

## **NOTICE OF GENERAL MEETING**

The shareholders of Aiforia Technologies Plc are invited to the General Meeting to be held on April 4, 2024 at 10:00 a.m. EEST in Sanomatalo's Eliel Studio at Töölönlahdenkatu 2, Helsinki. The reception of shareholders who have registered for the meeting and distribution of ballot papers will start at 9:30 a.m. at the meeting venue.

The meeting is held as a hybrid meeting in accordance with Chapter 5, Section 16 (2) of the Limited Liability Companies Act. As an alternative to attending the General Meeting at the meeting venue, shareholders can also exercise their rights fully remotely during the meeting. Instructions for remote participation are set out in Part C of this Notice of General Meeting.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Section C of this Notice of General Meeting.

Prior to the meeting, shareholders may also submit written questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act on matters to be discussed at the meeting. Instructions on how to submit written questions are set out in Section C of this Notice of General Meeting.

### **A. Matters to be discussed at the General Meeting**

The General Meeting will discuss the following matters:

- 1. Opening the meeting**
- 2. Matters of order for the meeting**
- 3. Election of the persons to scrutinize the minutes and to supervise the counting of votes**
- 4. Recording the legal convening of the meeting and quorum**
- 5. Establishment of the persons present and confirmation of the voting list**
- 6. Presentation of the financial statements, annual report and the auditor's report for 2023**

Presentation of the CEO's review.

As of March 13, 2024, the financial statements, the annual report and the auditor's report are available on the company's website at <https://investors.aiforia.com/fi/>.

### **7. Adoption of the Financial Statements**

The Board of Directors proposes to the General Meeting that the financial statements for 2023 be approved as presented.

### **8. Resolution on the use of the profit shown on the Balance Sheet and the distribution of dividend**

The Board of Directors' proposal on the processing of profit/loss appears in the financial statements.

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

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

The Board of Directors proposes to the General Meeting that the remuneration of the Board of Directors shall be as follows:

The members of the Board of Directors shall be paid an annual remuneration of EUR 20,000, excluding the Chairman of the Board, whose annual remuneration is EUR 40,000. The proposed remuneration is the same as last year. If the Board of Directors chooses to elect a Vice Chairman of the Board from among its members, they shall be paid an annual remuneration of EUR 25,000.

The Chairman of the Audit Committee shall be paid a fixed annual remuneration of EUR 4,000 and each member of the Audit Committee EUR 2,000.

The Chairman of the Remuneration Committee shall be paid a fixed annual remuneration of EUR 4,000 and each member of the Remuneration Committee EUR 2,000.

Moreover, Board members are also reimbursed reasonable travel expenses related to the duties of the Board of Directors.

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

The Board of Directors proposes to the General Meeting that the number of ordinary members of the Board of Directors shall be six (6).

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

The Board of Directors proposes to the General Meeting that the current members of the Board of Directors Pekka Mattila, Johan Lundin, Maria Fe Paz de Paz, Jerry Jian Hong, and Steven Lynum shall be re-elected as new members of the Board of Directors, and that Tuomas Tenkanen shall be elected as a new board member, whose brief presentation is available at [https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024).

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

The Board of Directors proposes to the General Meeting that the auditor be paid reasonable remuneration in accordance with the invoice approved by the Company.

#### **14. Election of the auditor**

The Board of Directors proposes to the General Meeting that the firm of authorized public accountants PricewaterhouseCoopers Oy, which has appointed APA Martin Grandell as responsible auditor, be appointed as auditor to serve for a term ending at the end of the next General Meeting. The auditor proposed herein has given their consent for the election.

#### **15. Authorization of the Board of Directors to decide on the issuance of shares**

The Board of Directors proposes that the General Meeting of shareholders authorize the Board of Directors to decide on the issuance of shares as follows:

The shares issued under the authorization may be new shares or treasury shares. The maximum number of shares issued under the authorization may be 3,500,000 shares. The shares may be issued in one or more tranches.

Under the authorization, the Board of Directors may resolve upon issuing new shares to the Company itself. However, the Company, together with its subsidiaries, may not at any time hold more than 10 per cent of all its registered shares.

The Board of Directors is authorized to resolve on all terms of the share issue. The issue may be a directed share issue in deviation from the shareholders' preemptive rights, provided that there is a weighty financial reason for this.

The authorization revokes all previous share issue authorizations. However, the authorization does not invalidate any earlier authorizations entitling the Board of Directors to decide on issues of special rights entitling to shares.

The authorization is valid until the close of the next General Meeting, however no longer than until June 30, 2025.

#### **16. Authorization of the Board of Directors to decide on issuing option rights and other special rights entitling to shares**

The Board of Directors proposes that the General Meeting authorize the Board of Directors to decide on the issuance of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Finnish Limited Liability Companies Act as follows:

Under the authorization, option rights and other special rights entitling to a maximum of 500,000 shares may be issued. The option rights and other special rights entitling to shares may be issued in one or more tranches.

The Board of Directors is authorized to resolve on all terms for the issuance of the special rights entitling to shares. The issue of special rights entitling to shares may be a directed issue in deviation from the shareholders' preemptive rights, provided that there is a weighty financial reason for this.

The authorization revokes all previous authorizations to issue special rights entitling to shares. However, the authorization does not invalidate any earlier authorizations entitling to decide on a share issue.

The authorization is valid until the close of the next General Meeting, however no longer than until June, 30 2025.

#### **17. Closing the meeting**

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

This notice, which contains all proposals for resolutions on the agenda of the General Meeting, will be available from March 7, 2024 on Aiforia Technologies Plc's website at [https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024). Aiforia Technologies Plc's financial statements, annual report and auditor's report will be available on the above-mentioned website by March 13, 2024 at the latest. The proposed resolutions and other documents mentioned above will also be available for inspection at the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website by April 18, 2024 at the latest.

##### **C. Instructions for meeting participants**

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

Shareholders who are registered in the shareholders' register of Euroclear Finland Oy on the record date of the General Meeting March 21, 2024 are entitled to participate in the General Meeting. A shareholder whose shares in the Company are registered in their personal Finnish book-entry account is registered in the company's shareholders' register.

Registration for the General meeting starts on March 7, 2024 at 9:00 a.m. EET. A shareholder entered in the Company's shareholders' register who wishes to attend the General Meeting must register no later than March 28, 2024 at 10:00 a.m. EET, by which time the registration must be received. You can register for the General Meeting:

a) via the Company's website at

[https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024).

Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish or Swedish bank ID or mobile certificate.

b) by e-mail or mail. Shareholders registering by mail or e-mail shall submit the registration form and advance voting form available on the Company's website

[https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024) or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Aiforia Technologies Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi).

When registering, the shareholder must provide the requested information, such as the shareholder's name, date of birth or business ID, contact details, the name and date of birth of any assistant or proxy and whether the shareholder or their proxy will attend the General Meeting in person or remotely. The personal data provided by shareholders to Aiforia Technologies Plc shall only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder, their representative or proxy must be able to prove their identity and/or right of representation at the meeting if necessary.

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and from 1:00 p.m. to 4:00 p.m.

## **2. Holder of nominee-registered shares**

A holder of nominee-registered shares is entitled to participate in the General Meeting based on the shares which would entitle them to be entered in the shareholders' register maintained by Euroclear Finland Oy on the record date for the General Meeting March 21, 2024. Participation also requires that the shareholder is temporarily registered in the shareholders' register maintained by Euroclear Finland Oy by March 28, 2024, unless an exemption is granted, by 10.00 a.m. EET at the latest. In the case of nominee-registered shares, this is considered as registration for the General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

The holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the shareholders' register, the issuing of proxies and voting instructions, registration and attendance at the General Meeting and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to attend the General Meeting temporarily in the shareholders' register of the Company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the

holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

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

A shareholder may attend the General Meeting and exercise their rights there through a proxy representative. A shareholder's proxy may also elect to vote in advance as described in this notice if they so wish. The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which they will be able to register and vote in advance on behalf of the shareholder that they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. You can prove your right to representation by using the suomi.fi e-authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the Company's website [https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024). If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares based on which each proxy represents the shareholder shall be indicated in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment in connection with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Aiforia Technologies Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

### **4. Remote participation in the meeting**

A shareholder entitled to attend a General Meeting may participate in the meeting and exercise their rights fully during the meeting not only by attending at the meeting venue but also by remote access.

A shareholder's or proxy's notice of remote participation in the General Meeting is binding, and the shareholder or proxy has no right to change the method of participation or to attend the meeting at the meeting venue after the registration period has expired. However, notification by a shareholder's proxy of participation by remote access shall not restrict the right of other shareholder's proxies to attend the meeting at the meeting venue.

A shareholder or proxy who has registered to attend the General Meeting at the meeting venue may change their participation to remote participation. There is no need to notify the company of the change separately. Remote participation takes place via a remote participation link sent to the telephone number and/or e-mail address provided when registering for the General Meeting.

Remote access to the General Meeting will be provided through Inderes Oyj's virtual AGM service on the Videosync platform, which includes video and audio access to the General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone if you want to speak. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

The participation link and password for remote participation will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided at the time of registration to all those who have registered for the General Meeting no later than the day before the General Meeting. Thus, advance voters and shareholders who have registered to attend the General Meeting at the venue may also participate in the General Meeting remotely via a telecommunications connection if they so wish. The votes cast by advance voters will be considered in the decision of the General Meeting, regardless of whether they participate in the General Meeting remotely or not. If they participate remotely, they will be able to change their advance votes during the meeting if they so wish, should a vote take place.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions, and a link to test the compatibility of your computer, smartphone or tablet with the network connection can be found at <https://flik.videosync.fi/katsoja-testi>. <https://vagm.fi/support>. A link to test the compatibility your computer, smartphone or tablet with the network connection can be found at <https://demo.videosync.fi/agm-compatibility?language=fi>. It is recommended that you read the detailed participation instructions before the meeting.

## **5. Advance voting**

A shareholder whose shares in the Company are registered in their personal Finnish book-entry account may vote in advance between 9:00 a.m. EET on March 8, 2024 and 10:00 a.m. EET on March 28, 2024 on items 7–16 on the agenda of the General Meeting.

a) via the Company's website at [https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024). Login to the service is done in the same way as for registration in section C.1 of this Notice, or

b) by mail or by e-mail by submitting the advance voting form available on the Company's website or equivalent information to Innovatics Oy at Innovatics Oy, General Meeting / Aiforia Technologies Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail at [agm@innovatics.fi](mailto:agm@innovatics.fi). Advance votes must be received by the time the advance voting ends. In addition to advance voting, the shareholder shall ensure registration for the General Meeting before the end of the registration period.

For nominee registered shareholders, the advance voting is carried out through the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom they represent in accordance with the voting instructions given by them during the registration period set for the nominee-registered shares.

Proposals for resolution that are subject to advance voting are deemed to have been made at the General Meeting without any changes. The conditions and other instructions for electronic advance voting are available on the Company's website at [https://investors.aiforia.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2024](https://investors.aiforia.com/en/investors/corporate_governance/annual_general_meeting_2024).

## **6. Other instructions/information**

The meeting language is Finnish.

Shareholders present at the General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act. Until 10:00 a.m. EET on March 28, 2024, shareholders may also submit questions on the matters to be discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act by electronic registration or, alternatively, by e-mail to [ir@aiforia.com](mailto:ir@aiforia.com). The management of the company will answer such questions submitted in advance in writing at the General Meeting.

Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

On the date of the Notice of General Meeting, March 7, 2024, Aiforia Technologies Plc has a total of 25,950,616 shares representing an equal amount of votes. The Company does not hold any treasury shares.

Helsinki March 7, 2024

AIFORIA TECHNOLOGIES PLC

BOARD OF DIRECTORS