

NOTICE OF THE ANNUAL GENERAL MEETING OF INNOFACTOR PLC

The shareholders of Innofactor Plc are invited to the Annual General Meeting to be held on Tuesday, March 27, 2012, at 10:00 in the conference room of Radisson Blu Royal Hotel at Runeberginkatu 2, 00100 Helsinki. The reception of persons who have registered for the meeting and distribution of voting slips will commence at 9:30 a.m. 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. Presenting the annual accounts, the report of the Board of Directors and the auditor's report for the year 2011

Presenting the CEO's report

7. Adopting the annual accounts
8. Deciding on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes that Innofactor Plc should not pay any dividend for the financial period of January 1–December 31, 2011.

9. Deciding on the discharge of the members of the Board of Directors and the CEO from liability
10. Deciding on the remuneration of the members of the Board of Directors

The Board of Directors proposes that the Chairman of the Board of Directors shall be paid a fee totaling EUR 36,000 per year and the other members of the Board of Directors shall be paid a fee totaling EUR 24,000 per year. No separate fees for meetings shall be paid. Half of the fee (50%) shall be paid monthly in cash and the other half (50%) as shares of Innofactor Plc. The shares shall be handed over to the members of the Board of Directors and, if necessary, shall be acquired from public trading directly on behalf of the members within two weeks of publishing the interim report of Innofactor Plc for January 1–March 31, 2012. Innofactor Plc requires the members of the Board of Directors to keep the shares, which they have received as part of the fees, for the duration of their membership in the Board of Directors.

11. Deciding on the number of the company's members of the Board of Directors

The Board of Directors proposes that the number of the members of the Board of Directors be confirmed to five (5) and that no deputy members be selected.

Shareholders who represent over half of all the shares and votes have informed the Board of Directors that they second the motion.

12. Selecting the members of the Board of Directors

The Board of Directors proposes the current members of the Board of Directors—Sami Ensio, Juha Koponen, Pyry Lautsuo and Pekka Puolakka—to be re-elected and Jukka Mäkinen to be elected as a new member.

Shareholders who represent over half of all the shares and votes have informed the Board of Directors that they second the motion.

13. Deciding on the auditor's fee

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

14. Selecting the auditor

The Board of Directors proposes that Ernst & Young Oy Authorised Public Accounting Firm be selected as the auditor. Ernst & Young Oy has informed that it will appoint Juha Hilmola, Authorised Public Accountant, as the auditor with principal responsibility.

15. Authorizing the Board of Directors to decide on the granting of new shares or on the granting of special rights, which give the right to subscribe 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.

According to the decision made by the Annual General Meeting on April 28, 2011, the Board of Directors has an authorization, valid until December 31, 2012, to decide on a share issue of a maximum of 3,000,000 new shares and/or to grant special rights, which give the right to subscribe shares ("Current Authorization"). The new shares and/or special rights included in the Current Authorization may be granted in one or several parts. The Current Authorization includes the right to grant shares or special rights entitling to shares in a directed issue, that is, to deviate from the shareholders' pre-emptive subscription rights on the basis of the prerequisites specified in the Companies Act. The Companies Act requires that the company has an important financial reason for the directed issue, such as managing the company's capital, financing or implementing acquisitions or other business arrangements, implementing incentive systems targeted at the company's personnel, or other important financial reason for the company specified by the Board of Directors. In its stock exchange release on January 2, 2012, the Board of Directors announced its decision, based on the authorization granted to it by the Annual General Meeting, concerning a new share-based incentive plan for all of the group's personnel in order to commit the personnel to the company and its goals. The incentive plan includes a maximum of 2,000,000 new shares, which are included in the amount authorized by the Annual General Meeting and which will be offered for subscription to the entire current personnel of the Innofactor group, deviating from the shareholders' pre-emptive subscription rights.

The Board of Directors proposes that, in addition to the Current Authorization, the Annual General Meeting authorizes it to decide on granting of a maximum of 8,000,000 shares and transferring of a maximum of 1,000,000 company shares in the company's possession, in one or several parts ("New Authorization").

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 New 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 Board of Directors proposes that the subscription price of the new shares and the amount paid for the company's own shares should be added to the fund for invested unrestricted equity.

The Board of Directors proposes for the New Authorization to include a right to deviate 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 New Authorization could be used, for example, 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. New issue or transfer of own shares could also be used as a contribution in kind or when using the set-off right. The New Authorization cannot be used in implementing the incentive systems aimed at the company's personnel nor at the Chief Executive Officer.

The Board of Directors also proposes that the New Authorization should include 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. The New Authorization shall be valid until June 30, 2013. The New Authorization shall not cancel the Current Authorization.

The Board of Directors shall decide on all other matters related to the New Authorization.

16. Closing the meeting

B. Documents of the General Meeting

The above mentioned decision proposal, listed in the agenda of the General Meeting, and this notice to the meeting are available on Innofactor Plc's web site at www.innofactor.com. Innofactor Plc's annual accounts, annual report and auditing report will be available on the said web site on March 6, 2012, at the latest. 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, March 15, 2012, 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, March 22, 2012, at 10:00 a.m. 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: +358 50 575 6120 (CEO's assistant Tuija Österberg), Monday–Friday at 10 a.m.–4 p.m.

c) by fax: +358 10 272 9001 or

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

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 March 15, 2012. Attending the meeting also requires that these shareholder's shares are temporarily registered in the shareholders' register, maintained by Euroclear Finland Ltd., on March 22, 2012, at 10:00 a.m. 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, February 28, 2012, Innofactor Plc has a total of 29,261,800 shares of one type and representing an equal amount of votes.

We welcome the shareholders to the Annual General Meeting.

Espoo, February 28, 2012

INNOFACTOR PLC
Board of Directors