

TERMS AND CONDITIONS OF THE PLACING

The Board of Directors of Gofore Plc (the “**Company**”) has resolved to launch a share issue of up to 1,000,000 new shares in the Company (the “**Placing Shares**”) to selected investors procured by Danske Bank A/S, Finland Branch (“**Danske Bank**”) in deviation from the pre-emptive rights of the shareholders, by way of an accelerated bookbuilding process, in which the size of the share issue and the subscription price will be determined in the said process (the “**Placing**”).

The number of Placing Shares to be issued in the Placing will be determined on the basis of subscription offers received in an accelerated bookbuilding.

1 SUBSCRIPTION PERIOD AND PAYMENT PERIOD

The Placing Shares will be subscribed immediately in an accelerated book-building procedure based on the received subscription offers. The Board of Directors of the Company may, in its sole discretion, resolve to decline the subscriptions in whole or in part or to re-allot the Placing Shares.

The investors who have taken part in the accelerated bookbuilding process will be sent a confirmation of the allocation of the Placing Shares without undue delay after the share issue resolution of the Board of Directors.

The subscription price of the Placing Shares shall be paid in accordance with the instructions given by the Company on 23 April 2021 at the latest. The Board of Directors may, in its sole discretion, make changes to the subscription period and resolve to extend the payment period.

2 SUBSCRIPTION PRICE

The subscription price per Placing Share will be determined based on subscription offers received from investors in the accelerated bookbuilding and correspond to the fair value of the Placing Shares based on the assessment of the Board of Directors.

The subscription price for the Placing Shares will be recorded in the invested unrestricted equity reserve. Accordingly, the share capital of the Company will not be increased in connection with the Placing.

The Placing Shares will be entered into the Finnish book-entry securities system maintained by Euroclear Finland Oy (ISIN code FI4000283130) on or about 26 April 2021.

3 PUBLICATION OF THE OUTCOME OF THE PLACING

The Company will announce the outcome of the Placing on or about 22 April 2021 by way of a stock exchange release.

4 COMPANY’S RIGHT TO WITHDRAW THE PLACING

The Company's Board of Directors may, subject to the placement agent agreement entered into between the Company, selling shareholders and Danske Bank, at its sole discretion (and for any reason), withdraw the Placing. If the Placing is withdrawn, any subscription offers given by investors will be automatically cancelled. A withdrawal of the Placing will be announced by the Company by way of a stock exchange release.

5 RIGHT TO DIVIDEND AND OTHER RIGHTS

The Placing Shares will entitle their holders to dividend and other shareholder rights in the Company on the date when the subscription price has been paid and the shares have been registered in the Finnish Trade Register as well as on the subscriber's book-entry accounts, which will be done as soon as possible after the subscription.

6 ADMISSION TO TRADING AND TRADING ARRANGEMENTS

The Company intends to make an application to list the issued and allotted Placing Shares on the official list of Nasdaq Helsinki Ltd. The Company expects trading to commence on or about 27 April 2021.

7 GOVERNING LAW

The Placing will be governed by the laws of Finland. Any disputes arising out of or relating to the Placing shall be finally settled by the competent court in Finland.

8 OTHER MATTERS

The Board of Directors of the Company may resolve on other matters relating to the Placing.