

Notice to convene Aiforia Technologies Plc's annual general meeting of shareholders

Company Release, 17 March, 2022 at 11.30 a.m. EET. Notice is given to the shareholders of Aiforia Technologies Plc to the Annual General Meeting of the company to be held on 5 April 2022, commencing at 10.00 a.m. (Eastern European Summer Time) at the Company's headquarters, at the address Tukholmankatu 8, 00290 Helsinki, Finland. Shareholders of the Company and their proxy representatives may participate and exercise their shareholder rights in the meeting only by voting in advance and by submitting counterproposals and asking questions in advance. It is not possible to attend the meeting in person due to precautionary measures related to the coronavirus pandemic. Instructions to the shareholders can be found below in this notice in section C *Instructions for the participants in the General Meeting of Shareholders*.

The Board of Directors of the Company has decided on an exceptional meeting procedure based on the temporary legislation (375/2021) that has entered into force on 8 May 2021. To limit the spread of the coronavirus pandemic, the Company has decided to take actions enabled by the temporary legislation in order to hold the Annual General Meeting in a predictable manner and to secure the health and safety of the Company's shareholders, employees and other stakeholders.

A Matters on the Agenda of the General Meeting of Shareholders

At the General Meeting of Shareholders, the following matters will be considered:

1 OPENING OF THE MEETING**2 CALLING THE MEETING TO ORDER**

Marko Vuori, attorney-at-law, will act as the chairperson of the General Meeting of Shareholders. If Marko Vuori is not able to act as chairperson due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as chairperson.

3 ELECTION OF PERSON TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Tom Fagernäs, attorney-at-law, will act as the person to confirm the minutes and supervise the counting of votes. If Tom Fagernäs is unable to act as the person to confirm the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as a person to confirm the minutes and 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

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the Annual General Meeting pursuant to Chapter 5 Sections 6 and 6a of the Companies Act will be deemed shareholders represented at the Annual General Meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy and Innovatics Oy.

6 PRESENTATION OF THE ANNUAL ACCOUNTS, REPORT OF THE BOARD OF DIRECTORS AND AUDITORS' REPORT FOR THE YEAR 2021

As the Annual General Meeting can only be attended by advance voting, the annual accounts, report of the Board of Directors and the auditors' report published by the Company on 3 March 2022, and which are available on the Company's website, are deemed to have been presented to the Annual General Meeting.

7 ADOPTION OF THE ANNUAL ACCOUNTS

8 PROFIT / LOSS FOR THE FINANCIAL YEAR

The board of directors proposes to the Annual General Meeting that no dividend be paid for the financial year 1 January 2021 – 31 December 2021 and that the loss for the financial year shall be entered in the compilation of loss.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY FOR THE FINANCIAL YEAR 2021

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

The board of directors proposes to the Annual General Meeting that the remuneration of the Board of Directors shall be as follows:

The remuneration payable to the members of the Board of Directors shall be EUR 20,000 annually for each member of the Board except for the Chairman of the Board who shall be paid EUR 40,000 annually. The proposed remuneration is the same as last year. If the Board of Directors chooses to elect a Vice Chairman of the Board from among its members, he or she shall be paid EUR 25,000 annually.

The Chairman of the Audit Committee shall be paid a fixed annual remuneration of EUR 4,000 and each member of the Audit Committee EUR 2,000.

The Chairman of the Remuneration Committee shall be paid a fixed annual remuneration of EUR 4,000 and each member of the Remuneration Committee EUR 2,000.

Moreover, board members are also reimbursed reasonable travel expenses related to the duties of the Board of Directors.

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

The board of directors proposes to the Annual General Meeting that the number of ordinary members of the board of directors shall be five (5).

The Board of Directors further proposes that of the current ordinary members of the Board of Directors, Pekka Mattila, Johan Lundin and John Sweeney, shall be re-elected as members of the Board of Directors, and that Maria Fe Paz de Paz and Jerry Jian Hong shall be elected as new ordinary board members, each for a term commencing at the close of the Annual General Meeting and continuing until the close of the 2023 Annual General Meeting. Brief presentations of the new board members are appended to this notice of general meeting and can also be found on the Company's website at ([link](#)).

12 RESOLUTION ON THE REMUNERATION OF AUDITOR

The board of directors proposes that the auditor be paid reasonable remuneration in accordance with the invoice approved by the Company.

13 ELECTION OF AUDITOR

The board of directors proposes that the firm of authorised public accountants PricewaterhouseCoopers Oy, which has appointed APA Martin Grandell as responsible auditor, be reappointed as auditor to serve for a term ending at the end of the next Annual General Meeting. The auditor proposed herein has given its consent for the election.

14 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES

The board of directors proposes that the Annual General Meeting of Shareholders authorise the Board of Directors to decide on the issuance of shares as follows:

The shares issued under the authorisation may be new shares or treasury shares. Under the authorisation, a maximum of 2,577,000 shares, which corresponds to approximately 10 per cent of all of the shares currently issued and outstanding, may be issued. The shares may be issued in one or more tranches.

Under the authorisation, the Board of Directors may resolve upon issuing new shares to the Company itself. However, the Company, together with its subsidiaries, may not at any time hold more than 10 per cent of all its registered shares.

The board of directors is authorised to resolve on all terms of the share issue. The Board of Directors is authorised to resolve on a directed share issue in deviation from the shareholders' pre-emptive rights, provided that there is a weighty financial reason for the Company to do so.

The authorisation will cancel the previous share issue authorisation granted to the board of directors by unanimous resolution of the shareholders on 14 May 2021 and amended by unanimous resolution of the shareholders on 20 September 2021. However, the proposed authorisation does not invalidate any earlier authorisations entitling the board of directors to decide on issues of special rights entitling to shares.

The authorisation is valid until the close of next annual general meeting, however no longer than until 30 June 2023.

15

AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON ISSUING OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

The board of directors proposes that the Annual General Meeting authorise the board of directors to decide on the issuance of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act as follows:

Under the authorisation, option rights and other special rights entitling to a maximum of 1,400,000 shares can be issued. The option rights and other special rights entitling to shares can be issued in one or more tranches.

The board of directors is authorised to resolve on all terms for the issuance of the special rights entitling to shares. The board of directors is authorised to resolve on a directed issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the company to do so.

The proposed authorisation does not invalidate any earlier authorisations entitling the board of directors to decide on issues of special rights entitling to shares.

The authorisation is valid until the close of next annual general meeting, however no longer than until 30 June 2023.

CLOSING OF THE MEETING

B Documents of the General Meeting of Shareholders

The abovementioned proposals of the Board of Directors on the agenda of the Annual General Meeting as well as this notice are available to shareholders on Aiforia Technologies Plc's website at investors.aiforia.com/annual-general-meeting. Aiforia Technologies Plc's annual accounts, the report of the Board of Directors and the auditors' report for the financial year 2021 are available on the said website.

The minutes of the Annual General Meeting will be available on the abovementioned website no later than 19 April 2022.

C Instructions to the participants of the General Meeting of Shareholders

Shareholders can participate in the Annual General Meeting and use their shareholder rights only by voting in advance in accordance with the instructions below. The voting list and results of votes of the Annual General Meeting shall be made solely based on the advance voting.

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 24 March 2022 (record date) in the Company's shareholders' register held by Euroclear Finland Oy, 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 automatically registered in the shareholders' register of the Company. A shareholder can participate in the Annual General Meeting only by voting in advance.

2. Advance voting

Registration for the Annual General Meeting and advance voting will begin on 22 March 2022 at 10:00 a.m. (Eastern European Time), following the deadline for publishing counterproposals to be placed for a vote. A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting by voting, must register for the Annual General Meeting and vote in advance no later than 29 March 2022 by 11:59 p.m. (Eastern European Summer Time) by which time the registrations and votes must be received.

Requested information, such as the name, date of birth and contact details of the shareholder, must be provided in connection with the registration and voting. The personal data given by the shareholder to the Company or Innovatics Oy will be used only in connection with the Annual General Meeting and with the processing of related necessary registrations.

Shareholders, who have a personal Finnish book-entry account, may vote in advance on certain items on the agenda of the Annual General Meeting from 22 March 2022, 10:00 a.m. (Eastern European Time) until 29 March 2022, 11:59 p.m. (Eastern European Summer Time) by the following means:

(a) Via the website investors.aiforia.com/annual-general-meeting

Online registration and voting in advance require that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

(b) By email or mail

A shareholder who votes in advance by mail or email shall send the advance voting form available on the Company's website at investors.aiforia.com/annual-general-meeting no later than on 22 March 2022, 9:00 a.m. (Eastern European Time) or corresponding information to Innovatics Oy by mail to Innovatics Oy, Annual General Meeting / Aiforia Technologies Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email at agm@innovatics.fi.

Instructions relating to the advance voting may be found also on the Company's website investors.aiforia.com/annual-general-meeting.

Additional information on the registration and advance voting is available during the registration period by telephone at +358 10 2818 909 on business days between 9:00 a.m.–12:00 noon and 1:00 p.m.–4:00 p.m.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise its rights at the meeting by way of proxy representation. Also, the proxy representative may participate the AGM and vote in advance only in a manner set out in this notice.

Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder they represent.

Proxy representative of the shareholder shall present a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Statutory right of representation may be demonstrated by using the suomi.fi e-Authorisations service, which is in use in the online registration and voting service.

Should a shareholder participate in the Annual 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.

The possible proxy documents are requested to be delivered primarily as an attachment in connection with the registration and advance voting or secondarily by e-mail to agm@innovatics.fi before the closing of the registration and advance voting, by which time the proxy documents must be received. The actual instructions for voting are available at the abovementioned website from 22 March 2022, 9:00 a.m. (Eastern European Time) once the deadline for publishing counterproposals to be placed for a vote has passed.

4. Holders of nominee-registered shares

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 24 March 2022 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. Participation in the Annual General Meeting also requires that the shareholder has been registered on the basis of such shares in the temporary shareholders' register held by Euroclear Finland Oy at the latest by 31 March 2022 by 10:00 a.m. (Eastern European Summer Time). Changes in the ownership of shares after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting nor the number of votes of the shareholder.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, in the temporary shareholders' register of the Company at the latest by the time stated above. In addition, the account management organisation of the custodian bank shall arrange advance voting on behalf of the holders of nominee-registered shares within the registration period for nominee-registered shares.

5. Other instructions/information

Shareholders who hold at least one hundredth of all the shares in the Company have a right to make a counterproposal on the agenda items, to be placed for a vote. Such counterproposals are required to be sent to the Company by email to agm@aiforia.com no later than 21 March 2022 at 12:00 noon (Eastern European Time). In connection with making a counterproposal, shareholders are required to provide adequate evidence of shareholding. The counterproposal will be placed for

a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the Company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the meeting, advance votes in favour of the proposal will not be taken into account. The Company will on 22 March 2022, at the latest, publish on its website investors.aiforia.com/annual-general-meeting the counterproposals, if any, that may be voted on.

A shareholder may present questions referred to in Chapter 5, Section 25 of the Companies Act with respect to the matters to be considered at the Annual General Meeting by 22 March 2022 at 4:00 p.m. (Eastern European Time) at the online registration service or by email to agm@aiforia.com.

Such questions from shareholders, the Company's management's answers to them, and any counterproposals that have not been placed for a vote are available on the Company's website at investors.aiforia.com/annual-general-meeting on 25 March 2022 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of shareholding.

On the date of this notice, the total number of Aiforia Technologies Plc's shares and votes is 25,779,316. The Company does not hold its own shares.

Helsinki, 17 March 2022

AIFORIA TECHNOLOGIES PLC

Board of Directors

Further enquiries

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About Aiforia

Aiforia equips pathologists and scientists in preclinical and clinical labs with powerful deep learning artificial intelligence software for translating images into discoveries, decisions, and diagnoses. The cloud based Aiforia products and services aim to escalate the efficiency and precision of medical image analysis beyond current

capabilities, across a variety of fields from oncology to neuroscience and more. Find out more: www.aiforia.com.