



## **PROPOSALS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES TO THE ANNUAL GENERAL MEETING MARCH 11, 2014**

### **PROPOSAL FOR PAYMENT OF DIVIDEND**

The unrestricted equity in the balance sheet of the Company as per December 31, 2013 amounted to EUR 32,893,730,71 of which the net result for the financial year amounts to EUR -1,850,830,89. The Board proposes to the Annual General Meeting that based on the balance sheet to be adopted for the accounting period ended December 31, 2013 a capital return of EUR 0.10 per share will be paid from the parent company's invested unrestricted equity fund. The capital return will be paid to shareholders registered in the Register of Shareholders held by Euroclear Finland Ltd on the record date March 14, 2014. The dividend will be paid on March 21, 2014.

### **RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR**

The Board's Nomination Committee proposes to the Annual General Meeting that remuneration for the Board will remain the same and that the monthly remuneration payable to the Board Members to be elected for the term until the close of Annual General Meeting 2015 shall be EUR 2,500, to the Vice Chairman of the Board EUR 3,500 and EUR 5,500 to the Chairman of the Board. In addition, all of the above will receive a meeting fee of EUR 500 for every meeting, including the meetings of the committees set by the Board. None of the fees shall be paid to the Board Member, who will serve the company under a separate employment agreement. In addition to the above mentioned fees the ordinary and reasonable expenses of Board member will be remunerated according to the invoice. In addition, the Board proposes that the auditor will be reimbursed according to the auditor's reasonable invoice.

### **RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

The Board's Nomination Committee proposes to the Annual General Meeting that the number of Board members shall be seven.

### **ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

The Board's Nomination Committee proposes to the Annual General Meeting that the current Board members Päivi Hokkanen, Robert Ingman, Kari Karvinen, Pertti Kyttälä, Seppo Ruotsalainen, Leena Saarinen and Tommi Uhari, who have agreed to accept the positions in question, will be reappointed to Digia's Board of Directors until the end of the next AGM in Spring 2015.

### **AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND/OR DISTRESS OF THE COMPANY'S OWN SHARES**

The Board proposes that the Annual General Meeting will authorize the Board to decide on the repurchase and/or distress of company's own shares on the following terms:

The amount of own shares to be repurchased and/or distressed in one or several installments shall not exceed 2,000,000 shares. The proposed amount corresponds less than 10 per cent of all the shares in the company.

Own shares can be purchased only by using funds in the unrestricted equity.

The Board shall decide on how the shares will be repurchased. The shares may be repurchased in another proportion than that of the shares held by the current shareholders (directed purchase). The authorization also includes the repurchase of shares through public trading organized by NASDAQ OMX Helsinki Oy in accordance with its and Euroclear Finland Oy's rules and instructions, or through offers made to shareholders.

The shares may be repurchased in order to improve the capital structure of the company, finance or carry out acquisitions or other arrangements, to carry out company's share-based incentive schemes, or to be transferred for other purposes, or to be cancelled.

The shares shall be repurchased for a price based on the fair value quoted in public trading. The minimum price of the shares to be acquired is thus the lowest market price quoted in public trading during the validity of the authorization, and the maximum price is the highest market price quoted in public trading during the validity of the authorization.

The Board shall have the right to decide on all other terms and conditions relating to the repurchase of the company's own shares.

The authorization replaces the authorization granted by the Shareholders' Meeting on March 12, 2013 and shall be valid for 18 months from the issue date of the authorization, i.e. until September 11, 2015.

#### **AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND GRANTING SPECIAL RIGHTS ENTITLING TO SHARES AS SPECIFIED IN CHAPTER 10 SECTION 1 OF THE COMPANIES ACT**

The Board proposes that the Annual General Meeting will authorize the Board to decide on share issue and granting of special rights referred to in Chapter 10 Section 1 of the Companies Act, subject to or free of charge, in one or several installments on the following terms:

The maximum total number of shares to be issued by the virtue of authorization is 4,000,000. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares.

By virtue of the authorization, the Board is entitled to decide on share issues and granting of special rights waiving the pre-emptive subscription rights of the shareholders (directed issue).

The authorization may be used in order to finance or carry out acquisitions or other arrangements, to carry out company's share-based incentive schemes and to improve the capital structure of the company, or to be used for other purposes decided by the Board.

The authorization includes the Board's right to decide on all terms relating to the share issue and granting of special rights, including subscription price, its payment either in cash or either in full or in part by other assets (subscription in kind) or by offsetting the subscriber's receivables against the subscription price, and its entry into the company's balance sheet.

The authorization replaces the authorization granted by the Shareholders' Meeting on March 12, 2013 and shall be valid for 18 months from the issue date of the authorization, i.e. until September 11, 2015.