

ANNUAL GENERAL MEETING OF GOFORE PLC ON 29 APRIL 2020 AT 4 P.M.

TIME: 29 April 2020 at 4 p.m.

PLACE: Kalevantie 2, 33100 Tampere

PRESENT: The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting.

In addition, the Chairman of the Board of Directors, Timur Kärki, the CEO Mikael Nylund, the CFO Petteri Venola were present at the Meeting. In addition, Attorney-at-Law Jari Gadd and Legal Counsel Kalle Mäki and technical meeting staff were present at the Meeting.

1 OPENING OF THE MEETING

The Chairman of the Board of Directors, Timur Kärki, opened the Meeting.

2 CALLING THE MEETING TO ORDER

Jari Gadd, attorney, was elected as Chairman of the Meeting and he called Kalle Mäki, company's legal counsel, as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

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

Petteri Venola was elected as Scrutinizer of the Minutes and Supervisor of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the Notice to the Meeting had been published on the Company's website and as a company announcement on 8 April 2020. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 24 April 2020.

It was noted that the documents relating to the General Meeting have been available on the Company's website as of 8 April 2020. It was noted that the proposals to the General Meeting had been published in full on the Company's website on 8 April 2020.

It was noted that the Meeting was duly convened in accordance with the Company's articles of association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting was attached to the Minutes (Appendix 2).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The register of attendance and votes at the beginning of the Meeting was presented and based on the record, 12 shareholders were presented at the Meeting either in person or by a proxy representative or a power of attorney ([Appendix 1](#)).

At the beginning of the Meeting 9,514,041 shares, representing 9,514,041 votes and thus approximately 67,89 % of all votes, were present at the Meeting.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2019

The CEO Mikael Nylund gave a presentation on the company's status and activities during the 2019.

The Financial Statements and the Report of the Board of Directors for the financial year January 1st 2019 – December 31st 2019 were presented to the Meeting.

It was noted that the Financial Statements and related documentation been available on the company's website for the time period leading up to the Meeting as required by the Companies Act.

The Financial Statements and related documentation were attached to the Minutes of the Meeting ([Appendix 3](#)).

The Auditor's Report was presented and attached to the Minutes of the Meeting ([Appendix 4](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS

The Meeting adopted the Financial Statements for the financial year January 1st 2019 – December 31st 2019.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN IN THE BALANCE SHEET AND DECIDING ON PAYMENT OF DIVIDENDS

It was noted that the Board of Directors has proposed to the General Meeting that based on the adopted financial statements for the financial period ended December 31st 2019, a dividend of EUR 0.2 per share be paid. The dividend shall be paid to a shareholder who is registered in the company's register of shareholders, maintained by Euroclear Finland Ltd, on the record date for payment May 4th, 2020. The dividend will be paid on 11 May 2020.

It was resolved to pay the dividend from the distributable funds of Gofore Plc in accordance with the proposal of the Board of Directors.

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

It was resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year January 31st, 2019 – December 31st, 2019.

10 ADDRESSING THE REMUNERATION POLICY

The Chairman of the Board of Directors presented the Remuneration Policy for Governing Bodies of the company.

The Remuneration Policy was attached to the Minutes of the Meeting ([Appendix 5](#)).

It was recorded that the Remuneration Policy was addressed. It was resolved to adopt the Remuneration Policy.

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

It was noted that the Nomination Committee of the Board of Directors has proposed to the General Meeting that the members of the Board be paid a fee of EUR 1,500 per month and the Chairman of the Board EUR 2,500 per month and, in addition, the Chair of the Audit Committee be paid a fee of EUR 500 per month provided that he or she does not act as the Chairman of the Board at the same time. In addition, all members of the Board will be compensated for travel expenses against receipt in accordance with the company's travel policy.

It was resolved, in accordance with the proposal of the Nomination Committee, that the members of the Board be paid a fee of EUR 1,500 per month and the Chairman of the Board EUR 2,500 per month and, in addition, the Chair of the Audit Committee be paid a fee of EUR 500 per month provided that he or she does not act as the Chairman of the Board at the same time. In addition, all members of the Board will be compensated for travel expenses against receipt in accordance with the company's travel policy.

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

It was noted that the Nomination Committee of the Board of Directors proposed to the General Meeting that the number of Board members be five (5).

It was resolved, in accordance with the proposal of the Nomination Committee, that five (5) members are elected to the Board of Directors.

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination Committee has proposed to the General Meeting that Timur Kärki, Stefan Baggström and Sami Somero be re-elected as members of the Board of Directors and Juha Eteläniemi and Mammu Kaario be elected as the new members of the Board of Directors.

It was resolved, in accordance with the proposal of the Board of Directors, that for a term expiring at the end of the following Annual General Meeting, Timur Kärki, Stefan Baggström and Sami Somero are re-elected as members of the Board of Directors and Juha Eteläniemi and Mammu Kaario are elected as the new members of the Board of Directors.

14 REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors proposes that the auditor's remuneration is paid in accordance with the invoice approved by the company.

It was resolved, in accordance with the proposal of the Board of Directors, that the auditor's remuneration is paid in accordance with the invoice approved by the company.

15 ELECTION OF THE AUDITOR

It was noted that the Board of Directors has proposed to the General Meeting that KPMG Oy Ab will be re-elected as Auditor. KPMG Oy Ab has announced that Lotta Nurminen, APA, will be the Auditor with principal responsibility.

It was resolved, in accordance with the proposal of the Board of Directors, that for a term expiring at the end of the following Annual General Meeting, Authorized Public Accountant firm KPMG Oy Ab is elected as the Auditor of the company. Lotta Nurminen, APA, will act as the Auditor with principal responsibility.

16 AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES AND/OR ACCEPTING THEM AS A PLEDGE

It was noted that the Board of Directors has proposed that the General Meeting authorises the Board of Directors to resolve on the acquisition of the company's own shares of a maximum of 1,401,280 shares and/or accepting the same number of the company's own shares as a pledge, in one or several tranches, by using funds in the unrestricted shareholders' equity. The maximum number of shares to be acquired and/or accepted as a pledge corresponds approximately to 10% of the total number of shares of the company according to the date of the notice of the Meeting. However, the Company, together with its subsidiaries, may not hold or accept as a pledge more than 10% of the total number of shares in the Company at any time.

Shares will be acquired otherwise than in the proportion of shareholders' holdings in public trading arranged by Nasdaq Helsinki Ltd. at the market price of the acquisition or otherwise at market price. For example, the company may acquire shares and/or accept them as a pledge for the purposes of executing acquisitions or share-based incentive schemes or for other purposes determined by the Board of Directors, and otherwise for the further assignment of the shares, to be held at the ownership of the company or to be annulled by the company. The Board of Directors may decide on all other conditions for acquiring own shares and/or accepting them as a pledge

The authorization revokes the authorization given by the Annual General Meeting on 26 March 2019 to resolve on the repurchase of the company's own shares.

The authorization is proposed to be valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2021.

It was resolved, in accordance with the proposal of the Board of Directors, that the Board of Directors is authorized to resolve on the repurchase of company's own shares and/or accepting them as a pledge in accordance with terms and condition proposed by the Board of Directors.

17 AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUANCE OF SHARES AND THE ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors has proposed to the General Meeting that the General Meeting authorises the Board of Directors to resolve on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares referred to in chapter 10, section 1 of the Finnish Limited Liability Companies Act, in one or several parts, either against payment or without payment.

The total number of shares to be issued, including shares under options and other special rights, may amount to a maximum of 1,401,280 shares, equivalent to 10% of the total number of shares of the company on the date of this notice to the meeting. The Board of Directors may decide either to issue new shares or to transfer any of its own shares that may be held by the company.

The authorisation entitles the Board of Directors to decide on all terms and conditions related to the issuance of shares and the issuance of option rights and special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The shares can be used as consideration for acquisitions, as part of the company incentive scheme or for other purposes determined by the Board of Directors.

The authorisation is proposed to be valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2021. The authorisation revokes all previous unused authorisations of the Board of Directors to resolve on the issuance of shares, issuance of share options and issuance of other special rights entitling to shares.

It was resolved, in accordance with the proposal of the Board of Directors, that the Board of Directors is authorized to resolve on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares in accordance with the terms and conditions proposed by the Board of Directors.

18 RESOLUTION ON ESTABLISHING A SHAREHOLDERS' NOMINATION BOARD

The Chairman of the Board of Directors, Timur Kärki, gave the presentation on establishment of Shareholders' Nomination Board and proposed Rules of Procedure of the Shareholders' Nomination Board that were attached to the Minutes of the Meeting ([Appendix 6](#)).

The Board of Directors has proposed to the General Meeting that a Shareholders' Nomination Board be established to draft proposals on the election and remuneration of the members of the Board of Directors for the next Annual General Meeting and, when needed, for extraordinary general meetings. In addition, the Board of Directors has proposed to the General Meeting that the Rules of Procedure of the Shareholders' Nomination Board attached to the notice of the Meeting be approved.

According to the proposal of the Board of Directors, the Shareholders' Nomination Board shall consist of four (4) members. Three members will be representatives appointed by three largest shareholders of the company and one member will be a member selected by the members of the Board of Directors amongst themselves.

The three shareholders who, according to the shareholder register kept by Euroclear Finland Ltd, have the largest shares of the votes conferred by all of the company's shares on the first working day of the September preceding the Annual General Meeting are entitled to appoint the members who represent shareholders. Based on the shareholdings thus determined, the Chairman of the Board of Directors will request the three largest shareholders each to appoint one member to the Shareholders' Nomination Board. If a shareholder that has diversified its holdings into several funds, for example, and is required to take these holdings into account under the Securities Markets Act when announcing changes to its holdings, submits a written request to the Chairman of the Board of Directors no later than the last working day of August, the holdings of such shareholder that have been entered into several funds or registers will be taken into account when calculating the shares of votes that confer a nomination right.

If two or more shareholders hold equal number of holdings and it is not possible for both or all shareholders to appoint representative to the Nomination Board, the right to appoint representative to the Nomination Board shall be decided by drawing lots.

If a shareholder does not want to use its appointment right, it will be transferred to the next largest shareholder who would not otherwise have this appointment right.

The first meeting for each term of the Shareholders Nomination Board will be convened by the Chairman of the Board of Directors and the representative of the largest shareholder will be selected as a chair of the Nomination Board, unless otherwise explicitly decided by the Nomination Board. When the members of the Nomination Board have been appointed, the company will announce the composition in a company announcement.

The Shareholders' Nomination Board must submit its proposal to the company's Board of Directors annually, no later than the 31st January preceding the Annual General Meeting. The Shareholders' Nomination Board must keep the proposals confidential until the company has

announced them. The provisions of the Securities Markets Act will be applied to any inside information possibly received by the members of the Nomination Board.

The Shareholders' Nomination Board is established and will operate until the Annual General Meeting decides otherwise. The term of the members of the Shareholders' Nomination Board will end when new members have been appointed. The members of the Shareholders' Nomination Board are not remunerated for their membership. Members' travel expenses are compensated in accordance with the company's travel policy. If needed, the Shareholders' Nomination Board may use external experts when carrying out its duties in accordance with the expenses approved by the company.

It was resolved, in accordance with the proposal of the Board of Directors, to establish a Shareholders' Nomination Board for the company and approve the Rules of Procedure of the Shareholders' Nomination Board in accordance with the proposal.

19 CLOSING OF THE MEETING

It was recorded that all resolutions made at the Annual General Meeting were supported by all voting shareholders present at the Meeting, unless otherwise specified in the Minutes.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes will be available on the company's website on 13 May 2020 at the latest.

The Chairman of the Meeting closed the meeting at 4.57 p.m.

Chairman of the Meeting:

Name: _____
Title: Jari Gadd
Attorney-at-Law

In Fidem

Name: _____
Title: Kalle Mäki
Legal Counsel

The minutes have been scrutinized and approved:

Name: _____
Petteri Venola

Appendices:

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| Appendix 1 | Record of Votes at the opening of the meeting and final record of votes |
| Appendix 2 | Notice to the Annual General Meeting |
| Appendix 3 | Financial Statements |
| Appendix 4 | Auditor's Report |
| Appendix 5 | Remuneration Policy for Governing Bodies |
| Liite 6 | Rules of Procedure of the Shareholders' Nomination Board |