

Digia Plc  
Stock exchange release  
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## The decisions of Digia Plc's Annual General Meeting and the organising meeting of the company's Board of Directors

Digia Plc's Annual General Meeting (AGM) held on 16 March 2017 adopted the company's annual accounts, including the consolidated annual accounts for 1 January - 31 December 2016, and discharged the members of the Board and the President and CEO from liability.

### **Payment of dividend**

The AGM decided, in accordance with the Board's proposal, that based on the adopted balance sheet 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.

### **Composition of the Board of Directors**

The AGM decided to elect five members to the Board. Re-elected as Board members were: Martti Ala-Härkönen, Päivi Hokkanen, Robert Ingman, Pertti Kyttälä and Seppo Ruotsalainen. At the organizing meeting held after the AGM, Pertti Kyttälä was elected as Chairman of the Board and Robert Ingman was elected as Vice Chairman of the Board.

The Board decided on the composition of the Board's committees as follows:

Audit Committee: Pertti Kyttälä (chairman), Seppo Ruotsalainen and Martti Ala-Härkönen

Compensation Committee: Päivi Hokkanen (chairman), Robert Ingman and Martti Ala-Härkönen

Nomination Committee: Robert Ingman (chairman), Pertti Kyttälä and Seppo Ruotsalainen

### **Remuneration of the members of the Board**

The AGM decided that remuneration payable to the Board members to be elected for the term until the close of Shareholders' 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.

### **Remuneration of the auditor**

The auditor will, in accordance with the AGM decision, be reimbursed for its fees and expenses in accordance with a reasonable invoice presented by the auditor and approved by the company.

### **Authorizing of the Board of Directors to decide on the repurchase and/or distress of the company's own shares**

The AGM authorized 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 Ltd 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.

**Authorizing the Board of Directors to decide on a share issue and granting of special rights entitling to shares**

The AGM authorized 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 instalments 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.

Digia Plc

Board of Directors

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[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 over 870 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 (DIGIA). [www.digia.com](http://www.digia.com)