development of the economy. Poor economic development may have a negative impact on the Company's objective of increasing the proportion of large private sector customers in its customer base. Albeit in the long term, shocks to the global economy, such as the COVID-19 pandemic, may accelerate digitalisation and the demand for digital services, in the short term, an economic downturn and insecurity may have an adverse effect on the net sales and profitability of the Company. The IT service market and/or the proportion of the Company's target market, *i.e.* new digital services, of the IT service market may also grow slower than anticipated, growth may not occur at all, or the market may decrease as a result of changes in the public policy being practiced or due to an economic downturn. A more modest than expected growth in the target market, halted growth or a decrease in the market may have an adverse effect on the implementation of the Company's growth strategy and the attainment of the set financial targets.

Negative economic, societal and political developments may have a material adverse effect on the business, operating results and/or financial standing of the Company as well as on the value of the Shares.

Potential changes in the IT development of the Finnish public sector and cuts in the budgets of IT projects may have an adverse effect on the business, operating results and financial standing of the Company

A considerable portion of the Company's net sales is generated by the Finnish public sector IT projects and the management of such projects. In 2020, approximately 74.2 per cent of Gofore's net sales originated from public sector customers. For instance, poor economic conditions in Finland may result in political decisions in Finland that from the Company's perspective are negative when it comes to targeting public funds and project emphasis. The budgets for the public sector IT development and IT projects may be curbed substantially and contemplated public sector IT projects may be modified, postponed or cancelled, which may decrease the demand for the Company's services.

Since public sector IT projects comprise a notable portion of the Company's business, potential cuts in the budgets of Finland's public sector IT projects, as well as any modifications, postponements and cancellations of projects, may have a material adverse effect on the business, operating results and/or financial standing of the Company as well as on the value of the Shares.

Risks Associated with the Business of the Company

The Company may fail in attaining the financial targets set forth in its strategy as well as in internationalisation and execution of corporate acquisitions

The Company is seeking a growth in net sales that outpaces the IT service market both organically and through corporate acquisitions. Organically, the Company seeks to grow through utilising its own agile operating method and its strong skill base, in addition to which the Company's objective is to increasingly be involved in larger comprehensive projects. Should the Company fail in the organic growth it is seeking and in the growth of project magnitude, it would be compelled to focus on competing with the smaller market operators for smaller projects. There is a larger group of competitors executing smaller projects and the competition for customers is stiffer, which could result in the deterioration of the demand for the Company's services, as well as of the Company's growth and profitability.

Alongside organic growth, the Company's growth has in recent years been based on corporate acquisitions, and in line with its strategy, the Company intends to continue with corporate acquisitions also from time to time in the future. The Company may encounter difficulties in integrating the business and operating culture of the targets of the corporate acquisitions as part of the Company's business and culture, or in attaining the desired strategic objectives or synergies. Previous corporate acquisitions have typically entailed an increase in the personnel turnover rate both in the target company and in Gofore, and should such turnover rate increase considerably in the future, this could pose considerable challenges, as well as entail financial costs for the Company, as it recruits replacement workforce. Challenges pertaining to the integration of the target of a corporate acquisition may become accentuated in any corporate acquisitions directed abroad, which may preclude the Company's development into an international operator in accordance with its strategy. Additionally, potential corporate acquisitions may not generate the anticipated net sales or profit. The risk also exists that the Company is unable to identify suitable corporate acquisition targets that support its strategy, as a result of which the Company may not be able to execute its growth strategy as planned. The exploration of corporate acquisition opportunities and the potential carrying out of corporate acquisitions may require the Company's management to expend considerable resources, which may compromise the Company's actual business. Furthermore, any corporate acquisitions may entail a reputational risk for the Company, or unforeseen risks and latent liabilities that the Company has not been able to anticipate and prepare for.

Also, the development of international business plays a focal role in the Company's growth strategy. The international expansion of the Company's business may entail for the Company risks that do not relate to its Finnish operations. Such risks pertain, for instance, to different payment terms possibly applicable abroad, differences between the local legislation and the comparable Finnish regulation, taxation and cultural differences and differing market practices. In 2020, the Company divested its British subsidiary's operating activities due to a weak market outlook and non-profitable business. There are no guarantees that the Company could also in the future not be compelled to divest its other foreign subsidiaries owing to their financial standing, or another reason, such as the increased regulation in the target country.

It is possible that the Company fails in executing its strategy or managing its strategic risks. It is also possible that the Company's strategy is not successful or that the Company fails to adapt its strategy to correspond to the changing market conditions. The Company's growth in line with its strategy and internationalisation require the Company to be able to renew and be a forerunner, but are also dependent on several factors that are not fully within the Company's control. It is possible that the Company fails to attain its financial targets in full or in part, or that the growth of the Company's net sales stifles or halts altogether. The materialisation of these risks may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

The loss of significant customers or changes in significant customers' order volumes may have an adverse effect on the business of the Company

The Company has a wide customer base dispersed over various industries, comprising, *inter alia*, central government, transportation, education, health, industry, service, commerce and financial sector operators, as well as municipalities. The Company is dependent upon its largest customers, and in 2020, the proportion of the Group's five largest customers of the net sales amounted approximately to 42 per cent. In 2019, a few of the Company's significant customers unexpectedly reduced their orders, which entailed that the growth in net sales generated via subcontracting halted, and the rate of invoicing temporarily deteriorated on the group level and permanently in Great Britain. Should customers regularly availing themselves of the Company's services in the future decide not to procure services from the Company, or decide to procure a lesser volume of the Company's services, this could have a material adverse effect on the Company's net sales, profitability and its ability to continue as a going concern. A loss of customers could ensue, for instance, from increased competition, a deterioration of the customer's market position or the discontinuation of its operations, disputes concerning the interpretation of agreements concluded with customers, a deterioration in the reputation of the Company, the financial or operational difficulties faced by the customer, or structural changes occurring in its business segment, or from the failure of the Company to respond to the demands of the customers or the end-customers concerning service quality, timeliness or cost level. Furthermore, the discontinuity of the agreements of individual customers in situations where both parties are willing to continue the co-operation, but where the contract period is discontinued due to competitive tendering procedures or consecutive agreements, are associated with risks that, if materialised, would hamper the growth and development of the Company.

The vast majority of the Company's valid customer agreements are terminable by either party, subject to termination notice periods customary of the industry. The loss of significant customers could require the Company to expend time and efforts on identifying and cultivating new customer relationships. The Company's possibilities of finding replacement customers in the short term may be limited. A decrease in the purchases of one or several large customers, the loss of large customers or the financial or operational difficulties faced by same may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

Stiffening competition in the Company's business segments may have an adverse effect on the profitability of the Company and may entail a decrease in its market share

The Company operates in a highly competitive market and strives to price its services competitively, in accordance with the market conditions prevailing at any given time. Competitors of the Company include both large IT generalists, seeking to gain market share from smaller service providers, and smaller providers of new digital services. The Company's competitors may have superior development, marketing, personnel, technical, financial and other resources than the Company, or a more extensive product and/or service assortment or customer base. This entails that competitors of the Company may be able to react more quickly to new technologies and changes in customer needs or preferences, or they may be able to direct more sizeable resources towards the development and sale of services. Competitors may be able to sell their services at lower prices, which may indirectly result in a decline in the profitability of the Company's services, or the general profitability of the industry, and the Company may be compelled to decrease the prices of the services it offers in order to maintain its market position in the IT service market. There can also be no certainty that competitors of the Company do not introduce into the market services that are superior to or that are more widely accepted in the market than the services of the Company, or service concepts that the Company is not currently offering. The capital requirements for entering the IT service market are low, which is why also new domestic and foreign competitors may enter the current market.

If the Company is unable to compete by offering attractive services, it may lose some of its market share or incur losses in some or all of its business segments. The company strives to price its services competitively in accordance with the market conditions prevailing from time to time, and to offer the services its customers need. A shift in the competitive environment and the failure of the Company to adapt to and manage such shifts, as well as the other risks associated with the competitive conditions of the Company's target market may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

The Company may fail in any changes to be implemented in its organisation and operating culture related to the growth and development of its business

The Company seeks business growth both organically and by means of potential corporate acquisitions. As a result of growth in business and in the number of personnel, the Company's existing organisational structures may prove unsuited to respond to the needs of the growing business. The execution of the Company's growth strategy and the efficient utilisation of resources that have increased as a result of growth have already required and will likely require the carrying out of organisational changes within the Company. As a result of the growth, the Company has, for instance, had to shift from a self-guided low hierarchy management structure model towards a more traditional hierarchical management model, which has also impacted the Company's operational culture. Going forward, the Company may be compelled to reform, *inter alia*, methods and structures pertaining to the Company's management and financial reporting. The creation of a new organisational structure or the modification of any individual part of the organisation may cause the Company to incur costs and prove challenging.

The growth and development of the Company's business may require significant changes to the Company's operational culture and practices. The changes in the Company's operational culture and practices entailed by growth have caused and may continue to cause dissatisfaction in the Company's personnel, which may result in resignations or complicate recruitment, because the Company's low hierarchy and innovative management model are some of the Company's most notable competitive advantages in a field, where the ability to attract the best talent is accentuated. If the Company faces challenges in maintaining its own factors of success, such as its light organisational model or the self-guidance of its employees, this may have an adverse effect on the Company's ability to generate profits and growth. Also, the operational procedures and operating culture introduced by any companies or businesses acquired by the Company through corporate acquisitions may cause integration problems and dissatisfaction among the Company's existing personnel.

In case the Company is unsuccessful in its future organisational changes and in retaining an open operating culture, or if the requisite organisational changes do not occur in the contemplated timetable, or if the requisite changes in the operating culture or practices in the Company fail, this may cause the Company to incur additional costs and the effectiveness of the Company's operations may suffer as a result. The materialisation of the risks pertaining to changes in the Company's organisational structure or operating culture may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

The Company's potential failures in significant IT projects may hamper the Company's position in the market and impede the obtaining of new projects for the Company

The Company is a mid-sized provider of new digital services, striving to differentiate itself from the largest operators in the industry by providing services flexibly, in an agile and customer-oriented manner. The Company considers that at the moment, its reputation is fairly good. The Company's objective is to increase the proportion of large projects in its net sales and to increasingly compete with the large operators in the field. Should the Company fail in a significant project and, particularly, in a significant public sector project, this could result in negative publicity, a loss of reputation of smaller operators in the IT service market, and the favouring of larger known operators. This may result, particularly, in the full or partial loss of public sector projects, which would have a material adverse effect on the Company's net sales.

If the Company fails in significant IT projects, this may deteriorate the Company's position in the market and render it more difficult to obtain new projects, which may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

The majority of the Company's currently valid agreements does not contain a minimum purchase obligation and they may not result in the execution of assignments

As is customary for the field, the majority of the Company's customer agreements do not obligate the customer to submit assignments to the Company, but rather are so-called frame agreements, under which the ultimate quantity of assignments to be carried out, and, consequently, the value of the frame agreement, cannot be accurately determined in advance. The proportion of frame agreements among the Company's customer agreements has increased over the past few years. The Company is also not always able to predict when a customer will be submitting an assignment to the Company under the agreement and the scope of the assignment. For instance, winning even a sizeable competitive tendering does not, therefore, always guarantee any net sales for the Company. Owing to the above reason, the Company may not be able to reliably predict its future cash flow, or the amount of resources required for the fulfilment of any individual agreement. In case the Company's customers submit to the Company less assignments under the frame agreements than anticipated, or if the Company's customers terminate agreements concluded with the Company prior to the execution of projects or assignments this may have a negative impact on the estimations made by the Company of its future cash flows and resourcing needs, which may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

Failure in project planning, project management and monitoring as well as in the tendering process may entail increased costs and customer complaints, as well as have a negative impact on the profitability of the Company's business

Part of the Company's service provision is carried out through agreements that contain pricing that is more fixed, or a scheduled delivery responsibility to which the invoicing is also tied. The profitable execution of fixed-price and/or fixed-timetable projects is subject to successful project calculation and planning prior to tender submission concerning, *inter alia*, the workload and delivery schedule and to deliveries being handled in a cost-effective manner. The Company may fail at the Company's internal tender calculation, owing to, for instance, inaccuracies in the invitation to tender, or human errors occurring in the tender or tender calculation.

Both in projects billed by the hour and in fixed-price projects, a failure by the Company in analysing and understanding customers' business model, system and other technical requirements and needs at the planning stage of customer projects and in project management has in certain situations resulted and may also in the future result in errors of judgment in relation to the objectives of customer projects, and, hence, render the execution of customer projects more difficult and result in difficulties in meeting the targets of customer agreements. Resourcing the Company's projects is often challenging, owing, *inter alia*, to the occasional unpredictability of the timetables of customer projects to be executed under the frame agreements. This may result in exceeding the estimated customer project prices and the resources reserved for the project, under-resourcing of projects, a decline in the profitability of business, terminations of customer agreements and loss of customers, which may have a material effect on the reputation, financial standing and operating results of the Company.

A failure in accounting for and understanding customer needs and factors impacting business as part of project planning and execution, or the unsuccessful resourcing of projects may have a material adverse effect on the business, operating results and/or financial standing of the Company, as well as on the value of the Shares.

The Company's reputation and the perceptions associated with the Company comprise valuable competitive advantages in the Company's line of business, and if the Company fails in managing its reputation, this may have an adverse effect on the business, operating results and financial standing of the Company

The Company's ability to retain the loyalty of its current customers, attract new customers, recruit personnel, as well as keep its current personnel committed to the Company may be hampered, if the Company suffers reputational damage. A reputational risk may ensue, *inter alia*, from failed customer projects, unsatisfied customers, employee errors, misuse and unethical conduct, failure in the provision and execution of a high-quality service, failures in expanding business operations and corporate acquisitions, failed cooperation with contract partners, data security breaches, erroneous actions of cooperation partners, as well as failures in compliance with laws, rules and regulations, potential sanctions imposed by authorities and litigation, along with comparable factors. The reputational risk is accentuated in the public sector, and particularly in healthcare projects, where any issues and errors are exposed to wider publicity. In public administration projects, the Company may also have access to comprehensive sensitive information concerning private individuals or the public administration that entails a heightened reputational risk in the case of any errors and misuse. Also the actions of the Company's reference operators may have a negative impact on the Company and the reputation of its business. In addition to losing current and new customer relationships, the Company's ability to recruit and retain key personnel and other personnel may be impaired, if the Company's reputation is damaged, or the perceptions concerning the Company become negative. In the Company's line of business, the competition for the best employees is fierce, and the employer image must be attractive for the Company to be able to recruit and retain skilled workforce.

Albeit the Company strives to ensure that its services are of a premium quality and its operations ethical and that its employees act diligently and reliably, reasons beyond the Company's control, such as wilful misuses of its employees, competitors or co-operation partners, or any negative publicity regarding the Company – whether based on facts or not – may have an adverse effect on the conduct of customers and personnel. Negative publicity concerning the Company may, if widespread, significantly impair the Company's reputation.

An impairment in the Company's corporate image or reputation due to negative publicity may have a material adverse effect on the business, operating results and/or financial standing of the Company as well as on the value of the Shares.

The Company's international business and the expansion thereof may be associated with political, financial, legislative and other risks

The Company's primary business area is Finland, but the Company also has operations abroad. The Company has foreign group companies in Spain, Germany and Estonia. The operations of the British subsidiary were discontinued during the first quarter of 2020 and the closure of the company has been commenced. In 2020, 10.4 per cent of the Company's net sales were generated through international business. Owing to the international nature of its business, the Company is exposed to risks associated with political, financial, legislative and societal changes that may have an adverse effect on the Company's business (see further details under "*Negative societal and political developments, along with the uncertainty relating to the economy in Finland and worldwide may have an adverse effect on the Company's business and the demand for its services*"). It is possible that the Company or its co-operation partners or customers become subject to international economic sanctions, punitive measures or other actions restricting business, without it being possible to foresee such a situation, or without being able to remedy the situation within a reasonable time period.

The Company may also seek to expand its operations outside of its existing market areas, which may entail investments and other one-off expenses, and it is possible that the benefit generated by the investments remains more modest than expected, the accrual of operating profit takes longer than expected, or that no operating profit accrues at all, or that the investment costs are higher than anticipated. Furthermore, the Company may fail in identifying or managing the risks associated with the expansion. International expansion is also dependent on the Company's ability to recruit and retain in its service key personnel on the local level.

The COVID-19 pandemic has significantly decreased business travel, and required internationally operating companies to adjust to the situation rapidly. The restrictive measures aiming at containing the pandemic have related particularly to the international movement of persons and travelling, and during 2020 they impeded the Company's international business with its foreign customers. In case comparable movement and travel restrictions must be implemented also in the future, this could hamper both the carrying on of the Company's existing international business and actions aiming at expanding international business. For further details regarding the risks associated with the COVID-19 pandemic, see "*The COVID-19 pandemic has had and it is expected to continue to have an adverse effect on the development of the economy in Finland and worldwide, as well as on the operating environment of the Company*".

The materialisation of the risks associated with the Company's international business and the expansion of its international business may have a material adverse effect on the business, operating results and/or financial standing of the Company as well as on the value of the Shares.

Risks Associated with IT Systems

Data security breaches targeted at the IT systems and telecommunications connections of the Company and its customers, or other data security breaches, may impair the Company's business

In the provision of the Company's services, a fundamental role is played by the safe and uninterrupted operation of the IT systems and telecommunications connections it utilises. The Company's employees act regularly in the premises and IT systems of the Company's customers, and the software the Company has developed for its customers may be susceptible to web security threats, owing to, for instance, the advanced nature of the data security threats, specialization of organised crime and hackers. Additionally, any unauthorised use, publication, loss or misuse of customer information may result in the Company being in breach of data protection legislation and other legislation. Furthermore, on account of such attacks or action, customers may give up using the services or products of the Company, the Company be compelled to effect remedial measures and the Company's reputation may suffer. The Company may also become subject to authority investigations, be fined or become involved in litigation and be compelled to pay compensation. The Company may also need to effect sizeable investments in order to address such events.

Furthermore, the Company must continuously monitor and develop its own data technology networks and information systems in order to prevent as effectively as possible the risk posed by any unauthorised use or misuse of its systems, breaches caused by employee errors or misuse of position, technical disruptions, computer viruses, hacker attacks, worms, phishing attempts and other comparable attacks, designed to circumvent network security. The Company regularly tests its data security level, in addition to which the Company has in place a new data security management system developed in 2020 to ward off data security threats, but there can be no certainty that disruptions of operations or data security breaches do not occur in the future. Should such attacks or actions occur, they could entail that information of the Company's customers is used without authorisation, or they may compromise the Company's information systems and enable the utilisation, publication, loss or theft of the Company's or its customers' information saved in the Company's information systems. In the autumn of 2020, an extensive data breach related to patient information attracted widespread attention both in the media and in public discourse, and any similar grave data breach may cause considerable reputational harm and legal implications for the Company. The confidential information of the Company, its customers or co-operation partners may end up in the wrong hands also, for instance, as a result of a breaking into the Company's premises. The disclosure of customer, personal and personnel data, trade secrets and other comparable information to outsiders and the potential misuse of such data could expose the Company, *inter alia*, to claims for compensation, fines and litigation as well as a reputational risk.

Data security breaches related to the IT systems or telecommunications connections of the Company and of its customers, or other data security breaches may cause considerable detriment to the Company or the Company's customers, which may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

Difficulties in maintaining and updating the IT systems or telecommunications connections utilised by the Company, along with any shortcomings, disruptions or defects pertaining to same may have an adverse impact on the business, operating results and financial standing of the Company

IT systems and telecommunications connections are of considerable relevance for the Company's business. The Company relies widely on IT systems and telecommunications connections in interactions between employees and customers, and in its daily business in providing IT expert services. IT systems pertinent for the Company include, *inter alia*, systems relating to invoicing and payroll utilised by its finance and HR departments, as well as the customer management systems utilised by its sales organisation. The impeccable functioning of IT systems has recently been highlighted, as, alike many other organisations, the Company has shifted to a remote working model as a precautionary measure relating to the COVID-19 pandemic. The operation of the IT systems of the Company or its customers may be disrupted for numerous reasons, such as, for instance, owing to on-going IT system and service selection development projects, third-party service providers, electricity outages, data security breaches or catastrophes, such as fires and natural disasters, as well as owing to operating errors made by the Company's own employees. Also any updates required by information systems, or shifting to a completely new system may disrupt the functioning of the system. Any material disruptions in the operation of information systems or grave errors may considerably impede and deteriorate the business, operating result and financial standing of the Company.

The aforementioned shortcomings, disruptions or defects pertaining to the IT systems or telecommunications connections of the Company and third parties may cause significant detriment to the Company's customers. Owing to same reasons, the Company or the Company's customers may incur considerable financial losses and the Company's reputation may suffer as a result. The Company may also incur considerable legal costs in circumstances where it is compelled to defend itself against claims made against it, even if such claims were unfounded.

Difficulties in maintaining and updating the IT systems or telecommunications connections used by the Company, as well as any shortcomings, disruptions or defects pertaining to same may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

Risks Associated with Personnel and Subcontractors

The Company may not be successful at recruiting and retaining key personnel and professional staff

The Company's success and the execution of its growth strategy are pivotally contingent on the Company's ability to recruit, motivate and retain skilled experts and their ability and commitment to generate business and provide high-quality services. The competition for skilled software developers in Finland has been extremely tight for quite some time already, but due to the development of the Company's service offering, currently also the availability of other experts, such as consultants and salespeople, is essential for the Company's business. In the past, the Company has encountered challenges in recruiting new employees at the rate that the Company itself has grown. The Company's operating result and execution of its strategy may be impeded considerably, if in the future the Company is unable to retain skilled key experts and recruit new personnel, whose skill level is at least at the level of the Company's current employees, or in case the Company's labour costs increase.

The Company operates in a highly competed market, characterised by a high employee turnover rate, and competition for skilled employees. The Company estimates that workplace wellbeing, employee satisfaction and the corporate employer image are salient factors in an industry that competes for skilled employees. Albeit the Company's business is not dependent on individual persons, the skillset and expertise of the Company's experts is highly specialised, for which reason replacing employees may prove difficult, especially in the short term. The Company's customers place emphasis on employees' education, knowhow and experience when selecting their IT service providers. Furthermore, according to the terms of several of the Company's customer agreements, the Company must replace its experts participating in the provision of its IT services with persons of comparable experience and skill level, in case the original expert ceases to work for the Company. Challenges in recruiting the best experts and achieving employee commitment among the current employees may entail that the Company's customers reduce their orders from the Company or terminate already existing agreements on account of a lack of professional personnel. Replacing persons working in public sector projects may become more cumbersome and be slow also owing to security investigations required by the client in the project, the conducting of which is time-consuming.

The Company seeks to preclude its key personnel from engaging in activities competing with the Company by including a non-compete clause in its director agreements, but the said non-compete clauses do not eliminate the risk of competing activities. Should a member of the management or expert acting in a key position in the Company decide to engage in competing activities or to transfer to work for a competitor of the Company, the Company's current or potential customers might avail themselves of the services of such competitors, rather than those of the Company. The Company's employees are working in close co-operation with the Company's customers, and from time to time also with the Company's competitors, and in certain situations, they may attempt to recruit employees of the Company, or a team working on a certain project.

If the Company is unable to recruit sufficient numbers of skilled personnel, and to retain its pertinent experts in its service, this may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

An increase in labour-related costs may have a negative effect on the Company's overall costs and profitability

In 2020, the Company's personnel costs amounted to EUR 44,433 thousand, and increased by 19.9 per cent from 2019. Since owing to the nature of the Company's business, the labour costs clearly represent the largest cost item for the Company, an increase in the salaries and other benefits in the industry would cause the Company to incur additional costs, hamper its profitability, or could render recruiting more difficult for the Company. Also the higher than sought personnel turnover rate serves to increase the Company's costs, because the recruitment and induction of new employees is time-consuming and causes the incurrence of costs. The Company is operating in a highly competed labour market, where the competition for skilled workforce involves, *inter alia*, the offering of higher salaries and better benefits than the other parties competing for skilled labour. In addition to companies competing with the Company's business, those competing for the same experts as the Company may include also actors in other industries, such as banks and online stores.

The remuneration level of customer assignments may not follow the development of the labour costs in the industry, which may result in the deterioration of the profitability of the Company. Several of the Company's long-term customer agreements contain certain specified time intervals at which the Company is able to propose price increases to the prices it charges to the customer. Price increases are typically subject to the customer's approval, and so there is no certainty the Company will be able to forward any increase in labour costs to its customers. In addition to certain temporal qualifications, customer agreements may contain a pre-determined maximum increase percentage. The salary costs of the Company's personnel have customarily increased by more than the Company has been able to increase its customer prices, for which reason part of the increase in labour costs may, despite the price increases, have to be borne by the Company. An increase in labour-related costs may have a material adverse effect on the business, operating results and/or financial standing of the Company and on the value of the Shares.

The use of subcontractors and co-operation partners is associated with risks, such as availability issues, their harmful operations to the Company and/or any uncertainties associated with co-operation and subcontracting agreements

The Company engages subcontractors and various co-operation partners in carrying on its business. These include, for instance, independently operating software developers from which the Company acquires services, in addition to which the Company procures production from other software development or consultancy companies. In 2020, 19 per cent of the Company's net sales consisted of the work carried out by contractors. The Company may also act as a subcontractor itself, albeit it is more typical for the Company to act as the main contractor in an assignment. In the largest projects, the Company may also act as part of a consortium or alliance consisting of several companies. When acting together with other operators in the aforementioned situations, the Company is exposed to risks associated with the operations of the co-operation partners that are beyond the Company's control. The Company's subcontractors or co-operation partners may neglect their tasks or make mistakes, or engage in criminal or otherwise reprehensible conduct in executing a co-operation project and, hence, cause the Company to incur damage. Subcontracting, consortium and alliance agreements may contain ambiguities that leave room for interpretation, for instance, in questions concerning liability.

The Company may engage subcontractors and co-operation partners, for instance, in an effort to respond to demand fluctuations, or in order to procure, as necessary, services it does not offer itself. In case an agreement concluded with a subcontractor expires or is terminated, or if the Company is not able to extend the agreements it has concluded with subcontractors that are significant for its business upon acceptable terms, this may entail, *inter alia*, an increase in the Company's customer project costs, and have an adverse effect on the materialisation of the Company's projects and customer satisfaction. The end of co-operation may be the result, for instance, of the cessation of the operations of a subcontractor or supplier, or of financial or business-related difficulties. Additionally, the Company may be compelled to replace a subcontractor, if the subcontractor is unable to satisfy the Company's requirements concerning quality, timeliness or cost level. If the subcontractors engaged by the Company fail to fulfil their obligations in accordance with the timetable or the requirements imposed by the Company, the Company may be compelled to make additional investments and to expend more of its own resources to ensure that the services ordered by the Company's customers are delivered as agreed. Switching to another subcontractor may also require the Company to expend financial resources and to carry out other measures, and there can be no certainty that professional subcontractors are always available, as needed. For the Company to be able to reach its growth targets as planned, it must in the future be able to identify a greater number of high-quality subcontractors and co-operation partners. In a competitive field that is partially afflicted by a labour shortage, this may prove challenging.

The subcontractors and co-operation partners engaged by the Company carry out their tasks in close collaboration with the Company's customers. The use of subcontractors and suppliers entails the risk that they may attempt to solicit the Company's customers for themselves, or the Company's customers may of their own accord start procuring services directly from the Company's subcontractors or co-operation partners, rather than from the Company itself. The Company seeks to prevent the loss of its customers to its sub-contractors and co-operation partners by, *inter alia*, taking such situations into account in its subcontracting agreements. Despite such actions, there can be no certainty that the Company's customers do not decide to acquire the services they require from the Company's subcontractors or co-operation partners.

The materialisation of the risks entailed by the use of subcontractors and co-operation partners may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

Human errors and malfeasance by the Company's employees or subcontractors may cause damage

The Company's employees are independently working experts, and the Company is not in the position to be constantly supervising the actions of its employees. Sudden and unforeseen damage caused by any human errors by the Company's employees may cause the Company to incur unexpected costs. An employee of the

Company may also fail to comply with any regulations, instructions or recommendations applicable to them, be guilty of the misuse of confidential information or their position in the organisation, or otherwise act dishonestly or criminally. Since the Company's employees work with information systems belonging to the customers, the Company's operations are also associated with the risk of damage arising as a result of the wilful or grossly negligent actions of the employees. The Company cannot fully exclude the possibility of human error or malfeasance in the Company's operations. The materialisation of such risks may have a material adverse effect on the business, operating result and/or financial standing of the Company, as well as on the value of the Shares.

Strikes and other industrial action may impede the Company's business

The Company or its customers may become subject to strikes and other industrial action that may cause business interruptions having a material adverse effect on the Company's business. Based on its affiliation, Gofore Plc must in relation to its Finnish employees abide by the valid Collective Agreement of the IT Service Sector, expiring at the end of November 2021. At the expiration of the previous collective agreements, the organisations representing the employer side may not be able to negotiate new collective agreements on satisfactory terms, or without walkouts, strikes or other industrial action. The current collective agreements concerning the Company may also not preclude strikes or walkouts. Also strikes or other industrial action relating to the Company's customers, service providers, subcontractors or co-operation partners, or changes in the terms of employment agreements may cause considerable disruptions in the Company's operations and impede the Company's business.

Also, any industrial action occurring abroad may impede the Company's business. Especially strikes and other industrial action occurring in Germany and Spain may impact the Company's business in the said countries.

Strikes and other industrial action relating to the Company or its customers may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

Legal and Legislative Risks

Risks associated with the terms and conditions of customer agreements, fulfilment of the obligations under the agreements and agreement interpretation may result in compensatory or other liabilities or contesting

Risks associated with the obligations and agreements of the Company relate, first and foremost, to any ambiguities and disagreements concerning the fulfilment of the Company's obligations contained in customer agreements and the interpretation of agreements, which may require the re-negotiation of agreements, granting of price discounts and payment of compensation to the customers. In some cases, the Company has granted its customers price discounts on account of project delays. The Company has also granted price discounts and carried out complementary work at its own cost in situations where the customer has not been satisfied with the outcome of the work. Also going forward, the Company may need to remedy at its own expense any errors detected in the services provided by it or pay damages in order to compensate for any direct or indirect damage it has caused. Any malfunctions and errors detected in the software produced by the Company may also result in considerable damage that the Company may be required to compensate for. For instance, software errors in the control devices of various machinery or equipment may cause considerable damage, in case they result in the erroneous operation of machinery or equipment. Also software errors in widely disseminated products may result in widespread damage, for instance owing to product recalls and/or obligation to remedy defected products.

The Company's bargaining position relative to the customers who are essential to it may be weak in a competitive market. The agreements concluded between the Company and its customers are often made using the customers' standard agreement templates or standard terms, for which reason the terms and wording of the agreements may be more favourable to the customer than to the Company. For instance, customer agreements may contain considerable liquidated damages or other clauses unfavourable for the Company, the negotiation of which into a form more favourable for the Company may be cumbersome and in some situations, impossible. In public sector projects, contract terms are usually set forth in the invitation to tender, and by submitting a tender, the supplier is committing itself to the contract terms. The supply agreements concluded with the customers that are salient for the Company may contain contract terms unfavourable for the Company, and to some degree, the contract terms may also be contradictory to the objectives of the customer, which may result in disagreements with the customer.

There is also no certainty that in its agreements, the Company is able to adequately protect itself against all potential contract risks. As a main rule, the Company seeks to contractually limit its liabilities when agreeing on deliveries and, *inter alia*, exclude liability for indirect damage, but the efficacy of limitations of liability may be uncertain and be contingent, for instance, on the law governing the agreement at any given time. Therefore, in certain situations, the Company may be compelled to also compensate its contractual partners for indirect damage, such as lost income. The Company may therefore accrue higher-than-anticipated liabilities in relation to its deliveries. The Company may incur liabilities, *inter alia*, owing to a delay of an agreed customer project and other breaches of contract.

The liabilities may be independent of the level of diligence of the Company's operations and be caused, for instance, by the errors or delays of third parties. Since the extent or scope of liabilities may not always be contractually limited and since the application and efficacy of the effected limitations of liability is associated with uncertainties, any materialisation of liability may entail considerable negative effects for the Company.

The materialisation of the risks associated with customer agreements may have a material adverse effect on the business, operating result and/or financial standing of the Company, and on the value of the Shares.

In case action is brought against the Company for intellectual property right infringements, this may impair the Company's business operations

Action for intellectual property right infringements may be brought against the Company or its customer. Such action may, for instance, relate to the misinterpretation of the terms of use of open-source code that may result in the infringement of the terms of use of the open-source code. In assignments related to service design, it may be challenging for the Company to ascertain, whether a website or online service devised by the Company is infringing third-party copyrights. The Company cannot ensure that any action brought is unsuccessful. Responding to any action for infringement directed either directly or directly at the Company could cause the Company to incur substantial costs, even if the action were later found to be invalid, and it could take resources from other parts of the business operations. Any verdict unfavourable for the Company or its customer to be issued in litigation concerning action for infringement could cause sizeable damages to be payable and entail an injunction or other restriction imposed by a court of law that could preclude the Company from providing certain services. The Company itself does not possess any notable intellectual property rights.

If the Company becomes subject to intellectual property rights infringement action, or action for damages pertaining to same, these may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

The legislation and authority regulations governing the business operations of the Company and its customers, as well as any changes in these may cause challenges and impediments to the Company's business and may cause considerable additional costs or reputational harm

The Company must comply with the legislation and regulation governing its operations as relates, *inter alia*, to corporate legislation, taxation, data protection legislation, employment relationships and competition and public procurement legislation. Especially changes in tax regulations or authority interpretations concerning taxation in different countries may cause the Company to incur financial losses, or otherwise deteriorate its financial standing. Furthermore, amendments in legislation governing employment relationships or public procurement could require the Company to expend considerable resources and cause the incurrence of costs. It is also not possible to rule out the possibility that in its operations, the Company has misinterpreted laws, regulations or other provisions or that the Company has not complied with laws, regulations or other provisions applicable to the Company or its operations. In case the Company is unable to comply with the applicable laws and legal provisions, this may cause the Company to incur financial loss, significantly deteriorate the Company's business opportunities and damage the Company's reputation.

Circumstances beyond the Company's control include changes in legislation and other legal provisions pertinent for the Company, authority action and requirements imposed by the authorities, as well as the manner in which these laws, regulations and actions are enforced or interpreted, along with the application and enforcement of new laws and regulations. For instance, the EU General Data Protection Regulation ((EU) 2016/679, the "**GDPR**") that became applicable in May 2018 required changes, *inter alia*, to the Company's data protection organisation. Owing to the nature of the Company's customer projects, the Company processes personal data in the course of its customary business operations. Should the Company fail in complying with the GDPR, the Company would become subject, *inter alia*, to the risk of a substantial administrative fine, the amount of which may be no more than either EUR 20 million, or four per cent of the

Company’s annual global overall net sales, whichever is the largest. Furthermore, the drafting of new legislation may be associated with considerable uncertainty concerning the final form and/or the interpretations of the legislation. Albeit the Company monitors and assesses changes in the legislation and authority regulations, it is impossible to exhaustively predict the effects of these factors. In case the Company is unable to adapt its business operations for instance in relation to its IT systems within the transitional periods imposed on regulatory changes, this may result in a breach of the regulation in force. In addition to regulations having a direct impact on the Company’s operations, changes in legislation, other regulation and authority action may affect the business or prerequisites for the business of the Company’s customers, for which reason the Company’s customers may reduce the volume of services they procure from the Company.

Alongside its commitment to the regulatory framework, the Company is committed to accountability in its business operations. Accountability is part of the Company’s management and of all its activities and the Company aspires to be a forerunner of accountability in its line of business. The Company has, *inter alia*, devised a Code of Ethics aimed at all of its employees, containing the ethical principles the Company considers important. Further details on the Company’s accountability can be found under “*Information on the Company and Its Business – Corporate Responsibility*”. Should the Company fail in complying with the regulatory framework or authority regulations, the Company could also simultaneously be in breach of its principles governing accountability in the carrying on of business operations and, hence, fail at its objectives for accountability in operations.

The regulation governing the business operations of the Company and of its customers, along with any changes therein or authority regulations and interpretations may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

Litigation or legal claims may have an adverse effect on the Company’s business or cause the incurrence of unexpected costs

The Company may become a party to or the object of litigation or arbitration, administrative, authority or other comparable proceedings. The aforementioned processes and proceedings, or the threat thereof, may give rise to costs and liabilities, require time from the Company’s management, cause uncertainty impacting the Company’s business operations as well as also in other ways have an adverse effect on the Company’s business. Especially in larger projects, the Company acts in collaboration with subcontractors or various co-operation partners. Disagreements may arise between the parties concerning, for instance, responsibility areas or allocation of remuneration, which disagreements may result in claims of contractual breaches or other claims.

The majority of the Company’s net sales is generated by public sector customers. Public sector customers must abide by the Finnish Act on Public Procurement and Concession Contracts (1397/2016, as amended (the “**Procurement Act**”)) in relation to procurements in excess of certain threshold values. The IT service agreements concluded by the Company usually exceed such threshold values. The procurement awards made by contracting entities become final and non-appealable only upon the expiration of the complaint period stipulated under the Procurement Act. A competitor of the company may contest the competitive tendering award given to the Company, or the Company may contest a competitive tendering award given to a competitor. The contesting of the competitive tendering pertaining to public procurement may cause the Company to incur costs. Disputes and litigation related to public procurement may also cause considerable delays to the public procurement projects awarded to the Company.

Litigation and other similar proceedings, which the Company becomes a party to, may have a material adverse effect on the Company’s business, operating result and/or financial standing as well as on the value of the Shares.

Tax Risks

The materialisation of tax risks may result in financial losses that may have an unfavourable effect on the business of the Company

The Company carries on business not only in Finland, but also abroad, and, hence, is subject to the tax laws and regulations of different countries, including as relates to provisions applicable to income taxation, value added taxation, determination of permanent establishment and transfer pricing.

Assessing the overall amount of income taxes at the level of the entire group of companies requires careful consideration, and the final tax amount in relation to several transactions and calculations is open to interpretation. Tax risks also pertain to changes in or erroneous interpretation of tax rates or taxation legislation. The Company's international business operations are associated with the risk of double taxation. As a result of any possible forthcoming tax audit or the audit of the Company's tax returns, or of other audits conducted by the authorities, additional taxes (including income taxes, taxes at source, property taxes, stamp duty and value added taxes) or tax reassessments may be imposed that may result in an increase of the Company's tax liabilities and have a negative impact on the Company's business, either so that the relevant tax is imposed directly for payment by the Company, or so that the Company becomes liable as a secondary debtor. The materialisation of this risk could entail tax increases or other sanctions imposed by the tax authorities, which, in turn, could result in financial losses.

On 31 December 2020, the Company's balance sheet indicated EUR 14 thousand worth of deferred tax receivables and EUR 1,971 thousand worth of deferred tax liabilities. The recording of deferred tax receivables and tax liabilities is regulated by accounting standards and the recordings are subject to the estimations and discretion of the management. Discretion is necessary in assessing whether to record the deferred tax receivables and deferred tax liabilities into the consolidated balance sheet. Deferred tax receivables are only recorded, if it is considered probable that they will be utilised, which, in turn, depends on whether sufficient amounts of taxable income are generated in the future. Presumptions of taxable income arising in the future are contingent upon the management's assessments regarding future cash flows. These assessments and presumptions are susceptible to risks and uncertainty and any changes in circumstances may alter such expectations, which, in turn, could have an effect on the amount of the deferred tax receivables and deferred tax liabilities to be recorded in the consolidated balance sheet and on the amounts of the temporary differences.

Albeit the Company utilises external resources in tax risk management, there is, however, no certainty that all tax risks are capable of being detected and avoided. The materialisation of the aforementioned tax risks may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

Financial Risks and Economic Risks

The materialisation of credit and counterparty risks may have an adverse effect on the business, operating result and financial standing of the Company

A credit and counterparty risk means a risk of the counterparty being unable or unwilling to meet its obligations towards the Company, which may result in credit losses. The Company's credit and counterparty risk is associated with customers from whom the Company has open receivables or with whom long-term agreements are in place, as well as the counterparties of monetary and invested assets. On 31 December 2020, the Company's trade receivables amounted to a total of EUR 11,478 thousand, of which EUR 1.131 thousand was due. The Company is seeking to increase the number of private sector customers in its customer base, which may, if successful, increase the Company's counterparty risk, because the liquidity and financial standing of private sector customers is in principle associated with higher uncertainty than that of public sector customers. Also the internationalisation of business may prolong the payment terms of the Company's receivables, because the payment terms may pursuant to foreign trade practice be longer than in Finland.

The materialisation of credit and counterparty risks may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

An increase in the interest rate level may increase the Company's financing costs

On 31 December 2020, the Company's variable interest rate debt amounted to a total of EUR 9.5 million. Any increase in the interest rate level may have a direct impact on the costs of available financing and on the Company's existing financing costs. An increase in the interest level may, therefore, impact the costs of the Company's debt financing going forward. An increase in the interest rate level may have an adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

In case the expected return concerning the consolidated goodwill does not in the future correspond to the assumptions made at the moment, an impairment entry may need to be made to the consolidated goodwill balance sheet value capitalised in the balance sheet

On 31 December 2020, the goodwill in the Company's consolidated balance sheet amounted to EUR 23,311 thousand, and the proportion of goodwill relative to the Company's shareholders' equity amounted to 64.6 per cent. No depreciation is made from goodwill, but, rather, it is tested for impairment no less than annually, or when there are indications of impairment. In case the expected return pertaining to consolidated goodwill in the future does not correspond to the assumptions made at the moment, an impairment entry in the balance sheet value of consolidated goodwill may need to be recorded either in part or in full.

The management of the Company conducts significant assessments and discretionary solutions in determining the level on which goodwill is to be targeted, and in assessing the book value of goodwill. The accruable monetary amount of a unit generating cash flow equals its fair value, less costs incurred from transfers, or its utilisation value, whichever is higher. In 2020, fair value was applied in the impairment testing. The fair value calculations are based on discounted cash flows that the goodwill is expected to accrue. The book value of goodwill is reduced with an effect on the result, if its book value is higher than the estimated accruable monetary amount. The goodwill impairment recorded for the goodwill is not cancelled in a later period.

Albeit the Company management considers that the applied assessments and presumptions are sufficiently accurate to determine the monetary amount accruable by units generating cash flow, the estimated accruable monetary amounts may deviate significantly from those actualising in the future. Fluctuations in net sales or expense items, cash flow projections, discount rates or growth percentages based on the Company's strategic plans, or a combination of such factors may result in the impairment of goodwill or other asset items that would deteriorate the Company's result. If, in the future, the Company is compelled to record considerable impairment losses pertaining to goodwill or other asset items, depending on the magnitude of the impairment loss, this may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

The Company may not be able to obtain the external financing it requires on competitive terms or at all

The Company's business operations are subject to the availability of sufficient financing. The Company finances its business and investments primarily through operative cash flows, but partially also with debt financing. The Company may not be able to generate sufficient cash flows through its business operations to maintain the Company's competitiveness, securing the Company's financing and amortising debts of the Company, which would render the Company dependent on external financing. Especially the corporate acquisitions in line with the Company's strategy may in the future require additional debt or equity financing. There is no certainty that the Company will be able to secure external financing to an adequate extent and on competitive contract terms in order to finance its business operations and investments. As a prerequisite for obtaining new financing, the Company may be required to commit to terms that are less favourable than the existing financing agreements, such as to covenants that deteriorate the Company's operating possibilities, or higher financing costs. The uncertainty related to obtaining financing, or the terms of the financing agreements being unfavourable for the Company, may result in the Company being unable to execute its strategy.

Changes in the macro-economic environment, regulation concerning the banking and finance sector, or the general conditions in the financing market may have a negative effect on the availability, price and other terms of financing. Changes occurring in the availability of equity and debt financing and in the terms of the available financing may impact the Company's possibilities to invest in developing and growing its business in the future.

If the Company is unable to obtain financing on competitive terms or at all, this may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

If the Company is unable to satisfy the covenant terms contained in financing agreements, a breach of the terms may entail an increase in financing costs or the acceleration of loan agreements

The Company's current financing agreements contain covenant terms related to the Company's financial key figures. The Company's Board of Directors monitors the materialisation of the covenants semi-annually. There can be no certainty that in the future, the Company is able to act in such a manner that the covenant and other terms contained in its financing agreements are not breached, or that the Company's financiers agree in connection with any forthcoming breaches of contract to renegotiate the terms of financing, without requiring the repayment of the loans. There are also no guarantees that in such circumstances, the Company would be able to arrange for new financing, at comparable terms, at an economically acceptable price, or at all. Breaching the covenant terms of financing agreements and defaulting on other contractual obligations could, thus, entail a considerable increase in financing costs and even jeopardize the continuation of the Company's financing. A breach of the covenant terms could have a negative impact on the Company's reputation and it could allow the Company's other financing agreements to be accelerated by financiers. In case no new financing can be arranged at all, the Company's possibilities to continue business operations may deteriorate, and the continuity of the Company's operations may be jeopardized.

If the Company is unable to manage liquidity risks, this may impede the financing of the Company's business transactions, and the repayment of maturing debts. The Company is continuously seeking to anticipate and monitor the need for the financing of its business operations, to ensure the Company has sufficient liquid funds to finance its operations and to repay maturing debts. The repayment of the Company's loans may cause a more sizeable burden than anticipated in the Company's cash flow, in case the Company's business operations and result develop poorer than expected. It is possible that the Company is unable to maintain its liquidity. This may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

Pro forma financial information may not project a correct view of the Company's past results

Unaudited pro forma financial information included in the Listing Particulars have been prepared exclusively for illustrative purposes and, due to their nature, they only concern hypothetical situation. Their purpose is to illustrate what the Company's operating results would have been in the period from 1 January to 31 December 2020 if the acquisition of all shares in Qentinel Finland Oy, described in more detail under section "*Operating and Financial Review – Factors Affecting the Comparability of Financial Information – Corporate arrangements*", would have been carried out in such a way that Qentinel Finland Oy would have been consolidated in the consolidated financial statements as of 1 January 2020. Pro forma financial information should not, however, be used as a basis when forecasting the development of the Company's business or results in any future period of time or any future moment of time. Pro forma financial information is based on the financial information of the Company and they have been subject to certain adjustments in connection with the aforementioned corporate acquisition, as described in more detail, under section "Pro forma financial information" below. Pro forma adjustments are based on available information and assumptions, but the actual effects of the aforementioned corporate acquisition could have differed from those described in these Listing Particulars, as a result of which the operating results presented in the unaudited pro forma financial information may differ from the actual results.

Risks Associated with the Listing, the Shares and Trading on the Helsinki Stock Exchange

The Company may fail to implement functions required of a listed company

The Company's Shares have been subject to trading on the First North market place maintained by the Helsinki Stock Exchange, and the Company has established the necessary operations and processes that have enabled it to carry out administrative and financial tasks, reporting as well as risk management and internal audit, allowing hereby the Company to act as an independent company listed on the First North market place. The Company's listing on the main list will entail new and more demanding obligations, including IFRS reporting and corporate governance requirements for listed companies. It is, however, possible that the implementation of such operations and processes and the adaptation of personnel requires more resources than planned, and that the said tasks cannot be performed with the same level of quality as previously or that such operations are suspended. It is also possible that the Company fails to implement and organise the functions required of a listed company and to maintain such functions in part or in full, or that the implementation and organisation of such functions requires additional costs that cannot be taken into account at the moment.

The demanding disclosure schedules and dependence on data systems and key employees may pose challenges to the correctness of the financial and other information and to the timely release of such information. If information published by the Company is found to be incorrect, misleading or otherwise in contravention to the applicable laws, rules and regulations, the Company may lose the trust of its investors and other stakeholders, and the Company may face sanctions as a result of such actions.

The materialisation of the above-mentioned risks may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

The price of the Shares may fluctuate, active and liquid markets may not develop and potential investors may lose a substantial portion of their investment

The market price of the Shares after listing may be subject to significant fluctuations owing to various factors, such as the Company's ability to reach its business objectives. The Company cannot foresee or estimate any such price fluctuations. In addition, international financial markets have occasionally encountered considerable price and volume fluctuations, regardless of the business development or future prospects of individual companies. Furthermore, the deterioration of the general market conditions or the deterioration of markets for securities of the same type may have a material adverse effect on the value of, markets for and liquidity of the Shares. The price and liquidity of the Shares on the stock market may from time to time fluctuate considerably regardless of the development of the Company's business or the Company's prospects. Further, the Company's operating result and prospects may at times fall short of the expectations of the stock markets, market analysts and investors. The price formation of the Shares in the markets may also be disrupted, in which case the share price does not reflect all the information available in the market. The materialisation of any of the mentioned factors may have a material adverse effect on the business, operating result and/or financial standing of the Company and on the value of the Shares.

There are no guarantees that the Listing on the main list will materialise

Albeit the Company considers that it meets all of the prerequisites for listing on the main list of the Helsinki Stock Exchange, there are no guarantees that the listing will not be delayed or fail to proceed altogether, for instance due to requirements imposed by the authorities or the Helsinki Stock Exchange. The listing may also be delayed or fail to proceed altogether owing to unforeseen events beyond the Company's control. If the listing was delayed or not implemented at all, this could incur additional costs to the Company or changes in the Company's operations. Furthermore, the delay in or failure of listing could result in weakened investor confidence in the Company. The Company cannot guarantee that the listing of the Company on the main list will materialise.

The concentration of the ownership of the Company may affect the market price and liquidity of the Company's shares, the Company's largest shareholders may have considerable leverage over the Company's administration and the interests of the Company's largest shareholders may differ from the interests of the minority shareholders

The Company's ownership is concentrated. On the date of the Listing Particulars, the Company's four largest shareholders own approximately 49.7 per cent of the Company's shares and votes in aggregate. In addition, the interests of the Company's largest shareholders may not coincide with the interests of the other shareholders. Significant matters to be resolved at the Company's general meetings of shareholders include, *inter alia*, the adoption of financial statements, granting of discharge from liability to the Company management, resolving on the distribution of distributable assets and the payment of dividends, as well as the election of members of the Board of Directors and of the auditors. Any discrepancies in the interests may have a material adverse effect on the standing of the Company's other shareholders. Furthermore, the centralisation of ownership may delay or preclude a change of control in the Company and have an adverse effect on the market price and liquidity of the Shares.

The Company may not distribute or be able to distribute future dividends

Pursuant to the Finnish Companies Act, the amount of dividends distributed by the Company may not exceed the amount of distributable assets indicated by the latest audited parent company financial statements adopted by the general meeting of shareholders. The payment of dividends, or the distribution of any other unrestricted shareholders' equity, always occurs based on the discretion of the Company's Board of Directors, and is ultimately dependent on the resolution of the general meeting of shareholders. Furthermore, according to the Companies Act, no dividend may be distributed, if it jeopardises the Company's solvency.

Pursuant to the Finnish Companies Act and the prevailing practice in Finland, dividends payable for shares in Finnish companies are generally distributed only once a year, after the general meeting of shareholders has adopted the audited financial statements and resolved on the possible distribution of dividends based on the dividend distribution proposal of the company's Board of Directors. The Company's dividend policy has been described in more detail under section *"Dividends and Dividend Policy".*

There can be no certainty that in the future, the Company will be paying dividends on the Shares issued by the Company. Also, the amount of any possible dividend payable cannot be guaranteed. The amount of any dividend distributable in the future is contingent on the Company's future results, financial standing, cash flow, capital requirements, investment needs and other factors.

Any future share issues or considerable sale of Shares may decrease the value of the Shares and any future share issues may dilute the holdings of the current shareholders

A significant issue of new Shares by the Company or a significant sale of Shares by its shareholders, or the impression that such issuances or sales may occur in the future, may have an adverse effect on the market value of the Shares and on the Company's ability to obtain funds through equity financing in the future. Furthermore, should the shareholders decide to refrain from exercising their subscription rights in any future rights issues, or if the company carries out directed share issues, the shareholders' proportional holding and the total portion of the voting rights conferred by the Shares may be diluted.

Holders of nominee-registered Shares may not be able to exercise their voting rights

Holders of nominee-registered Shares may not be able to exercise their voting rights, unless their holding is temporarily registered in their own name in Euroclear Finland Ltd ("**Euroclear Finland**") prior to the Company's general meeting of shareholders. The Company cannot give any assurances that the holders of nominee-registered Shares will receive a notice of the general meeting of shareholders in time to instruct their account operators to either temporarily register their Shares or otherwise exercise their voting rights as the beneficial owners wish. See *"Finnish Securities Markets – The Finnish Book-Entry Securities System".*

Foreign shareholders may not be able to exercise their pre-emptive subscription rights

Pursuant to the Finnish legislation, shareholders have certain pre-emptive subscription rights in proportion to their holdings when new shares or securities entitling to the subscription of new shares are being issued. However, foreign shareholders may not be able to exercise their pre-emptive subscription rights in any future share issues owing to the laws and regulations in force in their country of domicile. This may dilute the holding of such shareholders in the Company. Furthermore, the right of the foreign shareholder to receive information concerning share issues and other important transactions may also be limited under the legislation of the relevant country.

Investors with a principal or reference currency other than the euro will become subject to certain foreign exchange risks when investing in the Shares

The Shares will be priced and traded in euros on Helsinki Stock Exchange, and any future payments of dividends on the Shares will be denominated in euros. Exchange rate fluctuations of the euro will therefore affect the value of any dividends paid and other distributions of unrestricted shareholders' equity if the investor's principal or reference currency is not the euro. Furthermore, the market price of the Shares as expressed in foreign currencies will fluctuate in part as a result of foreign exchange fluctuations. This could affect the value of the Shares and any dividends paid on the Shares if the investor's principal or reference currency is not the euro. Furthermore, such investors may incur additional transaction costs by reason of the euro being converted into another currency.

PARTIES RESPONSIBLE FOR THE INFORMATION GIVEN IN THE LISTING PARTICULARS

Company

Gofore Plc
Kalevantie 2
33100 Tampere, Finland

Statement Regarding Information in the Listing Particulars

The Company is responsible for the information included in the Listing Particulars. The Company declares that, to the best of its knowledge, the information included in the Listing Particulars is in accordance with the facts and contains no omission likely to affect its import.

THE BOARD OF DIRECTORS, AUDITORS AND ADVISORS

The Members of the Board of Directors of the Company

Name	Position
Timur Kärki	Chairman
Mammu Kaario	Member
Stefan Baggström	Member
Sami Somero	Member
Juha Eteläniemi	Member

The work address of the Board of Directors is Kalevantie 2, FI-33100 Tampere, Finland.

Financial Advisor

Danske Bank A/S, Finland branch
Televisiokatu 1
FI-00240 Helsinki

Legal Advisor to the Company

Borenius Attorneys Ltd
Eteläesplanadi 2
FI-00130 Helsinki

Legal Advisor to the Financial Advisor

Avance Attorneys Ltd
Mannerheimintie 20 A
FI-00100 Helsinki

Auditor of the Company

KPMG Oy Ab
Töölönlahdenkatu 3 A
FI-00100 Helsinki

CERTAIN MATTERS

Forward-Looking Statements

These Listing Particulars include forward-looking statements about, among other things, the Company's results, financial position, business strategy and plans and goals for future operations and objectives. Such statements are presented in "*Summary*", "*Risk Factors*", "*Information on the Company and its Business*", "*Operating and Financial Review*" and elsewhere in the Listing Particulars.

Forward-looking statements pertain to both the Company, such as certain financial goals that the Company has set for itself, and the sectors and industry in which it operates. Statements containing the expressions "aim", "anticipate", "assume", "believe", "come", "continue", "could", "estimate", "expect", "intend", "may", "plan", "predict", "seek", "target", "will", or other similar expressions express forward-looking statements.

All forward-looking statements in the Listing Particulars reflect the present views of the management of the Company of future events, and involve risks, uncertainties and assumptions. Such risks and factors of uncertainty are described, for example, in section "*Risk Factors*", which should be read together with other cautionary statements in the Listing Particulars. These forward-looking statements apply only to the situation on the date of the Listing Particulars and the Company's actual business operations, results, financial position and liquidity could differ materially from those indicated in the forward-looking statements. Moreover, even if the results of the Company's operations, financial position and liquidity, as well as development in the sectors where the Company operates, were in line with the forward-looking statements presented in the Listing Particulars, the results and development are not necessarily indicative of the mentioned results and development of any future periods.

Unless otherwise required under the obligations set in applicable regulations (including the Prospectus Regulation), the Company will not update or re-evaluate the forward-looking statements in the Listing Particulars based on new information, future events or other factors. The statements made in this section apply to all subsequent written or oral forward-looking statements related to the Company or persons acting on behalf of it in their entirety. Persons considering investment should, prior to making an investment decision, carefully consider all factors mentioned in the Listing Particulars due to which the Company's actual business operations, results, financial position and liquidity may differ from expectations.

Information from Third-Party Sources

These Listing Particulars contain statistics, data and other information relating to the markets, market size, market shares and market positions and other industry data pertaining to the Company's business and markets. Where certain information contained in these Listing Particulars has been derived from third party sources, such sources have been identified herein. The Company confirms that such third-party information has been appropriately reproduced herein and that as far as the Company is aware and is able to ascertain from information published by such third parties, no facts have been omitted that would render the reproduced information inaccurate or misleading.

However, the Company does not have access to all of the facts, assumptions and postulates underlying the market analyses, or statistical information and economic indicators contained in sources of third-party information, and the Company is unable to verify such information. Moreover, market studies are frequently based on information and assumptions that may not be exact or appropriate, and their methodology is by nature forward looking and speculative. Therefore, changes in the postulates and their premises on which market studies are based, could have a significant influence on the analyses and conclusions made.

The statements in these Listing Particulars on the Company's market position and on other companies operating in its market areas are based solely on the experiences, internal investigations and assessments of the Company, as well as the reports and surveys it has commissioned, which the Company deems reliable. The Company cannot, however, guarantee that any of these statements are accurate or give an accurate description of the Company's position in its market, and none of the Company's internal investigations or information has been verified using external sources independent of those commissioned by the Company.

Unless otherwise identified, information in the Listing Particulars related to the quantity of Shares and votes as well as shareholder's equity have been calculated based on information that was registered in the Trade Register at latest by the date of the Listing Particulars.

Presentation of Financial Statements and Certain Other Information

The Audited Consolidated Financial Statements for the financial period ended 31 December 2020 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU ("**IFRS**"). The Audited Consolidated Financial Statements for the financial period ended 31 December 2020 contain the unaudited comparison information prepared in accordance with the IFRS for the financial period ended 31 December 2019. The Company's audited consolidated financial statements for the financial periods ended 31 December 2019 and 31 December 2018 were prepared in accordance with the Finnish Accounting Standards ("**FAS**"). The Audited Consolidated Financial Statements have been included by reference into these Listing Particulars. The Audited Consolidated Financial Statements have been audited by KPMG Oy Ab, Authorised Public Accountants, with Lotta Nurminen as the Auditor with principal responsibility for the financial period ended 31 December 2020 and Teemu Suoniemi for the financial periods ended 31 December 2019 and 31 December 2018. Lotta Nurminen and Teemu Suoniemi are registered in the register of auditors referred to in Chapter 6, Section 9 of the Auditing Act (1141/2015, as amended).

The Company's date of transition to IFRS was 1 January 2019. Additional information on the most significant differences between the Company's consolidated financial statements prepared in accordance with IFRS and FAS is presented in the note 2.1 to the Audited Consolidated Financial Statements which are incorporated as reference into these Listing Particulars.

Unaudited Pro Forma Financial Information

The unaudited pro forma financial information has been presented solely for illustration purposes. The unaudited statement of profit and loss for the financial period ended 31 December 2020 gives effect to the acquisition of Qentinel Finland Oy by Gofore as if it had happened on 1 January 2020 and Qentinel Finland Oy had been consolidated to the consolidated financial statements as from 1 January 2020. The acquisition of the company is included in the consolidated balance sheet for the financial period ended 31 December 2020. Therefore, pro forma balance sheet is not presented. Please see "*Pro Forma Financial Information*".

The unaudited pro forma financial information included in these Listing Particulars has been prepared in accordance with IFRS as adopted by the EU, and insofar as the financial information of the acquired company has not been prepared in accordance with IFRS, necessary adjustments have been made, so that the information in question conform with the IFRS accounting standards adopted by Gofore in the financial period ended 31 December 2020.

The unaudited pro forma financial information illustrates the application of pro forma adjustments and these adjustments are based on available information and certain assumptions, that have been presented in the notes of the unaudited pro forma financial information and that the Company believes to be reasonable in the prevailing conditions. The Company has prepared the unaudited pro forma financial information solely for illustration purposes and they address a hypothetical situation and they may not represent accurate reflection on what the Company's actual financial situation or operating result would have been if the acquisition of Qentinel Finland Oy had happened on the specified date, neither have they been made to purport to reflect on the Company's forecasted financial situation or operating results for any future period.

The unaudited pro forma financial information should be read in conjunction with the Company's historical financial information included in these Listing Particulars and other information included in these Listing Particulars

Please see "*Pro Forma Financial Information*" and "*Risk Factors – Financial Risks and Economic Risks – Pro forma financial information may not project a correct view of the Company's past results*".

Alternative Performance Measures

The Company presents in these Listing Particulars certain alternative performance measures of historical financial performance, financial position and cash flows, which, in accordance with the "Alternative Performance Measures" guidance issued by the European Securities and Markets Authority ("**ESMA**") are not accounting measures defined or specified in IFRS (the "**Alternative Performance Measures**"). These Alternative Performance Measures are:

EBITA	EBITDA
Adjusted EBITA	Operating profit (EBIT)
Return of investment (ROI) - %	Return on equity (ROE) - %
Equity ratio, %	Net gearing, %

EBITA is the operating profit before amortisation of intangible assets identified in corporate acquisitions. The exact definitions for calculating these Alternative Performance Measures are presented under "*Selected Financial Information – Key Performance Indicators*".

In the Company's view, Alternative Performance Measures provide the management, investors, securities market analysts and other parties with significant and useful additional information related to Company's results of operations, financial position and cash flows.

Alternative Performance Measures should not be viewed in isolation or as a substitute to the measures under IFRS. All companies do not calculate Alternative Performance Measures in a uniform way, and therefore the Alternative Performance Measures presented in these Listing Particulars may not be comparable with similarly named measures presented by other companies.

Alternative Performance Measures, except for the operating profit, are unaudited.

Roundings

Certain figures in the Listing Particulars, including financial data, have been rounded. Therefore, the sums of table columns and rows may not necessarily precisely correspond to the figures given as row or column totals. In addition, certain percentages reflect calculations based upon the underlying information prior to rounding and, accordingly, may not conform exactly to the percentages that would be derived if the relevant calculations were based upon the rounded numbers.

Availability of the Prospectus

The Finnish Prospectus will be available in electronic form on or about 19 March 2021 on the website of the Company at www.gofore.com/listautuminen2021 and at the Company's office at Kalevantie 2, FI-33100 Tampere at office hours. These Listing Particulars will be available on or about 19 March 2021 on the website of the Company at www.gofore.com/listing2021.

No Incorporation of Website Information

The Listing Particulars, documents incorporated by reference to it, the possible supplements of the Listing Particulars, which will become part of the Listing Particulars, will be published on the website of the Company. The other contents of the Company's website or any other website do not form a part of the Listing Particulars. Shareholders of the Company or prospective investors should not rely on such information in making their decision to invest in the Shares.

Information Available in the Future

The Company will publish its business review for the three months ending 31 March 2021 on or about 19 April 2021.

BACKGROUND AND REASONS FOR THE LISTING

Reasons for the Listing

The purpose of the contemplated Listing is to increase Gofore's brand awareness and improve liquidity as well as to reach a more extensive owner base. No Shares will be issued or sold in connection with the Listing and the Company does not gain any proceeds from the Listing.

Costs of the Listing

Gofore estimates that the payments, fees and estimated costs incurred to the Company in connection with the Listing will amount to approximately EUR 0.6 million in total.

CAPITALISATION AND INDEBTEDNESS

The following table sets forth the Company's capitalisation and indebtedness as at 31 December 2020.

The following table should be read together with *"Selected Financial Information"* and *"Operating and Financial Review"* as well as the Audited Consolidated Financial Statements for the financial period ended 31 December 2020 included in these Listing Particulars by reference.

	31 December 2020
(EUR thousand)	**Actual**
	(audited)
CAPITALISATION	
Current financial liabilities	
Secured	-
Unsecured	4,374.6
Total	**4,374.6**
Non-current financial liabilities	
Secured	-
Unsecured	11,995.0
Total	**11,995.0**
Financial liabilities total[1]	**16,369.6**
Equity	
Share capital	80.0
Translation differences	-12.4
Fund for unrestricted equity	20,515.2
Retained earnings	15,475.8
Non-controlling interests	23.0
Total equity	**36,081.5**
Total equity and financial liabilities	**52,451.1**
INDEBTEDNESS	
Cash and cash equivalents	21,394.4
Securities	543.5
Liquidity (A)	**21,938.0**
Current financial liabilities	4,374.6
Current financial liabilities total (B)	**4,374.6**
Current net gearing (C=B-A)	**-17,563.3**
Non-current financial liabilities	11,995.0
Non-current financial liabilities total (D)	**11,995.0**
Net gearing (E=D+C)	**-5,568.4**

1) Lease liabilities are included in financial liabilities.

After the end of financial period 31 December 2020, on 18 February 2021, Gofore Plc signed an agreement, whereby it acquired 95 per cent of the share capital of Ccea Oy, a company providing digital transformation advisory services at the purchase price of EUR 6.4 million. The purchase price consisted of the debt-free price of the business operations in the amount of EUR 6.175 million, and of the compensation payable for net cash, estimated to amount to EUR 0.255 million. The purchase price was paid in full in the form of cash consideration in the amount of EUR 6.4 million on the closing date of the transaction on 1 March 2021.

Apart from the events described above, there have been no material changes in the Company's capitalisation and indebtedness since 31 December 2020.

More information on the Company’s conditional debts and certain other off-balance sheet liabilities is presented in section “*Operating and Financial Review – Off-Balance Sheet Arrangements*”.

Sufficiency of Working Capital

In the opinion of the Company’s management, the Company’s working capital is sufficient for the Company’s present needs for the next 12 months following the date of these Listing Particulars.

DIVIDENDS AND DIVIDEND POLICY

On 22 August 2017, Gofore's Board of Directors adopted a dividend policy. Gofore aims to distribute no less than 40 per cent of its net profit as dividends annually. However, the dividend payment and the amount of same are impacted at least by the following factors: the Company's financial results and standing, future growth investments, cash flow from operations, the amount of net debt and the need for debt servicing and other factors considered relevant by the Board of Directors. The dividend policy is valid until further notice.

Albeit no amendments to the dividend policy are contemplated, no guarantees may be given that dividends or repayments of capital will actually be paid in the future, nor may any guarantees be given as to the amount of dividend paid or capital repayments made in any specific year.

Pursuant to the Finnish Companies Act, dividends may only be paid and unrestricted shareholders' equity may otherwise be distributed once the general meeting has adopted the company's financial statements. The general meeting resolves upon the distribution of dividends based on a proposal made by the Board of Directors. The general meeting may also authorise the Board of Directors to resolve upon the payment of dividend and the distribution of other unrestricted shareholders' equity. The amount of dividend or of other unrestricted shareholders' equity distribution may not exceed the amount resolved upon by the general meeting. The distribution of dividends, or other distribution of unrestricted shareholders' equity, as well as granting the authorisation concerning the distribution to the Board of Directors is subject to a majority resolution of the shareholders at the general meeting.

The amount of dividend distribution or the distribution of other unrestricted shareholders' equity is limited to the amount of distributable assets indicated by the company's financial statements underlying the resolution to distribute dividends or other shareholders' equity, provided no material changes have occurred in the financial standing of the company after the preparation of the financial statements. Assets must not be distributed as dividends or in other methods of distributing unrestricted shareholders' equity if at the time of resolving upon the distribution, it is known or it should be known that the company is insolvent or that the distribution will render the company insolvent. Limitations pertaining to dividend distribution have been set forth under Section "*Shares and Share Capital – Shareholders' Rights*".

The dividends paid by the Company for the financial periods ended 31 December 2019 and 31 December 2018 have been set forth in the below table. The Company's Board of Directors has on 5 March 2021 proposed to the Company's Annual General Meeting of Shareholders to be held on 26 March 2021 that dividend be paid for the financial period ended 31 December 2020 in the amount of EUR 0.24 per share.

	Dividend paid for the financial period ended 31 December 2019	**Dividend paid for the financial period ended 31 December 2018**
EUR		
Dividend/share	0.20	0.19
Total dividend for the financial period	**2,800,973**	**2,496,178.77**

MARKET AND INDUSTRY REVIEW

The following description contains market and industry information derived from third-party sources and the assessments of the Company's management. Where such information has been derived from third-party sources, the relevant source has been indicated. The following description also contains assessments concerning the Company's market position not available from public sources. These assessments are based on non-public sources available to the Company and on management's knowledge of the industries and markets involved. For further information on the sources for the market and industry information, see "Certain matters – Information from Third-Party Sources".

Introduction

In the past decade, digitalisation has caused both a substantial and growing pressure for change in the operating methods of companies and other organisations. Simultaneously, comprehension of digitalisation, the opportunities provided by it, the utilisation of these opportunities and the implementation of digital transformation within a company or an organisation is limited, and only few are able to adapt to the changes entailed by digitalisation without external assistance.

As companies and organisations encounter the challenges and opportunities entailed by digitalisation, agile IT service companies specialising in digital transformation, such as Gofore, assist their customers in utilising digital services and information in their own operations by offering both efficiency and competitiveness as a result of novel, innovative solutions. Since digitalisation affects different operators differently, tackling the challenges usually requires customised solutions and individualised expertise. Additionally, customer centricity plays a focal part, because customers may be at different stages of their internal digital transformation and therefore require different types of external IT expertise. Gofore offers a holistic service offering that includes digital transformation advisory, service design, digital service development, as well as digital quality assurance for private and public sector companies and organisations operating across a variety of industries.

Digitalisation is estimated to continue as a megatrend going forward, which also drives the demand for the top expertise of IT service companies. It is estimated that by 2024, more than a half of the global IT consumption will be focused towards digital transformation and innovation, compared to 31 per cent in 2018. It is estimated that over 500 million digital solutions will be developed by the year 2023, of which the majority is expected to relate to purposes facilitating the digital transformation of various industries.[1] Over 30 per cent of Nordic companies are estimated to modify their organisational structures and business processes as well as adopt new tools by the year 2022 in order to adjust their operating methods and corporate culture to the opportunities arising from digitalisation[2].

Industry Review

The Finnish IT Services Market

From the international perspective, Finland is one of the most digitally advanced countries in the world. According to the Digital Economy and Society Index maintained by the European Commission, Finland is the most digitally advanced state in the European Union, with particularly pronounced top ratings in the digital integration of companies, human capital and use of internet services, as well as a fourth place in public administration digital services.[3]

Gartner estimates the size of Finland's IT market to have amounted to approximately EUR 7.2 billion in 2019[4]. For Gofore, an essential part of the IT market is the IT services market, the size of which, according to IDC's estimation published by Tietoviikko, amounted to approximately EUR 4.3 billion in 2019 in Finland.[5] The Company's management considers that as a result of the transformation of the IT services market operating field, digital services will be winning market share from service providers operating with more conventional business models.

[1] IDC, IDC FutureScape: Worldwide IT Industry 2020 Predictions, October 2019.

[2] IDC, IDC Nordic Digital Insights: IT Market Predictions 2019.

[3] European Commission, Digital Economy and Society Index (DESI) 2020, June 2020.

[4] Gartner, Suomen IT-markkinat 2017-2021 – Kesäkuun 2019 -katsaus (referenced on 17 December 2020).

[5] Tivi, It-talot selviävät talouden hyytymisestä pintanaarmuin – ”taivas ei putoa niskaan” (referenced on 10 January 2021).

Special characteristics of conventional IT services and new digital services

According to the Company's management, there are distinctive differences between traditional IT services and new digital services that as a result of increasing digital advancement become more pronounced to the advantage of the market development of new digital services. It is characteristic of conventional IT services to relate, for instance, to the deployment and development of background and enterprise resource planning systems, corporate software of the CRM type, as well as the development and maintenance of IT platforms. In addition, conventional IT services are characterised, *inter alia*, by multiannual development projects reminiscent of support processes that are also partially executed with the aid of remote outsourcing.

The Company's management believes that due to market transformation, the understanding of companies and organisations regarding the significance of IT and the opportunities it presents for the business of the company has increased. While traditional IT services are focused on cost savings, new digital services are additionally focused, *inter alia*, on the development of new services in customer organisations, growing sales and enhancing customer experience. This entails that alongside the execution of conventional, lengthy IT development projects, new digital transformation projects are now being carried out through the culture of gradual development and occurring close to the customer, through which digitalisation is aimed to be integrated as part of the company's core processes. The new digital services are developed in a customer-centric manner, utilising service design, and to the extent possible, the development work is executed in an agile manner, generating value for the customer, by teams with the highest possible skillsets.

The Company's management estimates that in the forthcoming years, the conventional IT services market will be growing at an annual rate of approximately 2–4 per cent, and that the market for new digital services, in turn, will be growing at an annual rate of approximately 10 per cent.

The below table sets forth the Company's view concerning the differences between conventional IT services and service providers and new digital services and service providers.

Conventional IT Services	New Digital Services
Multiannual development projects	Agile development
IT support process role	Technology as a competitive advantage
Cost savings	Flexibility and new business opportunities
Remote outsourcing	Value creation by a network of experts
IT system maintenance	Readiness for change

Special characteristics of the public and private market

The Company estimates that the IT services market in Finland is divided into a public sector market of approximately EUR 1 billion[6] and into a private sector market of approximately EUR 3.3 billion[7]. The Company estimates Gofore's market share in the public sector to amount to approximately 4 per cent, and in the private sector, respectively, to approximately one per cent.

According to the Company's management, the Finnish public sector is characterised by comprehensive co-operation agreements concluded with customers, and the extensive service scopes included in these agreements. The continuous demand for digital services in the public sector is driven, *inter alia*, by the desire to develop and improve the quality of the digital service offering of the sector and by the need to make the

[6] Management estimate based on government IT spending from Tutki Hankintoja website and municipal spending from Tietotekniikkakartoitus 2018. Sources: Tutki Hankintoja (referenced on 22 November 2020); Tietotekniikkakartoitus 2018.

[7] Management estimate based on IDCs assessment of the total size of EUR 4.3 billion of Finnish IT services market in 2019 published by Tietoviikko. Source: Tivi, It-talot selviävät talouden hyytymisestä pintanaarmuin – "taivas ei putoa niskaan" (referenced on 10 January 2021).

offering more efficient. The most modern public sector organisations in Finland are generally also digitally quite progressive. In Finland, primarily domestic companies compete for public sector customers.

In the Finnish private sector, the Company estimates digitalisation to have become one of the main strategic priorities at the moment. IT development continues to partially remain an internal activity of companies and organisations, and experts in the field are being hired by companies and organisations for various IT tasks. Top external expertise to the private sector operators in Finland is provided by both domestic and international IT service providers.

Public sector	Private sector
Need for higher efficiency and improved service provision	Digitalisation as an important strategic priority
Extensive partnership agreements and comprehensive services scopes	Procurement of expertise and individual tasks
The most modern public organisations are highly digitally advanced	IT development still partly in-housed
Domestic competition for customers	Competition against domestic and international providers

Competitive landscape

Gofore operates primarily in the Finnish IT services market, with a large number of different service providers, providing a variety of IT services. In addition, IT services are also provided by many other companies, whose main field of business is not within the IT services market.

Similarly to the market division, also the Company's main competitors can be divided into conventional large IT corporations, such as Tieto, CGI and Accenture, as well as new digital services providers with agile operating methods, such as Reaktor, Siili Solutions, Vincit and Solita. The Company considers that owing to their hierarchical organisation and ready-made product packages, the traditional IT corporations are often rigid in responding to the needs experienced by their customers. The competitive advantages of conventional IT corporations are their established market position, entailing credibility in terms of their capacity to deliver, as well as often an international network of experts and resourcing. Service providers such as Gofore, in turn, are often organisations that are self-guided, close to the customer, providing customised digital services from the customer's starting points. The providers of new digital services are generally not technology or product dependent and are able to provide their customers with the objectively best possible solution.

In Gofore's target market, a material portion of the competition is not only for customers, but also for skilled workforce. The competition for skilled personnel has brought forth the significance of employee comparisons, where especially companies with an agile operating model have stood out to their advantage. Gofore was elected Finland's best place to work[8] and Europe's second-best place to work[9] in the 2017 Great Place to Work survey, and the fifth most attractive Finnish company among young professionals in 2020[10].

Gofore's competitive factors have been described in more detail in these Listing Particulars under "*Information on the Company and Its Business – Key Strengths*" and "*Information on the Company and Its Business – Business Strategy*".

[8] Great Place to Work, Suomen parhaat työpaikat 2017 (referenced on 15 December 2020).

[9] Great Place to Work, Euroopan parhaat työpaikat 2017 (referenced on 15 December 2020).

[10] Academic Work, Young Professional Attraction Index 2020 (referenced on 15 December 2020).

INFORMATION ON THE COMPANY AND ITS BUSINESS

General Overview of the Company’s Business

Gofore is an internationally operating digital transformation consultancy that commenced its operation in 2002. Gofore provides its services to private and public sector operators primarily in Finland and also abroad. The services provided by the Company may be divided into digital transformation advisory services, service design, development of digital services, as well as digital quality assurance. The Company develops its expertise and service offering continuously in order to attain digital transformation projects of all sizes, and to be able to serve its customers at every stage of the digital transformation. Gofore’s vision is to be a growing and profitable, responsible and impactful, international, evolving and renewing company, which offers exceptional customer and employee experience.

Throughout its history, the Company has exhibited strong growth. The Company’s net sales increased by 21.7 per cent during the financial period of 2020, compared to the financial period of 2019[11]. In the financial period of 2019, the growth in net sales amounted to 26.7 per cent compared to the financial period of 2018[12]. The Company's operating profit under IFRS in the financial period of 2020 was EUR 8,750 thousand and EUR 6,620 thousand in the financial period of 2019, and the operating profit under FAS in the financial period of 2018 was EUR 6,095 thousand. The Company's operating profit (EBIT) margin under IFRS was 11.2 per cent in the financial period of 2020 and 10.3 per cent in the financial period of 2019. The Company's operating profit (EBIT) margin under FAS was 12.0 per cent in the financial period 2018.[13]

The Company’s operating profit under IFRS before amortisation of intangible assets identified in PPA and impairment of goodwill (EBITA) margin under IFRS was 12.7 per cent in the financial period of 2020[14]. The Company’s operating profit before amortisation of goodwill (EBITA) margin under FAS was 12.5 per cent in the financial period of 2019[15] and 13.4 per cent in the financial period of 2018[16]. In 2020, approximately 74.2 per cent of Gofore’s net sales were generated from public sector customers and approximately 25.8 per cent from private sector customers. Geographically, 89.6 per cent of the net sales were generated in Finland and a total of 10.4 per cent abroad. The net sales of Gofore and of Qentinel Finland Oy, acquired during 2020, aggregated in accordance with pro forma principles, amounted to EUR 87,934 thousand, and the operating profit (EBIT) margin amounted to 10.8 per cent in 2020.

Key Strengths

The Company’s management believes that particularly the following factors represent key strengths of the Company and afford it a competitive advantage:

Ideal position in an operating environment that is digitalising at an accelerating rate

Gofore operates in the IT services market that can be divided into conventional IT services and new digital services. The objective of conventional IT services is to develop the internal efficiency of customer organisations, for instance by means of enterprise resource planning systems. New digital services, in turn, seek in addition to efficiency, to develop new services for the customer organisations, to increase their sales and enhance their customer experience. Since its foundation, the Company has been focused purely on developing new digital services and serving customers in digital transformation projects. According to the estimate of the Company’s management, the demand for new digital services has been strong in the recent years, and will in the forthcoming years continue to grow considerably more rapidly compared to the market growth of conventional IT services. The Company’s management estimates that in the coming years, the market for new digital services will grow at an annual rate of approximately 10 per cent and that it will be winning market share from service providers operating with more conventional business models, whose growth rate the Company’s management estimates to remain at approximately 2–4 per cent in the coming years. The

[11] Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with the IFRS, compared to the unaudited IFRS reference figures for the year 2019.

[12] Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with FAS, compared to the unaudited consolidated financial statements for 2018, prepared in accordance with FAS.

[13] Operating profit under IFRS for 2020 and operating profit under FAS for 2018 are audited, other figures are unaudited.

[14] Unaudited figure in accordance with IFRS.

[15] Unaudited figure in accordance with FAS.

[16] Unaudited figure in accordance with FAS.

Company's management believes that Gofore and other operators focusing on new digital services have a strong standing in the competition against conventional IT operators, supported by their agile development model, work occurring close to the customer and ability to steer their customers in their digital transformation.

Purely next-generation offering for digital agile transformation

The Company has a continuously evolving service offering for digital transformation projects of all sizes. Gofore offers its customers a holistic service for digital transformation, encompassing digital transformation advisory, service design, development of digital services as well as digital quality assurance, which together comprise a comprehensive service package based on customer centricity. Gofore has not committed itself to utilising the technologies or methods of any specific supplier in its deliveries, which in the view of the management allows the Company to seek best possible customer value in each case, in accordance with the views of the Company's experts.

The Company also has a wide and growing customer base for the digital transformation services it provides, consisting both of public and private sector operators from different sectors and with whom the Company seeks to continue fostering its long-term customer relationships. An example of the public sector customers served by the Company is the development and administration centre for the ELY Centres and TE Offices (KEHA-centre), for which Gofore has completed large-scale digital transformation projects, such as the Työmarkkinatori.fi service, entailing a comprehensive reform of the Finnish employment seeking eco-system. An example of the Company's private sector customers is Aimo Park, a parking business company operating across the Nordics, for which Gofore has built a parking system utilising modern cloud technologies.

Technology-driven management and a human-centric culture to support scalability and efficiency

In steering the organisation, the Company endeavours to combine a human-centric employee culture and the intense leveraging of technology and data. Together, a human-centric culture and data-driven management tools translate into agility and efficiency in the Company's business operations. The cornerstones of Gofore's strong corporate culture include, *inter alia*, openness, self-guidance and genuine passion for work, all of which combined enable communality and goal-orientation. According to the management of the Company, happy employees and an attractive corporate culture enable the increasing of the number of employees, as well as the gathering of top talent to support the Company's growth. The results of the Company's people-centric employee culture are illustrated by the high score of 42 on a scale of -100–100 in the employee satisfaction survey (employee Net Promoter Score) conducted by the Company in 2019, as well as the result of the employee survey conducted by the Company in the spring of 2021, according to which approximately 78 per cent of the Company's employees would recommend Gofore as an excellent workplace. Furthermore, Gofore was ranked Finland's best place to work[17] and Europe's second-best place to work[18] in the 2017 Great Place to Work survey as well as the fifth most attractive Finnish company among young professionals in 2020[19].

The Company's unique corporate culture is combined with a technology-driven management model, where data analytics and artificial intelligence are utilised to formulate real-time situational awareness and decision-making. As a result of technology, also the work of the employees may be facilitated and the meaningfulness of work improved. This allows the Company to maintain light and cost-effective administration, as well as scalability of business operations and comprises an integral part of the Company's agile operating method. The management tool "Hohto" that the Company has developed itself enables, *inter alia*, company-wide visibility into all of the Company's projects, as well as efficient resourcing depending on the project requirements, and the allocation of projects among the available workforce. An example of the results of the technology-driven operating model is how throughout its history, the Company has demonstrated an ability to grow profitably, while maintaining a flat organisational structure.

A business model that enables predictability and seeks to mitigate risks

According to the view of the Company's management, the predictability of business operations is at a high level, because the business model is based on man-hour-based invoicing, a strong position among public sector customers, as well as a high customer retention. The Company employs a pricing model that seeks to avoid fixed-priced projects, and thereby to manage the risks pertaining to project planning and administration.

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[17] Great Place to Work, Suomen parhaat työpaikat 2017 (referenced on 15 December 2020).

[18] Great Place to Work, Euroopan parhaat työpaikat 2017 (referenced on 15 December 2020).

[19] Academic Work, Young Professional Attraction Index 2020 (referenced on 15 December 2020).

The Company estimates that approximately 90 per cent of its net sales generated by the end of August 2020 originated through man-hour-based invoicing. The Company also enjoys a strong standing in the public sector where the customer agreements concluded are on average longer compared to the agreements concluded with private sector customers. Historically, public sector customers have also been less likely to discontinue their development projects on account of, for instance, economic challenges. In 2020, approximately 74.2 per cent of the Company's net sales were generated through public sector customer agreements. In addition, the Company has a high customer retention, because approximately 90 per cent of the net sales generated during 2020 originated from customers who have generated net sales for the Company also in 2019. According to the view of the Company's management, a high customer retention supports the predictability of business operations.

Strong past financial development

Historically, Gofore has achieved a strong annual growth of net sales both organically, and propelled by corporate acquisitions. The Company's net sales increased by 21.7 per cent during the financial period of 2020, compared to the financial period of 2019[20]. In the financial period of 2019, the growth in net sales amounted to 26.7 per cent compared to the financial period of 2018[21]. The Company's operating profit under IFRS in the financial period of 2020 was EUR 8,750 thousand and EUR 6,620 thousand in the financial period of 2019, and the operating profit under FAS in the financial period of 2018 was EUR 6,095 thousand. The Company's operating profit (EBIT) margin under IFRS was 11.2 per cent in the financial period of 2020 and 10.3 per cent in the financial period of 2019. The Company's operating profit (EBIT) margin under FAS was 12.0 per cent in the financial period 2018.[22] The Company's operating profit before amortisation of intangible assets identified in PPA and impairment of goodwill (EBITA) margin under IFRS was 12.7 per cent in the financial period of 2020[23]. The Company's operating profit before amortisation of goodwill (EBITA) margin under FAS was 12.5 per cent in the financial period of 2019[24] and 13.4 per cent in the financial period 2018[25]. Based on both growth and profitability measures, the Company is one of the leading players within its reference group[26] and segment, both in Finland and internationally.

The Company has also set itself ambitious long-term financial goals, through which the Company is seeking to continue its historically strong profitable growth. The Company's long-term financial goals have been described under "*Information on the Company and Its Business – Financial Targets*".

Business Strategy

Company's mission, values and vision

The objective of Gofore's operations is to radiate goodness around it, and the Company's mission is to change the world for the better through digital transformation and working culture reform.

Gofore's values are to be the best possible workplace for everyone and to thrive on its customers' successes. Gofore is a Company managed on value-based premises, whose mission, vision and values are honoured and abided by in the daily business operations. At Gofore, it is believed that workplace wellbeing and diversity, along with a strong corporate culture, are crucial success factors and the employees' workplace wellbeing is endeavoured by focusing on communality, openness and self-guidance in Gofore's corporate culture.

[20] Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with the IFRS, compared to the unaudited IFRS reference figures for the year 2019.

[21] Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with FAS, compared to the unaudited consolidated financial statements for 2018, prepared in accordance with FAS.

[22] Operating profit in accordance with IFRS for 2020 and operating profit in accordance with FAS for 2018 are audited, other figures are unaudited

[23] Unaudited figure in accordance with IFRS.

[24] Unaudited figure in accordance with FAS

[25] Unaudited figure in accordance with FAS

[26] Based on the growth in net sales and on EBITA margin of the companies in the reference group. The reference group consists of Atos, Bilot, Bouvet, CGI, Digia, Endava, EPAM, Globant, Innofactor, HiQ, Knowit, Netcompany, Siili Solutions, Solteq, TietoEVRY and Vincit.

Gofore's vision is to be one of the significant digital transformation consultancies in Europe. In line with this vision, Gofore is constantly striving to be:

1. Growing and profitable

2. Responsible and impactful

3. International

4. Evolving and constantly renewing

5. Offering exceptional customer and employee experience

Company's strategy

Gofore wants to strengthen its position as an agile and culturally strong, continuously evolving top expert organisation. The Company prides itself on its positive impact on society and believes that the value-based responsibility shared among its employees will help in the pursuit of sustainable success.

Gofore strives for growth in all its operating areas and customer segments. According to the Company, the advancement of digitalisation in society and within businesses means that in addition to leveraging cutting-edge technology, the Company's customers must have the ability to implement change in their business, organisation and practices. Gofore aims to differentiate itself from its competitors by serving its customers extensively as a partner in agile digital transformation. The Company provides expert services for holistic transformation, including digital transformation consulting, service design, digital service development, and digital quality assurance. The Company pursues growth in its business in three segments: continuing growth in Finland, growth in international markets and growth through corporate acquisitions.

Continued growth in Finland

In the public sector in Finland, Gofore aims to continue developing into a leading provider of expert services for digital transformation and further reinforcing its strong position. Finland is currently one of the world's leading countries in public digital services[27], and the Company expects significant investments in the development of digital services to continue. Gofore strives to support its public sector customers with its extensive and continuously evolving expertise and service offering. The net sales generated by the Company's public sector customers have grown at the annual rate of 32.4 per cent in 2018 through 2020, and currently the Company is the most rapidly growing service provider of the ICT operating services and information technology expert and maintenance services procured by the state of Finland, measured by the net sales development of the five largest private service providers[28][29]. Gofore strives to develop its service capabilities to be the most attractive provider of major public sector development projects, providing exceptional customer experience and success stories. In Finland, the competition encountered by the Company for public sector customers consists primarily of domestic competitors.

In the private sector, Gofore aims to strengthen its position as a digitalisation service provider. The aim is to grow and develop into a significant partner for companies that develop their business through digital services and better use of data. Gofore's strengths include its versatile, extensive experience gained in large- scale and demanding public sector transformation projects, combined with an agile, efficient operating model and a strong professional culture. The Company has grown its net sales generated by private sector customers at the annual rate of 6.9 per cent in 2018 through 2020, and the Company estimates digital transformation to be one of the most salient strategical focus areas of the private sector, which supports the demand for top expertise in the future as well. Through its expertise and commitment, Gofore strives to deliver success to its customers and in this way grow into one of the most significant companies serving the private sector in

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[27] European Commission, Digital Economy and Society Index (DESI) 2020, June 2020.

[28] Measured in euros, the five largest private service providers of ICT operating services and information technology expert and maintenance services procured by the state of Finland are Tieto, CGI, Fast Enterprises, Gofore and Visma.

[29] Data published by Tutki Hankintoja website, which can be downloaded from the national open data portal at https://www.avoindata.fi/data/fi/dataset/tutkihankintoja-data (referenced on 22 November 2020).

providing digital transformation services. The competition encountered by the Company for private sector customers in Finland consists both of domestic and international operators.

Gofore expects demand for digital transformation expert services in Finland to remain good among public and private sector customers. The Company's management estimates that this supports the continuation of the growth of Gofore's business at a rate that outperforms the overall growth rate of the IT service market.

Growth in international markets

Gofore aims to continue its international growth by leveraging its flexible, scalable and location-independent service platform and by differentiating itself as an agile, technology-independent expert partner in digital transformation. Based on the Digital Economy and Society Index, Finland is the most digitally advanced state in the European Union[30], which supports the brand of a company like Gofore, and promotes the credibility of the Company's top expertise being exported to other parts of the world. In the future, Gofore strives to be an international and diverse company that is able to serve its large international customers in the best possible way. International business is directed to both the public and private sector. Gofore actively seeks possibilities to acquire internationally operating private and public sector customers that the company is able to serve with its current strengths and existing resources independent of location.

The Company has identified Germany as an attractive growth market in which it wants to increase its presence both organically and through acquisitions. Germany has a large industrial manufacturing sector where the Company can take advantage of its existing industry experience to serve its customers. The Company considers as its strength its Finnish operating model, in which high-quality digital expertise and agility as well as transparency, honesty and trust in customer relations are emphasised. In Germany, Gofore has an established business and offices in Munich and Brunswick. Customer acquisition and customer relationship development in the German-speaking market are carried out by the local organisation.

The aim is to achieve international growth at the same pace as the Group's net sales growth.

Growth through acquisitions

As part of its growth, Gofore aims to make acquisitions that support its strategy. Gofore has an excellent track-record in its acquisitions during 2017–2020: the Company has improved its expertise and ability to serve its customers, and increased shareholder value. Gofore continues to develop its capabilities to make successful acquisitions. In the coming years, the target of the Company is that approximately half of the growth originates from business and company acquisitions that are well suited to Gofore's business model and culture. Expertise that supports strategy, expansion of customer base or strengthening of geographical position is pursued through acquisitions, while ensuring synergies.

The Company sees itself as an attractive strategic purchaser and future partner also from the perspective of the potential acquisition targets, because it is able to offer access to its extensive digital transformation service offering and customer base, as well as a unique and human-centric corporate culture, through which the employees transferring alongside the target company are offered a pleasant working environment by investing in employee comfort. In addition to its open corporate culture, the Company also considers its data and technology-driven business platform to enable the efficient integration of target companies into the Gofore group, creating optimal premises for the creation and utilisation of synergies.

Financial Targets

These financial targets contain forward-looking statements that are not guarantees of future financial performance, and the Company's actual operational results may differ materially from those expressed or implied by the forward-looking statements. Numerous factors, including those mentioned under "*Certain matters – Forward-Looking Statements", "Risk Factors" and "Operating Results and Financial Standing – Factors Affecting the Operating Result"* may affect the Company's results. All financial targets mentioned herein are merely objectives, and they should not, therefore, be regarded as projections, estimations or calculations of the Company's future financial performance.

[30] European Commission, Digital Economy and Society Index (DESI) 2020, June 2020.

Long-term financial targets

Gofore aims for more than 20% annual net sales growth, of which organic growth accounts for approximately half. In terms of profitability, Gofore's objective is an adjusted EBITA of 15%. The long-term financial targets are in accordance with the IFRS accounting standards.

The Company's net sales increased by 22 per cent during the financial period of 2020[31] and by 27 per cent during the financial period of 2019[32]. The Company's operating profit under IFRS in the financial period of 2020 was EUR 8,750 thousand and EUR 6,620 thousand in the financial period of 2019, and the operating profit under FAS was EUR 6,095 thousand in the financial period of 2018. The Company's operating profit (EBIT) margin under IFRS was 11.2 per cent in the financial period of 2020 and 10.3 per cent in the financial period of 2019. Under FAS, the Company's operating profit (EBIT) margin was 12.0 per cent in the financial period 2018. The Company's adjusted profit before amortisation of intangible assets identified in PPA and impairment of goodwill (adjusted EBITA %) under IFRS was 14 per cent in the financial period of 2020 and 12 per cent in the financial period of 2019, and the Company's adjusted profit before amortisation of goodwill margin (adjusted EBITA %) under FAS was 13 per cent in the financial period of 2018.[33]

The Company's Service Offering

Gofore differentiates itself from several of its competitors with its service offering that is more extensive and comprehensive than conventional IT consulting, which enables long-term projects encompassing several aspects of digitalisation and long-term customer relationships. Gofore's service offering combines digital transformation advisory, software development and quality assurance all in one service provider, which entails that Gofore's service selection covers the entire life-cycle of digital projects, from design to execution and quality assurance. Gofore's services are divided into three different segments: Gofore Lead, Gofore Create and Gofore Assure.

Gofore Lead Business Unit

The approximately 175 management consultants of the Gofore Lead business unit provide the Company's customers advice and transformation consultancy concerning the opportunities entailed by digitalisation and in digital transformation projects. Gofore advises its customers to create and develop strategies capitalising on the opportunities arising from digitalisation, as well as supports them in implementing such strategies. Additionally, Gofore Lead advises and supports the Company's customers, for instance, in:

- Competitive tendering processes for ICT projects
- Assessing and developing digital capabilities
- Transformation project management

An example of the work of the Gofore Lead business unit is advising the state of Finland in creating a cloud strategy.

Gofore Create Business Unit

The digitalisation experts of the Gofore Create business unit develop digital solutions of the future for the Company's customers, such as electronic services, systems and mobile applications. Gofore offers its customers software development, service design, as well as cloud and DevOps services[34]. In addition, the

[31] Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with the IFRS, compared to the unaudited IFRS reference figures for the year 2019.

[32] Net sales in the audited consolidated financial statements for the year 2019, prepared in accordance with the FAS, compared to net sales in the audited consolidated financial statements for the financial year 2018, prepared in accordance with the FAS.

[33] Operating profit under IFRS for 2020 and operating profit under FAS for 2018 are audited, other figures are unaudited.

[34] DevOps is an abbreviation of the words development and operations. DevOps services are utilised to automate and intensify software development, testing and maintenance processes as well as their interaction. The objective of the DevOps operational model is to encourage production and development to work together to attain a common goal.

service offering is supplemented by consultancy pertaining to data, artificial intelligence, cloud services and ICT infrastructure, as well as project management and execution.

Service design is employed in both private and public organisations enabling Gofore's customers to converge the needs of their own and their customers' organisations to create user-friendly solutions and services furthering their business. The cost-effective cloud and DevOps services provided by Gofore, in turn, enable the Company's customers to concentrate on their core business operations and on serving their customers, rather than building and maintaining their own infrastructure. Through consultancy pertaining to data and artificial intelligence, Gofore supports its customers in creating services that gather and utilise information on their operating environment, rendering companies ever more customer-oriented and efficient.

An example of the work of the Gofore Create business unit is a system unit for solving the labour mismatch dilemma encompassing all of Finland. The system, at the centre of which different parties have access to the Työmarkkina.fi service will be developed for the development and administration centre for the ELY Centres and TE Offices centre KEHA.

Gofore Assure Business Unit

The objective of the Gofore Assure business unit is to ensure the flawless operation of the software of the Company's customers during the entire life-cycle of same with the aid of software testing and quality assurance services. According to the estimates of the Company's management, considerable growth is to be anticipated in the digital quality assurance market, for which reason also Gofore wants to have a prominent presence in the said market. Factors supporting the growth of the global market include the proliferation in the use of mobile applications and the growth in the adoption of agile testing and the DevOps operational model.[35] Software testing and quality assurance services benefit the Company's customers firstly, because new digital solutions may be launched more rapidly, and secondly, as a result of the cost savings entailed by the early error detection. The Company has extensive expertise and a wide knowledge base in quality assurance and software testing, as well as understanding of several testing tools. The Company's special expertise lies in the cloud-based Qentinel Pace, which is a new-generation artificial intelligence-based platform for software testing. Through combining software development and testing in its service offering, Gofore is able to expedite the development cycle of its own software development and improve its quality as well as to utilise this as a competitive advantage *vis-à-vis* other IT consultants.

An example of the work of the Gofore Assure business unit is a quality assurance service the Company provides to Kone, ensuring the quality and safety of Kone's People Flow solutions.

The Company's Customers

Offering an excellent customer experience is important for Gofore which strives to act as a strategic partner for its customers in relation to digitalisation. The Company's target customers are both domestic and foreign public government organisations, along with mid-sized and large corporations. In the recent years, the Company has succeeded in increasing the proportion of large corporations in its customer base, which in addition to the Company's own new customer sourcing has been impacted also by the financial growth of the Company's existing customers. In the future, the Company's goal is to continue to increase its presence in large private sector projects, as well as in extensive public sector projects.

Gofore has a wide customer base spread over a variety of industries, consisting, *inter alia*, of central government, transport, education, health, industry, services, commerce and financial sector operators as well as municipalities. In 2020, the proportion of the five largest customers in Gofore's customer base accounted for approximately 42 per cent of the net sales.

Gofore has successfully managed to acquire and retain public sector operators as its customers. In 2020, approximately 74.2 per cent of Gofore's net sales were generated by public sector customers. Public sector customer relationships primarily arise as a result of public competitive tendering processes. Private sector customers also arrange competitive tendering processes, based on which customers select the supplier or suppliers for their project. On average, approximately 63 per cent of the tenders submitted by Gofore in public and private sectors between 2018–2020 resulted in a supply agreement measured by the value of the tenders.

[35] Global Market Insights, Software Testing Market 2020–2026 I Growth Statistics Report, December 2019.

Gofore conducts an annual customer satisfaction survey. On a scale of 1–5, the average of the grades given by the 144 customers who participated in the survey in the autumn of 2020 was 4.0 when asked what overall grade they would give to the co-operation with Gofore and when grade 5 stood for excellent.

Sales and Marketing

The organic growth targeted by the Company is contingent upon the Company succeeding in increasing its sales, which is supported by the marketing carried out by the Company. The Company's Sales Director is responsible for the sales of the Company. The Company has set itself the goal of being the leading digital transformation service provider in the public sector in Finland, as well as one of the most significant digital transformation service providers serving the private sector. Furthermore, the Company seeks to increase its sales among international customers both in the public and private sector.

The Company's marketing and communications are primarily the responsibility of the Company's Marketing and Communications Director. Marketing aims to increase the recognisability of the Company and its brand in the market, as well as to promote a positive employer image.

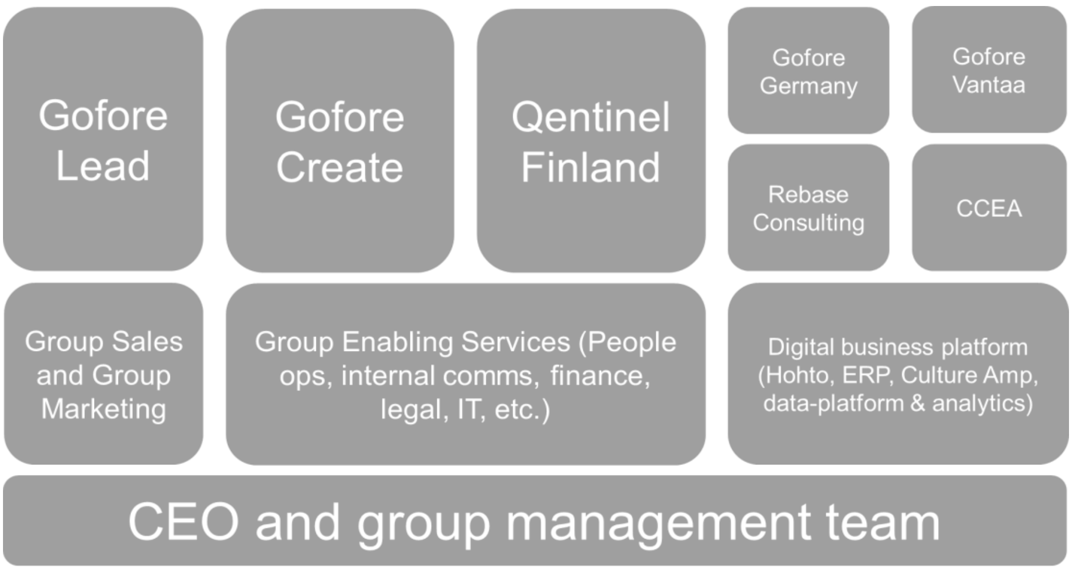
Research and Development Work

As at the date of the Listing Particulars, the Company is engaged in the "Robins" research project funded by Business Finland. In addition to the Tampere Universities and Gofore, the project consortium includes five other expert companies in Finland. Gofore's Robins project consists of the strategic development projects called "Capability Accelerator" and "Digital Gofore". The Capability Accelerator project entails researching methods for the continuous renewal of the Company's competencies and, thereby, of its service offering. The Digital Gofore project entails studying the Company's transformation into an internationally operating player that serves as more of a platform. The Business Finland subsidy is no more than 40 per cent of the acceptable overall costs of the project, which are estimated to amount to approximately EUR 1.6 million during the project period of 1 April 2019 through 30 April 2021.

In addition, the Company is engaged in a project funded by Business Finland, which aims to support business continuity in the coronavirus pandemic and to find new ways to generate customer value in a changed environment. In the project, new methods for remote working has been developed, among others. The Business Finland subsidy is no more than 80 per cent of the acceptable overall costs of the project, which are estimated to amount to approximately EUR 0.13 million during the project period from 24 March 2020 to 31 March 2021.

Organisation and Personnel

The Company's organisational structure has been set forth in the following chart:



The success of the Company and the potential for its organic growth are fundamentally dependent on the commitment and availability of the Company's experts, such as software developers, sellers and consultants, as well as on their ability to and commitment towards generating business and providing high-quality services. Albeit the Company's business is not dependent on individual persons, the skillsets and expertise of the experts working at the Company are highly specialised, for which reason experts are often not readily replaceable. It is, indeed, the objective of the Company to keep its personnel happy and to be a good and desirable employer by offering an excellent employee experience. According to the estimates of the Company's management, a strong employer brand is the most important competitive factor allowing the Company to reinforce its competitiveness and its standing in the competition for the best talent. The Company strives to commit its employees also by encouraging them to become owners of the Company.

In 2011, Gofore began a systematic development of its corporate culture, aiming to forge a culture that would serve the interests of both the employees and the customers. Gofore believes that its unique, constantly evolving culture generates sustainable success. Gofore's corporate culture is based on common values, transparency, communality, self-guidance and, on the other hand, professionalism and determination. The satisfaction of its current employees is extremely important for Gofore, because satisfied employees are more likely to produce better work results and remain in Gofore's service. As a result of the Company's personnel survey conducted in the spring of 2020, approximately 90 per cent of Goforeans would recommend Gofore as an excellent place of work. Some of Gofore's advantages highlighted in the survey were the work-life balance, co-operation between the employees, the independent nature of the work, as well as the culture of open discourse. In 2017, Gofore was elected Finland's best and Europe's second-best place of work in the Great Place to Work survey. In 2020, Gofore placed as the fifth most desirable workplace in Finland among young highly educated professionals in the Young Professional Attraction Index 2020.

The Company invests in the induction of its personnel and considers that it is able to induct new employees rapidly. The Company also invests in the continuous development of its personnel and encourages its employees to spend a certain portion of their working time developing their professional skills. In this way, the Company strives to ensure that its experts follow and understand the latest trends and innovations in the constantly evolving market. Alongside induction and training, demanding projects, flexible career paths and project rotation support the professional growth of the employees. The Company's objective has been to render the recruiting of new talent inclusive and applicant-friendly, illustrated by the fact that a large number of Gofore's employees are involved in recruitment in various roles.

At the end of February 2021, the Company had 736 employees, at the end of 2020, 724 employees, at the end of 2019, 582 employees and at the end of 2018, 495 employees.

In addition to its own employees, the Company retains external subcontractors and other co-operation partners in order to respond to fluctuations in demand, or to obtain, as necessary, services it does not provide itself. Subcontractors are an increasingly important part of Gofore's operations, and the expertise of the Company's subcontractors forms, indeed, part of Gofore's service offering. In 2020, approximately 19 per cent of net sales were generated through services performed by subcontracting. Subcontracting entails advantages for Gofore, because procuring seldom required special expertise is often more profitable by subcontracting, and subcontractors retained only on an as-needed basis support capacity management.

As per 28 February 2021, 628 of the Group's employees were engaged in billable customer work, and 101 persons were engaged in non-billable internal work of the Group, such as administrative work, as well as sales and marketing.

As at 28 February 2021, of the Group's personnel working in Finland, 258 were working at the Tampere office, 374 at the Helsinki Metropolitan Region offices, 27 at the Turku office and 38 at the Jyväskylä office. Of the Company's personnel working abroad, 12 worked in Brunswick, 7 in Munich, 11 in Madrid and 4 in Tallinn.

The employment agreements concluded with the employees of the Group's Finnish companies are subject to the generally applicable Collective Agreement of the IT service sector, excluding the Company's management, and other employees in such position who represent the employer when determining the terms of work of employees encompassed by the collective agreement.

Legal Structure and Operating History

General information

The name of the Company is Gofore Plc, and its domicile is Tampere, Finland. The Company is a public limited liability company operating in accordance with the laws of Finland. The mailing address of the Company is

Kalevantie 2, FI-33100 Tampere, Finland. The Company's Business ID is 1710128-9 and LEI identifier 743700JIW1LAUZDH9012. The Company was entered in the Trade Register on 25 June 2001. The Company's website is https://gofore.com/. The information on the website does not constitute part of the Listing Particulars, with the exception of documents included in the Listing Particulars by reference.

Pursuant to Section 2 of the Articles of Association, the Company's field of activity includes consulting related to digitalisation and the service design, engineering, development and administration of digital services and information technology solutions. The Company acts as consultant to its client organisations with regard to digital transformation and creating a modern digital era corporate culture. The Company may also engage in selling cloud capacity and other software services via information networks and in exporting, importing and retailing of IT appliances. The Company may also own and administer securities and real estate properties and deal in them, and engage in real estate rental activity and in other legal business.

Legal Structure

As at the date of the Listing Particulars, the Gofore group consists of the parent company Gofore Plc and its subsidiaries indicated below.

Subsidiary	Ownership	Domicile
Gofore Estonia OÜ	100%	Tallinn
Gofore Germany GmbH..	100%	Munich
Gofore Lead Oy	100%	Espoo
Gofore Spain SL	100%	Madrid
Gofore UK Ltd...	100%	Swansea
Gofore Vantaa Oy...	100%	Tampere
Qentinel Finland Oy	100%	Espoo
Ccea Oy	95%	Espoo
Celkee Oy	100%	Espoo
Rebase Consulting Oy..	70%	Helsinki

Gofore Estonia OÜ is a subsidiary established by the Company that was registered on 18 December 2018 and whose operative activities commenced in early 2019. As a result of expansion into Estonia, Gofore solidified its standing in developing solutions for the digital society, and also providing them internationally. Gofore Estonia OÜ assists the Company in developing Estonia and Finland's joint state service channel technology (X-Road), where Gofore is the sole supplier.

Gofore Germany GmbH is a German subsidiary established by the Company on 28 November 2017. Gofore already had previous local business operations in Munich since 2016, which were conducted from Finland, but as a result of the establishment of Gofore Germany GmbH, the local business operations were transferred into the subsidiary. Gofore reinforced its service offering in Germany when the ownership of the design agency mangodesign Finke-Anlauff & Anlauff GbR (Mangodesign) was transferred to the Company's German subsidiary on 30 June 2019. On 1 July 2019, Mangodesign merged into Gofore Germany GmbH.

The entire share capital of the current Gofore Lead Oy (previously Silver Planet Oy) was transferred to the ownership of the Company by means of a corporate acquisition effected on 14 February 2019. Gofore Lead Oy provides management consulting, project management services and service design, and its customer base consists of large cities, public government organisations and companies implementing digital transformations.

Gofore Spain SL is the Company's Spanish subsidiary established on 14 November 2017, whose intention is to expand the offering of the group's digital services into the growing market of Western Europe.

The business operations of Gofore UK Ltd were divested in January 2020 and the winding-up and dissolution of the company are in process.

Gofore Vantaa Oy is responsible for providing its services to the City of Vantaa. The Company launched a new business in Erofog Oy, a subsidiary it had previously established, whose name was changed to Gofore Vantaa

Oy on 4 November 2019. New business refers to IT integrator services to be provided to the City of Vantaa in collaboration with Sofigate Oy.

Qentinel Finland Oy is a consultancy company specialising in software quality assurance and testing automation, whose principal line of business is to conduct software, consultancy and related service business operations. Qofore acquired the entire share capital of Qentinel Finland Oy by means of a corporate acquisition concluded on 1 September 2020. Qentinel Finland Oy's digital quality assurance consultancy services supplement the diversity of the Gofore group's expert services. In addition, top expertise related to testing automation and quality assurance improves Gofore's ability to act as the principally responsible supplier in demanding delivery packages.

Ccea Oy is a consultancy company specialising in the consultancy of companies, business, business management and communication. Ccea Oy assists its customers to design and carry out organisational transformation projects. Ccea Oy has been established in 2007 and entered in the Trade Register on 12 December 2007.

Rebase Consulting Oy is a company Gofore founded together with its former employees on 20 February 2020. It acts as Gofore's independent subsidiary and sources its customers through Gofore. The line of business of Rebase Consulting Oy is the design, training, consultancy, development and execution of IT services, products and software, as well as related procurement, sales, importation, resale, marketing and research in Finland and abroad.

Operating history

Gofore was established in 2001 by Timur Kärki, Jani Lammi, Petteri Venola and Mika Varjus with equal holdings. Gofore's business operations commenced in the autumn of 2002. Gofore's first offices were located in Tampere. The Company's business accelerated considerably in 2005, as a result of a substantial customer agreement obtained by Gofore. Since 2005, the Company's business has exhibited strong and profitable annual growth. In 2006, Gofore expanded by opening offices in Helsinki, in 2017 in Jyväskylä and Madrid in Spain, and in 2018 in Turku and Tallinn, Estonia. In 2017, as a result of a corporate acquisition, the Company's business operations expanded to Swansea in Great Britain and Munich in Germany. As a result of a corporate acquisition effected in June 2019, in addition to the office in Munich, Gofore also has offices in Brunswick, Germany. The operative business of the Company's British subsidiary was divested in January 2020, and the winding up and dissolution of the company is in process.

During 2002 through 2012, Gofore was mainly providing software development expert services. As of 2012, the Company has also been providing IT management expert services, such as architecture control and project management services. Every year of operation, the service offering has been purposefully expanded to correspond to the growing needs of the customer base. The current operational rationale is to provide customers all the services they require when encountering the need for a digital transformation. In 2016, the service offering was extended to encompass also business management consultancy services, which was later reinforced by the acquisition of the entire share capital of Silver Planet Oy (currently Gofore Lead Oy) carried out in 2019.

Since 2010, the Company has exerted considerable efforts towards serving public sector customers. The Company identified a growing demand for an agile operating method within the public sector, and directed its service offering towards the public sector to be able to respond to such demand. In 2020, approximately 74.2 per cent of the Company's net sales were generated from the public sector.

In November 2017, Gofore Plc listed on the First North marketplace. Two years later, in November 2019, the Company announced that its Board of Directors had set the Company the goal of transferring to the main list of the Helsinki Stock Exchange in the course of 2021.

Until 2017, the Company grew solely organically but subsequently, the Company has carried out six corporate acquisitions supporting the Company's strategy. The first corporate acquisition was effected in the spring of 2017, as Gofore acquired the entire share capital of Leadin Oy. As a result of the acquisition of Leadin Oy, the Company's service design expertise increased considerably. Other reasons for carrying out the corporate acquisition included expanding the customer base towards industrial customers, as well as launching international business within the Company through the corporate acquisition. In 2018, the Company acquired the entire share capital of the digital consultancy company Solinor Oy. As a result of the acquisition, Gofore solidified its position as one of the leading players in the Helsinki Metropolitan Area in the digital transformation and software development services. Solinor Oy merged with Gofore Plc at the end of January 2019. In 2019, the Company acquired the entire share capital of Silver Planet Oy (currently Gofore Lead Oy), as a result of which the Company reinforced its position as a digital transformation advisory and one of the most notable digital society builders, as well as the entire share capital of the design agency Mangodesign (the official name of the company is mangodesign Finke-Anlauff & Anlauff GbR), through which Gofore, in turn, reinforced its ability to serve its German customers in the digital transformation of industry. Mangodesign merged with Gofore Germany GmbH in July 2019. In the autumn of 2020, the Company acquired the entire share capital of Qentinel Finland Oy, rendering Gofore, according to the view of the Company's management, one of the most significant providers of digital quality assurance expert services in Finland. As the latest acquisition, in early 2021, the Company has acquired 95 per cent of the share capital of Ccea Oy, a consultancy company focusing on change management.

Intellectual Property Rights

Proprietary or third-party intellectual property rights are not integral for the Company's business. The Company seeks to protect its business expertise and knowhow through non-disclosure agreements and other arrangements.

Material Agreements

In addition to the below-mentioned agreements, the Company has not entered into any material agreements outside its ordinary course of business in the two financial periods immediately preceding the date of these Listing Particulars or in 2021 or agreements outside its ordinary course of business based on which the Company would have material obligations or entitlements as at the date of these Listing Particulars.

On 18 February 2021, Gofore Plc signed an agreement by which it acquired 95 per cent of the share capital of Ccea Oy, which offers consultancy services in digital transformation, at the purchase price of EUR 6.4 million. The purchase price consisted of the debt-free price of EUR 6.175 million for the business and a compensation for net cash, approximately EUR 0.255 million. The purchase price was paid in full as a cash consideration of EUR 6.4 million on the closing date of the transaction 1 March 2021.

On 10 August 2020, Gofore Plc signed an agreement by which it acquired the entire share capital of Qentinel Finland Oy, a company specialised in software testing automation. The debt-free purchase price of EUR 8.9 million was paid in cash. The acquisition also included an additional purchase price based on the operating margin for the financial period 2020, with the actualised value of EUR 3.4 million and a correction to the working capital and net debt, totalling EUR 0.7 million. Gofore completed the acquisition of Qentinel Finland Oy on 1 September 2020.

On 20 June 2019, Gofore Germany GmbH signed an agreement by which it acquired the entire share capital of the design agency Mangodesign (the official name of the company is mangodesign Finke-Anlauff & Anlauff GbR). Mangodesign merged into Gofore Germany Gmbh on 1 July 2019.

On 14 February 2019, Gofore Plc signed an agreement by which it acquired the entire share capital of Silver Planet Oy, a digital transformation consultancy company, at the debt-free price of EUR 10.8 million. The purchase price was paid partially in cash, and partially through a directed issue of Gofore's new shares to the sellers of Silver Plant Oy's shares.

Environmental Matters

The Company's operations are not associated with any material environmental risks.

Corporate Responsibility

Gofore aims to assist and challenge its customers to identify novel modes of thinking and acting that will transform the world for the better. Digitalisation offers tools, *inter alia*, for successful sustainable development and combatting climate change, as well as creates new business opportunities related, for instance, to the platform and circular economy. What lies at the crux of the Company's existence, is that all of its activities must have a positive societal effect. Indeed, the Company wants to act as an exemplar company, whose operations reconcile successful business operations and comprehensive corporate responsibility. In 2019, the Company furthered accountability in its organisation by devising a Code of Ethics, determining the ethical principles of the Company, as well as by appointing a Chief Sustainability Officer. Gofore has identified the four key responsibility themes for its operations: the handprint through the Company's customers, responsibility as an employer, the ethics and environmental friendliness of the results of its work, and good corporate citizenship.

Gofore's management believes that the real change occurs when the decision is made to leverage technology in order to build a better future. For this reason, as technology and digitalisation progresses, Gofore produces for its customers solutions that take their operations towards an increasingly sustainable and responsible direction. Gofore's digital solutions facilitate, for instance, the combatting of climate change by accelerating transition to electric vehicles. Gofore has also developed its own Good Growth framework together with Ekokumppanit. The purpose of the framework is to ensure that the business operations of the Company's customers are sustainable in all respects, sought through embedding the principles of sustainable development as a salient part of business, strategy work and innovation.

Gofore's primary asset are the Company's employees, which is why Gofore aspires to be the best possible employer and work community. Gofore's strength lies in its diverse group of experts of different fields, to which the Company wishes to offer the best opportunities to evolve and thrive both at work and outside it. The Company's management believes that Gofore's success as an employer will also entail enhanced results in customer projects and in the success of the customers.

Gofore's entire personnel is committed to reducing the Company's environmental footprint, and the Company is striving to be completely carbon neutral by 2021, as well as to certify all of its Finnish offices with the WWF Green Office environmental certificate. For instance, the Company favours public transportation, strives to improve the energy efficiency of its offices and only purchases sustainably manufactured goods. From the perspective of the ethicality of work results, the Company considers it to be its obligation to find answers to the ethical questions pertaining to data management and data protection, and the Company has a low threshold for bringing any negative effects entailed by its work to the awareness of its customers.

At Gofore, accountability forms part of all operations, including management. In its business operations, Gofore complies with the Finnish legislation, Gofore's Articles of Association, the Corporate Governance Code issued by the Finnish Securities Markets Association, which entered into force on 1 January 2020, as well as the insider guidelines of the Helsinki Stock Exchange. Gofore does not accept bribery in any form in any of its market areas, and does not endorse politicians or political parties. Gofore also does not accept tax planning geared towards tax evasion. The Company has launched an extensive assessment of the corruption-related risks in its operations in 2020. Furthermore, the Company seeks to contractually ensure the ethical operations of its entire subcontractor chain by devising a separate Code of Conduct for subcontractors during 2021 to be enclosed within agreements.

Insurance

According to the view of the Company's management, the Company has in place insurance policies customary within the industry and the Company's insurance cover is adequate. The Company's insurance coverage includes, *inter alia*, property insurance, business interruption insurance, liability insurance, extended IT professional liability insurance and a separate management liability insurance policy.

Legal Proceedings and Administrative Procedures

The Company has not within the 12 months preceding the date of these Listing Particulars been party to any legal, arbitration or administrative proceedings that may have or have within the past 12 months had a material effect on the financial standing or profitability of the Company or its subsidiaries, and the Company is not aware of any such pending or threatened proceedings.

IT Systems

The undisrupted functioning of IT systems is important from the perspective of the quality and efficiency of the Company's business operations, for which reason the Company seeks to continuously develop the systems at its disposal. In addition to the Company utilising various IT systems in providing digital services for its customers, the Company uses IT systems for diverse administrative tasks within the Group. The most fundamental IT system employed by the Company is the resource planning system Oracle NetSuite, which is used, *inter alia*, to manage the Company's financial administration, reporting and HR administration.

The IT systems utilised by the Company are as a general rule procured and licensed from third parties. Nevertheless, the Company has also in use the management tool Hohto, which the Company has itself developed and which is integral for its business operations, and through which the Company seeks to measure and manage aspects relevant for the business operations, such as customer and personnel satisfaction, sales and resourcing. The intention is, through the gathering and real-time analysis and dissemination of data, to enable the low-hierarchy management of the Company also when the Company increases in size.

Regulatory Environment

The Company's operations are subject to a variety of EU level, as well as national, laws and regulations. The Company is subject, *inter alia*, to company, taxation, data security, labour, competition and public procurement legislation. Owing to the nature of the Company's business, compliance with data protection legislation is essential for the Company, and failure to comply could result in extensive compensatory liability or an administrative fine.

SELECTED FINANCIAL INFORMATION

The following tables present a summary of the Company's consolidated statement of comprehensive income, consolidated statement of financial position, consolidated statement of cash flows and key figures for the financial periods ended 31 December 2020, 31 December 2019, 31 December 2018. The Audited Consolidated Financial Statements for the financial period ended 31 December 2020 has been prepared in accordance with IFRS. The Consolidated Financial Statements for the financial period ended 31 December 2020 contain the unaudited comparison information prepared in accordance with IFRS for the financial period ended 31 December 2019. The Audited Consolidated Financial Statements for the financial periods ended 31 December 2019 and 31 December 2018 have been prepared in accordance with FAS. The following tables are prepared in accordance with the IFRS templates, due to which the presented FAS figures have been rearranged.

This summary should be read together with the section "*Operating and Financial Review*" as well as the Audited Consolidated Financial Statements of the Company included in these Listing Particulars by reference.

Consolidated Statement of Comprehensive Income

	1 January–31 December			
(EUR thousands)	**2020**	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(audited)	**(unaudited)**	**(audited)**	**(audited)**
Revenue (net sales)	77,953	64,066	64,066	50,581
Production for own use	738	139	139	0
Other operating income	599	175	175	193
Materials and services	-12,744	-8,671	-8,671	-7,911
Purchases	-225	-178	-178	-28
External services	-12,519	-8,493	-8,493	-7,883
Total employee benefit expenses	-44,433	-37,056	-36,696	-27,557
Salaries and compensations	-37,344	-30,811	-30,452	-22,705
Pensions	-5,587	-5,034	-5,034	-3,973
Other indirect employee expenses	-1,502	-1,210	-1,210	-879
Depreciations, amortisations and impairment	-3,579	-2,603	-2,098	-869
Other operating expenses	-9,785	-9,430	-10,799	-8,343
Operating profit (EBIT)	**8,750**	**6,620**	**6,116**	**6,095**
Finance costs	-202	-135	-84	-59
Finance income	67	42	0	48
Profit before tax	**8,615**	**6,526**	**6,033**	**6,084**
Income tax	-1,712	-1,430	-1,588	-1,352
Profit for the financial period	**6,903**	**5,096**	**4,445**	**4,732**
Other Comprehensive Income				
Net other comprehensive loss to be reclassified to profit or loss in subsequent periods:				
Exchange differences on translation of foreign operations	-33	21	-	-
Other comprehensive income, net of tax	-33	21	-	-
Total comprehensive income for the financial period	**6,870**	**5,116**	**-**	**-**
Profit attributable to:				
Equity holders of the parent	6,895	5,096	-	-
Non-controlling interests	8	0	-	-
	6,903	**5,096**	**-**	**-**

Total comprehensive income attributable to:				
Equity holders of the parent	6,862	5,116	-	-
Non-controlling interests	8	0	-	-
	6,870	**5,116**	**-**	**-**

Consolidated Statement of Financial Position

(EUR thousands)	**31 December**			
	2020	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(audited)	**(unaudited)**	**(audited unless otherwise specified)**	**(audited unless otherwise specified)**
ASSETS				
Non-current assets				
Goodwill	23,311	16,180	18,206	8,626
Other intangible assets	10,506	3,812	277[1	107[1
Tangible assets	461	585	457	452
Right-of-use assets	6,835	5,309	0	0
Investments	0	51	51	51
Other receivables	772	0	0	0
Deferred tax assets	14	35	0	0
Total non-current assets	**41,899**	**25,971**	**18,991**	**9,235**
Current assets				
Trade receivables	11,478	8,011	8,213	8,761
Contract assets	434	190	0	0
Other current assets	2,441	1,343	1,348[2	1,103[2
Income tax receivables	174	20	20	0
Securities	544	631	502	0
Cash and cash equivalents	21,394	21,358	21,358	15,424[3
Total current assets	**36,465**	**31,553**	**31,441**	**25,289**
Total assets	**78,363**	**57,524**	**50,432**	**34,524**
EQUITY AND LIABILITIES				
Equity				
Share capital	80	80	80	80
Translation differences	-12	21	32	11
Fund for unrestricted equity	20,515	20,323	20,323	12,859
Retained earnings	15,476	12,008	11,016[4	9,056[4
Equity attributable to equity holders of the parent	36,059	32,432	31,451	22,006
Equity attributable to equity holders of the parent	23	0	-	-
Total equity	**36,082**	**32,432**	**31,451**	**22,006**
LIABILITIES				
Non-current liabilities				
Interest-bearing loans and borrowings	7,500	4,472	4,472	2,614
Other interest-bearing liabilities	0	0	0	516[5
Other payables	767	154	154	0
Lease liabilities	4,495	3,305	0	0
Deferred tax liabilities	1,971	782	0	2[6
Total non-current liabilities	**14,733**	**8,712**	**4,626**	**3,132**

Current liabilities				
Trade and other payables	12,113	4,646	4,646(7	4,261(7
Contract liabilities	1,685	1,734	1,734(8	36(8
Interest-bearing loans and borrowings	2,000	1,390	1,390(9	1,069(9
Other interest-bearing liabilities	0	497	497(5	0
Lease liabilities	2,375	2,025	0	0
Accrued expenses	9,137	5,927	5,927(10	3,801(10
Income tax payable	239	161	161	219
Total current liabilities	**27,549**	**16,380**	**14,355**	**9,386**
Total liabilities	**42,282**	**25,092**	**18,980**	**12,518**
Total equity and liabilities	**78,363**	**57,524**	**50,432**	**34,524**

[1] Other intangible assets consist of the following items in the FAS balance sheet: development costs, intangible rights and other capitalised long-term expenditure. The rearrangement has not been audited.
[2] Other current assets consist of the following items stated separately in the FAS balance sheet: loan receivables, other receivables and accrued income. Income tax receivables have been transferred so as to be presented in their own row. The rearrangement has not been audited.
[3] Cash and cash equivalents for the financial period ended 31 December 2018 include EUR 2,007 thousand of items classified as securities. The rearrangement has not been audited.
[4] Retained earnings consist of the following items stated separately in the FAS balance sheet: retained earnings and profit for the financial period. The rearrangement has not been audited.
[5] Remaining purchase price of Solinor Oy is presented in the FAS balance sheet under other non-current liabilities. The rearrangement has not been audited.
[6] Deferred tax liabilities have been transferred to be presented in non-current liabilities. The rearrangement has not been audited.
[7] Trade receivables and other payables consist of the following items stated separately in the FAS balance sheet: trade receivables and other payables, minus the final purchase price for the sale and purchase of Solinor Oy, presented in the row “other interest-bearing liabilities”. The rearrangement has not been audited.
[8] In the FAS financial statements, contract liabilities have been presented in the “received pre-payments” row. The rearrangement has not been audited.
[9] In the FAS financial statements, interest-bearing financial liabilities have been presented in the “loans from credit institutions” row. The rearrangement has not been audited.
[10] Income tax payable is differentiated from accrued expenses to be presented on its own line. The rearrangement has not been audited.

Consolidated Statement of Cash Flows

	1 January–31 December			
	2020	2019	2019	2018
(EUR thousands)	**(IFRS)**	**(IFRS)**	**(FAS)**	**(FAS)**
	(audited)	**(unaudited)**	**(audited)**	
Operating activities				
Profit before tax	8,615	6,526	-	-
Adjustments to reconcile profit before tax to net cash flows:				
Depreciation and impairment	3,579	2,603	-	-
Finance income and expenses	149	73	-	-
Other adjustments	-21	751	-	-
Change in working capital	-1,203	4,155	-	-
Interest received and paid	-161	-137	-	-
Income tax paid	-2,003	-1,708	-	-
Profit before tax	-	-	6,033	6,084
Adjustments:				
Depreciations according to plan	-	-	2,098	869
Financial income and expenses (-/+)	-	-	83	11
Other adjustments (+/-)	-	-	71	0
Cash flow before working capital changes	-	-	8,286	6,964
Change in working capital:				
Increase (-) /decrease (+) in trade and other short-term	-	-	1,799	1,060

non-interest-bearing receivables				
Increase (+) /decrease (-) in short-term non-interest-bearing debts....................	-	-	2,356	1,352
Cash flow before financing items and taxes	-	-	12,440	9,376
Interests and expenses paid from other operating finance costs (-)	-	-	-86	-60
Other finance income	-	-	0	48
Taxes paid (-)	-	-	- 1,708	-1,524
Net cash flow from operating activities.................................	**8,955**	**12,263**	**10,646**	**7,840**
Net cash flow from investing activities				
Proceeds from sale of tangible and intangible assets.......................................	31	16	-	-
Purchase of intangible assets....................	-698	-139	-	-
Purchase of tangible assets	-75	-192	-	-
Proceeds from sale of financial instruments	139	0	-	-
Acquisition of a subsidiary, net of cash acquired	-6,492	-3,986	-	-
Investments to tangible and intangible assets (-)	-	-	-331	-205
Capital gain of material and immaterial goods	-	-	16	0
Investments to shares in subsidiaries (-) ...	-	-	-3,892	-2,319
Proceeds from sale of other investments (+)............................	-	-	0	500
Net cash flow from investing activities	**-7,095**	**-4,301**	**-4,207**	**-2,025**
Net cash flow from financing activities				
Treasury shares acquired..........................	-468	0	-	-
Repayment of lease liabilities	-2,192	-1,711	-	-
Proceeds from borrowings........................	10,000	3,500	-	-
Repayment of borrowings..........................	-6,362	-1,321	-	-
Dividends paid to equity holders of the parent	-2,801	-2,496	-	-
Purchase of own shares............................	-	-	314	0
Long-term loan withdrawals.......................	-	-	3,500	0
Short-term loan repayments (-)	-	-	-14	-37
Long-term loan repayments (-)	-	-	-1,306	-1,069
Dividends paid and other profit distribution (-)	-	-	-2,496	-1,942
Net cash flow from financing activities	**-1,823**	**-2,028**	**-3**	**-3,048**
Net increase in cash and cash equivalents	36	5,934	6,436	2,767
Cash and cash equivalents on 1 January	21,358	15,424	15,424	12,657
Cash and cash equivalents on 31 December......................................	**21,394**	**21,358**	**21,860**	**15,424**

Key Performance Indicators

The Company follows several key performance indicators which it uses to measure its business. These key performance indicators include IFRS-based indicators and Alternative Performance Measures. For additional information on Alternative Performance Measures, see "*Certain Matters – Presentation of Financial and Certain Other Information – Alternative Performance Measures*". The following table sets forth the key performance indicator data of the Company for the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018.

(EUR thousand, unless otherwise specified)	1 January–31 December			
	2020	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(unaudited, unless otherwise specified)			
Revenue	77,953[1]	64,066	64,066[1]	50,581[1]
EBITDA	12,329	9,223	8,214	6,964
EBITDA margin -%	15.8	14.4	12.8	13.8
EBITA, adjusted	10,778	7,710	-[2]	-[2]
EBITA, adjusted, margin -%	13.8	12.0	-[2]	-[2]
EBITA	9,908	7,296	8,020	6,797
EBITA margin -%	12.7	11.4	12.5	13.4
Operating profit (EBIT)	8,750[1]	6,620	6,116[1]	6,095[1]
Operating profit (EBIT) margin -%	11.2	10.3	9.5	12.0
Profit for the period	6,903[1]	5,096	4,445[1]	4,732[1]
Earnings per share, EPS (diluted)[3]	0.49[1]	0.37	-	-
Return on equity (ROE), -%	20.2	18.7	16.6	23.8
Return on investment (ROI), -%	17.6	17.2	18.7	24.9
Equity ratio -%	47.0	58.1	64.6	63.8
Net gearing -%	-15.4	-31.9	-51.0	-51.2
Average overall capacity, FTE	597	517	516.7	405
Average subcontracting, FTE	83	54	53.9	46
Number of employees at the end of the period	724	582	582	495

[1] Audited.
[2] The Company has not published the adjusted EBITA key performance indicator in the 2019 and 2018 annual reports.
[3] Diluted earnings per share (EPS) are presented only in the financial information prepared in accordance with IFRS, as its calculation is based on IFRS.

Calculation of Key Figures

Key Performance Indicator		Definition	
EBITDA	=	Operating profit + depreciations and amortisation	
EBITDA margin, %	=	$\frac{\text{Operating profit + depreciations and amortisation}}{\text{Net sales}}$	x100
Adjusted EBITA		Reported EBITA + (+ goodwill impairment +/- costs/gains directly related to acquiring business combinations + restructuring costs of business structure – gains of sales of fixed assets + losses of sales of fixed assets).	
Adjusted EBITA margin, %		Reported EBITA + (+ goodwill impairment +/- costs/gains directly related to acquiring business combinations + restructuring costs of business structure – gains of sales of fixed assets + losses of sales of fixed assets). / Net sales	x100
Operating profit before amortisation of intangible assets identified in PPA and impairment of goodwill (EBITA) (IFRS)	=	Operating profit + amortisation of intangible assets identified in PPA + impairment of goodwill	
Operating profit before amortisation of goodwill (EBITA) (FAS)	=	Operating profit + amortisation of goodwill	

Operating profit before amortisation of intangible assets identified in PPA and impairment of goodwill (EBITA) margin -%	=	Operating profit + amortisation of intangible assets identified in PPA + impairment of goodwill / Net sales	x100
Operating profit before amortisation of goodwill (EBITA) (FAS)	=	Operating profit + amortisation of goodwill / Net sales	x100
Operating profit (EBIT) margin -%	=	Operating profit / Net sales	x100
Earnings per share (EPS), diluted, euros	=	Profit for the period attributable for shareholders of the company / Weighted average number of shares outstanding during the period adjusted for share issues	x100
Return on equity (ROE)-%	=	Profit for the period (annualised) / Average shareholder's equity	x100
Return on investment (ROI)-%	=	Profit before taxes (annualised) + financial income and expenses (annualised) / Average shareholder's equity + average interest-bearing loans and borrowings	x100
Equity ratio, %	=	Shareholders equity / Balance sheet total – advances received	x100
Net gearing, % (IFRS)	=	Non-current interest-bearing liabilities + non-current lease liabilities + current interest-bearing liabilities + current lease liabilities – cash and cash equivalents – securities – other rights of ownership under current and non-current investments / Shareholder equity	x100
Net gearing, % (FAS)	=	Long term loans from credit institutions + short term loans from credit institutions– cash and cash equivalents – other shares and similar rights of ownership under Non-current investments / Shareholder equity	x100
Average overall capacity, FTE	=	The Average overall capacity, FTE (Full Time Equivalent) figure shows the overall capacity of the Group's personnel, converted into a value corresponding to the number of full-time employees. The figure includes the entire personnel, regardless of their role. The figure is not affected by annual leave, time-off in lieu of overtime, sick leave or other short-term absences. Part-time agreements and other long-term deviations from normal working hours reduce the amount of overall capacity in comparison with the total number of employees. The capacity of acquired companies' personnel has been considered as of the acquisition date.	
Average subcontracting, FTE	=	The Average subcontracting, FTE (Full Time Equivalent) figure shows the overall amount of subcontracting used in invoiced work, converted into a value corresponding to the number of full-time employees. Subcontracting used by acquired companies has been included as of the acquisition date	
Number of employees at the end of period	=	The number of employees at the end of the period.	

Reconciliation of Certain Alternative Performance Measures

(EUR thousand, unless otherwise specified)	**1 January–31 December**			
	2020	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(unaudited)			
EBIT..	**8,750**	**6,620**	**6,116**	**6,095**
Amortisation of intangible assets identified in PPA..	1,158	677	-	-

Goodwill amortisations	-	-	1,903	702
EBITA	**9,908**	**7,296**	**8,020**	**6,797**
Transaction costs from business combinations	321	414	-	-
Restructuring costs	562	0	-	-
Gains or losses from sales of fixed assets	-13	0	-	-
Adjusted EBITA	**10,778**	**7,710**	**-**	**-**
EBIT	8,750	6,620	6,116	6,095
Depreciations	2,421	1,926	195	167
Amortisation of intangible assets identified in PPA	1,158	677	-	-
Goodwill amortisations	-	-	1,903	702
EBITDA	**12,329**	**9,223**	**8,214**	**6,964**
Equity ratio, %				
Equity	36,082	32,432	31,451	22,006
Balance sheet total	78,363	57,524	50,432	34,524
Contract liabilities/ advances received	1,685	1,734	1,734	36
Equity ratio, %	**47.0**	**58.1**	**64.6**	**63.8**
Net gearing, %				
Non-current interest-bearing liabilities	7,500	4,472	4,472	2,614
Non-current lease liabilities	4,495	3,305	-	-
Other non-current interest-bearing liabilities	-	-	0	516
Current interest-bearing loans and borrowings	2,000	1 390	1,390	1,069
Current lease liabilities	2,375	2,025	-	-
Other current interest-bearing liabilities	-	497	-	-
Cash and cash equivalents	-21,394	-21,358	21,358	15,424[1]
Securities	-544	-631	-	-
Other rights of ownership under current and non-current investments	0	-51	553	51
Shareholder equity	36,082	32,432	31,451	22,006
Net gearing, %	**-15.4**	**-31.9**	**-51.0**	**-51.2**
Return on investment (ROI)-%				
Profit before taxes	8,615	6,526	6,033	6,084
Financial income and expenses	-135	-93	-83	-11
Opening balance – shareholder equity	32,432	21,976	22,006	17,810
Closing balance - shareholder equity	36,059	32,432	31,451	22,006
Average shareholder’s equity	34,246	27,204	26,729	19,908
Opening balance – average interest-bearing loans and borrowings	11,688	8,758	4,198	4,788
Closing balance – average interest-bearing loans and borrowings	16,370	11,688	5,862	4,198
Average interest-bearing loans and borrowings	14,029	10,223	5,030	4,493
Return on investment (ROI)-%	**17.6**	**17.2**	**18.7**	**24.9**

[1] Cash and cash equivalents include securities valued at EUR 2,007 thousand for the financial period ended 31 December 2018.

PRO FORMA FINANCIAL INFORMATION

Purpose of presentation of pro forma financial information

The following unaudited pro forma information has been presented to illustrate the consolidated result of operations, giving effect to the acquisition of Qentinel Finland Oy by Gofore in 2020 as if it had been consolidated in the consolidated financial statements as from 1 January 2020. This unaudited pro forma information is presented only to illustrate the impacts of the acquisition. Because of its nature it addresses a hypothetical situation and therefore, do not represent Gofore's actual results of operations. The information does not purport to represent Gofore's results of operations for any future period, nor does it reflect the effect of estimated synergies and efficiencies of operations associated with the acquisition.

Pro forma accounting principles

The unaudited pro forma financial information is based on financial statements prepared in accordance with IFRS and, to the extent the financial information of the acquired company has not been prepared in accordance with IFRS, it has been adjusted, as applicable, to conform with such IFRS accounting standards complied with by Gofore in the financial period ended 31 December 2020.

Target of the acquisition

On 1 September 2020, Gofore Plc acquired 100 per cent of the shares in Qentinel Finland Oy. The acquisition has been accounted for by using the acquisition method in accordance with IFRS 3 *Business Combinations* standard. Under the acquisition method, assets acquired and liabilities assumed have been determined using Gofore's accounting principles. The identifiable assets acquired and liabilities assumed have been measured at fair value as of the acquisition date. As a part of the allocation of fair values, the Group recognised customer relationships, non-compete agreements and a trademark as intangible assets identified in connection with the acquisition of Qentinel Finland Oy. Residual goodwill of EUR 7.1 million includes e.g. assembled workforce, future customer relationships and buyer-specific synergies such as cross-selling to Gofore's existing customers.

Sources of pro forma financial information

The unaudited pro forma information is based on financial information derived from the following sources:

- The audited IFRS financial statements of Gofore for the financial period ended 31 December 2020, incorporated in these Listing Particulars by reference.
- The unaudited statement of profit and loss of Qentinel Finland Oy down to the line item Operating profit for the eight-month period ended 31 August 2020.

Bookkeeping and financial statements of Qentinel Finland Oy have been prepared in accordance with Finnish Accounting Standards (FAS). The Company's financial period is the calendar year. The pro forma figures for the statement of profit and loss of Qentinel Finland Oy have been adjusted to conform with IFRS. The balance sheet of Qentinel Finland Oy has been incorporated in Gofore's audited consolidated balance sheet as at 31 December 2020, hence, no separate pro forma balance sheet is presented.

Pro forma financial information for the financial period ended 31 December 2020

The following unaudited pro forma statement of profit and loss should be read in conjunction with Gofore's financial statements for the financial period ended 31 December 2020. The audited IFRS financial statements of Gofore for the financial period ended 31 December 2020 have been incorporated in these Listing Particulars by reference. The auditor's statement on the unaudited pro forma statement of profit and loss has been presented in Appendix B to the Listing Particulars.

Pro forma statement of profit and loss for the financial period ended 31 December 2020

Column	(A)	(B)	(C)	(D)	(E)	(F)	(G)
EUR thousand							
Revenue (net sales)	**77,953**	**9,981**	**-**	-	-	**-**	**87,934**
Production for own use	738	-	-	-	-	-	738
Other operating income	599	295	-	-	-	-	894
Materials and services	-12,744	-2,381	-	-	-	-	-15,124
Employee expenses	-44,433	-5,262	-	-	-	-	-49,695
Depreciations, amortisations and impairment	-3,579	-11	-115	-652	-	-767	-4,358
Other operating expenses..........................	-9,785	-1,231	115	-	-22	93	-10,923
Operating result (EBIT)	**8,750**	**1,391**	**0**	**-652**	**-22**	**-674**	**9,467**

Pro forma notes

A. Gofore's consolidated statement of profit and loss for the financial period ended 31 December 2020 (audited)

This column reflects Gofore's audited consolidated IFRS statement of profit and loss, down to line item Operating result, for the financial period ended 31 December 2020. Gofore's financial period is the calendar year.

B. Statement of profit and loss of Qentinel Finland Oy for the period 1 January – 31 August 2020 (unaudited)

This column reflects statement of profit and loss of Qentinel Finland Oy down to the line item Operating profit for the period 1 January – 31 August 2020, when the Company was not yet consolidated to Gofore Group. No separate interim financial statements have been prepared. The historical financial information of Qentinel Finland Oy incorporated in the pro forma information has been prepared in accordance with Finnish Accounting Standards (FAS).

C. Differences in accounting policies (FAS – IFRS)

This column reflects the impact of accounting policy alignment of historical financial information that consist of the following:

- Leases of Qentinel Finland Oy accounted for under IFRS 16 *Leases* standard, where Qentinel Finland Oy has acted as a lessee for the period 1 January–31 August 2020. The lease adjustment is only presented in respect of the reversal of the lease charge and the depreciation of the right-of-use asset, since the statement of profit and loss is only presented down to operating profit. The adjustment has a continuing impact on the consolidated statement of profit and loss.

D. Adjustments arisen from business combination

This column reflects the effect of the purchase price allocations that consist of the following:

- Amortisations on the intangible assets identified and allocated in the acquisition of Qentinel Finland Oy for the period 1 January – 31 August 2020. These amortisations are based on the acquisition calculation prepared by Gofore Plc. The following assets were identified: customer relationships, non-compete agreements and a trademark. The adjustment has a continuing impact on the consolidated statement of profit and loss.

E. Other adjustments

This column reflects intragroup items between Gofore and Qentinel Finland Oy eliminated for the period 1 January – 31 August 2020. The adjustment has a non-recurring impact on the consolidated statement of profit and loss.

F. Pro forma adjustments total

This column reflects the total effect of pro forma adjustments.

G. IFRS pro forma (unaudited)

This column reflects Gofore's consolidated pro forma statement of profit and loss down to line item Operating result for the financial period ended 31 December 2020.

Pro forma performance measures

Certain alternative pro forma performance measures for the financial period ended 31 December 2020 are presented in the tables below.

The Company presents alternative performance measures as additional information on the consolidated pro forma statement of profit and loss prepared in accordance with the recognition and measurement principles of IFRS. As per the "Alternative Performance Measures" guidance by the ESMA alternative pro forma performance measures are not accounting performance measures defined or specified in IFRS, and are therefore considered alternative performance measures. In the Company's view the alternative performance measures provide significant additional information on the Company to management, investors, securities analysts and other parties.

The alternative pro forma performance measures should not be considered in isolation or as substitute to the performance measures under IFRS. Alternative performance measures are not defined or specified in IFRS. All companies do not calculate alternative performance measures in a uniform way and therefore the alternative performance measures presented in these Listing Particulars may not be comparable to other similarly titled measures of other companies. Furthermore, these alternative performance measures are not indicative of the Company's historical results of operations and are not meant to be predicative of potential future results.

Pro forma performance measures

	1 January–31 December 2020
	(unaudited)
Pro forma revenue, EUR thousand	87,934
Pro forma operating profit (EBIT) before amortisation on identified intangible assets (Pro forma EBITA), EUR thousand	10,119
Pro forma EBITA, %	11.5
Pro forma EBIT, EUR thousand	9,467
Pro forma EBIT, %	10.8

Reconciliation of alternative performance measures

	1 January–31 December 2020
	(unaudited)
(EUR thousand)	
Pro forma EBIT before amortisation on identified intangible assets (Pro forma EBITA)	
Pro forma operating profit (EBIT)	9,467
Pro forma amortisation on identified intangible assets	652
Pro forma EBITA	**10,119**

Calculation formulas of pro forma performance measures

Pro forma operating profit (EBIT) before amortisation on identified intangible assets (Pro forma EBITA)	=	Pro forma operating profit + pro forma amortisation on identified intangible assets
Pro forma EBITA, %	=	$\frac{\text{Pro forma operating profit + pro forma amortisation on identified intangible assets}}{\text{Pro forma revenue}} \times 100$

OPERATING AND FINANCIAL REVIEW

The below review of the Company's operating results and financial standing should be read together with sections "Certain Factors – Presentation of Financial Statement Information, Certain Other Information", "Capital Structure and Indebtedness" and "Certain Financial Information" as well as the Company's audited consolidated financial statements for the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018.

The Company's audited consolidated financial statements for the financial period ended 31 December 2020 were prepared in accordance with the IFRS. The consolidated financial statements for the financial period ended 31 December 2020 contain the unaudited comparison information prepared in accordance with the IFRS for the financial period ended 31 December 2019. The Company's audited consolidated financial statements for the financial periods ended 31 December 2019 and 31 December 2018 were prepared in accordance with FAS.

This review contains forward-looking statements that are inherently associated with risks and uncertainty. The actual results may differ materially from those stated in these forward-looking statements. Please see "Risk Factors" and "Certain Factors – Forward-Looking Statements".

Overview

Gofore is an internationally operating digital transformation consultancy. Gofore provides its services to private and public sector operators primarily in Finland and also abroad. The services provided by the Company may be divided into digital transformation advisory services, service design, development of digital services, as well as digital quality assurance.

Throughout its history, the Company has exhibited strong growth. The Company's net sales increased by 21.7 per cent during the financial period of 2020, compared to the financial period of 2019[36]. In the financial period of 2019, the growth in net sales amounted to 26.7 per cent compared to the financial period of 2018[37]. The Company's operating profit under IFRS in the financial period of 2020 was EUR 8,750 thousand and EUR 6,620 thousand in the financial period of 2019, and the operating profit under FAS in the financial period of 2018 was EUR 6,095 thousand. The Company's operating profit (EBIT) margin under IFRS was 11.2 per cent in the financial period of 2020 and 10.3 per cent in the financial period of 2019. The Company's operating profit (EBIT) margin under FAS was 12.0 per cent in the financial period 2018.[38]

The Company's operating profit before amortisation of intangible assets identified in PPA and impairment of goodwill (EBITA) margin under IFRS was 12.7 per cent in the financial period of 2020[39]. The Company's operating profit before amortisation of goodwill (EBITA) margin under FAS was 12.5 per cent in the financial period of 2019[40] and 13.4 per cent in the financial period of 2018[41]. In 2020, approximately 74.2 per cent of Gofore's net sales were generated from public sector customers and approximately 25.8 per cent from private sector customers. Geographically, 89.6 per cent of the net sales were generated in Finland and a total of 10.4 per cent abroad. The net sales of Gofore and of Qentinel Finland Oy, acquired during 2020, aggregated in accordance with pro forma principles, amounted to EUR 87,934 thousand, and the operating profit (EBIT) margin amounted to 10.8 per cent in 2020.

Factors Affecting the Operating Results

The results of the Company's business operations are affected by factors both within and outside of the Company, the nature of which is either such that they are primarily factors beyond the Company's control, or factors the Company is able to affect through its own actions. In the view of the Company's management, the

36 Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with the IFRS, compared to the unaudited IFRS reference figures for the year 2019.

37 Net sales in the audited consolidated financial statements for the year 2020, prepared in accordance with FAS, compared to the unaudited consolidated financial statements for 2018, prepared in accordance with FAS.

38 Operating profit under IFRS for 2020 and operating profit under FAS for 2018 are audited, other figures are unaudited.

39 Unaudited figure in accordance with IFRS.

40 Unaudited figure in accordance with FAS.

41 Unaudited figure in accordance with FAS.

following factors have had a material effect on the operating results of the Company during the review period and are expected to impact the Company's operating results also going forward.

Demand for the Company's services

The Company provides its services to private and public sector operators primarily in Finland, and also abroad. One of the main factors determining the development of the Company's net sales is the demand for digital transformation services in Finland and in the Company's other target markets.

Digitalisation is estimated to continue as a mega trend going forward, which also drives the demand for the top expertise of IT service companies. More than one half of the global IT consumption is estimated to be focused towards digital transformation and innovation by the year 2024, compared to 31 per cent in 2018. It is estimated that approximately over 500 million digital solutions will be developed by the year 2023, of which the majority is expected to relate to purposes facilitating the digital transformation of various industries.[42] Over 30 per cent of Nordic companies are estimated to modify their organisational structures and business processes as well as to adopt new tools by the year 2022 in order to adjust their operating methods and corporate culture to the opportunities afforded by digitalisation[43].

The Company's management is of the view that the demand for new digital services has been strong in the recent years, and will in the forthcoming years continue to outpace the market growth of conventional IT services. The Company's management estimates that in the coming years, the market for digital services will grow at an annual rate of approximately 10 per cent and that it will be winning a growing market share from service providers operating with more conventional business models, whose growth rate the Company's management estimates to remain at approximately 2–4 per cent in the coming years. The Company's management believes that the digitalisation will create demand for the Company's services in the future, but the pandemic and the continuation of same have, nevertheless, entailed uncertainty for the Company's operating environment and the market outlook for IT services.

As the digitalisation trend continues, the demand for the services provided by the Company is particularly affected by the investment possibilities and investment focus of the Company's customers and potential new customers, the financial standing of the customers and, as concerns public government, budgetary decisions. The general economic development affects the willingness and the ability of the Company's customers to invest in the development and maintenance of digital services. The demand for the Company's services is also affected, for instance, by the amount of competition or the number of off-the-shelf or substitute solutions entering the competition, the development of the customer's market position and financial standing, as well as the Company's ability to respond to customer demands pertaining to service quality, timeliness and cost level.

Competitive Landscape and Service Pricing

The Company operates in a highly competitive market, where the prerequisites for market entry are relatively low. The Company's ability to remain a relevant service provider in the eyes of its customers affects the Company's ability to generate net sales and, thereby, the Company's operating results. The Company's ability to react to new technologies and changes in customer needs or preferences is crucial in maintaining a good competitive standing. The Company's ability to respond to the competition it faces has a material effect on the Company's ability to attain the financial targets it has set for itself in the future. The Company's organic growth and the attainment of its financial objectives is contingent on the Company's ability to respond to the competition it faces and to win both public and private sector projects for itself.

Both private and public sector operators put their IT procurements out to competitive tendering, which entails that the Company must be outperform its competitors in responding to customers' service needs, quality requirements and timetable restrains, as well as the pricing offered by the competitors.

Availability of Personnel and Labour Costs

The Company's success and the execution of its growth strategy are pivotally contingent on the Company's ability to recruit, motivate and retain skilled experts and their ability and commitment to generate business and provide high-quality services. The Company operates in a highly competed market, characterised by a high

[42] IDC, IDC FutureScape: Worldwide IT Industry 2020 Predictions, October 2019.

[43] IDC, IDC Nordic Digital Insights: IT Market Predictions 2019.

employee turnover rate, and competition for skilled employees. Albeit the Company's business is not dependent on individual persons, the skillset and expertise of the Company's experts is highly specialised, for which reason replacing employees may prove difficult, especially in the short term.

In the past, the Company has encountered challenges in recruiting new employees at the rate that the Company itself has grown. The Company's operating result and execution of its strategy may be impeded considerably, if in the future the Company is unable to retain in its service skilled key experts and recruit new personnel, whose skill level is at least at the level of the Company's current employees, or in case the Company's labour costs increase.

Owing to the nature of the Company's business, labour costs represented a considerable cost item for the Company, and an increase in the salaries and other benefits in the industry would cause the Company to incur additional costs, hamper its profitability, or could render recruiting more difficult for the Company. The Company is operating in a highly competed labour market, where the competition for skilled workforce involves, *inter alia*, the offering of higher salaries and better benefits than the other parties competing for skilled labour. The remuneration level of customer assignments may not follow the development of the labour costs in the industry, which may result in the deterioration of the profitability of the Company.

Employees' Invoicing Ratio

As a company providing advisory services, whose service pricing is based primarily on hourly billing, it is particularly important for Gofore's profitability that it is able to maintain the invoicing ratio of its employees as high as possible. Fluctuations in the invoicing rate play a significant role in determining the Company's profitability, alongside labour costs and other costs, as well as the correct pricing of projects. The invoicing rate is impacted, *inter alia*, by the Company's ability to win itself new projects, so that all of the persons carrying on billable work have a sufficient number of projects to work on. The invoicing rate is also impacted by the Company's internal development projects, integration work related to corporate acquisitions, as well as other non-invoiceable work taking up the working time of the Company's employees.

Corporate Acquisitions

The Company is seeking to grow its business both organically and potentially through corporate acquisitions. Indeed, in the recent years, the Company's growth has, alongside organic growth, been based on corporate acquisitions that, according to its strategy, the Company intends to continue also going forward. The identification of suitable corporate acquisition objects, the successful execution of corporate acquisitions as well as integration of the object of purchase as part of the Company's business operations plays a pivotal role in growing Gofore's business operations and ability to generate profit. Successful corporate acquisitions can significantly facilitate the Company in growing its business and improving its ability to generate profit. Failure in identifying corporate acquisition objects, pricing of objects and integrating the business of the object as part of the Group may, on the other hand, cause the Company to incur considerable costs that may never actualise in the form of improved ability to generate profit.

Events After the End of the Previous Financial Period

With the exception of the below-mentioned events, no material changes have occurred in the Company's financial standing or operating results after 31 December 2020.

Launch of the Fourth CrewShare Share Savings Plan

Gofore's Board of Directors has resolved on the fourth savings period for the CrewShare share savings plan. The new savings period commenced on 1 March 2021 and it will end on 28 February 2022. Further information concerning the CrewShare plan can be found under the "*Company's Administration, Management and Auditors – Remuneration Systems"* section of the Listing Particulars.

Acquisition of Ccea Oy

On 18 February 2021, Gofore Plc signed an agreement to acquire 95 per cent of the share capital of Ccea Oy, a company providing digital transformation advisory services at the purchase price of EUR 6.4 million. The purchase price consisted of the debt-free price of the business operations in the amount of EUR 6.175 million, and of the compensation payable for net cash, estimated to amount to EUR 0.255 million. The purchase price was paid in full in the form of cash consideration in the amount of EUR 6.4 million on the closing date of the transaction on 1 March 2021. The Company estimates the net sales effect of the sale and purchase in the consolidated financial statements for the financial period of 2021 to amount to approximately EUR 6 million.

Frame agreements with the Finnish Tax Administration

On 21 January 2021, the Finnish Tax Administration selected Qentinel Finland Oy as its primary provider of technical project management services supporting the development and maintenance of information systems. The duration of the framework agreement is six years and assignments made during the framework agreement period may continue for four years after the end of the framework agreement. The estimated total value of the agreement is approximately EUR 10–12 million. The agreement is a continuation of an earlier agreement between the Finnish Tax Administration and Gofore.

On 10 March 2021, The Finnish Tax Administration selected Gofore Lead Oy as a provider of management consulting services in a public tender for a frame arrangement. The procurement consisted of three areas: management support based on research services, support for operational development and support for the implementation of operating models and project management. One service provider was selected for each of these areas and Gofore was selected for the area of operational development support. The estimated total value of the framework agreement is EUR 8 million, and it is a continuation of a previous agreement between the Finnish Tax Administration and Gofore. The estimated total value determines the maximum amount of orders in the agreement period. There is no purchase obligation attached to the agreement. The agreement is valid until further notice. The procurement decision will be final after the appeal period under the Act on Public Procurement and Concession Contracts has expired.

The Company's ordinary course of business includes participation in procurements tendered by public sector or private sector customers, and the Company may not have visibility into the timeframe within which the contracting entity or the party calling for tender will make its decision on the supplier to be selected. As at the date of the Listing Particulars, the Company has ongoing tenders, and if it becomes selected as a supplier, the Company will disclose the decision when it receives information from the party calling for tender.

Business transfer

The digital transformation consultancy business of Gofore was transferred to Gofore Lead Oy in a business transfer on 1 January 2021.

Outlook

The statements set forth in "– Outlook" below include forward-looking statements and are not guarantees of the Company's financial performance in the future. The Company's actual results and financial position could differ materially from those expressed or implied by these forward-looking statements as a result of many factors, including but not limited to those described under "Certain Matters – Forward-Looking Statements", "Risk Factors" and "– Factors Affecting the Operating Results". The Company cautions prospective investors not to place undue reliance on these forward-looking statements.

Market Outlook

The coronavirus pandemic has caused uncertainty in the Company's operating environment. The Company believes that in the long term, the pandemic will accelerate digitalisation. Both public and private sector's ability to invest in digital transformation depends on the development of the economy. In the public sector, which is important to the Company, the immediate effects of the coronavirus pandemic have been minor, and government administration organisations have sought to keep their development projects going. For municipalities and joint municipal authorities, the impact has been greater, but especially the largest customers have kept major development projects going. The Company estimates that the situation in the public sector will remain similar in 2021 and the impact of the pandemic on demand will vary greatly. In the private sector, the pandemic has had a greater direct impact, which has been reflected as delays in development projects and cancellations of projects in single cases. Disruptions in customers' own business have also affected service prices. There is continuing uncertainty about the pandemic and its market impact.

Financial Guidance

The Company has released its financial guidance for the year 2021 on 5 March 2021.

Gofore estimates its net sales for the financial period 2021 to grow in comparison to 2020 and its adjusted EBITA to grow in 2021 compared to 2020. The Company reports and comments on the developments of net sales monthly in its business reviews in order to facilitate monitoring of growth.

The forecasted performance of Gofore is based on assessments and assumptions of the Company's management on the net sales, operating profit and developments in the operating environment of the Group as well as on the assessment and assumption that the Company's business will not be reduced or margins will not decrease significantly. The forecasted performance is based on the backlog of orders and the utilisation ratio, in particular. The central variables in the forecasted performance that the Company can influence are customer acquisition, project management in assignments, additional sales and direction of the work of personnel in order to manage invoicing. Outside of the Company's ability to influence are especially the Company's customers' willingness and ability to invest in digitalisation and such issues affecting the availability of labour as Covid-19 pandemic, other possible pandemics and various force majeure situations.

The forecasted performance has been drafted on the basis of such data that is comparable to the historical financial data of the Company and that is consistent with the principles used in the Company's audited financial statements

Factors Affecting the Comparability of Financial Information

Corporate Arrangements

In line with its strategy, Gofore has sought growth not only through organic growth, but also through corporate acquisitions. During the review periods of the Listing Particulars, Gofore has carried out the following corporate arrangements:

In 2018, Gofore acquired the entire share capital of Solinor Oy, a digital consulting company. The purchase price of EUR 4.7 million consisted of the debt-free price of EUR 4.0 million for the business operations and the compensation of EUR 0.7 million paid for net cash. The purchase price was paid partially in cash and partially through a private placement of new Gofore shares to the vendors of Solinor Oy. Solinor Oy merged into Gofore Plc at the end of January 2019.

In 2019, Gofore Plc acquired the entire share capital of the digital transformation consultancy company Silver Planet Oy. The purchase price of EUR 14.3 million consisted of the debt-free price of EUR 10.8 million for the business operations and the compensation of EUR 3.5 million paid for net cash. The purchase price was paid partially in cash and partially through a private placement of new Gofore shares to the vendors of Silver Planet Oy.

In 2019, Gofore Germany GmbH acquired the entire share capital of the design agency Mangodesign (the official name of the company is mangodesign Finke-Anlauff & Anlauff GbR). The purchase price amounted to EUR 0.6 million. Mangodesign merged with Gofore Germany Gmbh on 1 July 2019.

In 2020, Gofore Plc acquired the entire share capital of Qentinel Finland Oy, specialised in software testing automation. The debt-free purchase price of EUR 8.9 million was paid in cash. The acquisition also included an additional purchase price based on the operating margin for the financial period 2020, with the actualised value of EUR 3.4 million and a correction to the working capital and net debt, totalling EUR 0.7 million. The effects of this corporate acquisition have been illustrated under section "*Pro Forma Financial Information*".

After the close of the financial period ended 31 December 2020, Gofore acquired 95 per cent of the share capital of Ccea Oy. A more detailed account of this acquisition may be found under the following sections of the Listing Particulars: *"Information on the Company and the Company's Business — Material Agreements"* as well as above, under section *"Events after the close of the preceding financial period".*

Transition to Reporting in Accordance With the IFRS

The Company's audited consolidated financial statements for the financial period ended 31 December 2020 were prepared in accordance with the IFRS. The consolidated financial statements for the financial period ended 31 December 2020 contain the unaudited comparison information for the financial period ended 31 December 2019, prepared in accordance with the IFRS. The Company's audited consolidated financial statements for the financial periods ended 31 December 2019 and 31 December 2018 were prepared in accordance with FAS.

The most notable differences between the consolidated financial statements prepared in accordance with the IFRS and FAS are the following:

- Lease agreements

  The Company has mainly leased offices, parking spaces, cars and office machinery. Under FAS, lease expenses have been recognized as other operating expenses in the statement of profit and loss on a straight-line basis over the lease period. The Group has not capitalized the lease liabilities or right of use assets in FAS and has thus not followed the option to apply IFRS 16 Leases standard in the reporting under FAS. Under FAS, the commitments relating to the lease agreements have been disclosed in the notes to the financial statements as off-balance sheet items as part of contingent liabilities.

  The Company has adopted the IFRS 16 standard and applied the simplified procedure for the adoption. The cumulative effect of such adoption is indicated in the opening balance of 1 January 2019, and the figures of the reporting period preceding the adoption have not been adjusted. The right-of-use asset and the corresponding lease liability are recognised in the balance sheet at the discounted value of future lease payments. The lease liabilities have been measured at the present value of the remaining lease payments as of 1 January 2019 and a right-of-use asset of the equivalent amount has been recognised in the assets of the balance sheet.

  In applying IFRS 16, the lease expenses presented in FAS are replaced with the depreciation of the right-of-use asset and the interest expenses of lease agreement liabilities.

  The standard contains an exception allowing for the treatment of lease agreements of a minor value and short duration as lease expenses under other expenses. The Company applies both of these exceptions to its lease agreements.

- Business combinations

  The Company applies the exemption of IFRS 1 for the IFRS 3 Business Combinations standard, and it is not applying IFRS 3 standard retrospectively to past business combinations that occurred before the date of transition to IFRS. Due to the application of the exemption, on the date of transitioning to IFRS, all of the accounting values of assets and liabilities under FAS, acquired in connection with previous business combinations, have been recorded in the balance sheet, provided they satisfy the criteria under the IFRS for inclusion in the balance sheet. After the date of adoption of IFRS, the measurement is in accordance with IFRS. The Company has not adjusted any of the previously recognised amounts as a result of the requirements under the IFRS.

  The Company has adjusted the business combinations carried out after 1 January 2019 so as to accord with the requirements of the IFRS.

  The Company has measured the identifiable assets acquired as well as the liabilities at their fair value and the unallocated residual value of the cost has been recorded as goodwill. For the acquisitions of Silver Planet and Mangodesign, the Company has identified customer relationships and non-compete agreements as key intangible assets and allocated the cost accordingly to these identified intangible assets These identified intangible assets are amortized within their underlying useful life between 5-6 years. In the acquisition of Qentinel Finland Oy the Company itemised the trademark in addition to the customer relationships and non-compete agreement. The amortisation period for the customer relationships is established as ten years and the amortisation period for the non-compete agreement is established at six years. The registration of the trademark will be amortised in two years.

  In consolidated financial statements under FAS, transaction costs are included in the acquisition cost of the acquired company. According to the IFRS, these items are expensed when incurred. Accordingly, when preparing the PPAs for the business combinations in the conversion period under IFRS 3, the transaction costs have been expensed in profit or loss.

- *Reversal of goodwill amortisations*

  Following the transition exemption of IFRS 1, the businesses acquired prior to the IFRS transition as per 1 January 2019 are recognised in the Company's IFRS financial statements by using the carrying amount of goodwill as of 1 January 2019 as presented in the FAS Financial Statements. The Company has reversed the FAS amortization in the conversion period by adjusting the goodwill amortizations in the Statement of Profit and Loss against the goodwill recognised in the Statement of Financial Position. Under IFRS, goodwill shall no longer be amortized over its useful life but it will be tested for impairment in accordance with IAS 36 annually or whenever there are indications of impairment in the assets. The goodwill has been tested for impairment as of 1 January 2019, 31 December 2019 and 31 December 2020. The testing has not resulted in any impairment recognition.

- *Share-based payments*

  In FAS financial statements, the cost for the long-term incentive plan has only been recognised as an expense when incurred. IFRS requires the fair value of the share options to be determined using an appropriate pricing model and the expenses for the share-based payments are recognised over the vesting period.

- *Impairment of financial assets*

  The adoption of IFRS has changed the Company's accounting for impairment losses for financial assets by replacing incurred loss approach under FAS with a forward-looking expected credit loss (ECL) approach under IFRS 9. The previous practice involved recognising credit losses and the allowances related to same based on the actualisation estimation. The allowance under the IFRS of the expected credit losses and changes in same during the conversion period has been recorded through profit and loss in other operating expenses.

- *Financial assets*

  Under IFRS the financial assets shall be classified based on the business model. In the transition to IFRS the Company made an irrevocably decision to classify its financial securities, which include shares in funds, at fair value through profit and loss. Investments in other shares are measured at fair value and subsequent changes in fair value are presented in the extensive profit and loss account. In consolidated financial statements prepared in accordance with FAS, both of these items are measured at their acquisition cost.

- *Deferred tax*

  The Company has recognised deferred taxes in consolidated financial statements under FAS only relating to depreciation differences. In the consolidated financial statements under IFRS, deferred tax assets and liabilities are recognised on all IFRS adjustments leading to temporary differences due to the changes in the accounting policies.

  The most significant impacts on deferred taxes have resulted from the business combinations presented in accordance with IFRS 3.

- *Foreign currency translation*

  Under FAS, the Company has recognised translation differences on foreign operations in a separate component of equity. In the IFRS transition, the cumulative currency translation differences for all foreign operations have been deemed to be zero as at 1 January 2019 applying the exemption of IFRS 1. Any gain or loss on a subsequent disposal of any foreign operation after the adoption of IFRS will exclude translation differences that arose before the date of transition but will include subsequent translation differences. The resulting adjustment has been recognised against retained earnings.

  Starting from the transition date of 1 January 2019, the currency translation difference is presented through the Statement of Other Comprehensive Income (OCI) in accordance with IFRS.

- *Treasury shares*

  The treasury shares acquired by the Company have been classified under treasury shares in shareholders' equity. In the financial statements under IFRS, treasury shares have been presented as a separate item under shareholders' equity, while in the financial statements under FAS, treasury shares were presented as part of retained earnings.

- *Reclassifications*

  On 1 July 2019, the Company acquired 100% of the share capital in Mangodesign (the official name of the company is mangodesign Finke-Anlauff & Anlauff GbR). In the FAS consolidated financial statements, the Company has presented the advance payment of EUR 432 thousand on the purchase price paid on 30 June 2019 as part of goodwill. Under the IFRS, the purchase price paid in advance was reclassified from goodwill to other receivables as of 30 June 2019.

  The basic improvement expenditure of leased premises has been reclassified from intangible assets in FAS to tangible assets under the IFRS.

  The timing of sales invoicing may differ from the timing of revenue recognition. When revenue is recognised prior to invoicing from the customer, the Company recognises a contract asset. In FAS, such receivables are presented as part of trade receivables and other current assets. In accordance with IFRS 15, contract assets are presented as a separate item in the balance sheet. Thus, the sales recognised as revenue but not yet invoiced, are reclassified from trade receivables and other current assets to contract assets.

  Based on the nature of a savings account in Hypo Bank, the Company has reclassified it to cash and cash equivalents as of 1 January 2019.

Key Lines in the Income Statement

Revenue (net sales)

The Company's net sales are primarily made up of the sale of the Company's own advisory services.

Production for own use

Production for own use is primarily made up of the development work related to the Company's own ERP system.

Other operating income

Other operating income is primarily made up of government grants as well as changes in contingent consideration.

Materials and services

The most significant item in materials and services comprises acquisitions of external services which contain subcontracted parts of packages included in customer deliveries.

Employee benefit expenses

Employee benefit expenses contain the paid salaries and compensations, pension expenses and other employee expenses. In financial information prepared in accordance with the IFRS, also equity-based payments have been counted towards employee expenses, unlike in financial information prepared under FAS.

Depreciations, amortisations and impairment

The depreciation for the financial periods of 2018 and 2019 under FAS consisted primarily of the depreciation of tangible and intangible assets as well as goodwill. Under the IFRS, no annual depreciation is made from goodwill, but they are tested annually for any depreciation. Depreciation under IFRS reporting primarily consist of the depreciation of rights-of-use assets, other property, plant and equipment as well as intangible assets.

Other operating expenses

The most pertinent items belonging under other operating expenses include: employee-related expenses other than those falling under employee benefit expenses, such as training and recreational expenses and travel expenses; business premises expenses; machinery and equipment expenses; sales and marketing expenses; and administrative expenses.

Operating Profit

Operating profit is calculated by adding production for own use as well as other operating income to net sales and by subtracting from this sum materials and services, employee benefit expenses, depreciations, amortisations and impairment as well as other operating expenses.

Finance costs

Finance costs comprise interest expenses and changes in the fair value of financial instrument, as well as other finance costs.

Finance income

Finance income primarily consists of changes in the fair value of financial instruments.

Profit before income tax

Profit before income tax is calculated by subtracting finance costs and adding finance income to the operating profit.

Income tax

Items entered in income taxes include the accrual-based taxes corresponding to the Company's results in the financial period, tax adjustments for prior financial periods, as well as changes in deferred taxes.

Profit/loss for the financial period

The profit/loss for the financial period is calculated by subtracting the combined finance income and expenses, as well as income tax from the operating profit.

Operating Result for the Financial Periods Ended 31 December 2020, 31 December 2019 and 31 December 2018

The following review describes the Company's operating result for the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018. The description of the operating result focuses on the following items in the statement of profit and loss: revenue (net sales), production for own use, other operating income, materials and services, employee benefit expenses, depreciations, amortisations and impairment, other operating income, operating profit, finance income and expenses, profit before tax, income tax and profit/loss for the financial period.

The following table sets forth the key items of the Company's consolidated statement of comprehensive income for the periods indicated.

	1 January–31 December			
(EUR thousands)	**2020**	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(audited)	**(unaudited)**	**(audited)**	**(audited)**
Revenue (net sales)	77,953	64,066	64,066	50,581
Production for own use	738	139	139	0
Other operating income	599	175	175	193
Materials and services, total	-12,744	-8,671	-8,671	-7,911

Purchases	-225	-178	-178	-28
External services	-12,519	-8,493	-8,493	-7,883
Employee benefit expenses, total	-44,433	-37,056	-36,696	-27,557
Salaries and compensations	-37,344	-30,811	-30,452	-22,705
Pensions	-5,587	-5,034	-5,034	-3,973
Other indirect employee expenses	-1,502	-1,210	-1,210	-879
Depreciations, amortisations and impairment	-3,579	-2,603	-2,098	-869
Other operating expenses	-9,785	-9,430	-10,799	-8,343
Operating profit (EBIT)	**8,750**	**6,620**	**6,116**	**6,095**
Finance costs	-202	-135	-84	-59
Finance income	67	42	0	48
Profit before tax	**8,615**	**6,526**	**6,033**	**6,084**
Income tax	-1,712	-1,430	-1,588	-1,352
Profit for the financial period	**6,903**	**5,096**	**4,445**	**4,732**

Comparison between the 2020 and 2019 financial periods (IFRS)

Revenue (net sales)

The Company's net sales for the financial period ended 31 December 2020 amounted to EUR 77,953 thousand and increased by EUR 13,887 thousand, *i.e*. by 21.68 per cent compared to the net sales of the financial period ended 31 December 2019 of EUR 64,066 thousand. The growth was primarily attributable to increased demand for the Company's services, successful service sales and acquisition of Qentinel Finland Oy.

Production for own use

The Company's production for own use in the financial period ended 31 December 2020 amounted to EUR 738 thousand and increased by EUR 599 thousand, *i.e.* by 430.94 per cent compared to the production for own use in the financial period ended 31 December 2019, amounting to EUR 139 thousand. The growth was attributable to the ERP project on-going during the reporting and reference period.

Other operating income

The Company's other operating income for the financial period ended 31 December 2020 amounted to EUR 599 thousand and increased by EUR 424 thousand, *i.e.* by 242.29 per cent compared to other operating income in the financial period ended 31 December 2019, amounting to EUR 175 thousand. The growth was primarily attributable to a growth in the government grants awarded to development projects.

Materials and services

The Company's costs pertaining to materials and services for the financial period ended 31 December 2020 amounted to EUR 12,744 thousand and they increased by EUR 4,073 thousand, *i.e.* by 46.97 per cent compared to the costs pertaining to materials and services during the financial period ended 31 December 2019, amounting to EUR 8,671 thousand. The growth has primarily resulted from the Company's generally increased net sales, and also subcontracting has been increased so as to correspond to the growing demand for services and growing sales.

Employee benefit expenses

The Company's employee benefit expenses for the financial period ended 31 December 2020 amounted to EUR 44,433 thousand and increased by EUR 7,377 thousand, *i.e.* by 19.91 per cent compared to the employee benefit expenses for the financial period ended 31 December 2019, amounting to EUR 37,056 thousand. The growth was primarily attributable to the fact that in a labour-intensive segment, a growth in net sales requires the direct increase of the number of personnel, and the growing employee benefit expenses are largely the result of an increase in the number of operative personnel.

Depreciations, amortisations and impairment

The Company's depreciations, amortisations and impairment for the financial period ended 31 December 2020 amounted to EUR 3,579 thousand and increased by EUR 976 thousand, *i.e.* by 37.50 per cent compared to the depreciations, amortisations and impairment in the financial period ended 31 December 2019, amounting to EUR 2,603 thousand. The growth was primarily attributable to the growth in depreciations and amortisations in right-of-use assets and other intangible assets arising from corporate acquisitions.

Other operating expenses

The Company's other operating expenses for the financial period ended 31 December 2020 amounted to EUR 9,785 thousand and increased by EUR 355 thousand, *i.e.* by 3.76 per cent compared to the other operating expenses for the financial period ended 31 December 2019, amounting to EUR 9,430 thousand. The increase was primarily attributable to the growth in the Company's business operations and number of personnel, as well as the costs associated with the winding down of the British business operations.

Operating profit

The Company's operating profit for the financial period ended 31 December 2020 amounted to EUR 8,750 thousand and increased by EUR 2,130 thousand, *i.e.* by 32.18 per cent compared to the operating profit in the financial period ended 31 December 2019, amounting to EUR 6,620 thousand. The growth was primarily attributable to the growth in the Company's business and the increased volume of net sales. The growth was also partially attributable to improved profitability, which was the outcome of a number of factors, such as improved invoicing ratio, lower administrative costs and overhead costs relative to the volume, as well as increased customer prices.

Finance costs

The Company's finance costs for the financial period ended 31 December 2020 amounted to EUR 202 thousand and increased by EUR 67 thousand, *i.e.* by 49.63 per cent compared to the finance costs for the financial period ended 31 December 2019, amounting to EUR 135 thousand. The growth was primarily attributable to changes in the fair value of financial instruments.

Finance income

The Company's finance income for the financial period ended 31 December 2020 amounted to EUR 67 thousand and increased by EUR 25 thousand, *i.e.* by 59.52 per cent compared to the finance income for the financial period ended 31 December 2019, being EUR 42 thousand. The growth was primarily attributable to changes in the fair value of financial instruments.

Profit before tax

The Company's profit before tax for the financial period ended 31 December 2020 amounted to EUR 8,615 thousand and increased by EUR 2,089 thousand, *i.e.* by 32.01 per cent compared to the profit before tax for the financial period ended 31 December 2019, amounting to EUR 6,526 thousand. The growth was primarily attributable to a growth in operating profit.

Income tax

The Company's income tax for the financial period ended 31 December 2020 amounted to EUR 1,712 thousand and increased by EUR 282 thousand, *i.e.* by 19.72 per cent compared to the income tax for the financial period ended 31 December 2019, amounting to EUR 1,430 thousand. The growth was primarily attributable to a growth in profit before tax.

Profit for the financial period

The Company's profit for the financial period ended 31 December 2020 amounted to EUR 6,903 thousand and it increased by EUR 1,807 thousand, *i.e.* by 35.46 per cent compared to the profit for the financial period ended 31 December 2019, amounting to EUR 5,096 thousand. The growth was primarily attributable to a growth in operating profit.

Comparison between the financial periods of 2019 and 2018 (FAS)

Revenue (net sales)

The Company’s revenue (net sales) for the financial period ended 31 December 2019 amounted to EUR 64,066 thousand, and increased by EUR 13,485 thousand, *i.e.* by 26.7 per cent compared to the revenue (net sales) for the financial period ended 31 December 2018, amounting to EUR 50,581 thousand. The growth was primarily attributable to a growth in the demand for the Company’s services, successful service sales and the acquisition of Silver Planet Oy (currently Gofore Lead Oy).

Production for own use

The Company’s production for own use for the financial period ended 31 December 2019 amounted to EUR 139 thousand. During the financial period ended 31 December 2018, the Company had no production for own use. The change was attributable to an ERP project launched during the financial period.

Other operating income

The Company’s other operating income for the financial period ended 31 December 2019 amounted to EUR 175 thousand and decreased by EUR 18 thousand, *i.e.* by 9.3 per cent compared to the other income for the financial period ended 31 December 2018, amounting to EUR 193 thousand. The decrease was primarily attributable to a change in government grants received.

Materials and services

The Company’s costs related to materials and services for the financial period ended 31 December 2019 amounted to EUR 8,671 thousand and increased by EUR 760 thousand, *i.e.* by 9.6 per cent compared to the costs related to materials and services for the financial period ended 31 December 2018, amounting to EUR 7,911 thousand. The growth has resulted primarily from the Company’s generally increased net sales, as well as from scaling subcontracting to correspond to the increased demand.

Employee benefit expenses

The Company’s employee benefit expenses for the financial period ended 31 December 2019 amounted to EUR 36,696 thousand and increased by EUR 9,139 thousand, *i.e.* by 33.2 per cent compared to the employee benefit expenses for the financial period ended 31 December 2018, amounting to EUR 27,557 thousand. The increase was primarily attributable to the fact that in a labour-intensive segment, a growth in net sales requires the direct increase of the number of personnel, and the growing employee benefit expenses are largely the result of an increase in the number of operative personnel.

Depreciations, amortisations and impairment

The Company’s depreciations, amortisations and impairment for the financial period ended 31 December 2019 amounted to EUR 2,098 thousand and increased by EUR 1,229 thousand, *i.e.* by 141.4 per cent compared to the deprecations, amortisations and impairment for the financial period ended 31 December 2018, amounting to EUR 869 thousand. The increase was primarily attributable to a growth in goodwill amortisations caused by corporate acquisitions.

Other operating expenses

The Company’s other operating expenses for the financial period ended 31 December 2019 amounted to EUR 10,799 thousand and increased by EUR 2,456 thousand, *i.e.* by 29.4 per cent compared to the other operating expenses for the financial period ended 31 December 2018, amounting to EUR 8,343 thousand. The growth was primarily attributable to a growth in the Company’s business operations and number of personnel.

Operating profit

The Company’s operating profit for the financial period ended 31 December 2019 amounted to EUR 6,116 thousand and increased by EUR 21 thousand, *i.e.* by 0.3 per cent compared to the profit for the financial period ended 31 December 2018, amounting to EUR 6,095 thousand. The growth was primarily attributable to the growth in the Company’s business and the increased volume of net sales. In 2019, the growth was curbed by the increase in goodwill amortisation due to corporate acquisitions.

Finance costs

The Company's finance costs for the financial period ended 31 December 2019 amounted to EUR 84 thousand and increased by EUR 25 thousand, *i.e.* by 42 per cent compared to the finance cost for the financial period ended 31 December 2018, amounting to EUR 59 thousand. The growth was primarily attributable to a growth in bank loans.

Finance income

The Company's finance income for the financial period ended 31 December 2019 amounted to EUR 0 thousand and decreased by EUR 48 thousand compared to the finance income for the financial period ended 31 December 2018, amounting to EUR 48 thousand. The decrease was mainly attributable to a decline in the return on investments.

Profit before tax

The Company's profit before tax for the financial period ended 31 December 2019 amounted to EUR 6,033 thousand and decreased by EUR 51 thousand, *i.e.* by 0.8 per cent compared to the profit before tax for the financial period ended 31 December 2018, amounting to EUR 6,084 thousand. The decline was primarily attributable to an increase in finance costs.

Income tax

The Company's income tax for the financial period ended 31 December 2019 amounted to EUR 1,588 thousand and increased by EUR 236 thousand, *i.e.* by 17.5 per cent compared to the income tax for the financial period ended 31 December 2018, amounting to EUR 1,352 thousand. The increase was primarily attributable to a growth in non-tax-deductible expenses.

Profit for the financial period

The Company's profit for the financial period ended 31 December 2019 amounted to EUR 4,445 thousand and decreased by EUR 287 thousand, *i.e.* by 6.1 per cent compared to the profit for the financial period ended 31 December 2018, amounting to EUR 4,732 thousand. The decrease was primarily attributable to a deterioration of the income before extraordinary items and increase in income taxes.

Liquidity and Sources of Capital

Overview

The Company's liquidity is primarily based on cash flow from operations, in addition to which the Company has external financing. The Company's financing arrangements as at the date of the Listing Particulars consist of bank loans in the amount of EUR 12,500 thousand, which the Company has taken out for the purposes of financing corporate acquisitions. The bank loans of the Company are floating rate loans linked to Euribor rates and they include covenants, such as equity ratio and interest-bearing liabilities in relation to EBITDA. As at the date of the Listing Particulars, EUR 2.45 million of the Company's bank loans are due within one year, EUR 5.20 million within 2–3 years and EUR 4.85 million within 4–5 years.

The Company's cash assets for the financial period ended 31 December 2020 consisted primarily of bank accounts and amounted to EUR 21,394 thousand. In the consolidated financial statements, cash assets are deemed to include cash assets and bank deposits withdrawable on demand. Short-term deposits are considered to be easily convertible into cash, because they are withdrawable within 5 working days.

Cash Flows

The following table summarises the Company's consolidated cash flow statement information for the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018:

(EUR thousands)	1 January–31 December 2020 (IFRS) (audited)	2019 (IFRS) (unaudited)	2019 (FAS) (audited)	2018 (FAS) (audited)
Net cash flow of operations	8,955	12,263	10,646	7,840
Net cash flow of investments	-7,095	-4,301	-4,207	-2,025
Net cash flow of financing	-1,823	-2,028	-3	-3,048
Net increase in cash and cash equivalents	36	5,934	6,436	2,767

Comparison between the financial periods of 2020 and 2019 (IFRS)

Net cash flow from operations

The net cash flow from operations for the financial period ended 31 December 2020 amounted to EUR 8,955 thousand and for the financial period ended 31 December 2019 to EUR 12,263 thousand. The change was primarily attributable to a change in working capital.

Net cash flow from investments

The net cash flow from investments in the financial period ended 31 December 2020 amounted to EUR -7,095 thousand and for the financial period ended 31 December 2019, to EUR -4,301 thousand. The change was attributable to the Qentinel acquisition paid for in cash.

Net cash flow from financing

The net cash flow from financing in the financial period ended 31 December 2020 amounted to EUR -1,823 thousand and for the financial period ended 31 December 2019, to EUR -2,028 thousand. The net cash flow from financing remained practically unaltered.

Comparison between the financial periods of 2019 and 2018 (FAS)

Net cash flow from operations

Net cash flow from operations for the financial period ended 31 December 2019 amounted to EUR 10,646 thousand and for the financial period ended 31 December 2018, to EUR 7,840 thousand. The change was attributable to the improved cash flow from operations, as well as the positive change in working capital.

Net cash flow from investments

Net cash flow from investments for the financial period ended 31 December 2019 amounted to EUR -4,207 thousand and for the financial period ended 31 December 2018 to EUR -2,025 thousand. The change was primarily attributable to the acquired subsidiary shares.

Net cash flow from financing

Net cash flow from financing for the financial period ended 31 December 2019 amounted to EUR -3 thousand and for the financial period ended 31 December 2018 to EUR -3,048 thousand. The change was attributable to the draw-down of long-term loans.

Investments

The Company's largest investment items during the time period under review in the Listing Particulars comprised the acquired subsidiary shares and investments in intangible assets. The investments during the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018 amounted to EUR -15,113 thousand (IFRS), EUR -11,854 thousand (FAS), and EUR -4,171 thousand (FAS), *i.e*. in 2020 19.4 per cent, in 2019 18.5 per cent and in 2018, 8.3 per cent of the net sales.

In March 2021, Gofore acquired 95 per cent of the share capital in Ccea Oy. The purchase price amounted to EUR 6.4 million.

As at the date of the Listing Particulars, the Company has no on-going material individual investments.

Interest-Bearing Liabilities and Net Debt

The following table sets forth information concerning the Company's interest-bearing net liabilities on the dates stated:

(EUR thousands)	1 January–31 December			
	2020	**2019**	**2019**	**2018**
	(IFRS)	**(IFRS)**	**(FAS)**	**(FAS)**
	(audited)	**(unaudited)**	**(audited)**	
Interest-bearing liabilities				
Non-current interest-bearing liabilities	11,995	7,777	4,472	3,130
Interest-bearing loans and borrowings	7,500	4,472	4,472	2,614
Other interest-bearing liabilities	0	0	0	516
Lease liabilities	4,495	3,305	0	0
Current interest-bearing liabilities	4,375	3,912	1,887	1,069
Interest-bearing loans and borrowings	2,000	1,390	1,390	1,069
Other interest-bearing liabilities	0	497	497	0
Lease liabilities	2,375	2,025	0	0
Total interest-bearing liabilities	16,370	11,688	6,359	4,199
Minus: liquid funds....................................	-21,938	-21,989	-21,860	-15,424
Interest bearing net debt........................	-5,568	-10,301	-15,501	-11,225

Balance Sheet Information

The following table sets forth the Company's balance sheet information dated 31 December 2020, 31 December 2019 and 31 December 2018.

(EUR thousands)	31 December			
	2020	**2019**	**2019**	**2018**
	IFRS	**IFRS**	**FAS**	**FAS**
	(audited)	**(unaudited)**	**(audited)**	**(audited)**
ASSETS				
Non-current assets				
Goodwill	23,311	16,180	18,206	8,626
Other intangible assets	10,506	3,812	277(1	107(1
Tangible assets...	461	585	457	452
Right-of-use assets	6,835	5,309	0	0
Investments...	0	51	51	51
Other receivables......................................	772	0	0	0
Deferred tax assets	14	35	0	0
Total non-current assets	**41,899**	**25,971**	**18,991**	**9,235**
Current assets				
Trade receivables......................................	11,478	8,011	8,213	8,761
Contract assets	434	190	0	0
Other current assets..................................	2,441	1,343	1,348(2	1,103(2
Income tax receivables	174	20	20	0
Securities	544	631	502	0
Cash and cash equivalents	21,394	21,358	21,358	15,424(3
Total current assets..................................	**36,465**	**31,553**	**31,441**	**25,289**
Total assets	**78,363**	**57,524**	**50,432**	**34,524**
EQUITY AND LIABILITIES				

Equity				
Share capital	80	80	80	80
Translation differences	-12	21	32	11
Fund for unrestricted equity	20,515	20,323	20,323	12,859
Retained earnings	15,476	12,008	11,016[4]	9,056[4]
Equity attributable to equity holders of the parent	36,059	32,432	31,451	22,006
Non-controlling interests	23	0	-	-
Total equity	**36,082**	**32,432**	**31,451**	**22,006**
LIABILITIES				
Non-current liabilities				
Interest-bearing loans and borrowings	7,500	4,472	4,472	2,614
Other interest-bearing liabilities	0	0	0	516[5]
Other payables	767	154	154	0
Lease liabilities	4,495	3,305	0	0
Deferred tax liabilities	1,971	782	0	2[6]
Total non-current liabilities	**14,733**	**8,712**	**4,626**	**3,132**
Current liabilities				
Trade and other payables	12,113	4,646	4,646[7]	4,261[7]
Contract liabilities	1,685	1,734	1,734[8]	36[8]
Interest-bearing loans and borrowings	2,000	1,390	1,390[9]	1,069[9]
Other interest-bearing liabilities	0	497	497[5]	0
Lease liabilities	2,375	2,025	0	0
Accrued expenses	9,137	5,927	5,927[10]	3,801[10]
Income tax payable	239	161	161	219
Total current liabilities	**27,549**	**16,380**	**14,355**	**9,386**
Total liabilities	**42,282**	**25,092**	**18,980**	**12,518**
Total equity and liabilities	**78,363**	**57,524**	**50,432**	**34,524**

1) Other intangible assets consist of the following items in the FAS balance sheet: development costs, intangible rights and other capitalised long-term expenditure. The rearrangement has not been audited.

2) Other current assets consist of the following items stated separately in the FAS balance sheet: loan receivables, other receivables and accrued income. Income tax receivables have been transferred so as to be presented in their own row. The rearrangement has not been audited.

3) Cash and cash equivalents include securities valued at EUR 2,007 thousand for the financial period ended 31 December 2018. The rearrangement has not been audited.

4) Retained earnings consist of the following items stated separately in the FAS balance sheet: retained earnings and profit for the financial period. The rearrangement has not been audited.

5) Remaining purchase price of Solinor Oy is presented in the FAS balance sheet under other non-current liabilities. The rearrangement has not been audited.

6) Deferred tax liabilities have been transferred to be presented in non-current liabilities. The rearrangement has not been audited

7) Trade receivables and other payables consist of the following items stated separately in the FAS balance sheet: trade receivables and other payables, as well as other debts, minus the final purchase price for the sale and purchase of Solinor Oy, presented in the row "other interest-bearing liabilities". The rearrangement has not been audited

8) In the FAS financial statements, contract liabilities have been presented in the "received pre-payments" row. The rearrangement has not been audited.

9) In the FAS financial statements, interest-bearing financial liabilities have been presented in the "loans from credit institutions" row. The rearrangement has not been audited.

10) Income tax payables have been separated from accrued expenses to be presented in a separate row. The rearrangement has not been audited.

Comparison between the financial periods of 2020 and 2019 (IFRS)

Assets

Non-current assets

The total amount of non-current assets in the financial period ended 31 December 2020 amounted to EUR 41,899 thousand, being EUR 15,928 thousand, *i.e.* 61.3 per cent more than for the financial period ended 31 December 2019, when the total amount of non-current assets amounted to EUR 25,971 thousand. The change was attributable to a growth in right-of-use assets, as well as in other intangible assets and goodwill ensuing from corporate acquisitions.

Current assets

The total amount of current assets in the financial period ended 31 December 2020 amounted to EUR 36,465 thousand, being EUR 4,912 thousand, *i.e.* 15.6 per cent more than for the financial period ended 31 December 2019, when the total amount of current assets amounted to EUR 31,553 thousand. The change was attributable to a growth in the volume of operations, and to the ensuing growth in trade receivables and other short-term receivables.

Equity and liabilities

Equity

The total equity in the financial period ended 31 December 2020 amounted to EUR 36,082 thousand, being EUR 3,650 thousand, *i.e.* 11.3 per cent more than for the financial period ended 31 December 2019, when the total equity amounted to EUR 32,432 thousand. The change was attributable to a growth in profit.

Non-current liabilities

The total long-term liabilities in the financial period ended 31 December 2020 amounted to EUR 14,733 thousand, being EUR 6,021 thousand, *i.e.* 69.1 per cent more than for the financial period ended 31 December 2019, when the total long-term liabilities amounted to EUR 8,712 thousand. The change was attributable to a growth in lease liabilities and interest-bearing loans and borrowings.

Current liabilities

The total current liabilities in the financial period ended 31 December 2020 amounted to EUR 27,549 thousand, being EUR 11,169 thousand, *i.e.* 68.2 per cent less than for the financial period ended 31 December 2019, when the total current liabilities amounted to EUR 16,380 thousand. The change was attributable to a growth in the volume of operations, a growth in lease liabilities and in interest-bearing loans and borrowings.

Comparison between the financial periods of 2019 and 2018 (FAS)

Assets

Non-current assets

The total non-current assets for the financial period ended 31 December 2019 amounted to EUR 18,991 thousand, being EUR 9,756 thousand, *i.e.* 105.6 per cent more than for the financial period ended 31 December 2018, when the total non-current assets amounted to EUR 9,235 thousand. The change was primarily attributable to the grown in the goodwill attributable to corporate acquisitions.

Current assets

The total current assets for the financial period ended 31 December 2019 amounted to EUR 31,441 thousand, being EUR 6,152 thousand, *i.e.* 24.3 per cent more than for the financial period ended 31 December 2018, when the total current assets amounted to EUR 25,289 thousand. The change was primarily attributable to a growth in cash assets.

<u>Equity and liabilities</u>

Equity

The total equity for the financial period ended 31 December 2019 amounted to EUR 31,451 thousand, being EUR 9,445 thousand, *i.e.* 42.9 per cent more than for the financial period ended 31 December 2018, when the total equity amounted to EUR 22,006 thousand. The change was largely attributable to the share issues related to corporate acquisitions.

Non-current liabilities

The total non-current liabilities for the financial period ended 31 December 2019 amounted to EUR 4,626 thousand, being EUR 1,496 thousand, *i.e.* 47.8 per cent more than for the financial period ended 31 December 2018, when the total non-current liabilities amounted to EUR 3,130 thousand. The change was primarily attributable to a growth in financing loans.

Current liabilities

The total current liabilities for the financial period ended 31 December 2019 amounted to EUR 14,355 thousand, being EUR 4,967 thousand, *i.e.* 52.9 per cent more than for the financial period ended 31 December 2018, when the current liabilities amounted to EUR 9,388 thousand. The change was attributable to corporate acquisitions and to a growth in the volume of operations.

Off-Balance Sheet Arrangements

The following table sets forth the off-balance sheet contingencies.

	31 December			
	2020	**2019**	**2019**	**2018**
(EUR thousands)	**(IFRS)**	**(IFRS)**	**(FAS)**	**(FAS)**
	(audited)	**(unaudited)**	**(audited)**	
Liabilities secured with corporate mortgages or special pledges[1				
Loans from credit institutions	9,500	5,862	5,862	3,683
Pledges granted	0	7,854	7,840	7,840
Other commitments	587	70	14	43

[1)] The Company has granted a negative pledge for its financing loans.

A Description of Financial Risk Management

General

In its busines operations, the Company is exposed to credit, counterparty, liquidity and interest rate risks. The objective of the Company's financial risk management is to minimise the adverse effects of changes in the financial market on the profit of the Group.

The Company's general risk management principles are approved by the Board of Directors, and the practical implementation of same is the responsibility of the Group's accounting and finance department, together with its business units. Within the business units, financial affairs are the responsibility of the operative management. The accounting and finance department identifies and assesses the risks and acquires the requisite instruments for the management of credit, counterparty, liquidity and interest rate risks. It furthermore determines the main principles for the management of financing risk, cash management and specialised aspects related to finance, such as commercial guarantees, financier relations and customer financing. Hedging transactions are executed in accordance with the written risk management principles approved by the group management.

The Company's financial risk management has been elaborated upon in Notes to the Financial Statements 5.4, "Financial Risk Management" to the audited financial statements prepared for the financial period ended 31 December 2020, incorporated in these Listing Particulars by reference.

Credit and counterparty risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to financial loss. The Company's credit and counterparty risk is associated with customers with open receivables or with whom long-term contracts have been concluded, as well as with the counterparties of cash and investment assets. The Company strives to increase the number of private sector customers in its customer base, which may, if successful, increase the Company's counterparty risk, because the liquidity and financial standing of such customers is inherently associated with a higher degree of uncertainty than public sector customers. Also the internationalisation of the business operations may prolong the payment periods for the Company's receivables, because under foreign trade practices, payment periods may be longer than in Finland.

In relation to the credit risk, the Company is exposed to a counterparty risk, which is managed alongside the credit risk, by recognising the customer prior to trading or by receiving a prepayment for the services. The Company trades only with recognised, creditworthy parties. Receivables balances are monitored and collected on an ongoing basis. The maximum exposure to credit risk at the reporting date is the carrying value of financial assets. There are no significant concentrations of credit risk within the Company.

Liquidity risk

The Company finances its business operations and investments primarily through operative cash flows, but partially also through debt financing. Consequently, the Company's business operations require the availability of sufficient financing. The Company's business operations may not suffice to generate sufficient cash flows to maintain the Company's competitiveness, to ensure the financing of the Company and to amortise the Company's debts, which would render the Company dependent on external financing. Particularly the corporate acquisitions in line with the Company's strategy may in the future require additional borrowed or equity financing.

The group's accounting and finance department is responsible for the sufficiency of financing. The availability and flexibility of financing is to the extent possible ensured through adequate credit limit reserves and sufficiently long loan periods. The assessment of the need for financing is based upon the budget prepared once per year, the financing projection updated monthly, as well as short-term, up-to-date cash planning. The group's financial administration maintains the necessary procedural guidelines and standards concerning financial reporting, and handles the internal communications pertaining to same, as well as oversees compliance with such guidelines and standards. The Company monitors the risk of a lack of funds by applying a maturity analysis as the basis for making decisions concerning cash reserve requirements. The management monitors bank account balances closely in order to cover the outgoing cash flows.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate fluctuations relates primarily to the portion of the Company's long-term debt obligations that have floating interest rates. The Company's long-term bank loans that have floating interest rates are linked to Euribor rates. Changes in market interest rates have a direct effect on the Company's future interest payments.

The Company's policy for mitigating the effects of the interest rate risk is to maintain the pre-determined balance between the total amount of acquired loan arrangements and the liquidity position. The Company primarily utilises debt financing for the purposes of corporate acquisitions. The management assesses the credit risk on each reporting day in order to determine the actions required to maintain a stable credit risk position. The Company has the possibility to renegotiate the terms of its financial instruments as the market environment and interest rate environment change.

Risk related to goodwill impairment

Goodwill values are based on the management's assessments and the management makes significant assessment and discretionary solutions in determining the level at which goodwill is to be targeted and in estimating the accounting value of goodwill. In case the return expectations related to the group goodwill in the future do not correspond to the assumptions made at the moment, the Company may be compelled to make an impairment entry concerning the balance sheet value of goodwill, either in part, or in full. The

Company assesses impairments annually, or, more frequently, if required, in case the circumstances indicate an impairment.

Related Party Transactions

Parties are considered to belong to each other's circle of related parties, if the other party is able to exercise control over the other party, or considerable influence or joint control in the decision-making concerning its finances and business operations. The Company's circle of related parties comprises the Company's main shareholders, group companies, as well as the Company's Board of Directors, Chief Executive Officer and Management Team, as well as their family members and companies under the control of same.

Timur Kärki, the Chairman of the Board of the Company, has been a member of the Board of Directors of Ilves-Hockey Oy since 2017, and Gofore has purchased advertising space and similar services from the company in question for approximately EUR 20,000 annually during the financial periods ended 31 December 2018, 31 December 2019 and 31 December 2020, for a total of approximately EUR 60 thousand. In addition, in December 2020, Timur Kärki purchased from Gofore Plc 10 thousand shares in Ilves-Hockey Oy at the price of EUR 45 thousand. The transaction was carried out on an arm's length basis.

The Company has not had any material related party transactions after the close of the preceding financial period.

Members of the Board of Directors and of the Management Team and the CEO, along with the remuneration payable to them and the shareholder loans granted by them have been described in these Listing Particulars under section "*The Company's Administration, Management and Auditors*".

Central Accounting Estimates and Significant Management Judgments

The preparation of the consolidated financial statements requires management to use judgement, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. The uncertainty embedded in such assumptions and estimates may lead to results that require material adjustments to the accounting value of assets or liabilities whose impact extends over to future financial periods.

The process of applying the Group's accounting policies concerning consolidated financial statements requires various assessments from the management. Those items which management has assessed to have the most significant effect on the amounts recognised in the consolidated financial statements have been discussed in the individual notes of the related financial statement line items.

The most significant accounting policies requiring judgement by the management and the key factors of uncertainty related to estimates are presented in the following notes to audited financial statements for the year ended 31 December 2020:

- Share-based payment transactions (Note 3.4)

- Business combinations, value of net assets acquired and contingent considerations (Note 4.1)

- Impairment testing (Note 4.2)

- Expected credit losses (Note 5.4)

- Leases (Note 4.5)

New Standards and Interpretations to be Adopted Later

Gofore applies new and amended standards and interpretations when they enter into force. Standards and standard amendments to be adopted on 1 January 2021 or later are not expected to have any impact on the information in Gofore's consolidated financial statements.

The following new standards and standard amendments will be entering into force during the financial period commencing on 1 January 2021 or later. Only the amendments relevant from Gofore's perspective have been included in the summary below.

Amendments to IAS 1 Presentation of Financial Statements: Classification of Liabilities as Current or Non-current

The amendments to IAS 1 to specify the requirements for classifying liabilities as current or non-current. This amendment will not have an impact on the classification of Gofore’s liabilities.

Amendments to IAS 16 Property, Plant and Equipment: Proceeds before Intended Use

Under the amendment, proceeds from selling items before the related item of PPE is available for use should be recognized in the income statement, together with the costs of producing those items.

Amendments to IAS 37 Provisions, Contingent Liabilities and Contingent Assets: Onerous Contracts – Costs of Fulfilling a Contract

Under the amendment, when assessing whether a contract is onerous or loss-making, an entity needs to include in the assessment both the direct costs as well as incremental costs and an allocation of costs directly related to contract activities.

Amendments to IFRS 9 Financial Instruments: Fees in the ’10 per cent’ test for derecognition of financial liabilities

The amendment to IFRS 9 clarifies the fees that an entity includes when assessing whether the terms of a new or modified financial liability are substantially different from the terms of the original financial liability to determine whether to derecognise the existing financial liability.

Interest Rate Benchmark Reform - Phase 2 - Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16

The amendments of the phase 2 of the Interest rate benchmark reform provide temporary reliefs related to financial reporting effects when an interbank offered rate (IBOR) is replaced with an alternative nearly risk-free rate (RFR).

Amendments to IFRS 3 Business Combinations: Reference to the Conceptual Framework

Under the amendment, the standard will be referring to the more recent conceptual framework published in 2018. The amendment has no material effect on the requirements of the standard.

Additionally, IFRS 17 Insurance contracts and amendments to IFRS 1 and IAS 41 have been issued but they will not have any impact on Gofore's financial statements.

THE COMPANY'S ADMINISTRATION, MANAGEMENT AND AUDITORS

General on the Company's Management

Pursuant to the Finnish Companies Act and the Company's Articles of Association, the management and control of the Company is divided between the shareholders, the Board of Directors and the CEO. In addition, the Management Team assists the CEO in developing business operations and in the operative management.

The shareholders of the Company exercise their decision-making powers at the general meetings of shareholders. The Company's Articles of Association provide that the Annual General Meeting of Shareholders must be held annually within six months of the end of the financial period. The Finnish Companies Act and the Company's Articles of Association determine the matters to be addressed at the Annual General Meeting of Shareholders.

The shareholders participate in the administration and management of the Company via resolutions to be made in general meetings of shareholders. As a general rule, the general meeting of shareholders is convened by the Board of Directors. In addition, a general meeting of shareholders must be held pursuant to the Finnish Companies Act if the Company's auditor or shareholders representing at least one tenth of all the Shares issued by the Company request same in writing for the purposes of addressing a specified matter.

The working address of the Company's Board of Directors, CEO and the Management Team is Kalevantie 2, 33100 Tampere, Finland.

Board of Directors and Management Team

Board of Directors

The Board of Directors assumes the general responsibility for the Company's governance and for the appropriate organisation of operations. The Board of Directors has adopted written rules of procedure for its work, complementing the provisions of the Articles of Association and of the applicable laws and regulations. The Board of Directors affirms the Company's principles concerning strategy, organisation, accounting and control of asset management, as well as appoints the Company's CEO. The CEO is responsible for executing the Company's strategy and for the day-to-day management in accordance with the directions and orders issued by the Board of Directors.

Pursuant to the Company's Articles of Association, the Company's Board of Directors consists of no less than three and no more than seven ordinary members. Members of the Board of Directors are elected for a term of office ending at the adjournment of the Annual General Meeting of Shareholders following their election. The Board of Directors elects a Chairman from among its members for the duration of its term of office.

The Board of Directors of the Company has an Audit Committee and a Remuneration Committee, assisting the Board of Directors of the Company in preparing and handling its tasks and obligations.

The Remuneration Committee prepares the remuneration and appointment matters of the CEO and other Company management as well as the remuneration schemes for all other personnel. The principal duties of the Remuneration Committee include, among other things, the presentation of the Remuneration Policy and report at the general meeting and responding to questions related thereto, preparation of the matters relating to the Company's remuneration schemes and the preparation of the appointment of the CEO, deputy CEO and other management as well as successor planning of same and the preparation of remuneration and other financial benefits. The duties of the Remuneration Committee also comprise the assessment of the remuneration of the CEO, deputy CEO and other management as well as ensuring the appropriateness of the remuneration schemes. The majority of the members of the Remuneration Committee shall be independent of the Company. In the organisational meeting held by the Board of Directors on 29 April 2020, Timur Kärki (Chairman), Sami Somero and Juha Eteläniemi were elected as members of the Remuneration Committee.

The task of the Audit Committee is to assist the Board of Directors and to optimise the work of the Board of Directors by preparing matters falling within the scope of the Board of Directors' decision-making powers. The principal tasks of the Audit Committee include, inter alia, overseeing the statutory audit of the financial statements and overseeing the reporting processes, as well as supervision of their correctness and scope, overseeing the Company's financial reporting process, monitoring the effectiveness and risks of internal supervision, internal audit and risk management systems, assessment of the independence of the auditor, along with preparatory work pertaining to the election and remuneration of the auditor. The tasks and composition of the Audit Committee are determined by the Company's Board of Directors. The Audit Committee should consist of a minimum of three members of the Board of Directors, who are independent of the Company. Furthermore, no less than one member must be independent of the major shareholders. In an organisational meeting held by the Board of Directors on 29 April 2020, Mammu Kaario (Chairman), Sami Somero and Stefan Baggström were elected as members of the Audit Committee.

On 3 March 2021, the Company's Board of Directors approved the Board of Directors' Diversity Policy. The diversity of the Company's Board of Directors enforces the objective of the Board of Directors' skill profile as a whole supporting the development of the Company's current and future business operations, and it is seen as an integral part and a success factor enabling the attainment of the strategic objectives and the continuous enhancement of customer-oriented operations. Factors that are pertinent for the Company include the Board members' mutually complementary skillsets, education and experience from different professions and industries, from business operations at different stages of development, as well as the personal attributes of the members. The diversity of the Board of Directors is supported by experience from an international operating environment, from relevant different industries, as well as by familiarity with different cultures and taking into account the age and gender division. The Company's long-term objective is to attain a more balanced gender division on the Board of Directors. In order to attain this objective, the shareholders' Nomination Board strives to ensure that representatives of both genders are included in the application and assessment process of new members of the Board of Directors.

As at the date of the Listing Particulars, the Board of Directors consists of five (5) members. The following persons are on the Board of Directors as at the date of the Listing Particulars:

Name	**Year of birth**	**Position**	**Board member since**
Timur Kärki	1971	Chairman of the Board	2019
Stefan Baggström	1973	Member of the Board	2019
Juha Eteläniemi	1977	Member of the Board	2020
Mammu Kaario	1963	Member of the Board	2020
Sami Somero	1975	Member of the Board	2014

Timur Kärki has served as member and Chairman of the Board of Directors since 2019. Kärki served as CEO of the Company during 2010–2019 and as Head of Project Management during 2002–2010. Previously, Kärki worked as Chief Technology Officer at Wireless Artificial Intelligence Services Ltd during 2001–2002, as Production Manager and Senior Software Specialist at Tietovalta Ltd / TJ Group Plc during 1999–2001, and as Expert for Sonera Oy during 1997–1999. Kärki has been a member of the Board of Directors of Ilves-Hockey Oy since 2017. In addition, Kärki has previously acted as member of the Board of Directors at VMP Plc in 2019 and in Navakka Group Oy during 2019–2020. Kärki is a Master of Science in Technology by education.

Stefan Baggström has been a member of the Board of Directors of the Company since 2019. Baggström has been working in the Company as a Business Lead, responsible for the Welfare segment since 2017, and as Solutions Architect since 2015. Previously, Baggström worked as CTO and member of the Board of Directors at Movendos Ltd during 2012–2014. Baggström is a Master of Science in Technology by education.

Juha Eteläniemi has been a member of the Board of Directors of the Company since 2020. Eteläniemi has been working as CIO for Oy Karl Fazer Ab since 2019. Previously, Eteläniemi has worked in managerial duties for digital and information technology management at OpusCapita Solutions Oy during 2016–2019 and Citycon Oyj during 2011–2016. Eteläniemi is a Bachelor of Business Administration by education.

Mammu Kaario has been a member of the Board of Directors of the Company since 2020. Kaario acted as CEO of Partnera Oy during 2016–2017, as Investment Director at Korona Invest Oy during 2011–2016, as Partner at Unicus Oy during 2005–2010 and Partner at Conventum Corporate Finance Oy during 2002–2005. Kaario has acted as vice Chairman of the Board at Robit Plc and CapMan Plc since 2017, Aspo Plc since 2012 and Ponsse Plc since 2010, member of the Board of Directors at Ilmastorahasto Oy since 2021, Sibelius-Akatemian tukisäätiö and investment committee of the University of the Arts Helsinki since 2020, Nordic ID Plc and Urhea-halli Oy since 2019, Lapti Group Oy since 2018, Makai Holding Oy since 2005, as well as deputy Board member at Tosuka Holding Oy since 1998. Previously, Kaario acted as the Chairman of the Board of Directors at PerusTerveys Suomi Oy during 2017–2020 and Pilke päiväkodit Oy during 2012–2016. In addition, Kaario has previously acted as member of the Board on SstatzZ Oy during 2015–2020, Suomen Hoivatilat Plc during 2016–2018, Invalidiliiton Asumispalvelut Oy during 2012–2015, Enfo Oyj during 2010–2015, Finnish

Business Angels Network ry during 2011–2012, Epec Oy and Unicus Oy during 2010–2011 as well as Esperi Care Oy during 2006–2010. Kaario is a Master of Laws by education, and in addition she has completed Master of Business Administration degree.

Sami Somero has been a member of Board of Directors of the Company since 2014. Somero is a private investor and board member of several growth companies. Somero has been CEO of Nurmiranta Holdings Ltd since 2010 and CEO of Central Office Finland Ltd since 2011. Somero previously served as COO of Cybercom Finland Oy during 2008–2010 and in business director positions at Almare and Plenware Groups during 1999–2008. Somero has served as Chairman of the Board of Haarla Group Oy since 2021, Haarla Oy since 2019, Tamturbo Plc since 2011 and Nurmiranta Holdings Ltd since 2002. In addition, Somero has been member of the Board in Radientum Oy since 2020, in Varaani Works Oy since 2018, in Shoop Commerce Oy since 2015, in 7bros Ltd since 2014 and in Anders Innovations Oy, Central Office Finland Ltd, Taipuva Consulting Ltd and VividWorks Ltd since 2011. Somero has previously acted as Chairman of the Board in Lean Entries Oy in 2018–2021 and member of the Board in Bon Games Oy in 2018–2020, Nonono.io Oy during 2015–2019, Leadin Oy in 2015–2017 as well as on the Boards of the Almare and Plenware groups during 1999–2008. Somero is a Master of Arts by education.

Management Team

The Management Team consists of the CEO and of the other members appointed by the Board of Directors, and as at the date of the Listing Particulars, the following persons are members of the Management Team:

Name	Date of birth	Position	Management Team member since
Mikael Nylund	1975	CEO	2010
Sanna Hildén	1974	Director of Human Resources	2021
Elja Kirjavainen	1974	Director, Digital Transformation Advisory Services	2020
Aki-Tapani Koikkalainen	1982	Director, Digital Services	2019
Kalle Mäki	1984	General Counsel	2021
Miika-Markus Nurminen	1969	Director, Digital Quality Assurance	2021
Petra Sievinen	1969	Marketing and Communications Director	2019
Teppo Talvinko	1966	CFO	2020
Terhi Vesanen	1960	Director, Growth Platform and Group Digitalisation	2019
Juha Virtanen	1977	Director, Sales and Customer Value	2010

Mikael Nylund has served as CEO of the Company since December 2019. Previously Nylund acted as the director responsible for mergers and acquisitions of the Company in 2019 and for the Company's management consulting services business during 2016–2019. Previously Nylund also acted as Business Manager for IT management specialist services in the Company during 2012-2015 and as Senior Consultant during 2010–2011. Nylund previously acted as Technology Manager at Enfo Oyj during 2005–2010 and as Technology Director at Capnova Oy during 2001–2005 and as an entrepreneur specialised in IT services during 1998–2001. Nylund has also acted as member of the Board at CCEA Oy since 2020 and at Capnova Oy during 2008–2018. Nylund is a student of technology by education.

Sanna Hildén has been Director of Human Resources at the Company since 2021. Prior to this, she worked in the service of the Company in the position of Senior Management Consultant during 2019–2020. Previously, Hildén acted as an entrepreneur at Välke Oy during 2018–2019, as HR Director in Pihlajalinna Plc during 2015–2018, as Senior Researcher and Project Manager at the Tampere University of Technology during 2010–2014, as an entrepreneur in Art Partners Finland Oy during 2003–2010 and in managerial positions in Nokia Corporation during 1998–2002. Hildén has acted as member of the Board at Freia Oy since 2020. Previously Hildén has acted as member of the Board at Välke Oy during 2018–2020. Hildén is a Doctor of Science (Technology) by education.

Elja Kirjavainen has acted as the Director of Digital Transformation Advisory Services of the Company since 2020. He has also acted as CEO of the Company's subsidiary Gofore Lead Oy (previously Silver Planet Oy) since 2017. Previously he has acted as Senior Vice President at Capgemini SE in the Business Platforms unit during 2016–2017, as Senior Vice President in the Offshore Services Europe unit during 2013–2016, as Senior Vice President in the Application Services Nordics unit during 2011–2013, as Vice President in the Sales

Director Finland unit during 2007–2011 and as Director of the Public Sector Finland unit during 2004–2007. Kirjavainen has acted as member of the Board in EMK Invest Oy since 2017. Previously, Kirjavainen acted as member of the Board at Eigenvalue Oy during 2004–2017. Kirjavainen is a Master of Science (Technology) by education.

Aki-Tapani Koikkalainen has been Director of Digital Services Development at the Company since 2021. Previously he was acting as the Company's Site Lead in Helsinki during 2019-2020. Koikkalainen was previously CEO of Solinor Oy during 2013–2019 and CFO during 2012–2013, before the company merged with Gofore in January 2019 in a corporate acquisition. Koikkalainen has also acted as Chief Operating Officer at Effmag Oy during 2010-2012 and Chief Operating Officer at Biozone Scientific International Oy during 2009-2010. Koikkalainen is a Master of Science (Technology) by education.

Kalle Mäki has acted as General Counsel of the Company since January 2021. Previously, he acted in the service of the Company as a Legal Counsel during 2018–2020. Prior to this, Mäki worked as Senior Associate at Roschier Attorneys Ltd during 2017–2018, at SOK Corporation as Senior Legal Counsel in 2017 and as Legal Counsel during 2014–2016, as well as at Bird & Bird Attorneys Ltd as an Associate during 2012–2013. Mäki has acted as member of the Board at Rebase Consulting Ltd since 2020. Mäki is a Master of Laws by education.

Miika-Markus Nurminen has been Director of Digital Quality Assurance services at the Company since 2020. He has also acted as CEO of the Company's subsidiary Qentinel Finland Oy since 2020. Prior to this, Nurminen worked for QPR Software Corporation as Business Operations Director and member of the Management Team during 2015–2020, as Overall Architecture Solutions Director during 2011–2014, as Director of the Business Process Management software product line during 2009–2010, as Product Development Director during 2008–2009 and as Leading Consultant, Director of Customer Support and Internal Information Management, as well as Leading Product Manager during 1999–2007. Nurminen has completed a Master of Business Administration degree.

Petra Sievinen has acted as the Company's Director of Marketing and Communications since 2019. Previously, Sievinen worked as the Company's communications strategist during 2018–2019. Prior to this, Sievinen worked at International Business Machines Corporation (IBM) with responsibility for IBM Finland's External Communications during 2016–2018, as Marketing Director at Descom Oy during 2014–2015 and as Marketing Manager in Integware Oy during 2008–2009 and as Sales Manager at Descom Oy during 2005–2008. In addition, Sievinen acted as the Founding Partner of Growthsetters Oy during 2016–2017. Sievinen is a Bachelor of Business Administration by education.

Teppo Talvinko has acted as the Company's CFO since 2020. He has previously acted as the CFO at Nurminen Logistics Plc during 2018–2019, at Maintpartner Suomi Oy during 2014–2018, at Ixonos Oyj during 2013–2014, at FCG Finnish Consulting Group Ltd during 2009–2013 and at SITA Finland Oy during 2005–2009. Talvinko served as member of the Board at Nurminen Logistics Services Oy and RW Logistics Oy during 2018–2020 as well as in Nurminen Maritime Latvia SIA and Nurminen Maritime UAB during 2019–2020. Talvinko is a Master of Science (Economics and Business Administration) by education.

Terhi Vesanen has acted as Director, Growth Platform and Digitalisation at the Company since 2019. Previously, she acted as the Company's Senior Service Architect, being responsible for project management services during 2015–2019. Prior to this, Vesanen worked as Senior Consultant at Hss Consulting Oy during 2013–2014, as Director responsible for project operations at Symbio Oy during 2010–2012, in several product development management positions at Nokia Corporation during 1995-2009, as Senior Researcher at VTT Technology Research Centre of Finland during 1990–1994, as well as Software Designer at Hollming Oy Elektroniikka during 1985–1989. Vesanen is a Master of Science (Technology) by education.

Juha Virtanen has acted as Director of Sales and Customer value at the Company since 2016. Previously, Virtanen acted as Director of Software Development Services of the Company during 2012–2015 and Director of Sales and Marketing during 2007–2011. Prior to this, Virtanen served as Director of Sales and Marketing at DiCode during 2005–2007 and as Business Developer at ProApac during 2004–2005. Virtanen has acted as Chairman of the Board of JV-Rakennus Oy since 2016. Virtanen is a Master of Science (Economics and Business Administration) by education.

Chief Executive Officer

The Company's CEO is appointed by the Board of Directors. Mikael Nylund has been acting as the Company's CEO since 2019. The CEO manages and develops the business of the Company and is responsible for the operative management in accordance with the directions issued by the Board of Directors. The CEO presents and reports matters to the Board of Directors. The CEO manages the day-to-day administration of the Company in accordance with the directions and orders issued by the Board of Directors, and is responsible for ensuring that the Company's accounting complies with the legislation and that the Company's asset management is organised in a reliable manner.

Shareholders' Nomination Board

On 29 April 2020, the Company's Annual General Meeting of Shareholders resolved on the establishment of a shareholders' nomination board (the "**Nomination Board**"). The principal task of the Nomination Board is to prepare the election and remuneration of members of the Board of Directors as well as the proposals for the remuneration of members of the Board committees to the next Annual General Meetings of Shareholders, as well as, if necessary, for Extraordinary General Meetings of Shareholders and to ensure that the Board of Directors and its members possess the skills and experience that meet the needs of the Company. The Nomination Board shall act until further notice, until otherwise resolved by the general meeting of shareholders.

The Nomination Board consists of four members. Three of them are representatives appointed by the three largest shareholders, and one is a Board member elected by the Company's Board of Directors from among its members. The right of appointment of the members representing the shareholders is annually vested with the three shareholders, whose proportion of the votes conferred by all of the Company's Shares according to the shareholders' register maintained by Euroclear Finland is the largest on the first working day of September in the calendar year preceding the Annual General Meeting of Shareholders.

The tasks of the Nomination Board include:

- preparing and presenting the proposals to be made to the Annual General Meeting of Shareholders regarding Remuneration Policy as relates to the remuneration of the Board of Directors and other remuneration matters of the Board members:

- preparing and presenting the proposal to be made to the Annual General Meeting of Shareholders concerning the number of Board members;

- preparing and presenting the proposal to be made to the Annual General Meeting of Shareholders concerning the Board members;

- sourcing successor candidates for Board members; and

- preparing and presenting for the approval of the Board of Directors the Board Diversity Policy.

Corporate Governance

In its decision-making and corporate governance, the Company complies with the Finnish Companies Act, Articles of Association of the Company, rules of the Helsinki Stock Exchange, securities market legislation, as well as other applicable legal provisions. In addition, the Company abides by the Finnish Corporate Governance Code that entered into force on 1 January 2020, published by the Finnish Securities Market Association, and is applicable to companies listed on the official list of the Helsinki Stock Exchange.

Information on the Members of the Board of Directors and Members of the Management Team and the CEO

Except as set forth below, as at the date of the Listing Particulars, none of the members of the Company's Board of Directors or Management Team or the CEO have in the five years prior to the publication of the Listing Particulars:

- had any convictions in relation to fraudulent crimes or offences,

- acted in an executive position, such as a member of an administrative, executive or supervisory body, or been part of the management in a company or acted as the general partner of a limited partnership that has been filed for bankruptcy, liquidation or corporate restructuring proceedings (with the exception of voluntary liquidation sought in order to legally dissolve the company in Finland in accordance with the Finnish Companies Act), or

- been subject to any prosecution or sanctions by any judicial or supervisory authority (including professional bodies) or been disqualified by a court of law from acting as a member of the administrative management or supervisory bodies of any company, or from acting in the management or conduct of the affairs of any company.

Elja Kirjavainen, Director of the Company's Digital Transformation Advisory Services, acted as member of the Board of Directors at Eigenvalue Oy, when the said company was declared bankrupt in February 2017. Eigenvalue Oy's bankruptcy lapsed on 25 April 2017.

Conflicts of Interest

The provisions governing the conflicts of interest of the management of Finnish companies are set forth in the Finnish Companies Act. Pursuant to Section 4, Chapter 6 of the Finnish Companies Act, a member of the Board of Directors or the CEO may not participate in the handling of a matter pertaining to a contract between themselves and the company. Furthermore, pursuant to Section 4(a) of Chapter 6 of the Finnish Companies Act, a member of the Board of Directors of a listed company may not participate, on the Board of Directors of the company or of its subsidiary, in the handling of a matter pertaining to a contract between the company and a third party, where that third party is a party related to the member in question and where the action in question does not fall within the ordinary course of business of the company, or is not executed on arm's-length terms. The CEO is also subject to the above-mentioned provisions related to the conflict of interest of a member of the Board of Directors of a public listed company in the decision-making of its subsidiary. What is stated above regarding an agreement is also applicable to other legal acts and litigation, and to the exercise of the right to speak. The Finnish Companies Act does not contain any provisions on the conflicts of interest of the members of the management team.

Related party transactions have been set forth under "*Operating and Financial Review – Related Party Transactions*".

To the knowledge of the Company, with the exception of the Shares held by them directly or indirectly, the members of the Board of Directors, of the Management Team or the CEO have no conflicts of interest between their duties pertaining to the Company and their private interests or their other duties.

There are no family relations between the Company's Board of Directors and the Management Team.

As at the date of this Listing Particulars, of the members of the Board of Directors, Juha Eteläniemi, Mammu Kaario and Sami Somero are considered independent of the Company and of its major shareholders. Stefan Baggström is independent of the Company's major shareholders but is not independent of the Company. Timur Kärki is not independent of the Company or of the Company's major shareholders.

Management Holdings

The following table sets forth the shareholdings in the Company held by the members of the Board of Directors, the members of the Management Team and the CEO as per 16 March 2021:

Name	**Position**	**Shares**	**Percentage of Shares and votes, %**
Timur Kärki	Chairman of the Board of Directors	1,875,000	13.36
Stefan Baggström	Member of the Board of Directors	2,948	0.02
Juha Eteläniemi	Member of the Board of Directors	-	-
Mammu Kaario	Member of the Board of Directors	-	-
Sami Somero[1)]	Member of the Board of Directors	145,523	1.04
Mikael Nylund	CEO	245,438	1.75
Sanna Hildén	Director of Human Resources	-	-

Elja Kirjavainen[2)]	Director, Digital Transformation Advisory Services	170,777	1.22
Aki-Tapani Koikkalainen	Director, Digital Services	5,526	0.04
Kalle Mäki	General Counsel	976	0.01
Miika-Markus Nurminen	Director, Digital Quality Assurance	-	-
Petra Sievinen	Marketing and Communications Director	730	0.01
Teppo Talvinko	CFO	10,000	0.07
Terhi Vesanen	Director, Growth Platform and Group Digitalisation	1,713	0.01
Juha Virtanen	Director, Sales and Customer Value	243,696	1.74
Total		**2,702,327**	**19.27**

[1)] Sami Somero's holding consists of 145,523 Shares, held by Nurmiranta Holdings Oy, which he controls.
[2)] Elja Kirjavainen's holding consists of 170,400 Shares, held by EMK Invest Oy, which he controls and of 377 Shares held by him directly.

Management Remuneration and Incentive and Pension Schemes

Board of Directors

Pursuant to the Finnish Companies Act and the Company's Articles of Association, the remuneration of the members of the Board of Directors is resolved upon by the shareholders in the Annual General Meeting of Shareholders. The Nomination Board prepares the proposals to be submitted to the Annual General Meeting of Shareholders as concerns the composition and remuneration of the Board of Directors in accordance with the Remuneration Policy of the Company.

The Company's Annual General Meeting of Shareholders held on 29 April 2020 resolved that the Chairman of the Company's Board of Directors be paid remuneration in the amount of EUR 2,500 per month, and the members of the Board of Directors in the amount of EUR 1,500 per month. In addition to same, it was resolved that the Chairman of the Audit Committee be paid remuneration in the amount of EUR 500 per month, provided they do not simultaneously act as the Chairman of the Board of Directors. In addition, all members of the Board of Directors are reimbursed for their travel expenses in accordance with the Company's travel guidelines, against receipts.

The Company has concluded a service agreement with Chairman of the Board of Directors, Timur Kärki, for tasks other than those pertaining to the position of the Chairman of the Company's Board of Directors. Pursuant to the service agreement, Kärki's task is to act in a role supporting the Company's CEO and operative management and as an advisor in the Company's investor communications, as well as in business-critical projects, such as corporate acquisitions and major contractual ventures. For this task, Timur Kärki has been paid monthly remuneration in the amount of EUR 7,500 since April 2020. In 2020, the remuneration paid by the Company to Timur Kärki for tasks unrelated to the position of the Chairman of the Board of Directors amounted to EUR 67,500. Kärki was not paid any compensation for travel and other costs in 2020.

The following table sets forth the annual and meeting remuneration paid to the members of the Board of Directors for the financial periods indicated:

	1 January–31 December		
(EUR thousand)	**2020**	**2019**	**2018**
	(audited)	**(unaudited)**	
Timur Kärki[1)]	121[10)]	6.7	0
Stefan Baggström[2)]	18.0	13.5	0
Juha Eteläniemi[3)]	12.1	0	0
Mammu Kaario[4)]	16.2	0	0
Kristiina Michelsson[5)]	6.0	18.0	13.5
Ali Saadetdin[6)]	0	29.0	25.5
Anne-Mari Silvast[7)]	0	4.5	15.0
Sami Somero	18.0	18.0	16.5
Mika Varjus[8)]	6.0	18.0	13.5
Petteri Venola[9)]	0	0	1.5
Total	197.3	108	85.5

1) Member of the Board of Directors since 11 December 2019.
2) Member of the Board of Directors since 26 March 2019. In addition to the remuneration paid for Board membership as set forth in the table, the Company has also paid Stefan Baggström, working as the Director responsible for the health and wellbeing segment, as well as a solutions architect, salary and fringe benefits in accordance with his employment agreement.
3) Member of the Board of Directors since 29 April 2020.
4) Member of the Board of Directors since 29 April 2020.
5) Member of the Board of Directors from 27 March 2018 through 29 April 2020.
6) Member of the Board of Directors until 11 December 2019.
7) Member of the Board of Directors until 26 March 2019.
8) Member of the Board of Directors from 27 March 2018 through 29 April 2020.
9) Member of the Board of Directors until 27 March 2018.
10) Including the remuneration paid to Timur Kärki in 2020 under the service agreement mentioned above.

In addition to remunerations presented above, in the financial period of 2020, share-based payments of EUR 10 thousand were paid for Stefan Baggström, EUR 33 thousand for Sami Somero and EUR 10 thousand for Anne-Mari Silvast, total of EUR 53 thousand. During financial periods of 2019 and 2018, no share-based payments were paid for the Board of Directors.

No material changes have occurred in the remuneration of the members of the Board of Directors after 31 December 2020.

The Company has not issued any guarantees or other liability commitments on behalf of members of the Board of Directors.

CEO and Other Members of the Management Team

The Board of Directors of the Company resolves upon the salary, remuneration and other benefits of the CEO and of the Management Team, based on the preparatory work carried out by the Remuneration Committee. The remuneration of the CEO and of the members of the Management Team of the Company consists of fixed monthly salaries, fringe benefits and incentive bonuses. As at the date of the Listing Particulars, the pension liabilities of the CEO and of the Management Team have been organised through statutory pension insurance policies.

The Company has adopted a so-called Flex remuneration model, where in addition to the fixed monthly salary, also an incentive bonus is determined for selected key persons by way of reward for the profitable growth in the service business. The application of the Flex remuneration model is agreed on one calendar year at a time. As at the date of the Listing Particulars, all of the members of the Company's Management Team are encompassed by the Flex remuneration model.

A written CEO agreement has been concluded with the Company's CEO Mikael Nylund, providing that the agreement may be terminated by the CEO or the Company, subject to a termination notice period of three months. In addition, the CEO is subject to a non-compete, non-enticement and non-solicitation obligation of 12 months in duration. In case the Company terminates the CEO's agreement without the CEO having given a particularly weighty reason for same, as defined under the CEO agreement, the CEO shall in addition to the termination notice period salary be paid a severance payment corresponding to nine months' base salary.

The below table sets forth the CEO's fringe benefits for the financial periods indicated:

	1 January–31 December		
(EUR thousand)	**2020**	**2019**	**2018**
	(audited)	**(unaudited)**	
Salaries, remuneration and benefits	176.0	175.7	156.0
Share-based payments..	12.0	0	0
Total	188.0	175.7	156.0

The below table sets forth the fringe benefits of members of the Management Team (excluding the CEO) for the financial periods indicated:

	1 January–31 December		
(EUR thousand)	**2020**	**2019**	**2018**
	(audited)	**(unaudited)**	
Salaries, remuneration and benefits	794.0	631.0	901.2

Share-based payments	10	0	0
Total	804.0	631.0	901.2

No material changes have occurred in the remuneration of the Management Team and of the CEO after 31 December 2020.

Remuneration Schemes

On 28 September 2018, the Board of Directors of the Company resolved on the implementation of a share savings plan called CrewShare for the entire personnel of the corporate group. The objective of the plan is to motivate the personnel to invest in the Company's Shares and to become shareholders. The rationale is, also, to converge the objectives of the employees and of the management and to evoke commitment to developing the Company's value and to increasing shareholder value in the long term. By the date of the Listing Particulars, approximately 200 Gofore's employees have participated in the CrewShare share savings plan.

In the personnel share savings plan, all Gofore employees are offered the possibility to save a portion of their regular salary (EUR 50–400 per month) and to apply the savings towards acquiring Shares at a 10 per cent discount. The savings are applied towards acquiring Shares after the cessation of the savings period. Dividends payable on the Shares acquired with the savings are automatically applied towards acquiring shares on the next possible day for acquiring Shares. Participation in the plan is voluntary and each employee may participate in the plan for one savings period at a time. The first savings period of the plan commenced on 1 November 2018 and ended on 28 February 2019. The second savings period of the plan commenced on 1 March 2019 and ended on 29 February 2020. The third savings period of the plan commenced on 1 March 2020 and ended on 28 February 2021. The fourth savings period of the plan commenced on 1 March 2021 and will end on 28 February 2022. The Company makes its resolution concerning a share issue after the cessation of each savings period.

After a two-year Share ownership period, Gofore will give, by way of gross remuneration, employees participating in the plan one additional share per each three shares acquired with the savings. The condition for being given the additional shares is that the participant owns the Shares they have acquired for the entire duration of the ownership period and that their employment relationship with Gofore has not ended prior to the expiration of the ownership period. The ownership period for the Shares in the first savings period will end on 28 February 2021. The ownership period of the second savings period will end on 28 February 2022. The Share ownership period of the third savings period will end on 28 February 2023. The Share ownership period of the fourth savings period will end on 28 February 2024.

The matched shares are paid partially as Shares in the Company and partially as money as soon as possible after the cessation of the ownership period. The intention is for the monetary portion to cover any taxes and tax-like charges incurred by the participant from the matched shares. The matched shares are freely transferable after they have been transferred to the participant's book-entry securities account.

The Company's Board of Directors will resolve on the next savings period and the details of same separately.

Auditors

The Company must have an auditor, who must be an auditing entity authorised by the Finnish Patents and Registration Office. The term of office of the auditor shall end at the adjournment of the Annual General Meeting of Shareholders first following their election. As at the date of the Listing Particulars, the Company's auditor is auditing entity KPMG Oy Ab, with the auditor with principal responsibility being Lotta Nurminen.

THE SHARES AND SHARE CAPITAL OF THE COMPANY

General Information Concerning the Company's Shares and Share Capital

The registered business name of the Company is Gofore Oyj (Gofore Plc in English). The Company is a public limited liability company established in accordance with the laws of Finland, domiciled in Tampere, Finland and entered in the Trade Register on 25 June 2001 with the Business ID 1710128-9. The Company is subject to the laws of Finland and its financial period is 1 January through 31 December. The registered address of the Company is Kalevantie 2, 33100 Tampere, Finland.

Pursuant to Section 2 of the Company's Articles of Association, the Company's line of business comprises digitalisation consulting as well as the service design, design, development and maintenance of digital services and IT solutions. The Company consults its customer organisations in digital transformation and forging a corporate culture of the modern digital era. The Company may also engage in the sale of cloud capacity and other software services via information networks, as well as the export, import and resale of IT equipment. The Company may own and control securities and real estate, as well as trade in same and carry on real estate leasing operations and other lawful business.

As at the date of these Listing Particulars, the Company's share capital amounted to EUR 80 000. As at the date of these Listing Particulars, the Company has issued 14,036,927 fully paid Shares. Each Share confers one vote at the Company's Annual General Meeting of Shareholders. The Shares have no nominal value. The Company has one share class. The Shares were entered in the Finnish book-entry securities system as of 25 October 2017 (ISIN Identifier FI4000283130). The Company is not in possession of any treasury Shares.

On 17 March 2021, the Company submitted a listing application to the Helsinki Stock Exchange to have the Shares listed on the official list of the Helsinki Stock Exchange. Trading in the Shares is expected to commence on the official list of the Helsinki Stock Exchange on or about 23 March 2021 under the code GOFORE.

Changes in the Number of Shares and Share Capital

The following table sets forth a summary of the changes in the Company's share capital and in the number of shares as of 1 January 2018 until the date of these Listing Particulars. The changes have been indicated in the order of their registration.

Date	Arrangement	Subscription price per Share (EUR)	Number of Shares prior to the arrangement	Number of Shares issued in the arrangement	Number of Shares after the arrangement	Share capital (EUR)	Registered[1]
11 Sept 2020	Directed share issue[2]	7.95	14,012,802	24,125	14,036,927	80,000	25 Sept 2020
9 Sept 2019	Directed share issue[3]	7.03	13,989,958	22,844	14,012,802	80,000	26 Sept 2019
14 Feb 2019	Directed share issue[4]	8.39	13,137,957	852,001	13,989,958	80,000	16 April 2019
6 March 2019	Directed share issue[5]	7.38	13,117,156	20,801	13,137,957	80,000	22 March 2019
7 Nov 2018	Directed share issue without payment[6]	-	13,108,630	8,526	13,117,156	80,000	9 Nov 2018
30 Aug 2018	Directed share issue[7]	8.76	12,948 800	159,830	13,108 630	80,000	4 Sept 2018

1) The date refers to the date of registration with the Trade Register.

2) On 11 September 2020, the Company's Board of Directors resolved on a private placement of a total of 24,125 new Shares as part of the CrewShare share savings plan for the group's personnel.

3) On 9 September 2019, the Company's Board of Directors resolved on a private placement of a total of 22,844 new Shares as part of the CrewShare share savings plan for the group's personnel.

4) On 14 February 2019, the Company's Board of Directors resolved on a private placement of a total of 852,001 new Shares to the sellers of Silver Planet Oy's shares as part of the payment of the purchase price for Silver Planet Oy to the sellers of Silver Planet Oy.

5) On 6 March 2019, the Company's Board of Directors resolved on a private placement of a total of 20,801 new Shares as part of the CrewShare share savings plan for the group's personnel.

6) On 7 November 2018, the Company's Board of Directors resolved on a gratuitous private placement of a total of 8,526 new Shares for the purposes of transferring the signing bonuses of employment agreements. The additional shares were offered for a total of 49 employment agreements in force until further notice, concluded between the time period of 15 February 2018 through 30 June 2018.

7) On 30 August 2018, the Company's Board of Directors resolved on a private placement of a total of 159,830 new Shares as part of the payment of the purchase price for Solinor Oy to the sellers of Solinor's shares.

In the share issues described above, more than 10 per cent of the new Shares have been paid for as a contribution in kind.

In addition to the share issues described above, on 17 March 2021, the Company's Board of Directors has resolved to issue a total of 15,304 new Shares in a directed share issue as a part of the group's CrewShare employee share savings plan. Of the Shares, a total of 2,454 new Shares are issued without consideration in accordance with the plan terms as a matching reward against the savings Shares acquired with the savings from the savings period 2018, and a total of 12,850 new Shares at a subscription price of EUR 16.5 per share. The new Shares are expected to be entered into the Trade Register on or about 25 March 2021.

The Shareholders of the Company

According to the Company's shareholders' register maintained by Euroclear Finland illustrating the situation as at 16 March 2021, the Company has 5,643 shareholders. The Company's ten largest shareholders as at the date of the Listing Particulars have been set forth in the below table.

Shareholder	Number of Shares	Proportion of Shares and votes %
Timur Juhana Kärki...	1,875,000	13.36
Mika Varjus...	1,770,000	12.61
Mika Petteri Venola...	1,770,000	12.61
Jani Markus Lammi...	1,560,000	11.11
Ilmarinen Mutual Pension Insurance Company ..	786,614	5.60
Evli Finnish Small Cap Fund..............................	626,839	4.47
Mika Juhani Karjalainen....................................	597,578	4.26
Varma Mutual Pension Insurance Company	517,952	3.69
Tor Mikael Nylund..	245,438	1.75
Juha Jaakko Virtanen	243,696	1.74
Other shareholders...	4,043,810	28.80
Total..	**14,036,927**	**100**

The Company is not aware of any shareholder exercising control in the Company, or of any other events or arrangements after the Listing that may have an effect on the exercise of control over the Company in the future.

Authorisations Granted to the Board of Directors

On 29 April 2020, the Annual General Meeting of Shareholders of the Company authorised the Company's Board of Directors to resolve on the acquisition of no more than 1,401,280 of the Company's own shares in one or more batches, using the Company's unrestricted shareholders' equity and/or of accepting them as a pledge in one or more batches. However, at no time may the Company, together with its subsidiary entities, own or hold as a pledge treasury shares representing more than 10 per cent of all of the Company's shares. The shares shall be acquired in a proportion other than relative to the holdings of the shareholders in public trading organised by the Helsinki Stock Exchange at the market price of the time of acquisition, or otherwise at the price formed in the market. The authorisation is valid until the adjournment of the next Annual General Meeting of Shareholders, however, latest until 30 June 2021.

In the same connection, the Annual General Meeting of Shareholders authorised the Board of Directors to resolve upon a share issue, as well as the granting of option rights and other special rights entitling to shares, as referred to under Chapter 10, Section 1 of the Finnish Companies Act in one or several batches, either against payment or gratuitously. The number of shares to be issued, including the shares acquired on the basis of option rights or other special rights, may amount to the total of no more than 1,401,280 shares. The Board of Directors may either resolve to issue new shares, or to dispose of the treasury shares in the Company's possession. The authorisation entitles the Board of Directors to resolve upon all the terms of issuance of both the share issue and of the option rights and other special rights entitling to shares, including on a deviation from the shareholders' pre-emption rights. The authorisation is valid until 30 June 2021.

Shareholders' Rights

Shareholders' Pre-Emptive Subscription Right

Pursuant to the Finnish Companies Act, the existing shareholders of a Finnish company have a pre-emptive right to subscribe for shares in a company in proportion to their shareholding, unless otherwise resolved by the general meeting resolving upon the share issue. The Finnish Companies Act provides that a resolution to derogate from the shareholders' pre-emptive right is only valid, if shareholders holding no less than two thirds of the votes cast and shares represented at the general meeting of shareholders have voted in support of same. The pre-emptive right of the shareholders may be derogated from, provided it is justified by a weighty financial reason pertaining to the company. A private placement may also be carried out as a share issue without consideration, if there are particularly weighty financial reasons for same from the perspective of the company and of the shareholders.

Certain shareholders residing in or having a registered address in a country other than Finland, may not be able to exercise their pre-emptive subscription right in respect of their shareholding, unless the Shares and the related subscription rights are registered in accordance with the securities legislation of the relevant country, or in the case of the applicability of an exemption from the registration or other similar requirements.

General Meetings of Shareholders

Pursuant to the Finnish Companies Act, shareholders exercise their decision-making powers in matters involving the Company at the general meetings of shareholders. The Annual General Meeting of Shareholders must be convened annually on a date designated by the Board of Directors, within six months of the end of the financial period.

According to the Company's Articles of Association, the following must be presented at the Company's Annual General Meeting of Shareholders:

(1) financial statements; and

(2) Auditor's Report.

According to the Company's Articles of Association, the following must also be resolved upon at the Company's Annual General Meeting of Shareholders:

(3) adoption of the financial statements, which in a parent company means also the adoption of the consolidated financial statements;

(4) measures warranted by the profit or loss indicated by the adopted balance sheet;

(5) granting of discharge from liability to the members of the Board of Directors and the CEO;

(6) number of the members of the Board of Directors; and

(7) remuneration of the member of the Board of Directors and of the auditors.

Furthermore, according to the Articles of Association, the following shall be elected at the Annual General Meeting of Shareholders:

(8) members of the Board of Directors; and

(9) auditor, if necessary.

At the Annual General Meeting of Shareholders, the shareholders also address any other matters mentioned in the notice of the general meeting.

In addition to the Annual General Meeting of Shareholders, also extraordinary general meetings may be held, if needed. Depending on the matter to be resolved, the qualified majority provisions stipulated in the Finnish Companies Act may be applicable. Pursuant to the Companies Act, a resolution requiring a qualified majority must be supported by two-thirds of the votes cast and shares represented at the general meeting. Matters requiring a qualified majority resolution include, *inter alia*, amending the Articles of Association, redeeming and acquiring treasury shares, as well as mergers and demergers. The Finnish Companies Act or the Company's Articles of Association do not contain any stipulations as to the number of attendants that constitute a quorum for the purposes of the general meeting.

Pursuant to the Finnish Companies Act, a shareholder has the right to have a matter falling under the competence of the general meeting pursuant to the Finnish Companies Act addressed by the general meeting, if they request same in writing from the Board of Directors well in advance so that the matter can be included in the notice of meeting. If a shareholder, or shareholders, holding no less than 10 per cent of all Shares, or the Company's auditor require that a certain matter be addressed at the general meeting, the Board of Directors must promptly convene a general meeting.

According to the Finnish Companies Act and the Company's Articles of Association, the notice of a general meeting must be delivered to the shareholders no earlier than three months and no later than three weeks prior to the general meeting, however, latest nine days prior to the record date of the general meeting. The notice must be delivered to the shareholders by means of publishing it on the company's website, or in at least one national newspaper designated by the Board of Directors. For a shareholder to be eligible to exercise their right of speech and vote at the general meeting, they must register for the meeting in the manner set forth in the notice of meeting, and latest on the date mentioned in the notice of meeting, which may be no earlier than ten days prior to the general meeting. In addition to the Company's domicile, general meetings may also be convened in Helsinki.

Shareholders entered in the Company's shareholders' register maintained by Euroclear Finland no later than eight business days prior to the general meeting (record date of the general meeting) and who have registered for the general meeting no later than on the date stated in the notice of the meeting, or nominee-registered shareholders who have been temporarily entered in the Company's shareholders' register for the purposes of attending the general meeting have the right to attend the general meeting. The notification concerning temporary registration must be made latest at the time designated in the notice of general meeting, which must be after the record date of the general meeting. A nominee-registered shareholder shall be deemed to have registered for attendance at the general meeting, if they have been temporarily entered in the shareholders' register. The shareholder may attend the general meeting either in person, or through their authorised representative.

A shareholder may have several representatives, representing them on the basis of shares held in different securities accounts. If a shareholder takes part in a general meeting via a representative, the Shares on the basis of which each representative represents the shareholder must be stated when registering for the meeting. Representatives must present a Power of Attorney, or other appropriate evidence of their authorisation. Furthermore, a shareholder or representative may employ an assistant at the general meeting.

Voting Rights

A shareholder may attend and vote at the general meeting either in person of via an authorised representative. If the owner of nominee-registered shares wishes to attend a general meeting and exercise their voting right, they must temporarily register the shares under their own name in the Company's shareholders' register maintained by Euroclear Finland. A notification concerning the temporary registration must be made no later than at the time designated in the notice of meeting, which must be after the record date of the general meeting.

Resolutions made at general meetings generally require a simple majority of votes. However, certain resolutions, such as amending the Articles of Association, deviating from the shareholders' pre-emption right in connection with a share issue and, in certain situations, resolutions concerning the merger or dissolution of the Company, require a minimum of two-thirds' majority of the votes cast and shares represented at the general meeting. Furthermore, certain resolutions, such as the mandatory redemption of shares by the company in deviation from the shareholders' holdings, are subject to the consent of all the shareholders.

Dividends and Other Asset Distribution

Pursuant to the practice prevailing in Finland, dividends on shares in Finnish companies are generally paid once a year and dividends may only be paid once the general meeting has adopted the financial statements of the company and resolved upon the dividend distribution based on the Board of Directors' proposal concerning dividend distribution. According to the Finnish Companies Act, dividend distribution may, however, also be based upon adopted interim financial statements devised for the said purpose in the middle of the financial period. The general meeting may also authorise the Board of Directors to resolve on the distribution of dividends. The authorisation remains valid no longer than until the opening of the following Annual General Meeting of Shareholders. The distribution of dividends or granting of authorisation to the Board of Directors is subject to a majority resolution of the shareholders to be passed at the Annual General Meeting of Shareholders.

The amount of dividend resolved upon by the general meeting must not exceed the amount proposed by the Board of Directors. According to the Finnish Companies Act, shareholders holding no less than ten per cent of the shares in a company may, however, regardless of the proposal for the distribution of dividend, require at the Annual General Meeting of Shareholders that within the limits of the distributable assets, no less than one half of the profit for the preceding financial period be distributed as dividends, less any amount that pursuant to the Articles of Association must remain undistributed. Nevertheless, the shareholders may not require the distribution of more than 8 per cent of the shareholders' equity of the company as dividends.

The Finnish Companies Act provides that shareholders' equity is divided into restricted and unrestricted shareholders' equity. This division is of significance in determining the amount of distributable assets. Restricted equity consists of the share capital, revaluation surplus, fair value reserve and revaluation reserve. The share premium fund and the reserve fund also form part of restricted shareholders' equity. Other equity reserves are included in unrestricted equity. The amount of dividend must not exceed the distributable assets indicated by the latest adopted financial statements of the company, less assets that pursuant to any stipulation in the Articles of Association must remain undistributed. Losses from the previous financial periods and dividends distributed earlier on in the same financial period reduce the amount of distributable assets. Any material changes in the company's financial standing occurring after the preparation of the financial statements must be taken into account when resolving on the distribution of dividends. The amount of dividend that may be distributed is at all times subject to the company remaining solvent after the distribution of dividends. No dividends may be distributed if, when resolving on the distribution, it is known or it should be known that the company is insolvent or that the distribution of dividends would render the company insolvent.

Dividends and other distributions are paid out to the shareholders, or persons designated by same, entered in the shareholders' register on the record date of the payment of dividends. The shareholders' register is maintained by Euroclear Finland through the relevant book-entry securities account operator. Under the Finnish book-entry securities system, dividends are paid to the shareholders in the form of account transfers to the accounts indicated in the register. No dividends are paid to shareholders not entered in the shareholders' register. The right to dividends expires within three years of the day of the payment of dividend. All the shares confer equal rights to dividends and to other distributions (including the distribution of the Company's assets in the event of liquidation).

Treasury Shares

Pursuant to the Finnish Companies Act, a company may acquire its own shares. Resolutions concerning the acquiring of a company's own shares must be made by the general meeting. A general meeting may also authorise the Board of Directors for a fixed period of time, not to exceed 18 months as of the resolution of the general meeting, to resolve upon the purchasing of the company's own shares with unrestricted shareholders' equity. The general meeting may resolve on a directed acquisition of the company's own shares, which entails that the shares are not purchased from the shareholders in proportion to their holdings. A directed acquisition is subject to weighty financial reasons on the part of the company. A public limited company may not own more than 10 per cent of its own shares, either directly or through its subsidiaries. Treasury shares do not confer upon the company dividend or other rights vested in the shares. The Company is not in possession of treasury shares in the Company.

Transfer of Shares

When selling shares entered in the Finnish book-entry securities system, the relevant shares are transferred from the seller's book-entry securities account to the purchaser's book-entry securities account by means of an account transfer. The sale is registered as an advance transaction, until the transaction has been settled and the shares have been paid for, whereafter the purchaser is automatically registered in the company's shareholders' register. If the shares are nominee-registered, the sale of the shares does not necessitate any entries into the book-entry securities system, unless the nominee account holder changes as a result of the sale.

Redemption Right and Obligation and Mandatory Public Tender Offer

The Finnish Companies Act stipulates that a shareholder whose holding in a company exceeds 90 per cent of the shares and votes in the company, is entitled to redeem the remaining shares in the company from the rest of the shareholders at a fair price. The Finnish Companies Act contains specific provisions for the calculation of the aforementioned shares and votes. Furthermore, a shareholder whose share may be redeemed as mentioned above, is entitled to request the shareholder who has the right to require redemption to redeem their shares. If a shareholding constitutes the right and obligation for redemption, the company must immediately make an entry to such effect in the Trade Register. The Redemption Committee of the Finland Chamber of Commerce shall appoint the requisite number of arbitrators to resolve any disputes related to the redemption and the redemption price. The redemption price is determined on the basis of the fair market price preceding the commencement of the arbitration proceedings.

Pursuant to the Finnish Securities Market Act, a shareholder whose holding in a company increases so as to exceed three-tenths or one half of the total votes conferred by the company's shares after the company's share has been admitted to public trading, must make a public tender offer for all the remaining shares and securities entitling to shares at the fair market price. Further information is available under section "*The Finnish Securities Market – General Information on the Finnish Securities Market*".

Foreign Exchange Control

The shares in a Finnish company may be purchased by non-residents of Finland without any separate Finnish exchange control permission. Non-residents may also receive dividends without separate Finnish exchange control permission, but the company is generally required to withhold tax on the transfer of assets out of Finland unless otherwise provided for in an applicable tax treaty. Non-residents who have acquired shares in a Finnish limited liability company may receive shares in connection with a bonus issue or participate in a rights issue without separate Finnish exchange control permission. The shares in a Finnish company may be sold in Finland by non-residents, and the proceeds of such sales may be transferred out of Finland in any convertible currency. There are no Finnish exchange control regulations restricting the sale of shares in a Finnish company to other non-residents.

FINNISH SECURITIES MARKETS

The following summary is a general description of the Finnish securities markets and it is based on the laws in effect in Finland on the date of these Listing Particulars. The summary is not exhaustive.

General on the Finnish Securities Markets

The Finnish securities markets are supervised by the FIN-FSA. The principal statute governing the Finnish securities markets is the Finnish Securities Markets Act, which contains regulations with respect to companies and shareholders' disclosure obligations, prospectuses and public tender offers, among other things. The FIN-FSA and the Helsinki Stock Exchange have issued more detailed regulations pursuant to the Securities Markets Act. Furthermore, the Market Abuse Regulation regulates, *inter alia*, insider dealing, unlawful disclosure of inside information, market manipulation and disclosure of inside information. The FIN-FSA monitors compliance with these regulations.

The Finnish Securities Markets Act and the Prospectus Regulation specify minimum disclosure requirements for Finnish companies applying for listing on the Helsinki Stock Exchange, or making a public offering of securities in Finland. The information provided must be sufficient to enable a potential investor to make a sound evaluation of the securities being offered and the issuer of same as well as of matters that may have a material effect on the value of the securities. In addition, Finnish listed companies have a continuing obligation to publish financial information on the company and to disclose any matters likely to have a significant effect on the prices of their securities. Pursuant to the Market Abuse Regulation, the issuer of a publicly traded security has the obligation to inform the public as soon as possible of inside information which directly concerns that issuer. An issuer may delay disclosure to the public of inside information provided that all of the conditions set forth in the Market Abuse Regulation are met. The disclosed information has to provide an investor with adequate information for making an informed assessment of the security and its issuer.

A shareholder is required, without undue delay, to notify a Finnish listed company and the FIN-FSA when its voting interest in, or its percentage ownership of, the total number of shares in such a Finnish listed company reaches, exceeds or falls below five per cent, ten per cent, 15 per cent, 20 per cent, 25 per cent, 30 per cent, 50 per cent, 66.67 per cent (2/3) or 90 per cent, calculated in accordance with the Securities Markets Act, or when it has on the basis of a financial instrument the right to receive an amount of shares that reaches, exceeds or falls below any such threshold. Financial instrument also refers to financial instruments the value of which is determined on the basis of the company's share and which have a similar economic effect as a financial instrument that entitles its holder to receive the company's shares. A flagging notification must be made regardless of whether the underlying asset of the financial instrument will be settled physically or in cash. If a Finnish listed company receives information indicating that a voting interest or ownership interest has reached, exceeded or fallen below any of these thresholds, the company must disclose such information without undue delay on its website and deliver it to the main media, the FIN-FSA and the Helsinki Stock Exchange. If a shareholder has violated its obligation to notify on voting interest or ownership, the FIN-FSA may, due to a weighty reason, prohibit the shareholder from using its right to vote or to be presented in the general meeting for the shares to which the violation relates.

Pursuant to the Finnish Securities Markets Act, a shareholder whose holding in a listed company increases, after the commencement of a public quotation of such shares, above 30 per cent or above 50 per cent of the total voting rights attached to the shares in the company, calculated in accordance with the Securities Markets Act, must make a public tender offer to purchase the remaining shares and other securities entitling holders to shares in such company for fair value. If the securities that caused the abovementioned limits to be reached have been purchased pursuant to a public tender offer that has been made for all shares in the target company and other securities entitling holders to shares in such company, or have been otherwise acquired during the tender offer period of such public tender offer, the obligation to make a tender offer is not triggered. If a company has two or more shareholders whose holdings of voting rights exceed the abovementioned limit, only the shareholder with the most voting rights is required to make a tender offer. If a shareholder exceeds the abovementioned limit due solely to acts of the target company or another shareholder, such shareholder is not required to make a tender offer before acquiring or subscribing for more shares in the target company or otherwise increasing its holding of voting rights in the target company. If the above-mentioned limit is exceeded due to the shareholders acting in concert when making a voluntary tender offer, the obligation to make a tender offer is not triggered if acting in concert is limited only to such tender offer. There is no obligation to make a tender offer if a shareholder or another party who is acting in concert with such shareholder gives up its voting rights in excess of the abovementioned limit within one month after such limit was exceeded provided that the shareholder publishes its intention and voting rights are not used during such time. Under the Finnish

Companies Act, a shareholder with shares representing more than 90 per cent of all shares and voting rights attached to all shares in a company has the right to redeem other shareholders' shares in such company for fair value. In addition, any minority shareholder that possesses shares that may, pursuant to the Finnish Companies Act, be redeemed by a majority shareholder is entitled to require such majority shareholder to redeem its shares. Detailed rules apply for the calculation of the above proportions of shares and votes.

Under the Securities Markets Act, a Finnish listed company must directly or indirectly belong to an independent body, established in Finland, that broadly represents the business sector which has, in order to promote compliance with good securities markets practice, issued a recommendation which relates to the actions of the management of the target company regarding a public takeover bid and the contractual structures relating to the maintenance of control (the "**Helsinki Takeover Code**"). According to the Securities Markets Act, a listed company must provide an explanation in case it is not committed to complying with the Helsinki Takeover Code.

Net short positions relating to shares tradable on the Helsinki Stock Exchange must be disclosed to the FIN-FSA in accordance with regulation of the European Parliament and of the Council on short selling and certain aspects of credit default swaps ((EU) 236/2012). The obligation to disclose net short positions applies to all investors and market participants. A net short position regarding shares admitted to trading on a regulated market must be disclosed when the position reaches, exceeds or falls below 0.2 per cent of the issued share capital of the target company. A new notification must be disclosed for each 0.1 per cent exceeding the above threshold. The FIN-FSA publishes the notified net short positions on its website if the net short position reaches, exceeds or falls below 0.5 per cent of the issued share capital of the target company.

The Finnish Penal Code (39/1889, as amended) criminalises the misuse of inside information, the unlawful disclosure of inside information, market manipulation and the breach of disclosure requirements. Pursuant to the Market Abuse Regulation, the Finnish Securities Markets Act and the Finnish Act on the Financial Supervisory Authority (878/2008, as amended), the FIN-FSA has the right to impose administrative sanctions to the extent the offence does not fall within the scope of the Finnish Penal Code. The FIN-FSA can, for example, issue a public warning or impose administrative fines or penalty payments for the breach of the provisions relating to disclosure requirements, public tender offer, insider lists or market abuse. The disciplinary board of the Helsinki Stock Exchange may give a warning or reprimand or impose a disciplinary fine or order the company to be removed from the stock exchange list.

Trading and Settlement on the Helsinki Stock Exchange

Share trading on the Helsinki Stock Exchange occurs through automatic order matching. In carrying out share trades, the Helsinki Stock Exchange uses the INET trading platform, which is an order-based system in which buying and selling orders are matched as trades when the price and the volume information as well as other conditions tally. In the INET trading platform, the trading day consists of the following main trading phases: pre-trading, continuous trading and post-trading.

For shares, pre-trading, during which orders may be entered, changed or deleted at the prices established during the previous trading day, begins at 9:00 a.m. and ends at 9:45 a.m. Trading with calls and continuous trading takes place from 9:45 a.m. to 6:30 p.m. Opening call begins at 9:45 a.m. and ends at 10:00 a.m. Orders entered during the pre-trading session and existing orders with several days' validity are automatically transferred into the opening call. Continuous trading begins immediately after the opening call ends at 10:00 a.m. when the first share is assigned its opening price and then becomes subject to continuous trading. After approximately ten minutes, the opening prices for all shares have been established and trading continues at prices based on market demand until 6:25 p.m., when the closing call is initiated. The closing call ends at approximately 6:30 p.m., when the closing prices are determined. In post-trading between 6:30 p.m. and 7:00 p.m., the only trades that may be registered are contract trades for shares in after-hours trading at the prices established during the trading day.

Trades are primarily cleared by determining them in the system of the central counterparty (for example European Central Counterparty N.V.) and by executing them in the system of Euroclear Finland on the second (2nd) banking day after the trade date (T+2) unless otherwise agreed by the parties.

Trading in securities on the Helsinki Stock Exchange and clearing of trades in Euroclear Finland takes place in euros, with the minimum tick size for trading quotations depending on the tick size table and being a minimum of EUR 0.0001. The price information is produced and published only in euros.

The Helsinki Stock Exchange is a part of Nasdaq group. Nasdaq also owns and maintains the stock exchanges in, among others, Stockholm, Copenhagen, Riga, Reykjavik, Vilnius and Tallinn. Nasdaq Nordic consists of four local stock exchanges, which are located in Copenhagen, Helsinki, Reykjavik and Stockholm. The exchanges are separate legal entities in different jurisdictions. Nordic stock exchanges of Nasdaq group have consolidated their rulebooks in the spring of 2020. The rulebook consists of a common part and stock exchange-specific supplements. The companies listed on these four exchanges are presented on one common list – the Nordic List – with harmonised listing requirements.

The Finnish Book-Entry System

General

Any issuer established in the European Union that issues or has issued transferable securities which are admitted to trading or traded on trading venues, shall arrange for such securities to be registered in book-entry form. The issuer has the right to choose the Central Securities Depository in which its securities are recorded. At the date of these Listing Particulars, Euroclear Finland acts as the Central Securities Depository in Finland. Euroclear Finland maintains a book-entry securities register for both equity and debt securities. The registered address of Euroclear Finland is Urho Kekkosen katu 5C, FI-00100 Helsinki.

Euroclear Finland maintains a company-specific register of shareholders for each company participating in the book-entry securities system. The account operators, which may include, among others, credit institutions and investment firms are entitled to make entries in the book-entry register and administer the book-entry accounts.

Registration

All shareholders in companies participating in the book-entry securities system must open a book-entry account with an account operator or agree with a custodial account holder to maintain book-entry securities on a custodial nominee account. A Finnish shareholder is not entitled to hold his/her shares on a nominee-registered book-entry account in the Finnish book-entry system. Non-Finnish shareholders may deposit book-entries in a custodial nominee account, where the shares are registered in the name of a custodial account holder in the company's shareholders' register. A custodial nominee account must contain information on the custodial account holder instead of the beneficial owner and indicate that the account is a custodial nominee account. Book-entry securities managed on behalf of one or more customers can be registered in a custodian nominee account. In addition, the shares owned by a foreigner, foreign entity or trust may be registered in a nominee-registered owner account, in which case the book-entry account is opened in its name, but the custodial account holder is entered in the company's shareholders' register.

All transfers of securities linked with the book-entry securities system are executed as computerised book-entry transfers. The account operator regularly submits to the holder of the respective book entry account, at least four times a year, a notification indicating book entries made to the account after the previous notification. The book-entry account holders also receive an annual statement of their holdings at the end of each calendar year.

Each book-entry account is required to contain certain information with respect to the account holder and other holders of rights to the book-entries entered into the account as well as information on the account operator administering the book-entry account. The required information includes also the type and number of book-entries registered as well as the rights and restrictions pertaining to the account and to the book-entries registered in the account. Euroclear Finland and the account operators are required to observe confidentiality. However, according to the Finnish Companies Act, a company must keep the shareholder register available to anyone at the company's head office or, when the shares in the company are entered into the book-entry securities system, at the office of the Central Securities Depository in Finland. The FIN-FSA is also entitled to certain information also on the holders of shares registered in a custodial nominee account upon request.

Each account operator is liable for any errors and omissions in the book-entry register it administers, and for any unauthorised disclosure of information. If an account holder has suffered a loss as a result of a faulty registration or an amendment to or the removal of rights related to registered securities and the account operator is not able to compensate such loss, such account holder is entitled to receive compensation from the statutory registration fund. The capital of the registration fund must be at least 0.0048 per cent of the average of the total market value of the book-entries kept in the book-entry securities system during the last five years, however no less than EUR 20 million. The compensation to be paid to an injured party is equal to the amount of damages suffered subject to a limit of EUR 25,000 per account operator. The liability of the registration fund to pay damages in relation to each incident is limited to EUR 10 million.

Custody of the Shares and Nominees

A non-Finnish shareholder may appoint an account operator (or certain other Finnish or non-Finnish organisations approved by Euroclear Finland) to act on its behalf as a custodial nominee account holder. By virtue of nominee-registered shares, no other rights belonging to the owner in relation to the issuer as an owner of the book-entry can be used than the right to withdraw funds, amend or change book-entry and participate in a share issue or other book-entry issue. A beneficial owner wishing to attend general meetings of shareholders must seek a temporary registration in the shareholders' register. The notification regarding the temporary registration must be done on the date mentioned in the relevant notice of the general meeting, which date is after the record date of the general meeting. Temporary registration in the shareholders' register requires that the owner of the nominee-registered shares has, based on shares, the right to be registered in the company's shareholders' register on the record date. A holder of nominee-registered shares temporarily registered in the shareholders' register shall be deemed to have enrolled to the meeting.

Upon request by the FIN-FSA or the relevant company, a custodial nominee account holder is required to disclose the name of the beneficial owner of the shares registered in such custodial nominee's name, provided the beneficial owner is known, as well as the number of shares owned by such beneficial owner. If the name of the beneficial owner is not known, the custodial nominee account holder is required to disclose said information in respect of the representative acting on behalf of the beneficial owner and to submit a written declaration to the effect that the beneficial owner of the shares is not a Finnish natural person or a Finnish legal entity.

Compensation Fund for Investors and Deposit Guarantee Fund

The Finnish Act on Investment Services (747/2012, as amended) sets forth a compensation fund for investors. Under this act, investors are divided into professional and non-professional investors. The fund does not compensate any losses by professional investors. The definition of professional investor includes business enterprises and public entities, which are deemed to understand the securities markets and their associated risks. An investor may also provide notice in writing that, on the basis of his/her professional skills and experience in the securities markets, he/she is a professional investor; however, natural persons are presumed to be non-professional investors.

Investment firms and credit institutions must belong to the compensation fund. The membership requirement does not apply to an investment firm who solely transmits orders, provides investment advisory services or organises multilateral trading as investment service and who does not have client funds in its custody or under its management. The compensation fund safeguards payment of clear, indisputable and due claims of the investors when an investment firm or credit institution has been declared bankrupt, is undergoing a restructuring process or is otherwise, for a reason other than temporary insolvency, not capable of paying claims of the investors within a determined period of time. The compensation fund only compensates claims of non-professional investors. For valid claims, the compensation fund will pay 90 per cent of the investor's claim against each investment firm or credit institution, up to a maximum of EUR 20,000. The compensation fund does not provide compensation for losses due to decreases in stock value or bad investment decisions, whereby the investors remain responsible for the consequences of their investment decisions. According to the Finnish Act on the Financial Stability Authority (1195/2014, as amended), depositary banks must belong to a deposit guarantee fund, which is intended to safeguard payments of receivables in the depositary bank's account or receivables in the forwarding of payments that have not yet been entered into an account if the depositary bank becomes insolvent and the insolvency is not temporary. The customers of a depositary bank can be compensated by the deposit guarantee fund up to a maximum of EUR 100,000. An investor's funds can be safeguarded either by the deposit guarantee fund or the compensation fund; however, an investor's funds cannot be compensated by both funds at the same time.

TAXATION IN FINLAND

The following summary is based on tax laws of Finland, Finnish case law and Finnish tax practice as in effect and applied on the date of these Listing Particulars. Any changes in tax laws and their interpretation may affect taxation and they may also have a retroactive effect. The summary is not exhaustive and does not take into account or deal with the tax laws of any country other than Finland. The tax domicile of the investor and Finnish tax legislation may affect the possible income from the Shares. Prospective investors considering the acquiring of Shares are advised, at their discretion, to consult a tax advisor in order to obtain information about Finnish or foreign tax consequences resulting from the acquisition, ownership and disposition of the Shares. Prospective investors are advised, at their discretion, to consult a tax advisor with respect to the Finnish or foreign tax consequences applicable to their particular circumstances.

The following is a description of the material Finnish income tax and transfer tax consequences that may be relevant with respect to the acquisition, ownership or disposition of the Shares. The description below is applicable to both Finnish resident and non-resident natural persons and limited liability companies for the purposes of Finnish domestic tax legislation relating to dividend distributions on Shares and capital gains arising from the sale of Shares.

The following description does not take into account or discuss tax laws of any other country than Finland and does not address tax considerations applicable to such holders of Shares that may be subject to special tax rules relating to, among others, different restructurings of corporations, controlled foreign corporations, non-business carrying entities, income tax exempt entities or general or limited partnerships. Furthermore, this description does not address Finnish inheritance or gift tax consequences.

This description is primarily based on:

- The Finnish Income Tax Act (1535/1992, as amended, the "**Finnish Income Tax Act**");
- The Act on the Taxation of Business Income (360/1968, as amended, the "**Finnish Business Income Tax Act**");
- The Act on the Taxation of Income of a Person Subject to Limited Tax Liability (627/1978, as amended); and
- The Finnish Transfer Tax Act (931/1996, as amended);
- The Finnish Act on Tax Assessment (1558/1995, as amended, the "**Finnish Tax Assessment Act**").

In addition, relevant case law as well as decisions and statements made by the tax authorities in effect and available as at the date of these Listing Particulars have been taken into account.

The following description is subject to change, which change could apply retroactively and could, therefore, affect the tax consequences described below.

General on Taxation

Residents and non-residents of Finland are treated differently for tax purposes. The worldwide income of persons resident in Finland is subject to taxation in Finland. Non-residents are taxed on income from Finnish sources only. Additionally, Finland imposes taxes on non-residents for income connected with their permanent establishments situated in Finland. However, tax treaties may limit the applicability of Finnish tax legislation and also the right of Finland to tax Finnish source income received by a non-resident.

Generally, a natural person is deemed to be a resident in Finland if such person remains in Finland for a continuous period of more than six months or if the permanent home and abode of such person is in Finland. However, a Finnish national who has moved abroad is considered to be resident in Finland until three years have passed from the end of the year of departure unless it is proven that no substantial ties to Finland existed during the relevant tax year.

Earned income is taxed at progressive rates. At the date of these Listing Particulars, capital income tax rate is 30 per cent. In addition, should the amount of capital income received by a resident natural person exceed

EUR 30,000 in a calendar year, the capital income tax rate is 34 per cent on the amount that exceeds EUR 30,000.

Corporate entities established under the laws of Finland are regarded as residents in Finland and are, therefore, subject to corporate income tax on their worldwide income. Foreign entities can be considered residents in Finland as of 1 January 2021 in cases where its actual place of management is interpreted to be in Finland. In addition, non-residents are subject to Finnish corporate income tax on their income connected with their permanent establishments situated in Finland. At the date of these Listing Particulars, the corporate income tax rate is 20 per cent. The following is a summary of certain Finnish tax consequences relating to the acquisition, ownership and disposition of Shares by Finnish resident and non-resident shareholders.

Taxation of Dividends and Distribution from Fund for Unrestricted Equity

Distribution from fund for unrestricted equity by a publicly listed company as defined in the Finnish Income Tax Act ("**Listed Company**") is taxed as distribution of dividends. Therefore, the following applies also to the distribution of funds from fund for unrestricted equity of the Company.

Resident Natural Persons

If shares owned by a natural person are not included in the business activity (i.e., business income source) of such person, 85 per cent of dividends paid by a Listed Company to such shareholder is considered capital income of the recipient, which is taxable at the rate of 30 per cent (34 per cent on the amount that exceeds EUR 30,000 in a calendar year), while the remaining 15 per cent is tax exempt. 85 per cent of dividends paid by a Listed Company to a natural person whose underlying shares belong to the business activity of such shareholder is taxable partly as earned income, which is taxed at a progressive rate, and partly as capital income, which is taxed at a rate of 30 per cent (34 per cent on the amount that exceeds EUR 30,000 in a calendar year), and the remaining 15 per cent is tax exempt.

Distribution of dividends by a Listed Company to resident natural persons is subject to advance tax withholding. At the date of these Listing Particulars, the amount of the advance tax withholding is 25.5 per cent of the amount of dividend paid. The advance tax withheld by the distributing company is credited against the final tax payable by the shareholder for the dividend received. Resident natural persons have to review their pre-filled income tax return form to confirm that the amount of dividend income reported is correct. In case the amount of dividend income or withheld tax reported in the pre-filled income tax return form is incorrect, the resident natural persons must correct these amounts to their tax returns and provide the corrected tax returns to the Finnish tax authorities.

An advance tax of 50 per cent is withheld for the dividend paid for nominee-registered shares in cases where the identifying factors of the recipient of the dividend are not delivered to the payer of the dividend.

Dividends paid for shares on share savings account are profit of the share savings account and taxed as a capital income of a person when the funds are withdrawn from the share savings account.

Finnish Limited Liability Companies

Taxation of dividends distributed by a Listed Company depends, among other things, on whether the Finnish company receiving the dividend is a Listed Company or not.

Dividends received by a Listed Company from another Listed Company are generally tax exempt. However, in cases where the underlying shares are included in the investment assets of the shareholder, 75 per cent of the dividend is taxable income while the remaining 25 per cent is tax exempt. Only banking, insurance and pension institutions may have investment assets.

Dividends received by a non-listed Finnish company (i.e., a privately held company) from a Listed Company are taxable income subject to 20 per cent corporate income tax rate. However, in cases where the privately held company directly owns 10 per cent or more of the share capital of the Listed Company distributing the dividend, the dividend received on such shares is tax exempt, provided that the underlying shares are not included in the investment assets of the shareholder.

An advance tax of 50 per cent is withheld for the dividend paid for nominee-registered shares in cases where the identifying factors of the recipient of the dividend are not delivered to the payer of the dividend.

Non-Residents

As a general rule, non-residents of Finland are subject to Finnish withholding tax on dividends paid by a Finnish company. The withholding tax is withheld by the company distributing the dividend at the time of dividend payment and no other taxes on the dividend are payable in Finland. The withholding tax rate is 20 per cent for non-resident corporate entities as income receivers and 30 per cent for all other non-residents as income receivers, unless otherwise set forth in an applicable tax treaty.

Finland has entered into double taxation treaties with several countries pursuant to which the withholding tax rate is reduced on dividends paid to persons entitled to the benefits under such treaties. For example, in the case of the treaties with the following countries, Finnish withholding tax rate regarding dividends of portfolio shares is generally reduced to the following percentages: Austria: 10 per cent; Belgium: 15 per cent; Canada: 15 per cent; Denmark: 15 per cent; France: 0 per cent; Germany: 15 per cent; Ireland: 0 per cent; Italy: 15 per cent; Japan: 15 per cent; the Netherlands: 15 per cent; Norway: 15 per cent; Spain: 15 per cent; Sweden: 15 per cent; Switzerland: 10 per cent; the United Kingdom: 0 per cent; and the United States: 15 per cent (0 per cent for certain pension funds). This list is not exhaustive. A further reduction in the withholding tax rate in the tax treaty is usually available to corporate shareholders for distributions on qualifying holdings (usually direct ownership of at least 10 or 25 per cent of the share capital or votes of the distributing company). The reduced withholding rate benefit in an applicable tax treaty will be available if the person entitled to the dividend has provided necessary details of nationality and identity of the ultimate dividend recipient to the company paying the dividend.

The withholding tax procedure of dividend paid to a non-resident by a Finnish company has changed as of 1 January 2021 when the Register of Authorised Intermediaries conforming to the TRACE model of the OECD has been implemented in Finland. The new Register of Authorised Intermediaries has replaced the previously used register of foreign custodians. The previously used so-called simplified procedure applied to nominee-registered shares is no longer applied in withholding taxation of dividends. Instead of the reduced withholding tax rate in the tax treaty, a withholding tax of 35 per cent shall be levied from dividends paid as of 1 January 2021 for nominee-registered shares in cases where the identifying factors of the recipient of the dividend are not delivered to the payer of the dividend or the custodians of the shares and the ultimate recipient of the dividend cannot therefore be identified. Dividend paid for nominee-registered shares is subject to a withholding tax of 30 per cent in cases where the recipient of the dividend can be identified but there is no certainty of the withholding tax rate applicable to the ultimate recipient of the dividend. The withholding tax levied at a rate higher than set forth in the tax treaty can be claimed back from the tax authorities by providing the required information on nationality and identity of the recipient of the dividend.

Certain Non-Resident Corporate Entities Residing in EU Member States

Under Finnish tax laws, no withholding tax is levied on dividends paid to foreign corporate entities that reside, and are subject to corporate tax, in an EU member state as specified in Article 2 of the Parent Subsidiary Directive (2011/96/EU, as amended), and that directly hold at least 10 per cent of the capital in the distributing Finnish company.

Certain Non-Resident Corporate Entities Residing Within the EEA

Dividends paid to certain non-resident corporate entities residing within the EEA are either fully tax exempt or taxed at a reduced withholding tax rate, depending on how the dividend would be taxed if paid to a corresponding Finnish corporate entity.

In Finland, no withholding tax is levied on dividends paid by a Finnish company to a non-resident company provided that (i) the company receiving the dividend is resident in a country within the EEA; (ii) Council Directive 2011/16/EU on administrative cooperation in the field of taxation and repealing Directive 77/799/EEC (as amended, the "**Mutual Assistance Directive**"), or an agreement regarding executive assistance and exchange of information in tax matters within the EEA, is applicable to the home country of the recipient of the dividend; (iii) the company receiving the dividend corresponds to a Finnish corporate entity as defined in Section 33d, Subsection 4, of the Finnish Income Tax Act or in Section 6a of the Finnish Business Income Tax Act; (iv) the dividend would be fully tax exempt if paid to such corresponding Finnish company or entity (see "*– Finnish Limited Liability Companies*"); and (v) the company receiving the dividend provides evidence (in the form of a certificate issued by the home country's tax authorities) that the paid withholding tax could not de facto be fully credited in the home country pursuant to the applicable double taxation treaty.

In cases where the dividend received by a foreign company fulfilling requirement set forth in point (iii) above and residing within a country fulfilling the requirements set forth in points (i) and (ii) above would be only partially tax exempt if paid to a corresponding Finnish entity (see "– *Finnish Limited Liability Companies*"), the Finnish withholding tax is levied (see "– *Non-Residents*"), but the withholding tax rate in respect of such dividends is reduced to 15 per cent (instead of 20 per cent). Therefore, exclusive of entities defined in the Parent Subsidiary Directive that qualify for a tax exemption through the direct ownership of at least 10 per cent of the capital in the distributing Finnish company (see "– *Certain Non-Resident Corporate Entities Residing in EU Member States*" above), the 15 per cent withholding tax rate is applicable to dividends paid to non-resident companies fulfilling the requirement set forth in point (iii) above and residing within a country fulfilling the requirements set forth in points (i) and (ii) above if the underlying shares in the Finnish company distributing the dividend belong to the investment assets of the recipient company, or if the recipient is not a Listed Company. Depending on the applicable double taxation treaty, the applicable withholding tax rate can also be less than 15 per cent (see "– *Non-Residents*"). The withholding tax levied from dividend paid for nominee-registered shares can also be 30 or 35 per cent (see "– *Non-Residents*" above).

Certain Non-Resident Natural Persons Residing Within the EEA

Instead of being subject to withholding tax as described under "– *Non-residents*" above, dividends paid to non-resident natural persons can be taxed pursuant to the Finnish Tax Assessment Act (i.e., taxed similarly to dividends paid to residents of Finland (see "– *Resident Natural Persons*") provided, however, that (i) the person receiving the dividend is resident in a country within the EEA; (ii) the Mutual Assistance Directive, or an agreement regarding executive assistance and exchange of information in tax matters within the EEA, is applicable to the home country of the recipient of the dividend; and (iii) the recipient of the dividend provides evidence (in the form of a certificate issued by the home country's tax authorities) that any paid withholding tax could not de facto be fully credited in the home country pursuant to an applicable double taxation treaty.

Taxation of Capital Gains

Resident Natural Persons

A capital gain or loss arising from the sale of shares that do not belong to the business activity of the shareholder is taxable in Finland as a capital gain or deductible as a capital loss for resident natural persons. At the date of these Listing Particulars, capital gains are taxed at a rate of 30 per cent (34 per cent on the amount that exceeds EUR 30,000 in a calendar year). If the shares belong to the business activity (business income source) of the seller, any gain arising from the sale is deemed to be business income of the seller, which will be divided according to the Finnish Income Tax Act to be taxed as earned income at a progressive tax rate and capital income at a rate of 30 per cent (34 per cent on the amount that exceeds EUR 30,000 in a calendar year).

Capital loss arising from the sale of shares that do not belong to the business activity of the shareholder is primarily deductible from the resident natural person's capital gains and secondarily from other capital income of the same year and during the following five tax years. Capital losses are not taken into account when calculating the capital income deficit for the tax year, and they do not increase the amount of the deficit credit that is deductible from the taxes under the deficit crediting system. The deductibility of losses related to securities included in the seller's business activity is determined as described under "– *Finnish Limited Liability Companies*" below.

Notwithstanding the above, capital gains arising from the sale of assets that do not belong to the business activity of the shareholder are exempt from tax provided that the proceeds of all assets sold by the resident natural person during the tax year do not, in aggregate, exceed EUR 1,000 (exclusive of proceeds from the sale of any assets that are tax exempt pursuant to Finnish tax laws). Correspondingly, capital losses are not tax deductible if the acquisition cost of all assets sold during the tax year does not, in aggregate, exceed EUR 1,000 (exclusive of proceeds from the sale of any assets that are tax exempt pursuant to Finnish tax laws) and also the proceeds of all assets sold by the resident natural person during the tax year do not, in aggregate, exceed EUR 1,000.

Any capital gain or loss is calculated by deducting the original acquisition cost and sales related expenses from the sales price. Alternatively, a natural person holding shares that are not included in the business activity of the shareholder may, instead of deducting the actual acquisition costs, choose to apply a so-called presumptive acquisition cost, which is equal to 20 per cent of the sales price, or in the case of shares which have been held for at least ten years, 40 per cent of the sales price. If the presumptive acquisition cost is used instead of the actual acquisition cost, any selling expenses are deemed to be included therein and cannot be deducted separately from the sales price.

Resident natural persons have to report information relating to the sale of the Shares on their income tax return of the tax year concerned.

Finnish Limited Liability Companies

The following applies only to Finnish limited liability companies that are taxed on the basis of the Finnish Business Income Tax Act. As a general rule, a capital gain arising from the sale of shares is taxable income of a limited liability company.

Shares may be fixed assets, current assets, investment assets or financial assets of a limited liability company. The taxation of a disposal of shares and loss of value varies according to the asset type for which the shares qualify. Shares may also qualify as non-business income source assets of a limited liability company. The Finnish Income Tax Act's provisions are applied to capital gains that have arisen from the sale of assets from the non-business income source.

The sales price of any sale of shares is generally included in the business income of a Finnish company. Correspondingly, the acquisition cost of shares is deductible from business income upon disposal of the shares. However, an exemption for capital gains on share disposals is available for Finnish companies, provided that certain strictly defined requirements are met. Under this so called participation exemption, capital gains arising from the sale of shares that are part of the fixed assets of a selling company that is not engaged in private equity activities are not considered as taxable business income and, correspondingly, capital losses incurred on the sale of such shares are not tax deductible provided, among other things, that (i) the selling company has directly and continuously for at least one year owned at least 10 per cent of the share capital in the company whose shares are sold and such ownership of the sold shares has ended at the most one year before the sale and the shares sold belong to those shares; (ii) the company whose shares have been sold is not a real estate or residential housing company or a limited liability company whose activities, on a factual basis, mainly consist of ownership or possession of real estate; and (iii) the company whose shares are sold is resident in Finland or is a company located in another EU member state, as further specified in Article 2 of the Parent Subsidiary Directive (2011/96/EU, as amended), or is resident in a country with which Finland has entered into a double taxation treaty that is applicable to dividends.

Tax deductible capital losses pertaining to the sale of shares (other shares than shares sold under the participation exemption) that are part of the fixed assets of the selling company can only be deducted from capital gains arising from the sale of fixed assets shares in the same fiscal year and the subsequent five years. Capital losses pertaining to the sale of shares that are not part of fixed assets are tax deductible from taxable income in the same fiscal year and the subsequent ten years in accordance with the general rules concerning losses carried forward.

Non-Residents

Non-residents who are not generally liable for tax in Finland are usually not subject to Finnish taxes on capital gains realised on the sale of shares in a Listed Company, unless the non-resident taxpayer is deemed to have a permanent establishment in Finland for income tax purposes as referred to in the Income Tax Act and an applicable tax treaty and the shares are considered to be assets of that permanent establishment. Non-residents may also be subject to Finnish taxes on capital gains realised on the sale of shares in a Listed Company if more than 50 per cent of the assets of the Listed Company consist of Finnish real estate, unless applicable tax treaty limits the taxing right of Finland on capital gains.

Finnish Transfer Tax

No transfer tax is payable in Finland on transfers of shares admitted to trading on a public and regularly functioning marketplace and quoted on Helsinki Stock Exchange, provided that the transfer is made against a fixed pecuniary consideration. The transfer tax exemption requires that an investment firm, a foreign investment firm or other party offering investment services, as defined in the Finnish Investment Services Act (747/2012), is brokering or acting as a party to the transaction, or that the transferee has been approved as a trading party in the market in which the transfer is executed. Further, if the broker or the counterparty to the transaction is not a Finnish investment firm, a Finnish credit institution, or a Finnish branch or office of a foreign investment firm or credit institution, the transfer tax exemption requires that the transferee submits a notification of the transfer to the Finnish tax authorities within two months of the transfer, or that the broker submits an annual declaration regarding the transfer to the Finnish Tax Administration as set forth in the Finnish Tax Assessment Act.

Certain separately defined transfers, such as those relating to equity investments or distribution of funds or transfers in which consideration comprises in full or in part of work contribution, are not covered by the transfer tax exemption. Additionally, in case law it has been considered that if an incentive scheme remuneration of key persons is paid in cash and the receiver of the remuneration is obliged to purchase shares in the Listed Company with a part of the remuneration, consideration of the share purchase comprises in full or in part of work contribution, and is thus subject to transfer tax.

Neither does the exemption apply to transfers carried out on the basis of an offer made after trading with the securities has ended or before the commencement of trading unless it concerns a share sale of old shares based on a combined purchase and subscription offer directly relating to a share issue carried out in connection with the listing of the shares and provided that subjects to be transferred are specified only after commencement of the trading and that the purchase price corresponds to the price to be paid for the new shares. In addition, the exemption does not apply to transfers carried out in order to fulfil the obligation to redeem minority shares under the Finnish Companies Act (see "*The Shares and Share Capital of the Company – Shareholders' Rights – Redemption Right and Obligation and Mandatory Tender Offer*").

If the transfer or sale of the shares does not fulfil the above criteria for a tax exempt transfer, transfer tax at the rate of 1.6 per cent of the sales price is payable by the purchaser. However, if the purchaser is neither a resident in Finland nor a Finnish branch or office of a foreign credit institution, investment firm, fund management company or EEA alternative investment fund manager, the seller must collect the tax from the purchaser and pay the tax to the Finnish tax authorities. If the broker is a Finnish investment firm or credit institution, or a Finnish branch or office of a foreign investment firm or credit institution, it is liable to collect the transfer tax from the purchaser and pay the tax to the Finnish tax authorities. If neither the purchaser nor the seller is tax resident in Finland or a Finnish branch or office of a foreign credit institution, foreign investment firm, foreign fund management company or EEA alternative investment fund manager, the transfer of shares will be exempt from Finnish transfer tax unless shares in a real estate company are transferred. No transfer tax is collected if the amount of the tax is less than EUR 10.

DOCUMENTS ON DISPLAY

Copies of the following documents may be inspected during the period of validity of these Listing Particulars on the website of the Company at www.gofore.com/listing2021.

- The Articles of Association
- The Audited Consolidated Financial Statements for the financial periods ended 31 December 2020, 31 December 2019 and 31 December 2018 and the related Auditor’s reports
- The Finnish Prospectus
- Auditor’s report concerning pro forma financial information

DOCUMENTS INCORPORATED BY REFERENCE

The following documents have been incorporated in these Listing Particulars by reference. The documents have been published on Gofore's website at www.gofore.com/listing2021 and can be accessed by clicking the below hyperlinks. Non-incorporated parts of the below listed are either not relevant for the investors or covered elsewhere in the Listing Particulars.

Document	Information incorporated by reference	Pages
Gofore Plc's Annual Report 2020	Audited financial statements (IFRS) for the financial period ended 31 December 2020	17–64
Auditor's Report 2020	Auditor's report for the financial period ended 31 December 2020	In its entirety
Gofore Plc's Annual Report 2019	Audited financial statements (FAS) for the financial period ended 31 December 2019	24–43
Auditor's Report 2019	Auditor's report for the financial period ended 31 December 2019	In its entirety
Gofore Plc's Financial Statements and Directors' Report 2018	Audited financial statements (FAS) and Auditor's report for the financial period ended 31 December 2018	12–31, 32–33

APPENDIX A – THE ARTICLES OF ASSOCIATION OF GOFORE PLC

1 § Name and domicile of the Company

The name of the Company is Gofore Oyj, in English Gofore Plc. The domicile of the Company is Tampere.

2 § Field of activity

The Company's field of activity includes consulting related to digitalisation and the service design, engineering, development and administration of digital services and information technology solutions. The Company acts as consultant to its client organisations with regard to digital transformation and creating a modern digital era corporate culture. The Company may also engage in selling cloud capacity and other software services via information networks and in exporting, importing and retailing of IT appliances. The Company may also own and administer securities and real estate properties and deal in them, and engage in real estate rental activity and in other legal business.

3 § Book-entry system for securities

The shares of the Company are included in the book-entry system for securities, when the registration period has ended.

4 § Board of Directors

The Company has a Board of Directors, which consists of no fewer than three (3) and no more than seven (7) members. The Board of Directors shall elect the Chairman from among its members for its term of office. The term of office of the board members shall end at the end of the first Annual General Meeting following the election.

5 § Chief Executive Officer

The Company may have a Chief Executive Officer. The Board of Directors of the Company shall decide on appointment and dismissal of the Chief Executive Officer.

6 § Right to represent the Company

In addition to the Board of Directors, the Chairman of the Board of Directors and the Chief Executive Officer, each alone, as well as two members of the Board of Directors together, have the right to represent the Company.

The Board of Directors may decide on granting the right to sign for the Company and on the Company's procuration.

7 § Accounting period

The Company's accounting period is a calendar year.

8 § Auditor

The Company shall have an Auditor, who shall be an auditing firm approved by the Patent and Registration Office.

The term of the Auditor ends at the end of the first Annual General Meeting following the election.

9 § Notice of the General Meeting

The notice of the General Meeting shall be delivered to the shareholders at the earliest three (3) months and at the latest three (3) weeks prior to the General Meeting, however, at the latest nine (9) days before the record date of the General Meeting.

The notice shall be delivered to the shareholders by publishing the notice on the Company's website or by publishing the notice in at least one newspaper with nationwide circulation to be selected by the Board of Directors.

In order to exercise the right to speak and vote at the General Meeting, a shareholder must register with the Company as indicated in the notice of the meeting and no later than on the date mentioned in the notice of the meeting, which shall not be earlier than ten (10) days before the General Meeting.

In addition to the Company's domicile, General Meetings may be held in Helsinki.

10 § Annual General Meeting

The Annual General Meeting shall be held annually on the day set by the Board of Directors within six (6) months from the end of the accounting period.

The Annual General Meeting shall:

be presented with
1. the Financial Statements;
2. the Auditor's Report;

decide on
3. the adoption of the Financial Statements, which in the parent company also encompasses the adoption of the consolidated financial statements;
4. the measures for which the profit or loss shown on the adopted balance sheet gives reason;
5. the discharge of the members of the Board of Directors and the Chief Executive Officer from liability;
6. the number of members of the Board of Directors;
7. the remuneration of the members of the Board of Directors and the Auditors;

elect
8. the members of the Board of Directors;
9. the Auditor, if necessary;

attend to
10. any other matters mentioned in the notice of the meeting.

KPMG

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Independent auditor's assurance report on the compilation of pro forma financial information included in a prospectus

To the Board of Directors of Gofore Plc

We have completed our assurance engagement to report on the compilation of pro forma financial information of Gofore Plc ("Company" and "Issuer") prepared by the Board of Directors of Gofore Plc. The unaudited pro forma financial information comprises the pro forma income statement for the twelve-month period ended 31 December 2020, and related notes and key figures, and it is set out in section "Pro Forma Financial Information" of the listing particulars ("prospectus") dated 19 March 2021 issued by Gofore Plc. The applicable basis used by the Board of Directors of Gofore Plc in preparing the pro forma financial information is specified in Annex 20 of Commission Delegated Regulation (EU) 2019/980 and described in the section "Pro Forma Financial Information" of the prospectus.

The pro forma financial information has been compiled by the Board of Directors to illustrate the impact of the transaction described in section "Pro Forma Financial Information" of the prospectus on Gofore Plc's financial performance for the twelve-months period ended 31 December 2020, as if the transaction had taken place at 1 January 2020 for the pro forma income statement. As part of this process, information about Gofore Plc's financial performance has been extracted by the Board of Directors from Gofore Plc's consolidated financial statements for the period ended 31 December 2020, on which an audit report has been published.

The Board of Directors' responsibility for the pro forma financial information

The Board of Directors is responsible for compiling the pro forma financial information in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council and Commission Delegated Regulation (EU) 2019/980

The practitioner's independence and quality control

We are independent from Gofore Plc according to the ethical requirements in Finland and we have complied with other ethical requirements, which apply to the engagement conducted.

The practitioner applies International Standard on Quality Control 1 (ISQC 1) and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

The practitioner's responsibilities

Our responsibility is to express an opinion, as required by section 3 of Annex 20 of Commission Delegated Regulation (EU) 2019/980, as to whether the pro forma financial information has been compiled, in all material respects, by the Board of Directors on the basis stated and whether that basis is consistent with the accounting policies applied by the issuer.

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE 3420) *Assurance engagements to report on the compilation of pro forma financial information*, issued by the International Auditing and Assurance Standards Board. This standard requires that the practitioner plan and perform procedures to obtain reasonable assurance as to whether the pro forma financial information has been compiled by the Board of Directors, in all material respects, in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council and Commission Delegated Regulation (EU) 2019/980.

For the purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma financial information.

The purpose of the pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the company as if the event had occurred or the transaction had been undertaken at an earlier date selected for the purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction would have been as presented.

A reasonable assurance engagement to report on whether the pro forma financial information has been compiled, in all material respects, on the basis stated and that basis is consistent with the accounting policies of the issuer involves performing procedures to assess whether the basis used by the Board of Directors in the compilation of the pro forma financial information provides a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the basis stated has been consistently applied in the pro forma adjustments; and
- the resulting pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the practitioner's judgment, having regard to the practitioner's understanding of the nature of the company, the event or transaction in respect of which the pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion,

- the pro forma financial information has been properly compiled on the basis stated on in the section "Pro Forma Financial Information" of the prospectus dated 19 March 2021 and
- the basis stated is consistent with the accounting policies applied by Gofore Plc.

Restriction to the distribution of the report

This report has been issued solely for the purposes of including in the prospectus prepared in accordance with Regulation (EU) 2017/1129 of the European Parliament and of the Council and Commission Delegated Regulation (EU) 2019/980. Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Tampere, 19 March 2021

KPMG OY AB

Lotta Nurminen
Authorised Public Accountant, KHT

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