

## **NOTICE TO THE ANNUAL GENERAL MEETING OF QPR SOFTWARE PLC**

Notice is hereby given to the shareholders of QPR Software Plc (“**QPR**” or the “**Company**”) that the Annual General Meeting (the “**General Meeting**”) will be held on Wednesday May 15, 2024, starting at 1:00 p.m. (EEST) at the Company's headquarters at Huopalahdentie 24, 00350 Helsinki, Finland. The reception of shareholders who have registered for the meeting and serving of coffee prior to the meeting will start at 12:30 p.m. (EEST).

### **A. Matters on the agenda of the General Meeting**

- 1. Opening of the General Meeting**
- 2. Matters of order for the General Meeting**
- 3. Election of a person to scrutinize the minutes and a person to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Financial Statements, the report of the Board of Directors and the Auditor's Report for the year 2023**

– CEO review

- 7. Adoption of the Financial Statements**
- 8. Resolution on the use of the profit shown on the balance sheet**

The Board of Directors proposes to the General Meeting that no dividend be paid based on the balance sheet to be adopted for the financial year ended on December 31, 2023.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period January 1 – December 31, 2023**
- 10. Adoption of the Company's Remuneration Report**

The Board of Directors proposes to the General Meeting that it adopts the Company's Remuneration Report as an advisory resolution.

The Remuneration Report for the year 2023 has been available on the Company's website at [www.qpr.com](http://www.qpr.com) as of March 22, 2024.

- 11. Adoption of the Company's Remuneration Policy**

The Remuneration Policy for the Company's governing bodies was previously presented to the Annual General Meeting 2020. The Remuneration Policy must be presented to the general meeting at least every four years or whenever substantial changes have been made to it.

The Board of Directors proposes to the General Meeting that it adopts the Company's Remuneration Policy as an advisory resolution. The amendments included in the now presented Remuneration Policy are of a technical nature, as compared to the Remuneration Policy previously presented to the Annual General Meeting 2020.

The Remuneration Policy for the Company's governing bodies is available on the Company's website at [www.qpr.com](http://www.qpr.com) and attached to this notice.

## **12. Resolution on the remuneration of the members of the Board of Directors**

The Shareholders' Nomination Board of the Company proposes to the General Meeting that the remuneration of the Board members be kept unchanged. According to the proposal, the Chairman of the Board of Directors will be paid EUR 45,000 per year and the other members of the Board of Directors EUR 25,000 per year. Approximately 40 percent of the above-mentioned remuneration will be paid in shares and 60 percent in cash. The shares will be transferred at the earliest after the General Meeting election and in accordance with the insider trading regulations.

Furthermore, the Shareholders' Nomination Board proposes that the members of the Board of Directors will be reimbursed for travel and other expenses incurred while they are managing the Company's affairs.

## **13. Resolution on the number of members of the Board of Directors**

The Shareholders' Nomination Board of the Company proposes to the General Meeting that the number of Board members is confirmed as four (4).

## **14. Election of the members of the Board of Directors**

The Shareholders' Nomination Board of the Company proposes to the General Meeting that Pertti Ervi, Antti Koskela and Jukka Tapaninen be re-elected as members of the Board of Directors and that Linda von Schantz be elected as a new member of the Board of Directors. All of the nominees have given their consent to the position and are independent of the Company and of the Company's significant shareholders.

Current Board member Matti Heikkonen has informed the Shareholders' Nomination Board that he is no longer available for re-election.

Furthermore, the Shareholders' Nomination Board proposes that Pertti Ervi be elected as the Chairman of the Board of Directors.

Information about the experience and previous positions of the persons proposed as members of the Board of Directors are available in their entirety on the Company's website at [www.qpr.com/company/board-of-directors](http://www.qpr.com/company/board-of-directors). Linda von Schantz's CV is available on the Company's website at <https://www.qpr.com/company/investors#annual-general-meeting>.

## **15. Resolution on the remuneration of the Auditor**

The Board of Directors proposes to the General Meeting that the fee of the auditor be paid according to a reasonable invoice.

## **16. Election of the Auditor**

The Board of Directors proposes to the General Meeting that Authorized Public Accountants KPMG Oy Ab be re-elected as the Company's auditor. KPMG Oy Ab has announced that Petri Kettunen, Authorized Public Accountant, would act as the principal auditor.

## **17. Authorization of the Board of Directors to decide on share issues and on the issue of special rights entitling to shares**

The Board of Directors proposes to the General Meeting that the General Meeting authorizes the Board of Directors to decide on issuances of new shares and conveyances of own shares held by the Company (share issue) either in one or more instalments. The share issues can be carried out against payment or without consideration on terms to be determined by the Board of Directors. The authorization also includes the right to issue special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which entitle to the Company's new shares or own shares held by the Company against consideration.

Based on the authorization, the maximum number of new shares that may be issued and own shares held by the Company that may be conveyed in share issues or on the basis of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act is 6,361,317 shares. The proposed maximum number of shares corresponds to approximately 35.0 percent of the Company's registered number of shares at the time of the proposal. The authorization includes the right to deviate from the shareholders' pre-emptive subscription right.

The authorization can be used, for example, in order to develop the Company's capital structure, to broaden the Company's ownership, to be used as payment in corporate acquisitions or when the Company acquires assets relating to its business and as part of the Company's incentive programs for personnel or for any other weighty financial reason for the Company. The authorization also includes the right to decide on the price of the shares and the criterion based on which the price is determined, as well as on the distribution of shares against consideration in kind or set-off.

The authorization also includes the right to decide on a share issue without consideration to the Company itself so that the number of own shares held by the Company after the share issue is a maximum of one-tenth (1/10) of all shares in the Company. Pursuant to Chapter 15, Section 11, Subsection 1 of the Finnish Companies Act, all own shares held by the Company and its subsidiaries are included in this amount.

The Board of Directors is authorized to decide on all other terms and conditions regarding the share issues and the issue of special rights entitling to shares. The authorization shall be in force until the next Annual General Meeting.

#### **18. Authorization of the Board of Directors to decide on the acquisition of own shares**

The Board of Directors proposes to the General Meeting that the General Meeting authorizes the Board of Directors to decide on the acquisition of the Company's own shares. Based on the authorization, an aggregate maximum amount of 500,000 own shares may be acquired, either in one or more instalments. The proposed maximum number of shares corresponds to approximately 2.8 percent of the Company's registered number of shares at the time of the proposal. The authorization includes the right to acquire own shares otherwise than in proportion to the existing shareholdings of the Company's shareholders, using the Company's non-restricted shareholders' equity at the market price quoted at the time of purchase on the trading venues where the Company's shares have been admitted to trading.

The Company's own shares may be acquired in order to develop the Company's capital structure, to be used as payment in corporate acquisitions or when the Company acquires assets related to its business and as part of the Company's incentive programs for personnel in a manner and to the extent decided by the Board of Directors, and to be conveyed for other purposes or to be cancelled.

The Board of Directors is authorized to decide on all other terms and conditions regarding the acquisition of the Company's own shares. The authorization shall be in force until the next Annual General Meeting.

#### **19. Closing of the Meeting**

##### **B. Documents of the General Meeting**

The above-mentioned proposals for the resolutions on the matters on the agenda of the General Meeting as well as this notice are available on the Company's website at [www.qpr.com](http://www.qpr.com). The Company's Remuneration Report, the Company's updated Remuneration Policy as well as the Annual Report 2023, including the Financial Statements, the report of the Board of Directors and the Auditor's Report, is also available on the above-mentioned website. Copies of these documents and this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website no later than as of May 29, 2024.

## **C. Instructions to participants of the General Meeting**

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

Each shareholder who, on the record date of the General Meeting on May 2, 2024, is registered in the Company's shareholders' register held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder whose shares are registered on their personal Finnish book-entry account is registered in the Company's shareholders' register.

Registration for the General Meeting will commence on April 22, 2024. A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting must register for the General Meeting no later than by May 10, 2024, at 10.00 a.m. (EEST), by which time the registration must have been received.

Registration for the General Meeting can be made:

a) through the Company's website at [www.qpr.com](http://www.qpr.com)

Electronic registration requires that the shareholder or its legal representative or proxy representative uses strong electronic authentication either by Finnish or Swedish online banking codes or mobile certificate.

b) by mail or email

In connection with the registration, a shareholder shall notify their name, date of birth or business identity code, address, telephone number, the name of a possible assistant or the name and date of birth of a possible proxy representative. A shareholder may register by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by regular mail to Innovatics Oy, Yhtiökokous / QPR Software Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland.

In connection with the registration, a shareholder or a proxy representative is required to provide the requested personal information, such as the name, date of birth, business identity code and contact details of the shareholder. The personal data given to the Company or to Innovatics Oy by shareholders and proxy representatives is only used in connection with the General Meeting and with the processing of related necessary registrations.

### **2. Proxy representatives and powers of attorney**

A shareholder may participate and make use of their shareholder rights at the General Meeting through a proxy representative. Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

A template for the proxy document is available on the Company's website at [www.qpr.com](http://www.qpr.com) as of April 22, 2024. Possible proxy documents shall be delivered primarily as an attachment in connection with the registration or alternatively by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by regular mail to Innovatics Oy, Yhtiökokous / QPR Software Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland before the end of the registration period.

If a shareholder delivers a proxy document to the Company in accordance with the applicable instructions before the expiry of the registration period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy document.

Shareholders that are legal entities can also use the electronic suomi.fi authorization service instead of a traditional proxy document. In such case, the legal entity shall authorize the authorized representative nominated by the legal entity in the suomi.fi service at [suomi.fi/e-authorizations](http://suomi.fi/e-authorizations) by using the mandate theme

“Representation at the General Meeting”. In connection with the registration, the representative must identify themselves with strong electronic authentication, after which they can register. Strong electronic authentication can be conducted with online banking codes or a mobile certificate. Further information is available at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).

Further information is available on the website of the Company at [www.qpr.com](http://www.qpr.com).

### **3. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which they on the record date of the General Meeting, i.e. on May 2, 2024, would be entitled to be registered in the shareholders’ register of the Company held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders’ register held by Euroclear Finland Oy at the latest by May 10, 2024, at 10:00 a.m. (EEST). With regard to nominee-registered shares, this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay all necessary instructions regarding the temporary registration in the shareholder's register of the Company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders’ register of the Company within the registration period applicable to nominee-registered shares.

Further information is available on the website of the Company at [www.qpr.com](http://www.qpr.com).

### **4. Other information**

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the General Meeting has the right to ask questions with respect to the matters to be considered at the meeting.

On the date of this notice, April 22, 2024, the total number of shares and votes in the Company is 18,175,192.

Changes in share ownership after the record date of the General Meeting do not affect the right to participate in the General Meeting or a shareholder’s number of votes at the General Meeting.

In Helsinki on April 22, 2024

QPR SOFTWARE PLC

The Board of Directors