

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 15 March 2018 adopted the company's annual accounts, including the consolidated annual accounts for 1 January-31 December 2017, 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 balance sheet to be adopted for the accounting period ended 31 December 2017 a dividend of EUR 0,04 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 19 March 2018. The dividend will be paid on 28 March 2018.

### Composition of the Board of Directors

The AGM decided to elect six members to the Board. Re-elected as Board members were: **Martti Ala-Härkönen**, **Päivi Hokkanen**, **Robert Ingman** and **Seppo Ruotsalainen**. **Santtu Elsinen** and **Outi Taivainen** were elected as new Board members. At the organizing meeting held after the AGM, **Robert Ingman** was elected as Chairman of the Board and **Seppo Ruotsalainen** was elected as Vice Chairman of the Board.

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

Audit Committee: **Seppo Ruotsalainen** (chairman), **Martti Ala-Härkönen** and **Santtu Elsinen**

Compensation Committee: **Päivi Hokkanen** (chairman), **Robert Ingman** and **Outi Taivainen**

Nomination Committee: **Seppo Ruotsalainen** (chairman), **Martti Ala-Härkönen** and **Robert Ingman**

### 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 Annual General Meeting 2019 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.

### Remuneration of the auditor

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 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 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 2017 and shall be valid for 18 months from the issue date of the authorization, i.e. until 15 September 2019.

**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 installments on the following terms: The maximum total number of shares to be issued by the virtue of the 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 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 2017 and shall be valid for 18 months from the issue date of the authorization, i.e. until 15 September 2019.

Digia Plc

Board of Directors

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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 over 1,000 experts in Finland and Sweden. We are expanding our international presence together with our customers. Digia's net sales in 2017 totalled EUR 96.2 million. The company is listed on Nasdaq Helsinki (DIGIA). [www.digia.com](http://www.digia.com)