

## **Notice to the Annual General Meeting of QPR Software Plc**

Notice is hereby given to the shareholders of QPR Software Plc (“**QPR**” or the “**Company**”) that the Annual General Meeting (the “**General Meeting**”) will be held on Wednesday, June 18, 2025, starting at 1:00 p.m. (EEST) at the Company’s headquarters at Keilaranta 1, FI-02150 Espoo, Finland. The reception of shareholders who have registered for the meeting and coffee service prior to the meeting will start at 12:30 p.m. (EEST).

### **A. Matters on the agenda of the General Meeting**

#### **1. Opening of the General Meeting**

#### **2. Matters of order for the General Meeting**

#### **3. Election of a person to scrutinise the minutes and a person 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 2024**

- CEO review

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

#### **8. Resolution on the use of the profit shown on the balance sheet**

The Board of Directors proposes to the General Meeting that no dividend be paid based on the balance sheet to be adopted for the financial year ended on December 31, 2024.

#### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period January 1 – December 31, 2024**

#### **10. Adoption of the Company’s Remuneration Report**

The Board of Directors proposes to the General Meeting that it adopts the Company’s Remuneration Report by way of an advisory resolution.

The Remuneration Report for the year 2024 has been available on the Company’s website at [www.qpr.com](http://www.qpr.com) as of April 3, 2025.

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

The Shareholders’ Nomination Board of the Company proposes to the General Meeting that the remuneration of the Board members be kept unchanged. According to the proposal, the Chairman of the Board of Directors will be paid EUR 45,000 per year and the other members of the Board of Directors EUR 25,000 per year. Approximately 40 percent of the above-mentioned remuneration will be paid in shares and 60 percent in cash. The shares will be transferred at the earliest after the General Meeting election and in accordance with the insider trading regulations.

Furthermore, the Shareholders’ Nomination Board proposes that the members of the Board of Directors will be reimbursed for travel and other expenses incurred while they are managing the Company’s affairs.

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

The Shareholders' Nomination Board of the Company proposes to the General Meeting that the number of Board members is confirmed as four (4).

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

The Shareholders' Nomination Board of the Company proposes to the General Meeting that Pertti Ervi, Antti Koskela and Jukka Tapaninen be re-elected as members of the Board of Directors and that Maija Hovila be elected as a new member of the Board of Directors. All nominees have given their consent to the position and are independent of the Company and of the Company's significant shareholders.

Furthermore, the Shareholders' Nomination Board proposes that Pertti Ervi be re-elected as the Chairman of the Board of Directors.

Information about the experience and previous positions of the persons proposed as members of the Board of Directors are available in their entirety on the Company's website at [www.qpr.com/company/board-of-directors](http://www.qpr.com/company/board-of-directors). Maija Hovila's CV is available on the Company's website at [www.qpr.com/company/investors#annual-general-meeting](http://www.qpr.com/company/investors#annual-general-meeting).

## **14. Resolution on the remuneration of the Auditor**

The Board of Directors proposes to the General Meeting that the fee of the auditor be paid according to a reasonable invoice.

## **15. Election of the Auditor**

The Company has organised an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014) concerning the audit for the financial year 2025.

As the Company does not have an Audit Committee, the Board of Directors has prepared its recommendation in accordance with the EU Audit Regulation and organised an audit firm selection procedure. The Board of Directors has reviewed potential audit firm candidates based on predetermined selection criteria and identified Ernst & Young Oy and KPMG Oy Ab as the best candidates for the audit engagement for the Company. After careful consideration based on the selection criteria, Ernst & Young Oy was confirmed as the Board of Directors' preference and recommended audit firm for a term that will continue until the end of the next Annual General Meeting.

The Board of Directors confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

The Board of Directors proposes to the General Meeting that audit firm Ernst & Young Oy be elected as the Company's auditor. Ernst & Young Oy has announced that Maria Onniselkä, Authorised Public Accountant, would act as the principal auditor.

## **16. Authorisation of the Board of Directors to decide on share issues and on the issues of special rights entitling to shares**

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to decide on issuances of new shares and conveyances of own shares held by the Company (share issue) either in one or more instalments. The share issues can be carried out against payment or without consideration on terms to be determined by the Board of Directors. The authorisation also includes the right to issue special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which entitle to the Company's new shares or own shares held by the Company against consideration.

Based on the authorisation, the maximum number of new shares that may be issued and own shares held by the Company that may be conveyed in share issues and/or on the basis of special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act is 1,985,057 shares. The proposed maximum number of shares corresponds to approximately 10.0 percent of the Company's registered number of shares at the time of the proposal. The authorisation includes the right to deviate from the shareholders' pre-emptive subscription right.

The authorisation can be used, for example, in order to develop the Company's capital structure, to broaden the Company's ownership, to be used as payment in corporate acquisitions or when the Company acquires assets relating to its business and as part of the Company's incentive programs for personnel or for any other weighty financial reason for the Company. The authorisation also includes the right to decide on the price of the shares and the criterion based on which the price is determined, as well as on the distribution of shares against consideration in kind or set-off.

The authorisation also includes the right to decide on share issues without consideration to the Company itself so that the number of own shares held by the Company after the share issues is a maximum of one-tenth (1/10) of all shares in the Company. Pursuant to Chapter 15, Section 11, Subsection 1 of the Finnish Companies Act, all own shares held by the Company and its subsidiaries are included in this amount.

The Board of Directors is authorised to decide on all other terms and conditions regarding the share issues and the issues of special rights entitling to shares. The authorisation shall be in force until the next Annual General Meeting.

#### **17. Authorisation of the Board of Directors to decide on the acquisition of own shares**

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to decide on the acquisition of the Company's own shares. Based on the authorisation, an aggregate maximum amount of 500,000 own shares may be acquired, either in one or more instalments. The proposed maximum number of shares corresponds to approximately 2.5 percent of the Company's registered number of shares at the time of the proposal. The authorisation includes the right to acquire own shares otherwise than in proportion to the existing shareholdings of the Company's shareholders, using the Company's non-restricted shareholders' equity at the market price quoted at the time of purchase on the trading venues where the Company's shares have been admitted to trading.

The Company's own shares may be acquired in order to develop the Company's capital structure, to be used as payment in corporate acquisitions or when the Company acquires assets related to its business, as part of the Company's incentive programs for personnel in a manner and to the extent decided by the Board of Directors, and to be conveyed for other purposes or to be cancelled.

The Board of Directors is authorised to decide on all other terms and conditions regarding the acquisition of the Company's own shares. The authorisation shall be in force until the next Annual General Meeting.

#### **18. Closing of the Meeting**

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

The above-mentioned proposals for the resolutions on the matters on the agenda of the General Meeting as well as this notice are available on the Company's website at [www.qpr.com](http://www.qpr.com). The Company's Remuneration Report and the Annual Report 2024, including the Financial Statements, the report of the Board of Directors and the Auditor's Report, are also available on the above-mentioned website. Copies of these documents and this notice will be sent to shareholders upon request. The minutes of the General Meeting will be available on the above-mentioned website no later than as of July 2, 2025.

## **C. Instructions to participants of the General Meeting**

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

Each shareholder who, on the record date of the General Meeting on June 6, 2025, is registered in the Company's shareholders' register held by Euroclear Finland Oy, has the right to participate in the General Meeting. A shareholder whose shares are registered on their personal Finnish book-entry account is registered in the Company's shareholders' register.

Registration for the General Meeting will commence on May 23, 2025. A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the General Meeting must register for the General Meeting no later than by June 13, 2025, at 10:00 a.m. (EEST), by which time the registration must have been received.

Registration for the General Meeting can be made:

- (a) through the Company's website at [www.qpr.com](http://www.qpr.com)

Electronic registration requires that the shareholder or its legal representative or proxy representative uses strong electronic authentication either by Finnish, Swedish or Danish online banking codes or mobile certificate.

- (b) by mail or e-mail

In connection with the registration, a shareholder shall submit the registration form available on the Company's website at [www.qpr.com/company/investors#annual-general-meeting](http://www.qpr.com/company/investors#annual-general-meeting) or alternatively information on their name, date of birth or business identity code, address, telephone number, the name of a possible assistant or the name and date of birth of a possible proxy representative. A shareholder may register by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by regular mail to Innovatics Oy, General Meeting / QPR Software Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

In connection with the registration, a shareholder or a proxy representative is required to provide the requested personal information, such as the name, date of birth, business identity code and contact details of the shareholder. The personal data given to the Company or to Innovatics Oy by shareholders and proxy representatives is only used in connection with the General Meeting and with the processing of related necessary registrations.

Shareholders, their representatives or proxy representatives must be able to prove their identity and/or right of representation at the meeting.

Further information on the registration is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 noon and from 1:00 p.m. to 4:00 p.m. (EEST).

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

A shareholder may participate and use their shareholder rights at the General Meeting through a proxy representative. Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

A template for the proxy document is available on the Company's website at [www.qpr.com](http://www.qpr.com) as of May 23, 2025. Possible proxy documents shall be delivered primarily as an attachment in connection with the

registration or alternatively by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) or by regular mail to Innovatics Oy, General Meeting / QPR Software Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland before the end of the registration period. If a shareholder delivers a proxy document to the Company in accordance with the applicable instructions before the expiry of the registration period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy document.

Shareholders may also use the electronic [suomi.fi](https://suomi.fi) authorisation service instead of a traditional proxy document. In such case, the shareholder shall authorise the authorised representative in the [suomi.fi](https://suomi.fi) service at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations) by using the mandate theme “Representation at the General Meeting”. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which they will be able to register on behalf of the shareholder they represent. Strong electronic authentication can be conducted with online banking codes or a mobile certificate. Further information is available at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).

Further information is available on the website of the Company at [www.qpr.com](http://www.qpr.com).

### **3. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which they on the record date of the General Meeting, i.e. on June 6, 2025, would be entitled to be registered in the shareholders’ register of the Company held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders’ register held by Euroclear Finland Oy at the latest by June 13, 2025, at 10:00 a.m. (EEST). With regard to nominee-registered shares, this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay all necessary instructions regarding the temporary registration in the shareholder’s register of the Company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organisation of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders’ register of the Company within the registration period applicable to nominee-registered shares.

Further information is available on the website of the Company at [www.qpr.com](http://www.qpr.com).

### **4. Other information**

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the General Meeting has the right to ask questions with respect to the matters to be considered at the meeting.

On the date of this notice, May 22, 2025, the total number of shares and votes in the Company is 19,850,578.

Changes in share ownership after the record date of the General Meeting do not affect the right to participate in the General Meeting or a shareholder’s number of votes at the General Meeting.

In Helsinki on May 22, 2025

QPR SOFTWARE PLC

The Board of Directors