

ANNUAL GENERAL MEETING OF GOFORE PLC ON 27 MARCH 2018 AT 4 P.M.

TIME: 27 March 2018 at 4 p.m.

PLACE: Kalevantie 2, 33100 Tampere

PRESENT: The shareholders listed in the register of votes confirmed at the Meeting (Appendix 1) were present or represented at the Meeting.

In addition, members of the Board of Directors Sami Somero, Anne-Mari Silvast and Petteri Venola were present at the Meeting. Member of the Board Ali U. Saadetdin was prevented from attending the Meeting. In addition, the CEO Timur Kärki, the Auditor with principal responsibility of the Company's auditor, other members of the Company's management, Attorneys at Law Christian Fogelholm and Jari Gadd and technical meeting staff were present at the Meeting.

1 OPENING OF THE MEETING

Member of the Board Sami Somero opened the Meeting.

2 CALLING THE MEETING TO ORDER

Christian Fogelholm, attorney, was elected as Chairman of the Meeting and he called Jari Gadd, attorney, as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Sanna Asonen-Linkala was elected as Scrutinizer of the Minutes and Katariina Somero was elected as Supervisor of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the Notice to the Meeting had been published on the Company's website and as a stock exchange release on 2 March 2018. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 22 March 2018.

It was noted that the documents relating to the General Meeting have been available on the Company's website as from 9 March 2018. It was noted that the proposals to the General Meeting had been published in full on the Company's website on 2 March 2018.

It was noted that the Meeting was duly convened in accordance with the Company's articles of association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting was attached to the Minutes (Appendix 2).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 44 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney ([Appendix 1](#)).

At the beginning of the Meeting 9,762,315 shares, representing 9,762,315 votes or 75,4 % of all votes were represented at the Meeting.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2017

The managing director Timur Kärki gave a presentation on the Company's activities during year 2017 and answered questions from the shareholders.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January – 31 December 2017 were presented to the Meeting.

It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Companies Act.

The Financial Statements and the associated documentation were attached to the Minutes ([Appendix 3](#)).

The Auditor with principal responsibility of the Company's auditor Teemu Suoniemi, Authorised Public Accountant, presented the main points of the Auditor's Report and answered questions from the shareholders.

The Auditor's Report was presented and attached to the Minutes ([Appendix 4](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS

The Meeting adopted the Financial Statements for the financial year 1 January – 31 December 2017.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN IN THE BALANCE SHEET AND DECIDING ON PAYMENT OF DIVIDENDS

It was noted that the Board of Directors has proposed to the Annual General Meeting that based on the adopted financial statements for the financial period ended 31 December 2017, a dividend of EUR 0.15 per share be paid, i.e. a total of EUR 1,942,320 and that the remainder of the distributable funds be retained in the shareholders' equity. The dividend shall be paid to a

shareholder who is registered in the company's register of shareholders, maintained by Euro-clear Finland Ltd, on the record date for payment 29 March 2018. The dividend is paid on 10 April 2018.

It was resolved to pay dividend from the distributable funds of Gofore Plc in accordance with the proposal of the Board of Directors.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge the members of the Board of Directors and the CEO from liability for the financial year 1 January – 31 December 2017.

10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination Committee of the Board of Directors proposed to the Annual General Meeting that the members of the Board be paid a fee of EUR 1,500 per month and the Chairman of the Board of Directors EUR 2,500 per month, and all members will be compensated for travel expenses against receipt in accordance with the company's travel policy.

The General Meeting resolved, in accordance with the proposal by the Nomination Committee of the Board of Directors that the members of the Board be paid a fee of EUR 1,500 per month and the Chairman of the Board of Directors EUR 2,500 per month, and all members will be compensated for travel expenses against receipt in accordance with the company's travel policy.

11 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination Committee of the Board of Directors proposed to the Annual General Meeting that the number of Board members be five (5).

It was resolved in accordance with the proposal of the Nomination Committee of the Board of Directors that five (5) members are elected to the Board of Directors.

12 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Nomination Committee of the Board of Directors proposed to the Annual General Meeting that Ali U. Saadetdin, Sami Somero and Anne-Mari Silvast be re-elected as members of the Board of Directors.

It was further noted that the Nomination Committee of the Board of Directors proposed to the General Meeting that Kristiina Michelsson and Mika Varjus to be elected as the new members of the Board of Directors.

It was noted that all nominated persons have given their consent to the position.

The Annual General Meeting resolved, in accordance with the proposal, that Ali U. Saadetdin, Sami Somero and Anne-Mari Silvast be re-elected as members of the Board of Directors for a term expiring at the end of the following Annual General Meeting.

Kristiina Michelsson and Mika Varjus were elected as the new members of the Board of Directors for a term expiring at the end of the following Annual General Meeting.

13 REMUNERATION OF THE AUDITOR

It was noted, that The Board of Directors proposes that the auditor's remuneration is paid in accordance with the invoice approved by the Company.

It was resolved, in accordance with the proposal by the Board of Directors that the auditor's remuneration is paid in accordance with the invoice approved by the Company.

14 ELECTION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the Annual General Meeting that KPMG Oy Ab would be re-elected as Auditor. KPMG Oy Ab has announced that Teemu Suoniemi, APA, would be the Auditor with principal responsibility.

It was resolved, in accordance with the proposal by the board, that Authorized Public Accounting firm KPMG Oy Ab is elected as the Auditor of the Company for the following term of office ending at the closing of the next Annual General Meeting. Teemu Suoniemi, Authorized Public Accountant, will act as the Auditor with principal responsibility.

15 AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

It was noted that the Board of Directors had proposed that the General Meeting authorizes the Board of Directors to resolve on the repurchase of a maximum of 1,294,880 shares in the Company in one or more tranches by using funds in the unrestricted shareholders' equity. The maximum number of shares to be repurchased corresponds to 10% of the total number of shares of the company according to the date of the notice to the Meeting. However, the Company, together with its subsidiaries, may not hold more than 10% of the total number of shares in the Company at any time.

The shares can be repurchased otherwise than in proportion of shareholders' holdings in public trading arranged by Nasdaq Helsinki Ltd. for the market price formed at the moment of purchase or otherwise at a price formed on the market. The authorization is proposed to be used e.g. to be assigned as a part of possible corporate acquisitions and share-based incentive schemes, to pay the remuneration of the members of the Board of Directors or for other purposes determined by the Board of Directors and otherwise for further assigned, to be held at the ownership of the company or to be annulled by the company. The Board of Directors can decide upon any other conditions of repurchase of company's own shares.

The authorization revokes the authorization given by the Extraordinary General Meeting on 16 October 2017 to resolve on the repurchase of the company's own shares.

The authorization is proposed to be valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2019.

The General Meeting resolved to authorize the Board of Directors to resolve on the repurchase of own shares in accordance with the terms proposed by the Board of Directors.

16 AUTHORIZATION TO THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUANCE OF SHARES AND THE ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that the Annual General Meeting authorizes the Board of Directors to resolve on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares referred to in chapter 10, section 1 of the Finnish Limited Liability Companies Act, in one or several parts, either against payment or without payment.

The total number of shares to be issued, including shares under options and other special rights, may amount to a maximum of 1,294,880 shares, equivalent to 10% of the total number of shares of the company on the date of the notice to the meeting. The Board of Directors can decide to issue new shares or to transfer own shares that may be held by the company.

The authorization entitles the Board of Directors to decide on all terms and conditions related to the issuance of shares and the issuance of option rights and special rights entitling to shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The authorization is proposed to be used as consideration for acquisitions, partly as a company incentive scheme or for other purposes determined by the Board of Directors.

The authorization is proposed to be valid until the closing of the next Annual General Meeting, however, no longer than 30 June 2019. The authorization revokes all previous unused authorizations to resolve on the issuance of shares, issuance of share options and issuance of other special rights entitling to shares.

The General Meeting resolved to authorize the Board of Directors to resolve on the issuance of shares as well as the issuance of option rights and other special rights entitling to shares in accordance with the terms proposed by the Board of Directors.

17 CLOSING OF THE MEETING

It was recorded that all resolutions made at the Annual General Meeting were supported by all voting shareholders present at the Meeting, unless otherwise specified in the minutes.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes and the English translation of the Minutes will be available on the Company's website on 9 April 2018 at the latest.

The Chairman of the Meeting closed the meeting at 4:45 p.m.

Chairman of the Meeting:

Name: _____
Christian Fogelholm
Title: attorney at law

In Fidem

Name: _____
Jari Gadd
Title: attorney at law

**The minutes have been scrutinized
and approved:**

Name: _____
Sanna Asonen-Linkala

Appendices:

Appendix 1	Record of Votes at the opening of the meeting and final record of votes
Appendix 2	Notice to the Annual General Meeting
Appendix 3	Financial Statements
Appendix 4	Auditor's Report