

## **PROPOSALS BY THE BOARD OF DIRECTORS AND ITS COMMITTEES TO ANNUAL GENERAL MEETING TO BE HELD ON 16 MARCH 2016**

### **RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND**

Based on balance sheet dated December 31, 2015, Digia Plc's free stockholder's equity was 34,214,777.30 EUR, and of such amount the profit for the ended accounting period was 2,772,415.03 EUR. The Board proposes to the Annual General Meeting that based on the balance sheet to be adopted for the accounting period ended December 31, 2015 a dividend of EUR 0.08 per share will be paid. The dividend will be paid to shareholders registered in the Register of Shareholders held by Euroclear Finland Ltd on the record date March 18, 2016. The dividend will be paid on March 29, 2016.

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

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 2017 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.

### **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 will be five.

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

The Board's Nomination Committee proposes to the Annual General Meeting that the following five (5) persons, who have agreed to accept the positions in question, will be appointed to Digia's Board of Directors until the end of the next AGM in spring 2017: current Board members Päivi Hokkanen, Robert Ingman, Pertti Kyttälä, Seppo Ruotsalainen and, as a new member, Martti Ala-Härkönen.

### **RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

The Board proposes to the Annual General Meeting that the company's auditor will be reimbursed according to the auditor's reasonable invoice.

### **AUTHORIZING OF 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 authorize the Board to decide on the repurchase and/or distress of a maximum of 2,000,000 of company's own shares by using funds in the unrestricted equity. The proposed amount is less than 10% of all the shares.

Repurchase of company's own shares can be done only by using company's free stockholder's 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. The authorization also includes the acquisition of shares through public trading organized by NASDAQ OMX Helsinki Oy in accordance with its and Euroclear Finland Ltd'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.

Otherwise the Board is authorized to decide on all the terms relating to the purchase of company's own shares.

The authorization replaces the authorization granted by the Shareholders' Meeting on March 12, 2015 and shall be valid for 18 months from the issue date of the authorization, i.e. until September 16, 2017.

#### **AUTHORIZING THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND GRANTING OF SPECIAL RIGHTS ENTITLING TO SHARES**

The Board proposes that the Annual General Meeting authorize the Board to decide on share issue and granting of special rights prescribed 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 of Directors 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 of Directors. The authorization includes the Board of Directors' right to decide on all terms relating to the share issue and granting of special rights, including subscription price, its payment and its entry into the company's balance sheet.

The authorization replaces the authorization granted by the Shareholders' Meeting on March 12, 2015 and shall be valid for 18 months from the issue date of the authorization, i.e. until September 16, 2017.

## **CHANGING THE ARTICLES OF ASSOCIATION**

The Board proposes to the Annual General Meeting that Article 4 of the Articles of Association is changed in a way that the current amount of the Members of Board of Directors 5-8 shall be replaced by the amount of 4-8 members. No other changes shall be done to Article 4. Accordingly, Article 4 of the Articles of Association shall read as follows:

### **4§ Members of Board of Directors**

The Board of Directors shall consist from four to eight (4-8) members. The term of a Member of the Board of Directors shall expire upon closing of the Annual General Meeting that follows the election. The Board of Directors shall elect its Chairman and Vice Chairman.

## **APPROVAL OF THE DEMERGER PLAN AND DECIDING ON A PARTIAL DEMERGER**

Digia's Board of Directors proposes that the Annual General Meeting approves the partial demerger plan, and decides on partial demerger of Digia Plc in accordance with the demerger plan. As a part of the demerger, the Articles of Association of Qt Group Plc, which is attached to the partial demerger plan, and the decrease of Digia Plc's additional paid-in capital by all its amount of 7,899,485.80 EUR, will be approved. To the extent that the decreased amount is not used for sharing assets to Qt Group Plc, it shall be recorded to the invested unrestricted equity fund of Digia Plc.

## **RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS OF QT GROUP PLC**

The Board proposes to the Annual General Meeting that the number of Board members will be five (5).

## **ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF QT GROUP PLC**

The Board proposes to the Annual General Meeting that the following five (5) persons, who have agreed to accept the positions in question, will be appointed to Qt Group Plc's Board of Directors until the end of the company's next AGM following the election: Robert Ingman, Matti Rossi, Leena Saarinen, Tommi Uhari and Kai Öistämö.

## **RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS OF QT GROUP PLC**

The Board proposes to the Annual General Meeting that the monthly remuneration payable to the Board Members to be elected for the term until the close of Annual General Meeting 2017 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.

## **RESOLUTION ON THE REMUNERATION OF THE AUDITOR OF QT GROUP PLC**

The Board proposes to the Annual General Meeting that elected the auditor will be reimbursed according to the auditor's reasonable invoice.

## **ELECTION OF AUDITOR OF QT GROUP PLC**

The Board proposes to the Annual General Meeting that a new auditor will be elected for Qt Group Plc and that KPMG Oy Ab will be elected as a new auditor with Kim Järvi, KHT, as a responsible auditor.

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

The Board proposes that the Annual General Meeting authorizes the Board to decide on the repurchase and/or distress of a maximum of 1,000,000 of company's own shares, in one or several installments, by using funds in the unrestricted equity. The proposed amount is less than 10% of all the shares.

Repurchase of company's own shares can be done only by using company's free stockholder's 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. The authorization also includes the acquisition of shares through public trading organized by NASDAQ OMX Helsinki Oy in accordance with its and Euroclear Finland Ltd'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.

Otherwise the Board is authorized to decide on all the terms relating to the purchase of company's own shares.

The authorization shall be valid until September 16, 2017. The Board of Directors for Qt Group Plc is able to make a decision based on this authorization only after the implementation of the demerger has been registered.

## **AUTHORIZING THE BOARD OF DIRECTORS OF QT GROUP PLC TO DECIDE ON A SHARE ISSUE AND GRANTING OF SPECIAL RIGHTS ENTITLING TO SHARES**

The Board proposes that the Annual General Meeting authorizes the Board to decide on share issue and granting of special rights prescribed 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 2,000,000. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares.

By virtue of the authorization, the Board of Directors 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

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company, or to be used for other purposes decided by the Board of Directors. The authorization includes the Board of Directors' right to decide on all terms relating to the share issue and granting of special rights, including subscription price, its payment and its entry into the company's balance sheet.

The authorization shall be valid until September 16, 2017. The Board of Directors for Qt Group Plc is able to make a decision based on this authorization only after the implementation of the demerger has been registered.