

NOTICE TO THE ANNUAL GENERAL MEETING

Basware Corporation, stock exchange release, January 26, 2012 at 09:00

Notice is given to the shareholders of Basware Corporation to the Annual General Meeting of Shareholders to be held on Thursday, 16 February 2012 at 2:00 PM at Helsinki Music Centre at the address Mannerheimintie 13 a, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 1:00 PM.

A. Matters on the agenda of the General Meeting

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of a person to scrutinize the minutes and persons 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. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2011**
 - Review by the CEO
 - Presentation of the activities of the Board of Directors
- 7. Adoption of the annual accounts**
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.41 per share be paid for the year of 2011. The dividend decided by the Annual General Meeting will be paid to shareholders registered on 21 February 2012 in the company's shareholder register maintained by Euroclear Finland Ltd. The Board of Directors proposes to the General Meeting that the dividend be paid on 28 February 2012.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEOs from liability**
- 10. Resolution on the remuneration of the members of the Board of Directors**

The shareholders representing more than 30 % of the shares and votes in the company have notified the Board of Directors that they will propose to the General Meeting that the remuneration for the members of the Board of Directors would be as follows:

 - members EUR 27,500 per annum;
 - vice chairman EUR 32,000 per annum; and
 - chairman EUR 55,000 per annum

In addition each member shall receive EUR 340 per attended meeting.

Out of the annual remuneration to be paid to the Board members, 40 per cent of total gross compensation amount will be used to purchase Basware Corporation's shares in public trading through NASDAQ OMX Helsinki Ltd. However, this only concerns Board members whose ownership of Basware Corporation is less than 5,000 shares. The purchase of shares will take place as soon as possible after the decision by the General Meeting. Shares received as remuneration may not be sold or otherwise transferred

during a period of two years. This restriction does not concern persons who are no longer Board members.

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

The shareholders representing more than 30 % of the shares and votes in the company have notified the Board of Directors that they will propose to the General Meeting that for the next term of office the number of the members of Board of Directors shall be five (5).

12. Election of members of the Board of Directors

The shareholders representing more than 30 % of the shares and votes in the company have notified the Board of Directors that they will propose to the General Meeting that Hannu Vaajoensuu, Pentti Heikkinen and Eeva Sipilä be re-elected as members of the Board of Directors and that as new members of the Board of Directors would be elected Ilkka Sihvo and Anssi Vanjoki. Below is presented further information on the persons proposed as the new members of the Board of Directors.

Ilkka Sihvo

Born in 1962, M.Sc.(Econ.), M.Sc. (Tech.).

Worked for Basware 1989–2011, Member of the Board 1990–1999, Chairman of the Board 1999–2004. Key working experience: Basware Corporation: CEO 2005–2011; CFO 2000–2004; executive level and consulting positions 1989–1999.

Anssi Vanjoki

Born in 1956, M.Sc.(Econ.).

Key working experience: Nokia Corporation: Executive Vice President and General Manager, Mobile Solutions 2010–2011; Executive Vice President and General manager, Markets 2008–2009; Executive Vice President and General Manager, Multimedia 2004–2007; other executive level positions 1991–2003. 3M Corporation: several management positions in Finland and abroad.

Of the above-mentioned persons proposed as the members of the Board of Directors Pentti Heikkinen, Eeva Sipilä ja Anssi Vanjoki are independent of the company and of its significant shareholders.

13. Resolution on the remuneration of the auditors

The Board of Directors proposes to the General Meeting that the remuneration of the auditor elected is paid according to reasonable invoice.

14. Resolution on the number of auditors

The Board of Directors proposes to the General Meeting that one (1) auditor, which shall be an audit firm approved by the Finnish Central Chamber of Commerce, and one (1) vice auditor shall be elected for the company.

15. Election of auditor and vice auditor

The Board of Directors proposes to the General Meeting the election of Ernst & Young Oy, Authorized Public Accountants organisation, as the company's auditor and Ms Terhi Mäkinen, Authorized Public Accountant, as the vice auditor of the company. Ernst & Young Oy has advised that it will appoint Mr Heikki Ilkka, Authorized Public Accountant, as the principally responsible auditor of the company.

16. Amendment of the Articles of Association

The Board of Directors proposes to the General Meeting that the section 8 of the Articles of Association of the company would be amended to read as follows:

8. Summons to General Meeting

Summons to General Meeting of Shareholders shall be announced on company's website no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting of Shareholders, however, at least nine (9) days prior to the record date of the General Meeting of Shareholders. In addition, the company may, if so decided by the Board of Directors, within the same time announce the time and place of the General Meeting of Shareholders as well as the address of the company's website in one newspaper.

17. Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares (Repurchase Authorization) on the following terms and conditions:

a) Maximum number of shares to be repurchased

By virtue of the authorization, the Board of Directors is entitled to decide on repurchasing a maximum of 1,290,000 company's own shares.

b) Directed repurchase and consideration to be paid for shares

The company's own shares shall be repurchased otherwise than in proportion to the holdings of the shareholders by using the non-restricted equity through public trading on NASDAQ OMX Helsinki Ltd at the market price prevailing at the time of acquisition.

The shares shall be repurchased and paid for in accordance with the rules of NASDAQ OMX Helsinki Ltd and Euroclear Finland Ltd.

c) Holding, cancelling and conveying of shares

The shares shall be repurchased for use as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments or as part of the company's incentive program or to be held by the company, to be conveyed by other means or to be cancelled.

d) Other terms and validity

The Board of Directors shall decide on other terms and conditions related to the repurchase of the company's own shares.

The Repurchase Authorization shall be valid until 30 June 2013.

18. Authorizing the Board of Directors to decide on share issue as well as on the issuance of options and other special rights entitling to shares

The Board of Directors proposes to the General Meeting that the Board of Directors be authorized to decide on

- (i) Issuing new shares and/or
- (ii) Conveying the company's own shares held by the company and/or
- (iii) Granting special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act, on the following terms and conditions:

a) Right to the shares

New shares may be issued and the company's own shares may be conveyed:

- to the company's shareholders in proportion to their current shareholdings in the company; or
- by waiving the shareholder's pre-emption right, through a directed share issue if the company has a weighty financial reason to do so, such as using

the shares as consideration in possible acquisitions or other arrangements related to the company's business, as financing for investments or as part of the company's incentive program.

The new shares may also be issued in a free share issue to the company itself.

b) Share issue against payment and for free

New shares may be issued and the company's own shares held by the company may be conveyed either against payment or for free. A directed share issue may be free only if there is an especially weighty financial reason both for the company and with regard to the interests of all shareholders in the company.

c) Maximum number of shares

A maximum of 2,580,000 new shares may be issued.

A maximum of 1,349,675 of the company's own shares held by the company may be conveyed.

The number of shares to be issued to the company itself together with the shares repurchased by the company on basis of the repurchase authorization shall be at the maximum of 1,290,000 shares.

d) Granting of special rights

The Board of Directors may grant special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive, against payment, new shares of the company or the company's own shares held by the company. The right may also be granted to the company's creditor in such a manner that the right is granted on a condition that the creditor's receivable is used to set off the subscription price (convertible bond).

The maximum number of new shares that may be subscribed by virtue of the special rights granted by the company is in total 1,000,000 shares which number shall be included in the maximum number of new shares stated above in section c.

e) Recording of the subscription price

The subscription price of the new shares and the consideration payable for the company's own shares shall be recorded under the invested non-restricted equity fund.

f) Other terms and validity

The Board of Directors shall decide on all other terms and conditions related to the authorizations.

The authorizations shall be valid until 30 June 2013.

19. Closing of the meeting

B. Documents of the General Meeting

The proposals for the decisions on the matters on the agenda of the General Meeting as well as this notice are available on Basware Corporation's website at www.basware.com. The annual report of Basware Corporation, including the company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the above-mentioned website no later than 26 January 2012. The proposals for the decisions and documents related to the annual accounts are also available at the General Meeting. The minutes of the General Meeting will be available on the above-mentioned website as from 1 March 2012 at the latest.

C. Instructions for the participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on 6 February 2012 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in 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 wishes to participate in the General Meeting, shall register for the meeting no later than 10:00 AM (Finnish time) on 13 February 2012 by giving a prior notice of participation to the company. Such notice can be given as from 26 January 2012:

- a) at the Internet address www.basware.fi/sijoittajat;
- b) by telephone at + 358 20 770 6867 on weekdays between 9:00 AM and 4:00 PM;
or
- c) by regular mail to Basware Corporation, P.O. Box 97, 02601 Espoo, Finland (envelopes should be marked "Annual General Meeting").

In connection with the registration, a shareholder shall notify his/her name, personal identification number / company identification number, address, telephone number and the name of a possible proxy representative or assistant and the personal identification number of the proxy representative. The personal data given to Basware Corporation is used only in connection with the General Meeting and with the processing of related registrations.

2. 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 6 February 2012 would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd at the latest by 13 February 2012, by 10:00 AM. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organisation of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, temporarily into the shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in 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. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at 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 above-mentioned address before the last date for registration.

4. Other 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 to the General Meeting, the total number of shares and votes in Basware Corporation is 12,931,229.

In Espoo, on 24 January 2012

BASWARE CORPORATION
Board of Directors