

Notice of the General Meeting of Netum Group Plc

Notice is given to the shareholders of Netum Group Plc of the Annual General Meeting to be held on Tuesday, 29 March 2022, at 10:00 a.m. EET. The General Meeting will be held under special arrangements, without the presence of shareholders or their proxy representatives, at the company's head office at Yliopistonkatu 58 B, 33100 Tampere, Finland.

The company's shareholders and their proxy representatives may participate in the General Meeting and exercise their shareholder rights only through electronic remote access, by voting in advance and by submitting counterproposals and questions in advance according to the instructions provided in this notice and the company's other instructions. Shareholders and their proxy representatives cannot participate in the General Meeting in person. Instructions for shareholders are provided in this notice in section C (Instructions for participants in the General Meeting) and on the company website at <https://www.netum.fi/en/investors/general-meeting-2022/>.

The company's Board of Directors has decided on an exceptional meeting procedure pursuant to the Act on temporary deviation from the Limited Liability Companies Act (375/2021). The company has taken measures allowed by the temporary legislation to limit the spread of the COVID-19 pandemic and so that the General Meeting can be held in a predictable manner while taking into consideration the health and safety of the company's shareholders, employees and other stakeholders.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

The following matters shall be considered at the General Meeting:

1. Opening of the meeting

2. Calling the meeting to order

Janne Haapakari, Attorney-at-Law, will serve as the chair of the meeting. In the event that Janne Haapakari is not able to serve as the chair due to a weighty reason, the Board of Directors shall appoint another person that it deems most suitable to serve as the chair.

3. Election of a person to scrutinise the minutes and persons to supervise the counting of votes

CFO Pekka Levänen will scrutinise the minutes and supervise the counting of votes. In the event that Pekka Levänen is not able to scrutinise the minutes and supervise the counting of votes due to a weighty reason, the Board of Directors shall appoint another person that it deems most suitable to scrutinise 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

Shareholders who have the right to participate in the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Limited Liability Companies Act, and who have either voted in advance within the advance voting period or participate in the meeting remotely, will be deemed to be shareholders in attendance at the meeting. The list of votes will be adopted according to information provided by Euroclear Finland Ltd.

6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2021

Presentation of the CEO's review.

7. Adoption of the annual accounts

The Board of Directors proposes to the General Meeting that the General Meeting adopt the annual accounts.

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.11 per share be paid for the financial year 2021 from the company's distributable funds. The dividend is proposed to be paid to shareholders who are registered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date of dividend payment, 31 March 2022. The dividend is proposed to be paid on 7 April 2022.

9. Resolution on discharging the members of the Board of Directors and the CEO from liability

10. Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes to the General Meeting that the Chairman of the Board of Directors be paid a fee of EUR 2,000 per month and the other members each EUR 1,500 per month. The members of the Board are proposed to be paid meeting attendance fees for each committee meeting as follows: the Chairman of the committee EUR 600 per meeting and the other members of the committee EUR 400 per meeting. In addition, the members of the Board of Directors are proposed to be compensated for reasonable travel costs for attending meetings.

Shareholders collectively representing over 50% of the company's shares and votes have notified the company that they are in favour of the Board of Directors' proposal.

11. Resolution on the number of members of the Board of Directors

The Board of Directors proposes to the General Meeting that the number of members of the Board of Directors be five (5).

Shareholders collectively representing over 50% of the company's shares and votes have notified the company that they are in favour of the Board of Directors' proposal.

12. Election of members of the Board of Directors

Shareholders collectively representing over 50% of the company's shares and votes propose to the General Meeting that the current Board members Repe Harmanen, Olavi Kõngäs, Lars Laaksonen and Jarmo Puputti be re-elected as members of the Board of Directors for a term ending at the conclusion of the next Annual General Meeting following their election, with Marja-Liisa Niinikoski elected as a new member. The proposed candidates have given their consent to the election. Of the current members of the Board of Directors, Sari Helander has declared that she is not available for re-election.

Information on the current members of the Board of Directors who are proposed for re-election is available on Netum Group Plc's website at <https://www.netum.fi/en/investors/the-board-of-directors/> and information on the proposed new member is available at <https://www.netum.fi/en/investors/general-meeting-2022/niinikoski/>.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the General Meeting that the auditor's remuneration be paid in accordance with an invoice approved by the company.

14. Election of the auditor

The Board of Directors proposes to the General Meeting that the audit firm Oy Tuokko Ltd be elected as the company's auditor for a term ending at the conclusion of the next Annual General Meeting following the election. The audit firm Oy Tuokko Ltd has notified the company that Tuija Siuko, Authorised Public Accountant, would act as the auditor with principal responsibility.

15. Authorising the Board of Directors to decide on the issuance of shares as well as options and other special rights entitling to shares

The Board of Directors proposes that the General Meeting authorise 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, as referred to in chapter 10, section 1 of the Limited Liability Companies Act, in one or several tranches, either against payment or without payment. The total number of shares to be issued may amount to a maximum of 2,000,000 shares, corresponding to approximately 17.3% of the total number of the company's shares on the date of this

notice of the General Meeting. The authorisation 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 Board of Directors may exercise the authorisation for the purpose of carrying out acquisitions or other arrangements related to the company's business, to implement an incentive scheme for the personnel or for other purposes determined by the Board of Directors.

The authorisation is proposed to remain valid until the conclusion of the next Annual General Meeting, but no later than 31 March 2023. The authorisation replaces the previous authorisation granted to the Board of Directors.

16. Authorising the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the General Meeting authorise the Board of Directors to decide on the repurchase of a maximum of 500,000 of the company's own shares, in one or several tranches, using the company's unrestricted equity. The total number of shares to be repurchased on the basis of the authorisation corresponds to approximately 4.3% of the total number of the company's outstanding shares on the date of this notice of the General Meeting.

The shares are to be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase) in public trading organised by Nasdaq Helsinki Ltd at the market price at the time of the repurchase, or at a price otherwise formed in the market. It is proposed that the authorisation be used to repurchase shares to be used as consideration in potential acquisitions, to implement share-based incentive schemes, for other purposes decided on by the Board of Directors, or otherwise for further transfer, retention or cancellation. The Board of Directors may decide on all other terms pertaining to the repurchase of the company's own shares.

The authorisation is proposed to be valid until 31 March 2023 and it replaces previous unused authorisations concerning the repurchase of the company's own shares.

17. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

The resolution proposals on the agenda of the General Meeting, this notice of the General Meeting, the financial statements, the Report of the Board of Directors and the auditor's report are available on Netum Group Plc's website at <https://www.netum.fi/en/investors/general-meeting-2022/>.

The minutes of the General Meeting will be available on the company's website on 5 April 2022 at the latest.

C. INSTRUCTIONS FOR PARTICIPANTS IN THE GENERAL MEETING

The Annual General Meeting will be held under special arrangements. Consequently, shareholders and their proxy representatives cannot attend the meeting in person. Shareholders and their proxy representatives may participate in the General Meeting and exercise their rights in the meeting only through remote access, by voting in advance and by submitting counterproposals and questions in advance in writing, according to the instructions provided in this notice and the company's other instructions.

Shareholders wishing to participate in the General Meeting remotely will receive a link to the General Meeting, as well as a personal username and password, by e-mail to the e-mail address they provide at the time of registration. The e-mail will be sent after the registration period has ended. Shareholders who vote in advance may also participate in the General Meeting remotely. The votes of shareholders who vote in advance will be taken into account in the decisions of the General Meeting regardless of whether they participate in the General Meeting remotely. In the event of a vote during the General Meeting, shareholders who participate remotely have the opportunity to change the votes they submitted in advance, should they wish to do so.

More detailed instructions on participating in the General Meeting remotely will be sent to registered participants by e-mail after the registration period has ended. The instructions will also be published on the company's website.

Remote participation in the General Meeting is only possible for shareholders entered in the company's register of shareholders on the record date of the General Meeting who have registered for the General Meeting in accordance with this notice. Shareholders who participate in the General Meeting remotely will be deemed to be shareholders in attendance at the meeting, and they can vote and ask questions during the General Meeting by using the chat function.

1. Shareholders registered in the shareholders' register

Each shareholder who, on the record date of the General Meeting, 17 March 2022, is registered in the company's shareholders' register maintained by Euroclear Finland Ltd, shall have the right to participate in the General Meeting. A shareholder whose shares are registered in their personal Finnish book-entry account is registered in the company's shareholders' register. Shareholders may participate in the General Meeting by voting in advance or by participating in the meeting remotely. Any changes in shareholding after the record date of the General Meeting shall not affect the right to participate in the General Meeting or the shareholder's number of votes.

2. Registration and advance voting

Registration and advance voting will begin on 11 March 2022 at 10:00 a.m. EET, when the time limit for the submission of counterproposals to be put to a vote, set out in section 5 below, has expired. A shareholder who is registered in the company's register of shareholders and who wishes to participate in the General Meeting must register for the meeting and vote in advance no later than by 24 March 2022 at 10:00 a.m. EET, by which time the registration must be completed and the advance votes must be received by the company.

Shareholders whose shares are registered in their Finnish book-entry account may register for the General Meeting and vote in advance between 10:00 a.m. EET on 11 March 2022 and 10:00 a.m. EET on 24 March 2022 by the following methods:

- a) Via the company's website at <https://www.netum.fi/en/investors/general-meeting-2022/>
- b) Shareholders who are natural persons must sign on using strong electronic identification based on Finnish online banking credentials or Mobile ID. Shareholders who are legal persons must sign on using the shareholder's book-entry account number and Business ID. If a legal person uses the Suomi.fi electronic authorisation service, registration requires the authorised person to use strong electronic identification based on Finnish online banking credentials or Mobile ID.

If a legal person uses the Suomi.fi electronic authorisation service, the authorised person must use strong electronic authentication on Euroclear Finland Ltd's General Meeting service when registering for the General Meeting. They will then be redirected to the Suomi.fi service for automatic verification of the authorisation, and they will subsequently be redirected back to the service maintained by Euroclear Finland Ltd. The authorisation may be based on electronic Suomi.fi authorisation or the right of representation entered in the Trade Register. Strong electronic authentication is based on Finnish online banking credentials or Mobile ID.

A legal person may submit changes to registration information and authorised persons directly in the service maintained by Euroclear Finland Ltd until the end of the registration period. In the event of changes after the end of the registration period, the shareholder must contact Netum Group Plc by e-mail at agm2022@netum.fi.

- c) By post or e-mail

A shareholder may send the advance voting form available on the company's website, or corresponding information, by post to Euroclear Finland Ltd, Yhtiökokous / Netum Group Plc, PL1110, 00101 Helsinki,

Finland, or [by e-mail to yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

The advance voting form will be available on the company's website starting from 11 March 2022 at the latest.

If a shareholder participates in the General Meeting by sending advance votes by post or e-mail to Euroclear Finland Ltd, the delivery of the votes before the end of the registration and advance voting period shall constitute registration for the General Meeting, provided that the submission contains the aforementioned information required for registration.

In the event that a shareholder who has voted in advance wishes to change the votes given and vote again when participating in the General Meeting through electronic remote access, the advance votes submitted by the shareholder will be replaced by the votes given during the General Meeting. Proxy representatives may not, however, change advance votes given on behalf of multiple shareholders during the General Meeting.

Advance voting instructions are available on the company's website at <https://www.netum.fi/en/investors/general-meeting-2022/>.

More information on advance voting is also available from the company by phone on +358 40 851 1541, Monday to Friday, 8:00 a.m. to 4:00 p.m. EET.

Shareholders or their proxy representatives must provide the requested personal data in connection with registration. Personal data disclosed by shareholders to Netum Group Plc or Euroclear Finland Ltd will only be processed for purposes related to the General Meeting and the necessary registration procedures.

3. Proxy representatives and power of attorney

Shareholders are entitled to participate in the General Meeting and exercise their shareholder rights by proxy. Proxy representatives of shareholders must participate in the General Meeting through electronic remote access or by voting in advance. A shareholder's proxy representative must produce a dated power of attorney or provide other reliable evidence of their right to represent the shareholder. If a shareholder participates in the General Meeting through multiple proxy representatives that represent the shareholder based on shares held in different book-entry accounts, the shares by which each proxy representative represents the shareholder must be indicated in connection with registering for the General Meeting.

Legal persons may also use the electronic Suomi.fi authorisation service instead of a conventional power of attorney. In this case, the legal person must authorise their designated proxy representative on the Suomi.fi service at <https://suomi.fi/e-authorizations> under "Representation at the General Meeting". Authorised representatives must identify themselves using strong electronic authentication in Euroclear Finland's General Meeting service when registering. The electronic authorisation is subsequently verified automatically. Strong electronic authentication is based on Finnish online banking credentials or Mobile ID. More information is available online at <https://suomi.fi/e-authorizations> and the company's website at <https://www.netum.fi/en/investors/general-meeting-2022/>.

A power of attorney template and voting instructions will be available on the company's website at <https://www.netum.fi/en/investors/general-meeting-2022/> on 8 March 2022 at the latest.

Any power of attorney documents should be primarily submitted by e-mail to agm2022@netum.fi or by post to Netum Group Plc, Yliopistonkatu 58 B, 33100 Tampere, Finland, before the end of the registration period at 10:00 a.m. EET on 24 March 2022. Proxy representatives of shareholders must vote in advance in the manner described in this notice.

Submission of a power of attorney to the company before the end of the registration period shall constitute registration for the General Meeting, provided that the submission contains the aforementioned information required for registration.

Holders of nominee-registered shares are advised to follow the instructions of their custodian regarding power of attorney documents, as further described in section 4 below. Should a holder of nominee-registered shares wish to be represented by some party other than their custodian, the proxy representative must present a dated power of attorney to the company as evidence of their right to represent the shareholder.

Legal persons may also use the electronic Suomi.fi authorisation service instead of a conventional power of attorney. In this case, the legal person must authorise their designated proxy representative on the Suomi.fi service at <https://www.suomi.fi/e-authorizations> under "Representation at the General Meeting". Authorised representatives must identify themselves using strong electronic authentication in Euroclear Finland's General Meeting service when registering. The electronic authorisation is subsequently verified automatically.

4. Holders of nominee-registered shares

Holders of nominee-registered shares have the right to participate in the General Meeting by virtue of such shares, based on which they would be entitled to be registered in the company's register of shareholders maintained by Euroclear Finland Oy Ltd. In addition, the right to participate is subject to the holder of nominee-registered being temporarily entered into the register of shareholders maintained by Euroclear Finland Ltd based on the shares in question by 24 March 2022, 10:00 a.m. EET, at the latest. For holders of nominee-registered shares, this shall constitute registration for the General Meeting.

Any changes in shareholding after the record date of the General Meeting shall not affect the right to participate in the General Meeting or the shareholder's number of votes.

Holders of nominee-registered shares are advised to request, in a timely manner, the necessary instructions from their custodian regarding registration in the company's temporary register of shareholders, the issuing of power of attorney documents and registration for the General Meeting.

The custodian's account management organisation shall temporarily register the holder of the nominee-registered shares wishing to participate in the General Meeting in the company's register of shareholders before the end of the aforementioned registration period. The custodian's account management organisation is also required to handle advance voting on behalf of the holder of nominee-registered shares within the registration period applicable to holders of nominee-registered shares.

Holders of nominee-registered shares are advised to vote in advance in the manner described in this notice. In the event that a holder of nominee-registered shares personally participates in the General Meeting through electronic remote access, it is possible for them to vote during the meeting. In the event that a proxy representative of a holder of nominee-registered shares participates in the General Meeting through electronic remote access on behalf of a single represented shareholder, it is possible for them to vote during the meeting.

5. Counterproposals, the right to ask questions and other information

Shareholders representing at least one hundredth (1/100) of all of the shares in the company have the right to make counterproposals concerning the matters on the agenda of the General Meeting to be put to a vote. Such counterproposals must be submitted to the company by e-mail to agm2022@netum.fi by 9 March 2022 at 12:00 noon EET at the latest.

Shareholders who submit a counterproposal are required to provide sufficient evidence of their shareholding when submitting the counterproposal. Counterproposal will be considered at the General Meeting provided that the shareholders submitting the counterproposals have the right to participate in the General Meeting and hold shares corresponding to at least one hundredth (1/100) of all of the shares in the company on the record date of the General Meeting. If the counterproposal is not taken up for consideration at the General Meeting, any votes given in favour of the counterproposal will not be taken into account. The company will publish any counterproposals to be put to a vote on the company's website at <https://www.netum.fi/en/investors/general-meeting-2022/> on 11 March 2022 at the latest.

A shareholder may present questions pursuant to chapter 5, section 25 of the Limited Liability Companies Act until 10 March 2022 at 12:00 noon EET by sending the questions by e-mail to agm2022@netum.fi. Questions presented by shareholders, responses by the company's management to such questions, as well as

counterproposals other than those to be put to a vote will be available on the company's website at <https://www.netum.fi/en/investors/general-meeting-2022/> on 15 March 2022 at the latest. Shareholders who submit questions are required to provide sufficient evidence of their shareholding when submitting questions.

6. Other instructions and information

On the date of the Notice of the General Meeting, 8 March 2022, Netum Group Plc has a total of 11,535,000 shares and votes. The company holds 31,000 of its own shares, for which the voting rights cannot be exercised at the General Meeting. The company has a single series of shares, and each share carries one vote.

Any changes in shareholding after the record date of the General Meeting shall not affect the right to participate in the General Meeting or a shareholder's number of votes at the General Meeting. The General Meeting will be held as an online meeting using Euroclear Finland Ltd's meeting system.

Helsinki, 8 March 2022
NETUM GROUP PLC
Board of Directors

For further information, please contact:

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Distribution:

Nasdaq Helsinki
Key media
netum.fi

This Notice of the General Meeting is a translation of the original Finnish version. In case of doubt, the original Finnish version, not the translation, of the Notice of the General Meeting applies.