

## Summons to Gofore Plc's annual general meeting

Gofore Plc's shareholders are hereby invited to the annual general meeting that will be held at Itämerentori 2, 00180 Helsinki at 2.00 pm on Friday, 25 March 2022. **The company's shareholders and their proxy representatives may attend the meeting and exercise their shareholder rights only by voting in advance and by submitting counterproposals and questions in advance. Shareholders may not attend the meeting in person.** Instructions for shareholders can be found below in part C. Instructions for the participants to the meeting. Shareholders may not attend the meeting in person.

The meeting will be held in accordance with the law concerning temporary deviations from the Finnish Companies Act (375/2021) that came into force on 8 May 2021. The company has decided upon measures enabled by the temporary law whose purpose is to enable the company to organise the meeting in a predictable manner while taking into consideration the health and safety of the company's shareholders, employees and other interest groups.

All shareholders who have registered for the meeting may watch the meeting as a live broadcast and use the chat function to ask questions or comment on the proceedings during the meeting. Shareholders will not be considered to be officially participating in the meeting or to be exercising their right to ask questions or to speak at the meeting when they watch the live broadcast or use the chat function to ask questions or comment on the proceedings. Correspondingly, any questions submitted via the chat function will not constitute questions asked in the manner required by Chapter 5 Section 25 of the Finnish Limited Liability Companies Act. In order for the shareholders' questions to be considered valid under the applicable law, they must be submitted in advance as described below. After the annual general meeting has concluded, the live broadcast will continue as a Q&A session where the company's representatives will discuss the questions and comments submitted via the chat function. This Q&A session is not part of the annual general meeting.

### A. Matters on the agenda of the annual general meeting

The following matters will be discussed at the annual general meeting:

#### 1. Opening of the meeting

#### 2. Calling the meeting to order

- Attorney-at-Law Jari Gadd will serve as the Chair of the meeting. In the event that Jari Gadd is unable to serve as the Chair of the meeting for a well-justified reason, the Board of Directors will appoint the person it considers the most suitable to serve as the Chair. The company's General Counsel Kalle Mäki will serve as the secretary of the meeting. In the event that Kalle Mäki is unable to serve as the secretary, the Chair will call upon another person to serve as the secretary of the meeting.

#### 3. Election of persons to scrutinise the minutes and to supervise the counting of votes

- Master of Laws Akseli Uotila will scrutinise the minutes and supervise the counting of votes. In the event that Akseli Uotila is unable to serve in this role for a well-justified reason, the Board of Directors will appoint the person it considers the most suitable to carry out these duties.

#### 4. Recording the legality of the meeting

#### 5. Recording attendance at the meeting and adoption of the list of votes

- Shareholders who have voted in advance before the expiry of the deadline for advance voting and who have the right to participate in the meeting under Chapter 5 Sections 6 and 6a of the Finnish Limited Liability Companies Act are considered to constitute participating shareholders. The list of votes will be adopted based on the information provided by Euroclear Finland Oy and Innovatics Oy.

## **6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2021**

- The CEO's review will be presented to shareholders via the video broadcast of the Annual General Meeting.

- As the shareholders can participate in the meeting possibly only in advance, the company's financial statements, the report of the Board of Directors and the auditor's report, which the company published on 28 February 2022 and which are available on the company's website at <https://gofore.com/agm2022>, are considered to have already been presented to the annual general meeting.

## **7. Adoption of the financial statements**

## **8. Deciding on the use of the profit shown in the balance sheet and on the payment of dividend**

- The company's Board of Directors proposes to the annual general meeting that the company pay EUR 0.28 in dividend per share for the year 2021, i.e. altogether EUR 4,296,332.04 based on the number of all outstanding shares as of the date of this summons. Dividend will be paid to shareholders who are recorded as shareholders in the shareholders' register maintained by Euroclear Finland Ltd on the record date of 29 March 2022. Pursuant to the proposal, the dividend will be paid on 5 April 2022.

## **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

## **10. Non-binding discussion of the remuneration report for governing bodies 2021**

- The remuneration report for governing bodies 2021 is enclosed with this summons and available on the company's website at <https://gofore.com/agm2022>. As shareholders can attend the annual general meeting only through advance voting, the remuneration report for governing bodies 2021 is considered to have already been presented to the general meeting for the purposes of non-binding discussion.

## **11. Resolution on the remuneration of the Board Members**

- The Shareholders' Nomination Board proposes that the Chair of the Board be paid EUR 3,500 per month and each Board Member EUR 2,000 per month in remuneration.

- Furthermore, the Shareholders' Nomination Board proposes that each Board Member be paid a fee for each committee meeting as follows: the Chair of the committee should be paid EUR 800 and the other committee members EUR 400 for each meeting. In addition, all members will be reimbursed for their travel costs against receipts in accordance with the company's travel rules.

## **12. Resolution on the number of Board Members**

- The Shareholders' Nomination Board proposes to the annual general meeting that it decide to set the number of Board Members at six (6) persons.

## **13. Election of the Board Members**

- The Shareholders' Nomination Board proposes to the annual general meeting that Mammu Kaario, Piia-Noora Kauppi, Timur Kärki and Sami Somero be re-elected as members of the Board of Directors.

- The Shareholders' Nomination Board proposes that Eveliina Huurre and Tapani Liimatta be elected as new members of the Board of Directors.

- Eveliina Huurre is currently acting as Senior Vice President, Sustainability, at Finnair Plc. Previously, Huurre has acted as Vice President, Cabin Services, at Finnair Plc, in several director-level positions in social welfare and healthcare in both private and public sector, such as Attendo Oy, and at the Finnish Innovation Fund Sitra. Huurre has been Member of the Board of Directors at Mehiläinen Plc since 2016 and at the Foundation of the National Institute for Health and Welfare since 2020. Huurre holds a Master's Degree in Political Science from University of Helsinki.

- Tapani Liimatta has been working as Technical Project Manager and Supervisor at Gofore Plc since 2018. Liimatta has been an employee representative attending Gofore Board meetings, elected by Gofore Group's employees, since July 2021. Liimatta has a broad experience in the IT industry as Team Lead, Product Owner and Senior Software Designer. Prior to joining Gofore, he has been working at Leanware Oy, Cybercom Oy, Plenware Oy and Patria Ailon Oy. Liimatta holds a Master of Science Degree in Information Technology from Tampere University of Technology.

- All proposed members are independent of the company and its significant shareholders with the exception of Timur Kärki, who is dependent of the company and its significant shareholders, and Tapani Liimatta, who is dependent of the company. Kärki is the biggest shareholder of the company and has acted as the CEO of the company until 2019. Liimatta is employed at Gofore Group. All board member candidates have consented to being elected to the position of Board Member.

#### **14. Resolution on the remuneration of the auditor**

- The Board of Directors proposes that the auditor's fee be paid in accordance with an invoice approved by the company.

#### **15. Election of the auditor**

- The Board of Directors proposes that KPMG Oy Ab, an authorised audit firm, be elected as the company's auditor for a term expiring at the end of the next annual general meeting. KPMG Oy Ab has stated that Authorised Public Accountant Lotta Nurminen would serve as the auditor with principal responsibility.

#### **16. Authorising the Board of Directors to decide on the acquisition of the company's own shares and/or on accepting them as a pledge**

- The Board of Directors proposes to the annual general meeting that the annual general meeting authorise the Board to decide upon the acquisition of a maximum of 1,534,404 of the company's own shares in one or several tranches with the company's unrestricted shareholder's equity and/or on accepting the same number of the company's own shares as a pledge in one or several tranches. The maximum total of shares that will be acquired and/or accepted as a pledge corresponds to approximately 10% of all shares in the company as of the date of this summons. However, the company, together with its subsidiaries, may not at any point own or accept as a pledge more than 10% of all shares in the company.

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

- The Board of Directors proposes for this authorisation to cancel the authorisation to decide upon the acquisition of the company's own shares that was granted by the annual general meeting held on 26 March 2021.

- The Board of Directors proposes that the authorisation remain in force until the end of the next annual general meeting, however not for longer than until 30 June 2023.

## **17. Authorising the Board of Directors to decide on a share issue as well as the issuance of options and other special rights entitling to shares**

- The Board of Directors proposes that the annual general meeting authorise the Board to decide upon a share issue and 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 more tranches and either against or without consideration.

- The number of shares to be issued, including the shares received on the basis of the option rights and other special rights, may not exceed 2,301,606 shares, which amounts to approximately 15% of all shares in the company as of the date of this summons. The Board of Directors may decide to either issue new shares or to assign company shares that are held by the company.

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

- The Board of Directors proposes that the authorisation remain in force until the end of the next annual general meeting, however not for longer than until 30 June 2023. This authorisation will cancel any existing, unused authorisations to decide on a share issue and the issuance of option rights or other special rights entitling to shares.

## **18. Closing of the meeting**

### **B. Documents of the meeting**

The aforementioned proposals that are included on the agenda of the annual general meeting as well as this summons are available on Gofore Plc's website at <https://gofore.com/agm2022>.

Gofore Plc's financial statements, annual report and auditor's report as well as the remuneration report will be available on the aforementioned website on 28 February 2022. Copies of the financial statements and the other documents will be provided to shareholders upon request. The minutes of the annual general meeting will be published on the company's aforementioned website on 8 April 2022 at the latest.

### **C. Instructions for the participants to the annual general meeting**

Shareholders and their proxy representatives may participate in and exercise their rights at the annual general meeting only in advance and in accordance with the instructions provided below.

A video link and password to follow the meeting online will be sent by email and as a text message to the email address and phone number provided in connection with the registration. Following the meeting via the video stream is possible only for shareholders who are registered as shareholders of the Company on the record date of the General Meeting. Following the meeting via the video stream does not constitute participation in the General Meeting. The voting list and results of votes of the General Meeting shall be made solely based on the advance voting.

#### **1. Shareholders recorded in the shareholders' register**

Shareholders that are recorded in the shareholders' register maintained by Euroclear Finland Ltd as of 15 March 2022 are entitled to participate in the annual general meeting. Shareholders whose shares are registered in their personal Finnish book-entry accounts are registered in the company's shareholder register. Shareholders may participate in the meeting only by voting in advance and by submitting their counterproposals and questions in advance as described below.

## 2. Registration and voting in advance

Registration and advance voting will begin at 2 pm on 4 March 2022 once the deadline for submitting counterproposals that will be subjected to a vote has expired. Shareholders who are recorded in the shareholders' register and who wish to participate in the annual general meeting must register for the meeting and vote in advance by 4 pm on 18 March 2022 at the latest, by which time the registration and the votes must be received.

Shareholder, whose shares are registered in their Finnish book-entry accounts, may register and vote in advance on some of the matters on the agenda of the annual general meeting. Registration and advance voting begins at 2 pm on 4 March 2022 and ends at 4 pm on 18 March 2022. Registration and advance voting must be conducted as follows:

a) via the company's website at <https://gofore.com/agm2022>

Online registration and voting in advance require that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

b) by mail or email

Shareholders may submit an advance voting form that will be available on the company's website from 2 pm on 4 March 2022 onwards by mail to Innovatics Oy by addressing the envelope to Innovatics Oy, Annual General Meeting/Gofore Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi). In the event that a shareholder participates in the annual general meeting by sending their advance votes by mail or email to Innovatics Oy and they are received before the expiry of the deadline for advance voting and registration, the shareholder will be considered to have registered for the annual general meeting provided that information regarding the shareholder that is required for registration has been submitted as well.

Instructions for advance voting will also be available on the company's website at <https://gofore.com/agm2022> before advance voting begins. Additional information concerning registration and voting in advance is available by phone at 010 2818 909 from Monday to Friday from 9 am to 12 pm and from 1 pm to 4 pm.

When registering, requested information, such as the name, date of birth, business ID and contact details of the shareholder, must be provided. The personal data given by the shareholder to Gofore Oyj or Innovatics Oy will be used only in connection with the General Meeting and with the processing of related necessary registrations.

## 3. Proxy representatives and powers of attorney

Shareholders may participate in the annual general meeting and exercise their rights by way of a proxy representative. The shareholder's proxy representative must also participate by voting in advance as described in this summons.

Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent. The proxy representative must produce a dated power of attorney or otherwise prove in a reliable manner that they are entitled to represent the shareholder at the annual general meeting. Statutory right of representation may be demonstrated by using the suomi.fi e-Authorisations service which is in use in the online registration service. In the event that a shareholder participates in the annual general meeting by means of several proxy representatives that represent the shareholder based on shares held in different securities accounts, the shares represented by each proxy representative must be disclosed when registering for the annual general meeting.

A power of attorney template and the advance voting form will be available on the company's website at <https://gofore.com/agm2022> by 2 pm on 4 March 2022 at the latest. Shareholders are kindly requested to submit any powers of attorney primarily via digital registration, by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by mail or courier in their original to Innovatics Oy, Annual General Meeting/Gofore Plc, Ratamestarinkatu 13 A, 00520 Helsinki, Finland before the expiry of the deadline for advance voting. Any shareholder that submits a power of attorney before the expiry of the deadline for registration and advance voting will be considered to have registered for the annual general meeting provided that information concerning the shareholder that is required for registration has also been provided.

#### 4. Holders of nominee registered shares

The holders of nominee registered shares are entitled to participate in the annual general meeting by virtue of the shares based on which they would be entitled to be registered in the shareholders' register maintained by Euroclear Finland Ltd as of the record date of the annual general meeting, i.e. 15 March 2022. Participation in the annual general meeting also requires for such shareholders to be registered, where entitled by the aforementioned shares, in the temporary shareholders' register maintained by Euroclear Finland Ltd by 10 am on 22 March 2022 at the latest. As regards nominee registered shares, this is considered to constitute due registration for the annual general meeting. Any changes that have occurred in a shareholder's holdings after the record date of the annual general meeting have no impact on the shareholder's right to participate in the annual general meeting or their right to vote at the meeting.

Holders of nominee registered shares are advised to consult with their asset managers without delay in order to receive instructions on how to register their shares in the temporary shareholders' register, how to issue powers of attorney and how to register for the annual general meeting. The asset manager's account management organisation will request the registration of any holders of nominee registered shares that wish to participate in the annual general meeting in the company's temporary shareholders' register by the deadline provided above. The asset manager's account management organisation must ensure that advance votes are submitted on behalf of the holder of nominee registered shares by the registration deadline that applies to nominee registered shares.

#### 5. Issuing counterproposals to proposed decisions and submitting questions in advance

Shareholders that hold at least one hundredth of all the company's shares are entitled to submit a counterproposal that will be subjected to a vote with regard to any decision proposed on the agenda of the general meeting. Counterproposals must be submitted to the company by email at [InvestorRelations@gofore.com](mailto:InvestorRelations@gofore.com) by 4 pm on 3 March 2022 at the latest. Shareholders that submit a counterproposal must provide sufficient proof of their holdings in connection with the submission of their counterproposal. The counterproposal will be processed at the annual general meeting if the shareholder is entitled to participate in the annual general meeting and owns at least one hundredth of all the company's shares on the record date of the annual general meeting. If the counterproposal is not accepted for consideration at the annual general meeting, the votes cast in favour of the counterproposal will be disregarded. The company will publish any counterproposals that will be subjected to a vote on the company's website at <https://gofore.com/agm2022> at 2 pm on 4 March 2022 at the latest.

Shareholders are entitled to request information on the matters that will be processed at the meeting pursuant to Chapter 5 Section 25 of the Finnish Limited Liability Companies Act by submitting their questions via digital registration or email to [InvestorRelations@gofore.com](mailto:InvestorRelations@gofore.com) or by mail to Gofore Plc at Kalevantie 2, 33100 Tampere by 2 pm on 11 March 2022. All questions must be submitted to the company by the aforementioned deadline. The questions submitted by the shareholders, the answers provided thereto by the company's management and any counterproposals that have not qualified for a vote will be available on the company's website at [www.gofore.com/agm2022](http://www.gofore.com/agm2022) by 4 pm on 16 March 2022 at the latest. Shareholders must provide sufficient proof of their holdings when submitting their questions.

#### 6. Other instructions and information

As of the date of this summons, Gofore Plc has altogether 15,344,043 shares, which entitle to an equal number of votes.

Tampere, 28 February 2022

GOFORE PLC

Board of Directors

Appendix 1: Remuneration report 2021