

Innofactor Plc Stock Exchange Release August 20, 2013 at 8:30 Finnish time (EET)

Notice to the Extraordinary General Meeting of Innofactor Plc

The shareholders of Innofactor Plc are invited to the Extraordinary General Meeting to be held on Tuesday, September 17, 2013, at 10:00 in the premises of Innofactor, Keilaranta 19, 02150 Espoo, Finland. The reception of persons who have registered for the meeting and distribution of voting slips will commence at 9:30 am at the meeting location.

A. Matters on the agenda of the General Meeting

1. Opening of the meeting
2. Calling the meeting to order
3. Electing 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. Authorizing of the Board of Directors to decide on the acquisition of own shares

According to the agreement signed on June 6, 2013, Innofactor Plc acquired the entire share capital of atBusiness Oy. Innofactor has the right, but not the obligation, to buy back about 4.7 million new shares from the sellers of atBusiness at the subscription price, EUR 0.6739 per share, before December 31, 2013, and at a 3 percent higher share price, EUR 0.6941, before March 31, 2014.

The Board of Directors proposes that the Extraordinary General Meeting grants the Board authorization to decide on acquisition of own shares with following presumptions:

The Extraordinary General Meeting authorizes the Board of Directors to decide on granting of a maximum of 8,000,000 shares in one or several parts with the company's own capital. The Board of Directors proposes that the authorization entitles the Board to deviate from the shareholders' proportional shareholdings (directed acquisition). Shares will be acquired from the sellers of atBusiness according to the agreement and/or on Nasdaq OMX Helsinki Ltd with the public trading on the market. The number of shares in the company's possession is at the maximum one tenth (1/10) of the total number of shares in the company.

The shares may be used to develop the capital structure, to widen the ownership base, in making a payment for an acquisition, or when the company buys property related to its business operations or as part of the incentive compensation plan, or to be otherwise invalidated or conveyed. In connection with the share repurchase ordinary derivative, stock lending, and other agreements may be made in the market in accordance with the laws and regulations.

The authorization is proposed to include the Board of Directors to decide on all other matters related to the acquisition of shares. The authorization would be valid until March 17, 2015.

This authorization shall replace all earlier authorizations of the Board of Directors pertaining to the acquisition.

7. Authorization for the Board of Directors to acquire own shares and grant special rights entitling to new shares

According to its published strategy, the Innofactor group aims at growing both organically and through acquisitions. Acquisitions may also be paid by using the company's own shares.

As agreed in an agreement signed on June 25, 2012, Innofactor acquired the entire share capital of Danish Bridgeconsulting A/S. The second part of the acquisition price will be paid with Innofactor Plc's shares during second half of 2013.

As agreed in an agreement signed on June 6, 2013, Innofactor acquired the entire share capital of Finnish atBusiness Oy. The second part of the acquisition price will be paid partly with Innofactor Plc's shares during 2014.

Innofactor has the right, but not the obligation, to buy back about 4.7 million new shares from the sellers of atBusiness at the subscription price, EUR 0.6739 per share, before December 31, 2013, and at a 3 percent higher share price, EUR 0.6941, before March 31, 2014. One alternative for financing this option is to utilize totally or partly the granting of new shares or special rights entitling to new shares.

The Board of Directors proposes the Extraordinary General Meeting to authorize the Board to decide on granting a maximum 15,000,000 shares and a maximum of 1,000,000 of the company's own shares in one or several parts. The new shares and/or special rights included in the Current Authorization may be granted in one or several parts. However, the total number of shares shall not exceed 45,000,000 (Innofactor currently has a total of 35,144,179 shares).

The shares could be issued either against a payment or for free on the basis of conditions set by the Board of Directors and, for the part of an issue against payment, at the price defined by the Board of Directors.

The authorization also gives the Board of Directors the right to grant special rights—as defined in the Chapter 10, Section 1 of the Companies Act—which entitle, against payment, to new shares or company shares in the company's possession. A right may also be given to a creditor in such manner that the right includes a condition that the creditor's receivable is used to set off the subscription price (convertible loan). The subscription price of the new shares and the amount paid for the company's own shares will be added to the fund for invested unrestricted equity.

The Board of Directors proposes that the authorization entitles the Board to deviate from the from the pre-emptive subscription rights of the existing shareholders, provided that the company has an important financial reason to do so, as regards the issue against payment, and that there is an especially important reason for the company and the good of the shareholders to do so, as regards the free issue. Within the limits set above, the authorization could be used, for example, to develop the capital structure, to widen the ownership base, in making a payment for an acquisition, when the company buys property related to its business operations, or incentive or reward program for employees and management at Innofactor group. New issue or transfer of own shares could also be used as a contribution in kind or when using the set-off right.

In addition, the Board of Director proposes that the authorization include also the right to decide on a free share issue to the company itself in such a manner that, after the issue, the number of shares in the company's possession is at the maximum one tenth (1/10) of the total number of shares in the company. This number includes the shares in the possession of the company or its subsidiaries as defined in the Chapter 15, Section 11, subsection 1 of the Companies Act.

This authorization would be valid until June 30, 2015.

The Board of Directors will decide on all other matters related to the authorization.

This authorization shall replace all earlier authorizations of the Board of Directors related to granting shares and the company's own shares.

8. Closing the meeting

B. Documents of the General Meeting

The above mentioned decision proposal, listed in the agenda of the Extraordinary General Meeting, and this notice to the meeting are available on Innofactor Plc's web site at www.innofactor.com. The decision proposal and other above mentioned documents will also be available at the General Meeting. The minutes of the General Meeting will be available on the said web site within two weeks of the meeting.

C. Instructions for the participants of the General Meeting

1. Shareholder registered in the shareholders' register

Each shareholder, who is registered in the shareholders' register of the company, held by Euroclear Finland Ltd., by Thursday, September 5, 2013, has the right to attend 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.

A shareholder, who is registered in the shareholders' register of the company and who wants to attend the General Meeting, shall register for the meeting no later than on Thursday, September 12, 2013, at 10:00 am Finnish time (EET) at which time the registration must have been received.

Registration to the General Meeting can be done:

a) by email: yhtiokokous@innofactor.fi

b) by telephone: on +358 50 575 6120 (CEO's assistant Tuija Österberg), Monday to Friday at 10 AM to 4 PM Finnish time (EET)

c) by fax: +358 10 272 9001 or

d) by mail: Innofactor Plc, General Meeting, Keilaranta 19, 02150 Espoo, Finland

In connection with the registration, a shareholder shall state his/her name, personal identification number/company number, address, telephone number, and the name of a possible assistant or proxy representative and the personal identification number of the assistant or proxy representative.

The personal information given to Innofactor Plc is used only in connection with the General Meeting and the processing of the necessary registrations related to it.

At the location of the meeting, the shareholder or his/her assistant or proxy representative shall be able to present proof of identification and/or right to represent, if necessary.

2. Holders of nominee registered shares

Holder of nominee registered shares shall have the right to attend the General Meeting on the basis of those shares, which would give him/her the right to be registered in the shareholders' register, maintained by Euroclear Finland Ltd., on September 5, 2013. Attending the meeting also requires that these shareholder's shares are temporarily registered in the shareholders' register, maintained by Euroclear Finland Ltd., on September 12, 2013, at 10:00 am Finnish time (EET) at the latest. For nominee registered shares, this is considered as registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and the registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank shall register a holder of nominee registered shares, who wants to attend the General Meeting, to be temporarily entered into the shareholders' register of the company at the latest on the date specified above.

Additional information on the subject is available on the company's web site at www.innofactor.com.

3. Proxy representatives and powers of attorney

A shareholder may attend the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder attends the General Meeting by means of several proxy representatives representing the shareholder with shares on 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.

Possible proxy documents should be delivered in originals to "Innofactor Plc, General Meeting, Keilaranta 19, 02150 Espoo" before the end of the registration period.

4. Other instructions and 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 request information with respect to the matters to be considered at the meeting.

On the date of this notice of the meeting, August 20, 2013, Innofactor Plc has a total of 35,144,179 shares of one type and representing an equal amount of votes.

We welcome all shareholders to the Extraordinary General Meeting.

Espoo, Finland, August 20, 2013

INNOFACTOR PLC
Board of Directors

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Innofactor is one of the leading software providers focused on Microsoft solutions in the Nordic Countries. Innofactor delivers to its customers IT projects as a system integrator and develops its own software products and services. The focus area in Innofactor's own product development is Microsoft Azure-based cloud solutions. Innofactor's customers include about 1,700 commercial and public sector organizations in Finland, Denmark and elsewhere in Europe. In its operation, Innofactor strives for long-term customer relationships. Innofactor has about 400 motivated and skilled employees in several locations in Finland, Denmark and Russia. The five year (2008 to 2012) growth of Innofactor's net sales has been about 35 percent annually. Innofactor is the fastest growing technology company in the Finnish stock exchange. The Innofactor Plc share is listed in the technology section of the main list of NASDAQ OMX Helsinki Oy.