

Digia Plc's Annual General Meeting 2017

Time Thursday, 16 March 2017 at 10:00 am.
Place Digia Plc's head office, Atomitie 2 A, 00370, Helsinki, Finland

Board of Directors' proposals to the Annual General Meeting

The use of the profit shown on the balance sheet and the payment of dividend

The distributable shareholders' equity of Digia Plc totalled EUR 33,571,493 on 31 December 2016, of which EUR 2,297,693 was net profit for the year. At the Annual General Meeting, the Board of Directors will propose that a dividend of EUR 0,08 per share be paid according to the confirmed Balance Sheet for the fiscal year ending 31 December 2016. Shareholders listed in the shareholder register maintained by Euroclear Finland Oy on the dividend reconciliation date, 20 March 2017, will be eligible for the dividend. Dividends will be paid on 29 March 2017.

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.

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.

The 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.

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.

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.

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.

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.