

Correction to the notice to Annual General Meeting of QPR Software Plc

STOCK EXCHANGE RELEASE, FEBRUARY 16, 2022, 9.00 P.M (EET)

QPR Software Plc released on 16 February 2022 at 1:00 p.m. (EET), a notice to Annual General Meeting, which will be held on Wednesday April 6, 2022 starting at 1:00 p.m. (EEST). Under section A 'Matters on the Agenda of the General Meeting' there was an error under item 10 'Adoption of the Company's Remuneration Report'. It was incorrectly recorded that the Remuneration Report for the year 2021 will be available on the Company's website no later than on March 16, 2022. The Remuneration Report is published as an attachment to the notice and is already available on the Company's website. In addition, the notice to Annual General Meeting was released without the attachments mentioned under items 15, 16 and 17, and with this correction also under item 10. The error occurred in both the Finnish and English stock exchange releases.

The notice to Annual General Meeting is below in its entirety with the item 10 having been corrected and together with the attachments.

Notice to Annual General Meeting

Notice is hereby given to the shareholders of QPR Software Plc ('QPR Software' or 'Company') that the Annual General Meeting will be held on Wednesday April 6, 2022 starting at 1:00 p.m. (EEST) at the Company's headquarters Huopalahdentie 24, 00350 Helsinki, Finland.

The Board of Directors of the Company has resolved on extraordinary measures pursuant to the temporary act (375/2021). In order to ensure the health and safety of the shareholders, employees and the Company's other stakeholders, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the meeting venue. Shareholders can participate in the Annual General Meeting and use their rights by voting in advance (either personally or by proxy representatives) as well as by submitting counterproposals and asking questions in advance as instructed hereafter. Proxy representatives must also vote in advance as instructed hereafter. Further instructions can be found below in this notice in section C 'Instructions for those participating in the Annual General Meeting'.

The management of the Company and the Auditor will not attend the Meeting. There will be no addresses by the Board or management at the Annual General Meeting and no webcast will be provided. Pre-recorded speech by the Chief Executive Officer will be published on the Company's website at www.qpr.com on the day of the Annual General Meeting.

A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING

1. Opening of the Meeting

2. Matters of order for the Meeting

The Chair of the Meeting will be Mikko Heinonen, attorney-at-law. In case Mikko Heinonen would not be able to act as the Chair of the Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chair.

3. Election of a person to confirm the minutes and a person to verify the counting of votes

The person to confirm the minutes and to verify the counting of votes will be Teemu Lehto. In case Teemu Lehto would not be able to act as the person to confirm the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legal convening of the Meeting and quorum

5. Recording the attendance at the Meeting and adoption of the list of votes

The shareholders who have voted in advance as instructed in this notice and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded to have

attended the 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, the review by the Board of Directors and the auditor's report for the year 2021

As shareholders can only participate in the Annual General Meeting by voting in advance, the Company's annual report, which includes the financial statements, the report of the Board of Directors and the auditor's report and which will be available on the Company's website at www.qpr.com no later than on March 16, 2022, will be deemed to have been presented to the Annual General Meeting.

7. Adoption of the Annual Accounts

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

The Board proposes to the Annual General Meeting that no dividend be paid based on the balance sheet to be adopted for the financial year ended on December 31, 2021.

9. Resolution on the discharge of the members of the Board of Directors and the Chief Executive Officer for the financial year 2021

10. Adoption of the Company's Remuneration Report

The Board of Directors proposes to the Annual General Meeting that it adopts the Company's Remuneration Report as an advisory resolution.

As shareholders can only participate in the Annual General Meeting by voting in advance, the Remuneration Report for the year 2021, which is attached to this notice and is available on the Company's website www.qpr.com, will be deemed to have been presented to the Annual General Meeting.

11. Resolution on the remuneration to the members of the Board of Directors and to the Auditor

The major shareholders prepare annually a proposal to the Annual General Meeting for the composition of the Company's Board of Directors as well as for the annual emoluments of the Board members and auditors. The Chairman of the Board is responsible for contacting the major shareholders and inviting at least three largest shareholders of the Company annually to prepare the proposals.

Based on the aforementioned it is proposed to the Annual General Meeting that the annual fee payable to the Board members elected at the same meeting for a term ending at the close of the next Annual General Meeting is: EUR 45,000 for the Chairman of the Board and EUR 25,000 for other Board members. Approximately 40% of the remuneration to the members of the Board of Directors will be paid in Company's shares and 60% in cash, and the shares will be granted as soon as it is possible after the next Annual General Meeting when insider rules allow it. The fee of the Auditor is proposed to be paid according to reasonable invoice.

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

It has been brought to the attention of the Board of Directors of the Company that shareholders who represent 55.8% of the Company's shares and votes propose to the Annual General Meeting that the number of Board members be confirmed at four (4).

13. Election of the members of the Board of Directors

It has been brought to the attention of the Board of Directors of the Company that shareholders who represent 55.8% of the Company's shares and votes propose to the Annual General Meeting that Pertti Järvi, Matti Heikkonen, Antti Koskela and Jukka Tapaninen be re-elected as Board members.

14. Election of the Auditor

It has been brought to the attention of the Board of Directors of the Company that shareholders who represent 55.8% of the Company's shares and votes propose to the Annual General Meeting that Authorised Public Accountants KPMG Oy

Ab be re-elected as QPR Software's auditor for the financial year 2022. KPMG Oy Ab has announced that Miika Karkulahti, Authorized Public Accountant, would act as the principal auditor.

15. Establishment of the Shareholders' Nomination Committee and adoption of the Charter

The Board of Directors proposes to the Annual General Meeting that a Shareholders' Nomination Committee is established for the Company and its Charter is adopted.

Pursuant to the proposition of the Board of Directors the main duty of the Shareholders' Nomination Committee is to prepare the proposals on the number, composition and remuneration of the members of the Board of Directors to the Annual General Meeting and, if needed, to the Extraordinary General Meeting. In accordance with the proposal, the Shareholders' Nomination Committee is established until further notice until otherwise decided by the General Meeting of the shareholders.

The composition, tasks and activities of the Shareholders' Nomination Committee are defined in more detail in its Charter. The proposal for the Charter is attached to this notice.

16. Authorization of the Board of Directors to decide on the share issue and on the issue of other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to decide on an issue of new shares and conveyance of own shares held by the Company. The share issue can be carried out as a share issue against payment or without consideration.

The authorization also includes the right to issue special rights, in the meaning of Chapter 10 Section 1 of the Companies Act, which entitle to the Company's new shares or the Company's own shares held by the Company against consideration.

The Board of Directors proposes that the authorization includes the right to deviate from the shareholders' pre-emptive subscription right.

The authorization shall be in force until the next Annual General Meeting.

The proposal of the Board of Directors to authorize the Board of Directors to decide on a share issue and issue of special rights is attached to this notice.

17. Authorization of the Board of Directors to decide the acquisition of own shares

The Board of Directors proposes that the Annual General Meeting would authorize the Board of Directors to decide on the acquisition of the Company's own shares. The Board of Directors proposes that the Annual General Meeting would decide on an authorization not excluding the right to decide on a directed acquisition.

The authorization shall be in force until the next Annual General Meeting.

The proposal of the Board of Directors to authorize the Board of Directors to decide on the acquisition of own shares is attached to this notice.

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 QPR Software's website at www.qpr.com. The Company's remuneration report as well as the annual report 2021, including the Financial Statements, the report of the Board of Directors and the Auditor's report, will be available on the above-mentioned website no later than as from March 16, 2022, onwards. Copies of these documents and this notice will be sent to shareholders upon request. Copies of the documents will also be available at the Company's headquarters Huopalahdentie 24, FI-00350 Helsinki, Finland (tel. +358 40 126 5382, Sanna Salo). The minutes of the Annual General Meeting will be available on the above-mentioned website no later than as from April 20, 2022, onwards.

C. INSTRUCTIONS TO SHAREHOLDERS

In order to prevent the spread of the Covid-19 pandemic, the Annual General Meeting will be organized so that the shareholders or their proxy representatives cannot be present at the meeting venue. Shareholders can participate in the meeting and use their shareholder rights in connection with the General Meeting by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below.

Right to participate

Each shareholder who is registered on the record date of the General Meeting, on March 25, 2022, 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 the shareholder's personal Finnish book-entry account, is registered in the Company's shareholders' register.

Instructions for holders of nominee-registered shares are set out below under Section "Holders of nominee-registered shares".

Registration and voting in advance

Registration for the General Meeting and advance voting will begin on March 22, 2022 at 9.00 a.m. (EET). 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 and vote in advance no later than by March 30, 2022 at 4.00 p.m. (EEST), by which time the votes must have been received.

A shareholder whose shares are registered on the shareholder's Finnish book-entry account can register and vote in advance on certain matters on the agenda of the General Meeting from March 22, 2022 at 9.00 a.m. (EET) until March 30, 2022 at 4.00 p.m. (EEST) by the following means:

- a. through The Company's website at www.qpr.com

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 mail or email

A shareholder may send the advance voting form available on the Company's website to Innovatics Oy by email at agm@innovatics.fi or by regular mail to Innovatics Oy, Yhtiökokous/QPR Software Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki

If the shareholder participates in the General Meeting by sending the votes in advance to Innovatics Oy, the submission of the advance votes before the end of the registration and advance voting period, i.e. before March 30, 2022 at 4.00 p.m. (EET) constitutes registration for the General Meeting, provided that the shareholder's message includes the information requested on the advance voting form required for registration.

The advance voting form and instructions relating to the advance voting will be available on the Company's website at www.qpr.com no later than on March 22, 2022 at 9.00 a.m. (EET). Additional information on the registration and advance voting is available during the registration period by telephone at +358 10 2818 909 on business days during 9:00 a.m. until 12:00 noon and from 1:00 p.m. until 4:00 p.m.

If a shareholder participates in the General Meeting by voting in advance in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all information required for registration and advance voting is duly provided. No other notification of participation is required for the General Meeting.

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 ID and contact details of the shareholder. The personal data given to QPR Software or to Innovatics Oy by shareholders and proxy representatives is only used in connection with the Annual General Meeting and with the processing of related necessary registrations.

Proxy representative and powers of attorney

A shareholder may participate and make use of his or her rights as a shareholder at the General Meeting by proxy.

Also, the proxy representative must vote in advance in the 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.

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 Annual General Meeting. Statutory right of representation may be demonstrated by using the suomi.fi e-Authorisations service which is in use in the online registration service. Should a shareholder participate in the 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 Annual General Meeting.

Templates for a Power of Attorney as well as for instructions to vote are available on the website of the Company www.qpr.com no later than as from March 22, 2022 onwards. Possible proxy documents shall be delivered primarily as an attachment in connection with the electronic registration and advance voting or alternatively by email to agm@innovatics.fi or as originals by regular mail to the address Ratamestarinkatu 13 A FI-00520 Helsinki before the end of the registration and advance voting period, i.e. before March 30, 2022 at 4.00 p.m. (EET), by which time the proxy documents must have been received.

If a shareholder delivers a proxy to the Company in accordance with the applicable instructions before the expiry of the registration and advance voting period, this constitutes due registration for the General Meeting, provided that all required information is included in the proxy documents.

Further information will also be available on the Company's website at www.qpr.com.

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 he/she on the record date of the Annual General Meeting, i.e. on March 25, 2022, 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 registered into the temporary shareholders' register held by Euroclear Finland Oy. at the latest by April 1, 2022 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 his/her custodian bank. The account management organization 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. The account management organization of the custodian bank shall also take care of the voting in advance on behalf of the holders of nominee-registered shares within the registration period applicable to nominee-registered shares, i.e. by April 1, 2022 at 10.00 a.m. (EEST) at the latest.

Further information is available on the website of the Company www.qpr.com.

Counterproposals, right to ask questions and other information

Shareholders representing at least one hundredth (1/100) of all the shares in the Company have a right to pose counterproposals concerning the matters on the agenda of the General Meeting to be placed for a vote. Such counterproposals shall be delivered to the Company by email to ilmoittautumiset@qpr.com no later than by March 21, 2022 at 4:00 p.m (EET), by which time the counterproposals must have been received by the Company.

In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal is eligible for voting at the General Meeting if the shareholders who have made the counterproposal have the right to attend the meeting and on the record date of the General Meeting represent at least one hundredth (1/100) of all shares in the Company. Should the counterproposal not be placed for a vote at the meeting, advance votes given in favor of the proposal will not be taken into account. The Company will publish possible counterproposals eligible for voting on the Company's website at www.qpr.com on March 22, 2022 at the latest.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act with respect to the matters to be considered at the Meeting. Such questions must be sent in connection with the electronic registration and advance voting or by email to ilmoittautumiset@qpr.com and in each case at the latest by March 23, 2022 at 4:00 p.m. (EET), by which time the questions must have been received.

Such questions by shareholders, responses to such questions by the Company's management as well as any other counterproposals than those eligible for voting will be available on the Company's website www.qpr.com on March 28, 2022 at the latest. In connection with asking questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice, February 16, 2022, the total number of shares and votes in QPR Software is 12,444,863.

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 February 16, 2022

QPR SOFTWARE PLC

The Board of Directors

Additional information:

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DISTRIBUTION

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