

Digia Plc  
Stock exchange release  
3 February 2017 at 8:00 am

## Notice to the Annual General Meeting 2017 of Digia Plc

Notice is given to the shareholders of Digia Plc to the Annual General Meeting to be held on Thursday, 16 March 2017, starting at 10.00 a.m. at the headquarters of the company, address Atomitie 2 A, 00370 Helsinki, Finland. The reception of persons who have registered for the Meeting and distribution of voting tickets will commence at 9:00 a.m.

### **A. MATTERS ON THE AGENDA OF THE ANNUAL GENERAL MEETING**

At the Annual General Meeting the following matters will be considered:

**1. Opening of the meeting**

**2. Calling the meeting to order**

**3. Election of persons to confirm 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. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for 2016**

- Review by the CEO

**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 proposes to the Annual General Meeting that based on the balance sheet to be adopted for the accounting period ended December 31, 2016 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 20 March 2017. The dividend will be paid on 29 March 2017.

**9. Resolution on the discharge of the Members of the Board of Directors and the Managing Director from liability**

**10 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 payable to the Board Members to be elected for the term until the close of Annual General Meeting 2018 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, Chairmen will receive a meeting fee of EUR 1,000 for every meeting and other members 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.

**11. 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.

The major shareholders, representing 46.35% of the voting rights of the shares in the company, have notified the company that they will support the above mentioned proposal.

#### **12. 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 2018: current Board members Martti Ala-Härkönen, Päivi Hokkanen, Robert Ingman, Pertti Kyttälä and Seppo Ruotsalainen.

Profiles of the proposed members are available at Digia Plc's website at [www.digia.com](http://www.digia.com).

The major shareholders, representing 46.35% of the company's shares and votes, have notified the company that they will support the above mentioned proposal.

#### **13. Resolution on the remuneration of the auditor**

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

#### **14. 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 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 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. The authorization replaces the authorization granted by the Shareholders' Meeting on 16 March 2016 and shall be valid for 18 months from the issue date of the authorization, i.e. until 16 September 2018.

#### **15. 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 the authorization is 6,000,000. 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 also entitled to decide on share issues and granting of special rights waiving the pre-emptive subscription rights of the shareholders (directed issue), however such directed issues shall not exceed 2,000,000 shares. 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 16 March 2016 and shall be valid for 18 months from the issue date of the authorization, i.e. until 16 September 2018.

16. Closing of the meeting

## **B. DOCUMENTS OF THE ANNUAL GENERAL MEETING**

The proposals of the Board of Directors and its committees relating to the agenda of the General Meeting as well as this summons are available on Digia Plc's website at [www.digia.com/investors](http://www.digia.com/investors). Digia Plc's annual accounts, reports of

the Board of Directors and the auditor's reports for the past three (3) fiscal years as well as Board's report of factors that have had essential impact on the company since the company's financial statement 2016 are available on the above-mentioned website, no later than March 16, 2017. The proposals and the annual accounts as well as the partial demerger plan are also available at the meeting. Copies of these documents and of this summons will be sent to shareholders upon request.

The minutes of the meeting will be available on the above-mentioned website as from 30 March 2017.

### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING**

#### **1. The right to participate and registration**

Each shareholder, who is registered on Monday 6 March 2017 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 is registered in the shareholders' register of the company and wants to participate in the General Meeting, shall register to the company for the meeting no later than 13 March 2017 by 10:00 a.m. by giving a prior notice of participation. Notice shall arrive before the end of the said registration period. Notice can be given:

- a) at Digia Plc's website, address [www.digia.com/investors](http://www.digia.com/investors)
- b) by telephone to +358 50 461 9197 during working days between 9 am and 11 am (Finnish time),
- c) by e-mail [invest@digia.com](mailto:invest@digia.com) or
- d) by regular mail to Digia Plc, Maarit Mikkonen, Atomitie 2 A, 00370 Helsinki, Finland.

In connection with the registration, a shareholder shall notify his/her name, social security number, address and telephone number and the name and social security number of a possible assistant or proxy representative.

The personal data given to Digia Plc is used only in connection with the General Meeting and with the processing of related registrations. The shareholder, his/her authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation.

#### **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 the record date of the General Meeting, i.e. on 6 March 2017, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by 13 March 2017 by 10:00 a.m. 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 registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary 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 also 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 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 the address above before the last date for registration.

#### **4. Other instructions and information**

Pursuant to Chapter 5, Section 25 of the 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 3 February 2017, the total number of shares and votes in Digia Plc is 20,875,645.

Helsinki, 3 February 2017

#### **DIGIA PLC**

Board of Directors

#### **For further information:**

President and CEO Timo Levoranta, tel. +358 (0)10 313 3000 (exchange)

#### **Distribution:**

NASDAQ Helsinki

Key media

[www.digia.com](http://www.digia.com)

Digia is a profitably growing IT service company that helps its customers harness digital opportunities. As a visionary partner, Digia develops and innovates solutions that support business operations together with its customers. We adapt our expertise to their specific industries to help them develop digital services, manage operations and utilise information. We employ 872 experts in Finland and Sweden. We are expanding our international presence together with our customers. Digia's continuing operations had net sales of EUR 86.5 million in 2016. The company is listed on NASDAQ Helsinki (DIG1V). [www.digia.com](http://www.digia.com)