

## Notice to the Annual General Meeting

Notice is given to the shareholders of Tecnotree Corporation (“Company”) to the Annual General Meeting to be held on Wednesday 19 April 2023 at 10 a.m. (EEST/Finnish time) at Milton House at Sörnäisten Rantatie 15, 00530 Helsinki, Finland. The reception of attendees who have registered for the General Meeting and the distribution of voting tickets will commence at the meeting venue at 9.15 a.m. (EEST/Finnish time).

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

Shareholders who are registered in the Company’s shareholders’ register maintained by Euroclear Finland Ltd. on the record date of the Annual General Meeting will be able to follow the Annual General Meeting through a webcast by registering separately. Following the Annual General Meeting via webcast is not, however, considered as participation in the Annual General Meeting and it is therefore not possible to exercise voting rights and the right of speech at the Annual General Meeting through the webcast. Shareholders who follow the meeting via webcast and wish to exercise their voting rights are referred to vote in advance or through an authorized proxy at the Annual General Meeting. Instructions regarding advance voting and following the webcast are presented in section C. of this notice as well as on the Company’s website.

## 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 and the auditor’s report for the year 2022**
  - Review by the CEO

The financial statements, the report of the Board of Directors and the auditor’s report are available on the Company’s website at [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

**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 Board of Directors proposes to the Annual General Meeting that no dividend be paid for the financial year 1 January 2022 – 31 December 2022 and that the loss of the Company for the period EUR 308,052.50 be transferred to the retained earnings account in the shareholders' equity.

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

**10. Consideration of the remuneration report of the governing bodies**

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\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

**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 2024 be as follows:

- Chairman – EUR 210,000
- Vice Chairman – EUR 120,000
- Other Directors – EUR 70,000

In addition to the annual fee, the members of the Board of Directors are entitled to reimbursement of reasonable travel expenses in accordance with the Company's travel policy.

Upon recommendation of the Nomination Committee, the Board of Directors proposes that approximately 45 per cent of the remuneration be paid in Tecnotree Corporation's shares and approximately 55 per cent be paid in cash. The part of the remuneration paid in shares will be paid by either purchasing shares from the public market, or by transferring own shares held by the Company. The shares will be delivered to the Board members within two weeks from the day following the publication of the Company's interim report for 1 January 2023 – 30 September 2023 (or at such first available time when the transaction can be executed under applicable law).



## **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 six (6) 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, Ms. Jyoti Desai, Mr. Conrad Neil Phoenix, Mr. Anders Fornander and Mr. Markku Wilenius be re-elected as members of the Board of Directors and that Johan Hammarén be elected as a new member to the Board. 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://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

## **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. Amendment of Article 10 of the Articles of Association

The Board of Directors proposes that Article 10 of the Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as a so-called remote meeting in addition to the Company's domicile (Espoo) or Helsinki. In its amended form, said provision of the Articles of Association would read as follows:

*"10 §  
Annual General Meeting*

*The Annual General Meeting is held annually before the end of May on the date determined by the Board of Directors.*

*The General Meeting may be held at the domicile of the company or in Helsinki. The Board of Directors may also resolve on organizing the General Meeting without a meeting venue whereby the shareholders have the right to exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means (remote meeting)."*

## 17. 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 General Meeting, are available on Tecnotree Corporation's website at [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023) from this day. Likewise, the annual report of Tecnotree Corporation, including the Company's financial statements, the report of the Board of Directors and the auditor's report as well as the remuneration report, are available to the shareholders on the Company's website. The aforementioned documents will also be available at the General Meeting.

The minutes of the meeting will be available on the above-mentioned website no later than on 3 May 2023.

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

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

Each shareholder, who is registered on 5 April 2023 in the shareholders' register of the Company held by Euroclear Finland Ltd., has the right to participate in the 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 General Meeting will begin on 25 March 2023 at 10 a.m. (EET/Finnish time). A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the General Meeting, shall register for the meeting no later than 12 April 2023 at 4 pm 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:

- a) on the Company's website  
[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023)

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

- b) by e-mail or regular mail

A shareholder registering by e-mail or by regular mail shall deliver the registration form available on the webpage of the Company [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023) 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, 00520 Helsinki.

- c) by telephone +358 10 2818 909 Monday to Friday 9 – 12 a.m. and 1 – 4 p.m. (EEST/Finnish time).

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 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 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 General Meeting from the telephone number of Innovatics Ltd +358 10 2818 909 Monday to Friday 9 – 12 a.m. and 1 – 4 p.m. (EEST/Finnish time).



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

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e., on 5 April 2023 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the 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 14 April 2023 at 10 a.m. (EEST/Finnish time). As regards nominee registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date do not affect the right to participate in the 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 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 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.

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

A shareholder may participate in the 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 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 or voting instruction is available on the Company's webpage

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

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 General Meeting.



Shareholders are requested to primarily deliver possible proxy documents as an attachment in connection with registering for the meeting 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, 00520 before the end of the registration period on 12 April 2023 at 4 p.m. (EEST/Finnish time). In addition to delivering the proxy authorization documents, shareholders or their proxy representatives shall attend to the registration for the General Meeting and, if they so wish, vote in advance in the manner set out above in this notice.

Shareholders that are legal entities can use the electronic Suomi.fi authorization service instead of the traditional proxy authorisation. In this case, the entity 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. 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/Finnish time) on 25 March 2023 and 4 p.m. (EEST/Finnish time) on 12 April 2023 in the following ways:

a) on the Company’s website

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023)

Online voting requires that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate. If shareholders that are legal persons 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 [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

b) 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\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023) or corresponding information by mail to Innovatics Ltd to the address AGM/Tecnotree Corporation, Ratamestarinkatu 13 A, 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 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 General Meeting or vote on a possible counterproposal must participate in the General Meeting at the meeting venue in person or by way of proxy representation.

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 General Meeting. Instructions concerning the advance voting are available on the company's website at

[https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

## **5. Other instructions and information.**

The General Meeting will be conducted in Finnish.

Shareholders present at the 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 General Meeting do not affect the right to participate in the General Meeting or the number of votes of the shareholder.

A video link and a password to follow the meeting through a live webcast will on the day prior to the General Meeting be sent by e-mail and/or text message to the e-mail address and/or mobile phone number provided in connection with the registration. Following the General Meeting through the live webcast will be possible only for shareholders who are registered in the Company's shareholders' register maintained by Euroclear Finland Ltd. on the record date of the General Meeting.

To improve interaction, questions relating to the CEO's review may during the meeting be submitted to the CEO through a chat in connection with the webcast of the General Meeting. The questions will be answered after the review of the CEO.





Following the webcast or submitting written question or comments in the chat is not considered participation in the General Meeting or using shareholders' right to request information or speak at the meeting in accordance with the Finnish Limited Liability Companies Act. Written questions submitted in the chat do therefore not constitute questions referred to in Chapter 5, Section 25 in the Finnish Limited Liability Companies Act. The written questions and comments submitted in the chat will be brought to the audience of the General Meeting and answered in the General Meeting if the Chairperson of the meeting considers it appropriate. Shareholders who intend to participate via webcast and wish to exercise their voting rights are referred to vote in advance or by way of proxy representation.

Detailed instructions for following the web cast are available at the website of the Company [https://investors.tecnotree.com/en/investors/corporate\\_governance/annual\\_general\\_meeting\\_2023](https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2023).

Arriving to Milton House by car: In addition to the on-street parking of the neighbouring area, parking spaces can be found at Arena Center, located beneath the Hakaniemi market square. Entrance to Arena Center is located at Sörnäisten rantatie 6.

Coffee will be served to the shareholders after the meeting. The management of the Company will be available for discussion at the coffee stand. This is not part of the General Meeting.

On the date of the notice to the General Meeting, 24 March 2023 the total number of shares in Tecnotree Corporation is 318,956,206 shares and the total number of votes is 318,956,206 votes. On the date of this notice, the Company holds 6,895,053 treasury shares, which cannot be used for voting in the meeting.

In Espoo, 24 March 2023

TECNOTREE CORPORATION

THE BOARD OF DIRECTORS

