

Tecnotree

Notice to the Annual General Meeting - 2024

Notice is given to the shareholders of Tecnotree Corporation (“**Company**”) to the Annual General Meeting to be held on Monday, 15 April 2024 at 3 p.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 2:15 p.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 and the auditor’s report for the year 2023**
 - 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_2024.

7. Adoption of the financial statements

8. Resolution on the use of the profit shown on the balance sheet and authorization of the Board of Directors to decide on the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that based on the balance sheet to be adopted for the financial year 1 January 2023 – 31 December 2023, no dividend is distributed by a resolution of the Annual General Meeting and that the loss for the financial year 1 January 2023 – 31 December 2023 be transferred to the retained earnings account in the shareholders' equity.

Nonetheless, the Board of Directors proposes that the Board of Directors be authorized to decide, in its discretion, on the distribution of a dividend of an aggregate maximum of EUR 170,000 from the retained earnings account.

After the completion of the reverse share split and the related redemption and cancellation of the Company's shares as set out in item 17 below, if the Annual General Meeting approves the reverse share split in the proportion proposed in the said item, the authorization would equal to a maximum of EUR 0.01 per share in distribution. Without the reverse share split proposed in item 17, the amount to be distributed per share would be less than EUR 0.01. The authorization is therefore conditional on that the Annual General Meeting approves the reverse share split proposed in item 17 below with the reverse split ratio set out therein or a higher reverse split ratio.

Unless the Board of Directors decides otherwise for a justified reason, the authorization will, after completion of the reverse split, be used for the distribution of dividend in one installment during the period of validity of the authorization. The authorization is valid until the opening of the next Annual General Meeting. The Board of Directors would make a separate resolution on the amount and timing of the dividend. The Company will make a separate announcement of such Board resolution. The preliminary record date for the distribution is 24 September 2024 and the preliminary payment date is 1 October 2024.

The dividend based on the resolution of the Board of Directors will be paid to a shareholder registered in the Company's shareholders' register maintained by Euroclear Finland Oy on the record date of the dividend.

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 2023 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_2024.

11. Advisory resolution on the adoption of the Company's remuneration policy for governing bodies

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

The remuneration policy is available on the Company's website at https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2024.

12. 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 2025 remains unchanged and therefore 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 2024 – 30 September 2024 (or at such first available time when the transaction can be executed under applicable law). The Company shall pay the transaction costs and transfer taxes related to the purchase or transfer of the shares.

13. 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.

14. 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://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2024.

15. 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.

For the sake of clarity, it is noted that the elected auditor would also be paid remuneration for services rendered for sustainability reporting assurance services according to a reasonable invoice approved by the Board of Directors.

16. 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.

Tietotili Audit Oy would also act as the sustainability reporting assurance provider of the Company until the end of the first Annual General Meeting following the election.

17. Proposal of the Board of Directors to carry out a reverse share split

The Board of Directors proposes that the Annual General Meeting resolves to carry out a reverse share split as follows:

The Board of Directors proposes that the Annual General Meeting resolves that the number

of shares in the Company is reduced without reducing the share capital. The arrangement is proposed to be carried out by issuing the Company's new shares without consideration and, thereafter, by redeeming the Company's shares to the effect that each twenty (20) shares of the Company are merged into one (1) share.

In order to avoid share fractions the Board of Directors proposes that the Board of Directors is authorized to resolve on a directed share issue without consideration in which new shares are issued without consideration to the effect that the number of shares in each book-entry account is made divisible by 20. Therefore, the maximum number of new shares issued to the shareholders by the Company is the amount resulting from multiplying the amount of such book-entry accounts in which Company's shares are registered on the Transaction Day (as defined below) by nineteen (19). The maximum number of new shares to be issued under the authorisation is proposed to be 389,652 shares. The share issue authorisation is proposed to be valid until the completion of the reverse split decided under this agenda item. The Board of Directors is authorized to resolve on all other matters related to the issuance of shares within the limits of the proposed authorisation.

Concurrently with the above issuance of the Company's shares the Company will redeem without consideration from each shareholder a number of shares determined by redemption ratio 20:1, meaning, that for each twenty (20) existing shares of the Company nineteen (19) shares will be redeemed. The Board of Directors of the Company has the right to resolve on all other matters with respect to the redemption of shares. The shares redeemed in connection with the reverse split will be cancelled immediately after the redemption in accordance with the resolution of the Board of Directors.

The reasons for recommending a reverse share split to the Annual General Meeting include increasing the value of an individual share, promoting an efficient share price formation, and enabling the issuance of dividends. The Board of Directors thus considers that the reverse share split is in the interest of the Company and all of its shareholders and that the Company therefore has a particularly weighty financial reason for the reverse share split and the related directed share issue without consideration and redemption of shares. The reverse share split does not affect the Company's equity.

The reverse share split date (the "**Transaction Day**"), on the basis of which the number of shares to be issued to and redeemed from a shareholder is determined, is 19 April 2024. The reverse share split is carried out in the book-entry system after the stock market trading has ended on the Transaction Day. The cancellation of the shares and the Company's new total number of shares will be entered in the trade register approximately on or around 22 April 2024. Trading with the Company's new total number of shares will begin at Nasdaq Helsinki with a new ISIN-number approximately on or around 22 April 2024. If necessary, the trading with the Company's share on Nasdaq Helsinki Ltd. shall be temporarily interrupted in order to perform necessary technical measures in the trading facility after the Transaction Day.

The arrangement, if it is realized, will not require the shareholders to take any action. No part of the arrangement shall be carried out unless all the other parts of the arrangement are carried out as well.

18. Authorizing the Board of Directors to decide on the issuance of shares and other special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide to issue in total a maximum of 2,500,000 shares through issuance of shares or special rights entitling to shares under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act either against payment or for free in one or more transactions during the effective period of the authorization. The Board of Directors may issue either new shares or treasury shares held by the Company. The proposed maximum amount corresponds to approximately 15 percent of the Company's total number of shares after the completion of the reverse share split pursuant to the proposal of the Board of Directors under item 17 in this Annual General Meeting.

Shares and special rights entitling to shares may be issued in proportion to their current shareholdings in the Company or in deviation of the shareholders' pre-emption right (directed share issue). The Board of Directors may also decide on a free share issue to the Company itself. The authorization may be used to finance or carry out acquisitions or other arrangements, strengthen or develop the Company's capital structure, diversify the shareholder base, for the purpose of the Company's equity-based incentive plans or payment of Board fees or for other purposes decided by the Board of Directors. The Board of Directors shall decide on all terms and conditions of the issuance of shares and special rights entitling to shares under Chapter 10, Section 1 of the Finnish Limited Liability Companies Act.

The authorization is valid for a period of five (5) years from the date of the Annual General Meeting. This authorization revokes the authorization granted by the Annual General Meeting on 15 May 2019, but not the authorization granted under item 17 in this Annual General Meeting.

In the event the Annual General Meeting does not approve the reverse share split pursuant to the proposal of the Board of Directors, the number of shares covered by the authorization shall be increased so that the authorization shall apply to a total maximum of 47,840,000 shares.

In the event the Annual General Meeting resolves to approve the reverse share split applying other reverse split ratio than the one proposed by the Board of Directors, the authorization shall be amended so that it corresponds to a number of shares that is approximately equal to a maximum of 15 % per cent of the total number of registered shares after the reverse share split.

19. 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

024 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 and remuneration policy, are available to the shareholders on the Company's website. The aforementioned documents will also be available at the Annual General Meeting.

The minutes of the meeting will be available on the above-mentioned website no later than on 29 April 2024.

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 3 April 2024 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 26 March 2024 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 8 April 2024 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_2024

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 website of the Company https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2024 or corresponding information by e-mail to the address agm@innovatics.fi or by regular mail to the address Innovatics Ltd, AGM/Tecnotree Corporation, Ratamestarinkatu 13 A, 00520 Helsinki.

- by telephone +358 10 2818 909 Monday to Friday 9 – 12 a.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 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 – 12 a.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 3 April 2024 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 10 April 2024 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_2024.

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 registering for the meeting or alternatively by e-mail to 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 8 April 2024 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.

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://vadm.fi/support>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://demo.videosync.fi/agm-compatibility?language=en>. 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. 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.

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 26 March 2024 and 4 p.m. (EEST) on 8 April 2024 in the following ways:

- on the Company's website
https://investors.tecnotree.com/en/investors/corporate_governance/annual_general_meeting_2024

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_2024.

- 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_2024 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

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_2024.

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, 22 March 2024 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 798,830 treasury shares, which cannot be used for voting in the meeting.

In Espoo, 22 March 2024

TECNOTREE CORPORATION

THE BOARD OF DIRECTORS