

INNOFACTOR PLC NOTICE OF THE ANNUAL GENERAL MEETING

The shareholders of InnofactorPlc are invited to the Annual General Meeting to be held on Thursday, April 28, 2011, at 10:00 in the conference room of Radisson Blu Seaside Hotel at Ruoholahdenranta 3, 00180 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 2010.

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

At the end of the financial period of 2010, the distributable assets of InnofactorPlc are EUR 14,629,135.92. The Board of Directors proposes that InnofactorPlc should not pay any dividend for the financial period of January 1–December 31, 2010.

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 members of the Board of Directors shall be paid a monthly fee with the Chairman's fees totaling EUR 36,000 per year and the other members' fees totaling EUR 24,000 per year. No separate fees for meetings shall be paid. Half of the fee (50%) shall be paid 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 InnofactorPlc for January 1–March 31, 2011. InnofactorPlc 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 four (4) 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 that the following person be selected to the Board of Directors: Sami Ensio, Juha Koponen, Pyy Loutsuo, and Pekka Puolakka.

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.

15. The proposal of the Board of Directors for consolidation of shares in accordance with the Chapter 15, Section 9 of the Finnish Companies Act and for the related redemption of shares otherwise than in proportion to the numbers of shares owned by the shareholders

The Board of Directors proposes to the General Meeting that the company's number of shares be decreased without lowering the share capital by consolidating twenty (20) old shares to one (1) new share in the intention decreed in the Chapter 15, Section 9 of the Finnish Companies act and by complying with the procedures of the provision. Before the share consolidation, the company will void its own shares in its possession in such a manner that the total number of shares will be 585,236,000 and after consolidation, the total number of shares would be 29,261,800. The purpose of the share consolidation is to improve the reliability of share price formation. Thus, the Board of Directors considers that the company has an important financial reason for the share consolidation and the related redemption of shares, as required by the Finnish Companies Act.

The consolidation is proposed to be done as follows: The company will redeem from each shareholder a number of shares determined on the basis of a redemption ratio of 20/1. In other words, for every 20 shares, 19 shares will be redeemed. For every shareholder who has a number of shares that is not divisible by 20 on the date of consolidation, the number of shares to be redeemed would be rounded up to the nearest divisible number, if necessary ("rounding"). The number of shares will be estimated separately for each book-entry account.

The redemption would be done without remuneration, except for the remuneration paid on the basis of rounding as described in the Chapter 15, Section 9 of the Finnish Companies Act. The redemption would be done in a manner other than in proportion to the numbers of shares owned by the shareholders, as described in the above-mentioned provision. The shares redeemed in relation to the consolidation will be

voided, except for the extra shares redeemed on the basis of rounding, which will be collected together and sold.

After the consolidation, the company would sell without delay the shares combined from the extra shares redeemed on the basis of the above-mentioned rounding in public trading, as defined in the Chapter 1, Section 3 of the Finnish Securities Markets Act, on behalf of the above-mentioned shareholders.

The funds received from selling these shares would be paid to the shareholders in relation to the differences obtained by subtracting from the number of shares redeemed from each shareholder the number that would have been redeemed, if no rounding had been done. Interest will be paid for the funds for the period between the redemption and the payment on the basis of the valid reference rate as defined in the Section 12 of the Finnish Interest Act.

The balancing date of the consolidation, which would also determine the right to the funds from the selling of shares based on rounding, would be Friday, May 6, 2011. The redeemed shares would be voided, except for the shares consolidated from the extra shares redeemed due to rounding, and the new consolidated number of shares would be registered in the Trade Register on Saturday, May 7, 2011. The implementation of the share consolidation and the related rounding would be visible on the shareholders' book-entry accounts and the trading on the consolidated shares would begin on Monday, May 9, 2011, after the implementation of the consolidation. The funds from selling the shares based on rounding would be paid to the shareholders on Friday, May 13, 2011, assuming that all shares can be sold at the same day. In other case, the payment of the fractions would take place on the day after the final trade.

If the proposal for share consolidation is approved, the authorization given by the Extraordinary General Meeting of June 18, 2009, to the Board of Directors, authorizing it to decide on a share issue and granting of special rights entitling to shares, will be changed as regards the number of shares, so that the authorization will be for a maximum of 3,000,000 shares.

If the proposal for share consolidation is approved, the authorization given by the Extraordinary General Meeting of December 27, 2010, to the Board of Directors, authorizing it to repurchase the company's shares, will be changed as regards the number of shares, so that the authorization will be for a maximum of 2,500,000 shares.

If the arrangement is realized, it will not require any actions on the part of the shareholders.

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

16. Closing the meeting

B. Documents of the General Meeting

The proposals of the Board of Directors listed on the agenda of the General Meeting as well as this notice are available on Innofactor Plc's web site at www.innofactor.com. The Innofactor Plc's annual accounts, annual report and auditor's report have been available on the company's web site as of March 16, 2011. The Board of Directors' proposals and other documents mentioned above are also available at the General

Meeting and copies of them and of this notice will be sent to shareholders requesting them. The minutes of the General Meeting will be available on the company's web site as of May 5, 2011.

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 April 14, 2011, 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 April 21, 2011, 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 April 14, 2011. Attending the meeting also requires that these shareholder's shares are temporarily registered in the shareholders' register, maintained by Euroclear Finland Ltd., on April 21, 2011, 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, April 5, 2011, InnofactorPlc has a total of 585,236,987 shares of one type and representing an equal amount of votes.

We welcome the shareholders to the Annual General Meeting.

Espoo, April 5, 2011

INNOFACTOR PLC

Board of Directors

Additional information:

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