

Onni Bidco Oy commences the voluntary recommended public cash tender offer for all the shares in Innofactor Plc on August 5, 2024

Innofactor Plc Stock Exchange Release August 2, 2024 at 6:00 p.m. EEST

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW. FOR FURTHER INFORMATION, PLEASE SEE SECTION ENTITLED "IMPORTANT INFORMATION" BELOW.

Onni Bidco Oy commences the voluntary recommended public cash tender offer for all the shares in Innofactor Plc on August 5, 2024

As announced on July 22, 2024, CapMan Growth Equity Fund III Ky, a fund managed by CapMan Group affiliated companies, ("**CapMan Growth**"), Sami Ensio, the founder, CEO and member of the Board of Directors of Innofactor Plc, through the holding company Ensio Investment Group Oy controlled by him, and the co-investor Osprey Capital Oy ("**Osprey Capital**") form a consortium (the "**Consortium**") for the purposes of the voluntary recommended public cash tender offer for all the issued and outstanding shares in Innofactor Plc ("**Innofactor**" or the "**Company**") that are not held by Innofactor or its subsidiaries (the "**Shares**" or, individually, a "**Share**") (the "**Tender Offer**"), made by Onni Bidco Oy (the "**Offeror**"), a private limited liability company incorporated and existing under the laws of Finland. The Offeror and Innofactor have on July 22, 2024 entered into a combination agreement (the "**Combination Agreement**") pursuant to which the Offeror will make the Tender Offer.

The Finnish Financial Supervisory Authority has today approved the Finnish language version of the tender offer document relating to the Tender Offer (the "**Tender Offer Document**"). The offer period for the Tender Offer will commence on August 5, 2024, at 9:30 a.m. (Finnish time) and expire on September 16, 2024, at 4:00 p.m. (Finnish time), unless the offer period is extended as described in the terms and conditions of the Tender Offer (the "**Offer Period**"). The Tender Offer is currently expected to be completed at the end of the third quarter or in the beginning of the fourth quarter of 2024. The Offeror may extend the Offer Period in accordance with, and subject to, the terms and conditions of the Tender Offer and applicable laws and regulations, to the extent necessary in order to satisfy the conditions to completion of the Tender Offer, including, among others, the receipt of the relevant regulatory approvals. Any possible extension of the Offer Period will be announced by a stock exchange release.

The Finnish language version of the Tender Offer Document will be available on the internet at <https://innofactor.tenderoffer.fi/pto/> and <https://www.carnegie.fi/innofactor-tender-offer-fi/> as of August 2, 2024. The English language translation of the Tender Offer Document will be available on the internet at <https://innofactor.tenderoffer.fi/en/pto/> and <https://www.carnegie.fi/innofactor-tender-offer-en/> as of August 2, 2024.

The price offered for each Share validly tendered in the Tender Offer is EUR 1.68 in cash (the "**Offer Price**").

The Offer Price has been determined based on 35,789,319 Shares. Should the Company change the number of its Shares as a result of a new issue, reclassification, stock split (including a reverse split) or any other measure with dilutive effect, or should the Company declare or distribute any dividends or in any other manner distribute or transfer value to its shareholders, or if a record date with respect to any of the foregoing occurs after the date hereof and prior to any settlement of the Tender Offer, the Offer Price payable by the Offeror shall be adjusted accordingly on a euro-for-euro basis.

The Board of Directors of Innofactor, represented by a quorum comprising the non-conflicted members of the Board of Directors who are not members of the Consortium and thus without the participation of Sami Ensio in the evaluation or decision-making process, has unanimously decided to recommend in its statement issued pursuant to the Finnish Securities Markets Act (746/2012, as amended) and the Helsinki Takeover Code issued by the Finnish Securities Market Association (the "**Helsinki Takeover Code**") that the shareholders of Innofactor accept the Tender Offer. The Board of Directors of Innofactor has received a fairness opinion, dated July 21, 2024, from HLP Corporate Finance Oy to the effect that, the consideration to be offered to shareholders in the Tender Offer was, at the date of the fairness opinion, fair from a financial point of view to the holders of Shares (excluding Sami Ensio and members of the Consortium), which fairness opinion was based on and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken as more fully described in such opinion. The fairness opinion of HLP Corporate Finance Oy was provided in support of the Board of Directors' assessment of the Tender Offer. The complete fairness

opinion is attached as Appendix 1 to the statement by the Board of Directors of Innofactor, issued on August 1, 2024, and attached as Annex C to the Tender Offer Document.

Sami Ensio has irrevocably undertaken, subject to certain customary conditions, to accept the Tender Offer in respect of the Shares held and controlled by him (excluding certain Shares received as board remuneration, which are subject to a lock-up resolved by the General Meeting and shall only become subject to the sale commitment if the lock-up restriction is waived or is no longer applicable) which represent approximately 21.8 percent of the Shares and votes in Innofactor (approximately 22.2 percent of the Shares including the Shares subject to the lock-up restriction).

The completion of the Tender Offer is subject to the satisfaction or waiver by the Offeror of certain customary conditions on or prior to the Offeror's announcement of the final results of the Tender Offer including, among others, that approvals by all necessary competition authorities and other regulatory authorities have been received (or regulatory waiting periods have expired, as the case may be) and the Offeror having gained control of more than 90 percent of the Shares and votes in Innofactor on a fully diluted basis calculated in accordance with Chapter 18, Section 1 of the Finnish Companies Act (624/2006, as amended).

Most Finnish account operators will send a notice regarding the Tender Offer and related instructions to those who are registered as shareholders in the shareholders' register of Innofactor maintained by Euroclear Finland. Shareholders of Innofactor who do not receive such instructions from their account operator or asset manager should first contact their account operator or asset manager and can subsequently contact OP Custody Ltd ("OP") by sending an email to tenderoffers@op.fi, where such shareholders of Innofactor can receive information on submitting their acceptance of the Tender Offer. Please note, however, that OP will not be engaging in communications relating to the Tender Offer with shareholders located within the United States. Shareholders who are located within the United States may contact their brokers for necessary information.

Those shareholders of Innofactor whose Shares are nominee-registered, and who wish to accept the Tender Offer, must effect such acceptance in accordance with the instructions given by the custodian of the nominee-registered shareholders. The Offeror will not send an acceptance form or any other documents related to the Tender Offer to these shareholders of Innofactor.

A shareholder of Innofactor who wishes to accept the Tender Offer must submit the properly completed and duly executed acceptance to the account operator managing the shareholder's book-entry account in accordance with the instructions and within the time period set by the account operator, which may be prior to the expiry of the Offer Period. The Offeror reserves the right to reject or approve, in its sole discretion, any acceptances that have been submitted in an incorrect or incomplete manner.

The preliminary result of the Tender Offer will be announced on or about the first (1st) Finnish banking day following the expiration of the Offer Period (including any extended or discontinued extended Offer Period). In connection with the announcement of such preliminary result, it will be announced whether the Tender Offer will be completed subject to the Conditions to Completion being fulfilled or waived on the date of the final result announcement and whether the Offer Period will be extended. The final result of the Tender Offer will be announced on or about the third (3rd) Finnish banking day following the expiration of the Offer Period at the latest. In connection with the announcement of the final result, the percentage of the Shares that have been validly tendered and accepted in the Tender Offer, and that have not been validly withdrawn, will be confirmed.

The Offeror reserves the right to acquire Shares during and/or after the Offer Period and any subsequent offer period in public trading on Nasdaq Helsinki Ltd ("Nasdaq Helsinki") or otherwise outside the Tender Offer.

The terms and conditions of the Tender Offer are enclosed in their entirety to this stock exchange release (Appendix 1).

The Offeror has appointed Carnegie Investment Bank AB (publ), Finland Branch as financial adviser and arranger of the Tender Offer, Roschier, Attorneys Ltd. as legal adviser and Miltton Ltd as communication adviser. Innofactor has appointed Advium Corporate Finance Ltd. as an exclusive financial adviser, Krogerus Attorneys Ltd as legal adviser and Kreab Oy as communication adviser.

Investor and Media enquiries:

Innofactor

Tero Lehtinen (Kreab), tero.lehtinen@kreab.com, +358 50 384 8308

Iida Suominen (Innofactor), ir@innofactor.com, +358 40 716 7173

Lasse Lautsuo (Innofactor), ir@innofactor.com, +358 50 480 1597

The Consortium

Antti Kummu, CapMan Growth, +358 50 432 4486

Media

press.contact@miltton.com

+358 45 788 51840

For further information, please visit the dedicated website at: <https://innofactor.tenderoffer.fi/en/pto/>

Distribution:

NASDAQ Helsinki

Main media

ABOUT THE CONSORTIUM

CapMan Growth and Sami Ensio (through the holding company controlled by him) together with Osprey Capital form the Consortium for the purposes of the Tender Offer. As at the date of this release, the Offeror is indirectly owned by Onni Topco Oy, a private limited liability company incorporated under the laws of Finland. Onni Topco Oy was incorporated to be the holding company in the acquisition structure and is currently owned by CapMan Growth. Following the completion of the Tender Offer, CapMan Growth is expected to own approximately 52.4 percent, Ensio Investment Group Oy approximately 42.6 percent and Osprey Capital approximately 5.0 percent of the shares in Onni Topco Oy.

ABOUT INNOFACTOR

Innofactor is the leading promoter of the modern digital organization in the Nordic countries for its approximately 1,000 customers in the commercial and public sectors. Innofactor has the widest solution offering and leading know-how in the Microsoft ecosystem in the Nordics. Innofactor's offering includes planning services for business-critical IT solutions, project deliveries, implementation support and maintenance services, as well as own software and services. Innofactor employs nearly 600 experts in Finland, Sweden, Denmark and Norway. Innofactor's shares are listed on Nasdaq Helsinki with the ticker symbol IFAIV.

IMPORTANT INFORMATION

THIS RELEASE MAY NOT BE RELEASED OR OTHERWISE DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW.

THIS RELEASE IS NOT A TENDER OFFER DOCUMENT AND AS SUCH DOES NOT CONSTITUTE AN OFFER OR INVITATION TO MAKE A SALES OFFER. IN PARTICULAR, THIS RELEASE IS NOT AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES DESCRIBED HEREIN, AND IS NOT AN EXTENSION OF THE TENDER OFFER, IN, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA. INVESTORS SHALL ACCEPT THE TENDER OFFER FOR THE SHARES ONLY ON THE BASIS OF THE INFORMATION PROVIDED IN A TENDER OFFER DOCUMENT. OFFERS WILL NOT BE MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE EITHER AN OFFER OR PARTICIPATION THEREIN IS PROHIBITED BY APPLICABLE LAW OR WHERE ANY TENDER OFFER DOCUMENT OR REGISTRATION OR OTHER REQUIREMENTS WOULD APPLY IN ADDITION TO THOSE UNDERTAKEN IN FINLAND.

THE TENDER OFFER IS NOT BEING MADE DIRECTLY OR INDIRECTLY IN ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAW AND, WHEN PUBLISHED, THE TENDER OFFER DOCUMENT AND RELATED ACCEPTANCE FORMS WILL NOT AND MAY NOT BE DISTRIBUTED, FORWARDED OR TRANSMITTED INTO OR FROM ANY JURISDICTION WHERE PROHIBITED BY APPLICABLE LAWS OR REGULATIONS. IN PARTICULAR, THE TENDER OFFER IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, IN OR INTO, OR BY USE OF THE POSTAL SERVICE OF, OR BY ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEX, TELEPHONE OR THE INTERNET) OF INTERSTATE OR FOREIGN COMMERCE OF, OR ANY FACILITIES OF A NATIONAL SECURITIES EXCHANGE OF, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA. THE TENDER OFFER CANNOT BE ACCEPTED, DIRECTLY OR INDIRECTLY, BY ANY SUCH USE, MEANS OR INSTRUMENTALITY OR FROM WITHIN, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA AND ANY PURPORTED ACCEPTANCE OF THE TENDER OFFER RESULTING DIRECTLY OR INDIRECTLY FROM A VIOLATION OF THESE RESTRICTIONS WILL BE INVALID.

THIS RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS RELEASE HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

Information for shareholders of Innofactor in the United States

Shareholders of Innofactor in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Innofactor is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “**SEC**”) thereunder.

The Tender Offer will be made for the issued and outstanding shares of Innofactor, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The Tender Offer is made in the United States pursuant to Section 14(e) and Regulation 14E under the Exchange Act, subject to the exemption provided under Rule 14d-1(c) under the Exchange Act, for a Tier I tender offer, and otherwise in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the Tender Offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those of the United States. In particular, the financial information included in this stock exchange release has been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies. The Tender Offer is made to Innofactor’s shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Innofactor to whom an offer is made. Any informational documents, including this stock exchange release, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Innofactor’s other shareholders.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or its brokers and its brokers’ affiliates (acting as agents for the Offeror or its affiliates, as applicable) may from time to time after the date of this stock exchange release and during the pendency of the Tender Offer, and other than pursuant to the Tender Offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of Innofactor of such information. In addition, the financial adviser to the Offeror may also engage in ordinary course trading activities in securities of Innofactor, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, passed upon the merits or fairness of the Tender Offer, or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the Tender Offer. Any representation to the contrary is a criminal offence in the United States.

The receipt of cash pursuant to the Tender Offer by a U.S. holder of Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares is urged to consult its independent professional advisers immediately regarding the tax and other consequences of accepting the Tender Offer.

To the extent the Tender Offer is subject to U.S. securities laws, those laws only apply to U.S. holders of Shares and will not give rise to claims on the part of any other person. It may be difficult for Innofactor's shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since the Offeror and Innofactor are located in non-U.S. jurisdictions and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Innofactor shareholders may not be able to sue the Offeror or Innofactor or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel the Offeror and Innofactor and their respective affiliates to subject themselves to a U.S. court's judgment.

Forward-looking statements

This release contains statements that, to the extent they are not historical facts, constitute "forward-looking statements". Forward-looking statements include statements concerning plans, expectations, projections, objectives, targets, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions, competitive strengths and weaknesses, plans or goals relating to financial position, future operations and development, business strategy and the trends in the industries and the political and legal environment and other information that is not historical information. In some instances, they can be identified by the use of forward-looking terminology, including the terms "believes", "intends", "may", "will" or "should" or, in each case, their negative or variations on comparable terminology. By their very nature, forward-looking statements involve inherent risks, uncertainties and assumptions, both general and specific, and risks exist that the predictions, forecasts, projections and other forward-looking statements will not be achieved. Given these risks, uncertainties and assumptions, investors are cautioned not to place undue reliance on such forward-looking statements. Any forward-looking statements contained herein speak only as at the date of this release.

Disclaimer

Carnegie Investment Bank AB (publ), which is authorised and supervised by the Swedish Financial Supervisory Authority (Finansinspektionen), is acting through its Finland Branch ("Carnegie"). The Finland branch is authorised by the Swedish Financial Supervisory Authority and subject to limited supervision by the Finnish Financial Supervisory Authority (Finanssivalvonta). Carnegie is acting exclusively for the Offeror and no one else in connection with the Tender Offer and the matters set out in this release. Neither Carnegie nor its affiliates, nor their respective partners, directors, officers, employees or agents are responsible to anyone other than the Offeror for providing the protections afforded to clients of Carnegie, or for giving advice in connection with the Tender Offer or any matter or arrangement referred to in this release.

Advium Corporate Finance Ltd. is acting exclusively on behalf of Innofactor and no one else in connection with the Tender Offer or other matters referred to in this release, does not consider any other person (whether the recipient of this release or not) as a client in connection to the Tender Offer, and is not responsible to anyone other than Innofactor for providing protection or providing advice in connection with the Tender Offer or any other transaction or arrangement referred to in this release.

Appendix 1: Terms and conditions of the Tender Offer