

## ANNUAL GENERAL MEETING OF GOFORE PLC ON 26 MARCH 2021 AT 2:00 P.M.

**TIME:** 26 March 2021 at 2:00 p.m.

**PLACE:** Töölönlahdenkatu 2, 00100 Helsinki, Finland

**PRESENT:** The Board of Directors of Gofore Plc has resolved on the exceptional procedure for the Meeting based on the temporary legislative act to limit the spread of the COVID-19 pandemic (677/2020) approved by the Finnish Parliament on September 15, 2020, which entered into force on October 3, 2020 (the "Temporary Act"). In accordance with the above, the company's shareholders and their proxy representatives may participate in the Meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

The shareholders set out in the list of votes adopted at the Meeting were represented at the Meeting ([Appendix 1](#)).

In addition, the Chair of the Board Timur Kärki, the CEO Mikael Nylund, the Chief Legal Officer Kalle Mäki, Attorney-at-Law Jari Gadd, Markus Vanhanen and other meeting officials, participated by remote communications.

### 1 OPENING OF THE MEETING

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

### 2 CALLING THE MEETING TO ORDER

Jari Gadd, Attorney-at-Law, was elected as the Chair of the Meeting and he called Kalle Mäki, Chief Legal Officer, as the Secretary of the Meeting.

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

In order to prevent the spread of COVID-19 pandemic, the company's Board of Directors has resolved on exceptional meeting procedures based on the Temporary Act. The company's shareholders and their proxy representatives may participate in the Meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

It was noted that by the deadline on 8 March 2021 at 4.00 p.m. no counterproposals by shareholders had been made. It has been possible to present questions to the company's management referred to in Chapter 5, Section 25 of the Finnish Companies Act until 12 March 2021 until 2 p.m. It was noted that no questions by shareholders had been delivered to the company by the deadline.

As participation in the Annual General Meeting has been possible only in advance, all agenda items have been subject to voting. It was noted that the proposals in all agenda items may have been opposed without making a counterproposal in accordance with the Temporary Act. A summary of the votes cast in the advance voting conducted by Innovatics Ltd was attached to the Minutes ([Appendix 2](#))

It was noted that a shareholder may have refrained from providing a proper voting instruction in each particular agenda item, in which case such shareholder has not been recorded to have been represented at the Annual General Meeting in that specific agenda item. Therefore, the number of shareholders and shares being represented in each agenda item is not necessarily the same.

It was noted that in addition to the Finnish Companies Act and the Temporary Act, as well as the government bill thereto, recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements. It was noted that to the company's or Innovatics Ltd's knowledge no technical or other issues or uncertainties had arisen regarding the advance voting or Meeting arrangements in general, and that the shareholders' right to participate and the validity of counting of the votes had been able to be clarified in a manner equivalent to the processes adhered to in a normal general meeting.

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

Markus Vanhanen was elected as the Scrutiniser of the Minutes and as the 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 stock exchange release on 5 March 2021 and that the Annual General Meeting documents have been available on the company's website as of 5 March 2021, at the latest.

It was noted that no considerations had been presented to the company regarding the legality of the Meeting in the procedure concerning the Annual General Meeting.

It was noted that the Annual General Meeting was duly convened in accordance with the articles of association, the Finnish Companies Act and the Temporary Act and that the Meeting therefore constituted a quorum.

The Notice of the Meeting was attached to the Minutes ([Appendix 3](#)).

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

A list recording the shareholders who had voted in advance either in person or by an authorised proxy representative during the advance voting period, and who had the right to participate in the Annual General Meeting pursuant to the Finnish Companies Act, was presented. It was

recorded that 39 shareholders, representing 9,662,851 shares and votes in total, had participated in the advance voting.

The Attendance Status and List of Votes was attached to the Minutes ([Appendix 1](#)).

## **6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE BOARD OF DIRECTORS' REPORT AND THE AUDITOR'S REPORT FOR THE YEAR 2020**

It was noted that as participation in the Annual General Meeting has been possible only in advance, the company's Annual Report, which the company had published on 5 March 2021, including the company's Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report, and which is available on the company's website, is deemed to have been presented to the Annual General Meeting.

The Financial Statements were attached to the Minutes ([Appendix 4](#)).

The Auditor's Report was attached to the Minutes ([Appendix 5](#)).

The CEO, Mikael Nylund, gave a presentation on the company's activities and results during the financial year 2020 as well as current business development and future prospects.

## **7 ADOPTION OF THE FINANCIAL STATEMENTS**

It was noted, that the Board of Directors had proposed that the Annual General Meeting adopts the Financial Statements.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the adoption of the financial statements 9,660,683 votes were cast, representing 100 percent of the total votes cast, and no votes were cast against the adoption of the financial statements. 2,168 shares and votes refrained from voting.

Based on the voting results, the Annual General Meeting adopted the financial statements for the financial year 1 January 2020 – 31 December 2020, in accordance with the proposal of the Board of Directors.

## **8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Board be authorised to pay a dividend of a maximum of EUR 0.24 per share based on the adopted Financial Statements 1 January 2020 – 31 December 2020 altogether EUR 3,372,535.44 based on the number of all outstanding shares as of the date of this Meeting and the remaining distributable assets be retained in equity. Dividend shall not be paid to treasury shares held by the company on the dividend record date. The dividend will be paid to shareholders who have entered in the shareholders' register maintained by Euroclear Finland

Oy by a record date of 30 March 2021. The Board of Directors has proposed that the dividends will be paid on 8 April 2021.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal of the Board of Directors 9,660,683 votes were cast, representing 100 percent of the total votes cast, and no votes were cast against the proposal of the Board of Directors. 2,168 shares and votes refrained from voting.

Based on the voting results, the Annual General Meeting resolved to authorise the Board of Directors to pay a dividend for the financial year 1 January 2020 – 31 December 2020. The maximum amount of dividend is EUR 0.24 per share in accordance with the proposal of the Board of Directors, and the remaining distributable assets be retained in equity. The dividend will be paid to shareholders who have entered in the shareholders' register by a record date of 3 March 2021 and the dividends will be paid on 8 April 2021.

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

It was noted, that the discharge from liability for the financial year 1 January 2020 – 31 December 2020 concerns all persons who have acted as a member of the Board of Directors or as CEO during the financial year.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the discharge from liability 7,540,245 votes were cast, representing 100 percent of the total votes cast, and no votes were cast against the discharge from liability. 2,122,606 shares and votes abstained.

Based on the voting result, the Annual General Meeting resolved to discharge from liability the persons who have served as members of the Board of Directors and as CEO for the financial period 1 January 2020 – 31 December 2020.

## **10 ADVISORY CONSIDERATION OF THE REMUNERATION REPORT FOR GOVERNING BODIES**

It was noted that as participation in the Annual General Meeting has been possible only in advance, the company's Remuneration Report published by a stock exchange release, which has also been available on the company's website, is deemed to have been presented to the Annual General Meeting.

The Remuneration Report was attached to the Minutes ([Appendix 6](#)).

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the Remuneration Report 9,575,857 votes were cast, representing 99.12 percent of the total votes cast, and 84,628 votes

were cast against the Remuneration Report, representing 0.88 percent of the total votes cast. 2,366 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved to support the presented Remuneration Report.

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

It was noted that the Shareholder's Nomination Board had proposed to the Annual General Meeting that the amount of remuneration payable to the Chair of the Board would be EUR 3,500.00 per month and the amount of remuneration payable to the members of the Board would be 2,000.00 per month. Furthermore, the committee chair would receive remuneration of EUR 800.00 per meeting and other members of the committee would receive remuneration of EUR 400.00 per meeting. Additionally, all travel expenses would be compensated for the members in accordance with the company's travel policy against receipts.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal 9,662,653 votes were cast, representing 100 percent of the total votes cast, and no votes were cast against the proposal. 198 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved that the amount of remuneration payable to members of the Board would be EUR 2,000.00 per month, the amount of the remuneration payable to the Chair of the Board be EUR 3,500.00 per month. Furthermore, the committee chair would receive remuneration of EUR 800.00 per meeting and other members of the committee would receive remuneration of EUR 400.00 per meeting. Additionally, all travel expenses would be compensated for the Board members in accordance with the company's travel policy against receipts.

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

It was noted that the Shareholder's Nomination Board had proposed that a total of five members be confirmed as the number of members in the company's Board.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal 9,659,712 votes were cast, representing 99.99 percent of the total votes cast, and 971 votes were cast against the proposal, representing 0.01 percent of the total votes cast. 2,168 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved that the number of members of the Board of Directors shall be five.

## 13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholder's Nomination Board had proposed that the present members Juha Eteläniemi, Mammu Kaario, Timur Kärki and Sami Somero be re-elected as members of the Board of Directors and Piia Noora-Kauppi be elected as a new member of the Board of Directors.

It was noted that the notice of Annual General Meeting (Appendix 3) includes an introduction of the new Board member Piia Noora-Kauppi.

It was noted that all candidates are independent from the company and its significant shareholders apart from Timur Kärki, who is the company's largest shareholders and has worked as the CEO until 2019. All candidates have given their consent to the election.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented in at this agenda item. For the proposal 8,811,816 votes were cast, representing 99.05 percent of the total votes cast, and 84,628 votes were cast against the proposal, representing 0.95 percent of the total votes cast. 764,239 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved to elect Juha Eteläniemi, Mammu Kaario, Timur Kärki, Sami Somero and Piia Noora-Kauppi as members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting.

## 14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the Annual General Meeting that the remuneration of the Auditor be paid against an invoice approved by the company.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal of the Board of Directors 9,659,514 votes were cast, representing 99.99 percent of the total votes cast, and 971 votes were cast against the proposal, representing 0.01 percent of the total votes. 2,366 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the Auditor would be remunerated as per invoice approved by the company.

## 15 ELECTION OF AUDITOR

It was noted that the Board of Directors had proposed that the auditing firm KPMG Oy Ab be re-elected as the company's Auditor. KPMG Oy Ab has notified the company that authorised public accountant Lotta Nurminen, would be the principally responsible auditor. Auditor's term of office would resume until the end of next Annual General Meeting.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal of the Board of Directors 9,659,514 votes were cast, representing 99.99 percent of the total votes cast, and 971 votes were cast against the proposal, representing 0.01 percent of the total votes cast. 2,366 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, that the auditing firm KPMG Oy Ab be elected as auditor of the company. Lotta Nurminen, authorised public accountant, is the auditor in charge appointed by KPMG Oy Ab and the auditor's term of office shall resume until the end of next Annual General Meeting.

## **16 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR ON THE ACCEPTANCE AS PLEDGE OF THE COMPANY'S OWN SHARES**

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 1,403,692 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 terms for the acquisition and/or acceptance as pledge of the Company's own shares.

The authorisation revokes the authorisation given by the Annual General Meeting on 30 June 2022 to resolve on the repurchase and pledge of the company's own shares.

The authorisation is proposed to be valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2022.

It was noted that in accordance to Chapter 5, Section 27 of the Finnish Companies Act a valid resolution requires a qualified majority, meaning that the resolution has to be supported by at least two-thirds of the shares represented in the Meeting.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal of the board of directors 9,660,485 votes were cast, representing 100 percent of the total votes cast and no



votes were cast against the proposal of the board of directors. 2,366 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to resolve on the repurchase and/or acceptance as pledge of the company's own shares.

## 17 **AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS THE ISSUANCE OF OPTIONS 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 2,105,540 shares, equivalent to 15% 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 2022. 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 noted that in accordance to Chapter 5, Section 27 of the Finnish Companies Act a valid resolution requires a qualified majority, meaning that the resolution has to be supported by at least two-thirds of the shares represented in the meeting.

It was recorded that 9,662,851 shares and votes, representing 68.84 percent of all shares and all votes in the company, were represented at this agenda item. For the proposal of the board of directors 9,575,857 votes were cast, representing 99.12 percent of the total votes cast and 84,628 votes were cast against the proposal, representing 0.88 percent of the total votes cast. 2,366 shares and votes refrained from voting.

Based on the voting result, the Annual General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the issuance of shares and special rights entitling to shares in one or more lots, for a fee or free of charge.



## 18 ENDING THE MEETING

The Chair recorded that all items on the agenda had been considered, that no other matters had been presented for consideration and that the Minutes of the Meeting would be available on the company's website as from 8 April 2021 at the latest

The Chair closed the Meeting at 2:41 p.m.

### Chair of the Annual General Meeting:

*[See original minutes for signatures]*

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Jari Gadd  
Attorney-at-Law

### In Fidem

*[See original minutes for signatures]*

Name: \_\_\_\_\_  
Title: \_\_\_\_\_  
Kalle Mäki  
Chief Legal Officer

### The Minutes scrutinised and approved

*[See original minutes for signatures]*

Name: \_\_\_\_\_  
Markus Vanhanen

**Appendices:**

<b>Appendix 1</b>	Attendance Status and List of Votes
<b>Appendix 2</b>	Summary of Votes Cast in the Advance Voting
<b>Appendix 3</b>	Notice to the Annual General Meeting
<b>Appendix 4</b>	Financial Statements
<b>Appendix 5</b>	Auditor's Report
<b>Appendix 6</b>	Remuneration Report of governing bodies