



## **Notice to the Annual General Meeting - 2025**

Notice is given to the shareholders of Tecnotree Corporation ("**Company**") to the Annual General Meeting to be held on Monday, 07 April 2025 at 11 a.m. (EEST) at event center Little Finlandia, Karamziniranta 4, 00100 Helsinki, Finland. The reception of attendees who have registered for the Annual General Meeting and the distribution of voting tickets will commence at the meeting venue at 10 a.m. (EEST).

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

Shareholders may also exercise their voting rights by voting in advance. Instructions for advance voting are presented in Section C of this notice to the Annual General Meeting.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

The following matters are on the agenda of the meeting:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinize the minutes and 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, the auditor's report and the sustainability statement assurance report for the year 2024**

- Review by the CEO

The financial statements, the report of the Board of Directors (including the sustainability statement), the auditor's report and the sustainability statement assurance report are available on the Company's website at [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025).

- 7. Adoption of the financial statements**

**8. Resolution on the use of the profit shown on the balance sheet and the distribution of dividend**

The Company's distributable funds on 31 December 2024 amounted to EUR 41,452,510.05, including the loss for the financial period of EUR 282,190.61.

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.01 per share be paid for the financial year 2024. The dividend shall be paid to a shareholder who is registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the payment, i.e. 2 May 2025. The Board of Directors proposes that the Company shall pay the dividend on 12 May 2025.

If the payment of the dividend is prevented due to applicable law, regulation or unexpected circumstances, the Board will resolve, as soon as practically possible, on a new record date and payment date.

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

**10. Advisory resolution on the adoption of the Company's remuneration report for governing bodies**

The Board of Directors proposes to the Annual General Meeting that the Company's remuneration report for governing bodies for the year 2024 is adopted through an advisory resolution.

The remuneration report for the governing bodies is available on the Company's website at [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025).

**11. Resolution on the remuneration of the members of the Board of Directors**

Upon recommendation of the Nomination Committee, the Board of Directors proposes to the Annual General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the end of the Annual General Meeting in 2026 be decreased and be as follows:

- Chairman – EUR 75,000
- Vice Chairman – EUR 50,000
- Other Directors – EUR 30,000

Upon recommendation of the Nomination Committee, the Board of Directors proposes that in addition to the annual remuneration the Board members be entitled to meeting fees as follows:

- For Board meetings: EUR 2,500 per meeting for the Chairman, EUR 1,500 per meeting for the Vice Chairman, and EUR 1,000 per meeting for other Directors.
- For Committee meetings: EUR 2,500 per meeting for the Chairman and EUR 1,000 per meeting for other Committee members.

The members of the Board of Directors shall also be entitled to reimbursement of reasonable travel expenses in accordance with the Company's travel policy.

This proposal reflects a further reduction in the remuneration of the Board of Directors from the previous term. At the 2024 Annual General Meeting, the annual remuneration of the Board of Directors was set at EUR 210,000 for the Chairman, EUR 120,000 for the Vice Chairman, and EUR 70,000 for other Directors, with approximately 45 % of the remuneration payable in Tecnotree Corporation shares and 55 % in cash. However, following cost-optimization measures implemented in 2024, the Board decided to reduce its remuneration by 35 %, effective retroactively from 15 April 2024, resulting in actual fees of EUR 136,500 for the Chairman, EUR 78,000 for the Vice Chairman, and EUR 45,500 for other Directors.

Upon recommendation of the Nomination Committee, the Board of Directors further proposes that for the term until the end of the Annual General Meeting in 2026, all remuneration be paid entirely in cash, with no portion paid in shares.

The Board of Directors believes this revised remuneration structure appropriately reflects the Company's financial considerations while ensuring fair compensation for Board members.

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

Upon recommendation of the Nomination Committee, the Board of Directors proposes to the Annual General Meeting that five (5) members be elected to the Board of Directors of the Company.

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

Upon recommendation of the Nomination Committee, the Board of Directors proposes to the Annual General Meeting that the current members of the Board of Directors Mr. Neil Macleod, Mr. Johan Hammaren, Ms. Jyoti Desai, Mr. Conrad Neil Phoenix and Mr. Anders Fornander be re-elected as members of the Board of Directors. It is proposed that shareholders take a position on the composition of the Board of Directors as a whole.

The members of the Board of Directors are elected for a term that expires at the end of the first Annual General Meeting following the election.

All persons proposed as members of the Board of Directors have given their consent to the election. All are assessed to be independent of the Company and except for Neil Macleod and Conrad Neil Phoenix also independent of the Company's significant shareholders. More information of the proposed Board members to be elected is available on the Company's

website

[https://sijoittajat.tecnotree.com/en/investors/corporate\\_governance/board\\_of\\_directors](https://sijoittajat.tecnotree.com/en/investors/corporate_governance/board_of_directors).

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

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to a reasonable invoice approved by the Board of Directors.

**15. Election of auditor**

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that Tietotili Audit Oy be re-elected as the auditor of the Company.

Tietotili Audit Oy has informed the Company that APA Mr. Urpo Salo will be the auditor with principal responsibility.

The term of the auditor expires at the end of the first Annual General Meeting following the election.

**16. Resolution on the remuneration of the sustainability reporting assurance provider**

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the remuneration of the sustainability reporting assurance provider be paid according to the reasonable invoice approved by the Board of Directors.

**17. Election of sustainability reporting assurance provider**

Upon recommendation of the Audit Committee, the Board of Directors proposes to the Annual General Meeting that Tietotili Audit Oy, Authorized Sustainability Audit Firm, be elected as the company's sustainability reporting assurance provider.

Tietotili Audit Oy has informed the Company that Mr. Urpo Salo, Authorized Public Accountant, Authorized Sustainability Auditor would be the principally responsible sustainability assurer.

The term of the sustainability reporting assurance provider expires at the end of the first Annual General Meeting following the election.

**18. Closing of the meeting.**

**B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

This notice, which includes all proposals of the Board of Directors relating to the matters on the agenda of the Annual General Meeting, are available on Tecnotree Corporation's website at [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2)

025 from this day. Likewise, the annual report of Tecnotree Corporation, including the Company's financial statements, the report of the Board of Directors (including the sustainability statement), the auditor's report and the sustainability statement assurance report as well as the remuneration report, are available to the shareholders on the Company's website. The aforementioned documents will also be available for inspection at the Annual General Meeting.

The minutes of the meeting will be available on the above-mentioned website no later than on 21 April 2025.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

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

Each shareholder, who is registered on the record date 26 March 2025 in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

Registration for the Annual General Meeting will begin on 17 March 2025 at 10 a.m. (EET). A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting, shall register for the meeting no later than 31 March 2025 at 4 p.m. (EEST) by giving a prior notice of participation, which needs to be received no later than by the above-mentioned date. The registration can be done in the following ways:

- on the Company's website  
[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025)

Electronic registration requires strong electronic identification of the shareholder or their legal representative or proxy representative with Finnish, Swedish or Danish bank ID or a mobile certificate. If shareholders use Suomi.fi- authorizations, registration requires the authorized person's strong electronic authentication with Finnish online banking codes or a mobile certificate.

- by e-mail or regular mail

A shareholder registering by e-mail or by regular mail shall deliver the registration form available on the Company's website [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025) or corresponding information by e-mail to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) or by regular mail to the address Innovatics Ltd, AGM/Tecnotree Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

- by telephone +358 10 2818 909 Monday to Friday 9 a.m. – 12 p.m. and 1 – 4 p.m. (EET/EEST). A shareholder cannot vote in advance, when registering by phone.

In connection with the registration, at least the following information is requested: the shareholder's name, date of birth or business ID, contact details and the name of any proxy representative or assistant as well as the date of birth, phone number and/or e-mail of the proxy representative. The personal data given to Tecnotree Corporation or to Innovatics Ltd by shareholders, proxy representatives and assistants is only used in connection with the Annual General Meeting and with the processing of related necessary registrations.

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

Additional information regarding registration and advance voting is available by telephone during the registration period of the Annual General Meeting from the telephone number of Innovatics Ltd +358 10 2818 909 Monday to Friday 9 a.m. – 12 p.m. and 1 – 4 p.m. (EET/EEST).

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

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e., on 26 March 2025 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been notified for temporary entry into the shareholders' register held by Euroclear Finland Ltd. at the latest by 2 April 2025 at 10 a.m. (EEST). As regards nominee-registered shares, this constitutes registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the Annual General Meeting or number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the notification for temporary entry into the shareholders' register of the Company, issuing of proxy documents and giving voting instruction, registration for the Annual General Meeting as well as advance voting from his/her custodian bank. The account management organization of the custodian bank has to notify a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, for temporary entry into the shareholders' register of the Company at the latest by the time stated above and if needed take care of the voting in advance on behalf of the holders of nominee-registered shares within the registration period applicable to nominee-registered shares. For the sake of clarity, it is noted that holders of nominee-registered shares cannot directly register for the Annual General Meeting on the Company's website but must register via their custodian bank instead.

## **3. Proxy representative and power of attorney**

A shareholder may participate in the Annual General Meeting and exercise its/his/her rights at the meeting by way of proxy representation. The proxy representative may also choose to vote in advance in the manner set out in this notice.

The electronic registration and advance voting on behalf of a shareholder requires secured strong authentication. The proxy representative can register and vote on behalf of the shareholder by logging in with the proxy representative's own online banking codes or a mobile certificate.

A proxy representative shall present a dated proxy document or otherwise prove in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. Statutory right of representation may be demonstrated by using the Suomi.fi e-Authorization service which is in use in the online registration service. A model proxy and voting instruction is available on the Company's website

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025).

When a shareholder participates in the meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Shareholders are requested to primarily deliver possible proxy documents as an attachment in connection with the electronic registration or alternatively by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) or in original via regular mail to Innovatics Ltd, AGM/Tecnotree Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland before the end of the registration period on 31 March 2025 at 4 p.m. (EEST). In addition to delivering the proxy authorization documents, shareholders or their proxy representatives shall attend to the registration for the Annual General Meeting and, if they so wish, vote in advance in the manner set out above in this notice.

Shareholders can use the electronic Suomi.fi authorization service instead of the traditional proxy authorisation. In this case, the shareholder authorizes a representative nominated by it in the Suomi.fi service at <http://www.suomi.fi/e-authorizations> (using the proxy "Representation at the General Meeting"). When registering, the authorized person must identify himself/herself with strong electronic identification, after which the electronic authorization will be checked automatically. Strong electronic identification works with bank IDs or a mobile certificate. For more information regarding electronic authorizations, see [www.suomi.fi/ e-authorizations](http://www.suomi.fi/e-authorizations).

#### **4. Remote participation in the Annual General Meeting**

Shareholders entitled to attend the Annual 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 Annual 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 place of the Annual General Meeting 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 proxies of that shareholder to attend the meeting at the place of the meeting.

Remote access to the Annual General Meeting will be provided through Inderes Plc's general

meeting service on the Videosync platform, which includes video and audio access to the Annual 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 Annual General Meeting no later than the day before the Annual General Meeting. Thus, shareholders who have voted in advance may also participate in the Annual General Meeting remotely via telecommunication if they so wish. The votes cast by advance voters will be taken into account in the decision of the Annual General Meeting, regardless of whether they participate in the Annual General Meeting remotely or not. Shareholders participating in the meeting remotely will be able to change their advance votes during the meeting, should a vote take place.

For more information on the Annual 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 can be found here: <https://b2b.inderes.com/knowledge-base/inderes-agm-solutions>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended that you read the detailed participation instructions before the Annual General Meeting.

In the event of problems during the Annual General Meeting, shareholders are requested to contact the online general meeting service provider's support without delay. Assistance with logging in to the meeting is available by phone at +358 10 2818 909 or by e-mail at [agm@innovatics.fi](mailto:agm@innovatics.fi). In case of problems in following the meeting, exercising your right to speak or voting during the meeting, assistance is available by phone at +358 20 729 1449 or by email at [support@videosync.fi](mailto:support@videosync.fi).

## **5. Voting in advance**

Shareholders with a Finnish book-entry account can vote in advance on certain matters on the agenda between 10 a.m. (EET) on 17 March 2025 and 4 p.m. (EEST) on 31 March 2025 in the following ways:

- on the Company's website  
[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025).

Online voting requires that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish, Swedish or Danish bank ID or mobile certificate. If shareholders use Suomi.fi-authorizations, registration requires the authorized person's strong electronic authentication with bank ID or a mobile certificate. The



terms and other instructions concerning the electronic voting are available on the Company's website at

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025).

- by regular mail or email

Shareholders can also submit the advance voting form, which is available on the Company's website at

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025) or corresponding information by mail to Innovatics Ltd to the address AGM/Tecnotree Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi).

The advance votes must be received prior to the expiry of the advance voting period.

If a shareholder submits advance votes as set out above before the end of the registration and advance voting period, the shareholder is deemed to have registered for the Annual General Meeting, provided that the information required for registration mentioned above have been provided.

Shareholders who have voted in advance, who wish to exercise their right to ask questions in accordance with the Finnish Limited Liability Companies Act, demand a vote at the Annual General Meeting or vote on a possible counterproposal must attend the General Meeting in person or by proxy at the meeting venue or remotely.

For holders of nominee-registered shares, advance voting is carried out via the custodian bank. The account management organisation of the custodian bank may cast advance votes on behalf of the holders of nominee-registered shares in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

An agenda item subject to advance voting is considered to have been presented unchanged to the Annual General Meeting. Instructions concerning the advance voting are available on the Company's website

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2025](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2025).

## **6. Other instructions and information**

The Annual General Meeting will be conducted primarily in Finnish. The review by the CEO will be held in English. Simultaneous translation will be available into English and, as necessary, into Finnish.

Shareholders present at the Annual General Meeting have the right pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act to ask questions with respect to the matters to be considered at the meeting.

Changes in shareholding after the record date of the Annual General Meeting do not affect the right

to participate in the Annual General Meeting or the number of votes of the shareholder.

On the date of the notice to the Annual General Meeting, 14 March 2025, the total number of shares in Tecnotree Corporation is 17,053,250 shares, representing a total number of 17,053,250 votes. On the date of this notice, the Company holds 1,092,467 treasury shares, which cannot be used for voting in the meeting.

In Espoo, 14 March 2025

TECNOTREE CORPORATION

THE BOARD OF DIRECTORS