

Digia Plc
Stock Exchange Release
16 March 2020 at 1:55 pm

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 2020 adopted the company's annual accounts, including the consolidated annual accounts for 1 January-31 December 2019, 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 2019 a dividend of EUR 0,10 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 18 March 2020. The dividend will be paid on 25 March 2020.

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, Santtu Elsinen, Päivi Hokkanen, Robert Ingman, Seppo Ruotsalainen and Outi Taivainen. 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 2021 shall be EUR 3,000, to the Vice Chairman of the Board EUR 4,000 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. 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 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 will decide on how these shares are to be acquired. Treasury shares may be bought back in disproportion to shareholders' holdings (directed acquisition). The authorisation also includes acquisition of shares through public trading organised by NASDAQ OMX Helsinki Oy in accordance with the rules and instructions of NASDAQ OMX Helsinki and Euroclear Finland Ltd, or through offers made to shareholders.

Shares may be acquired in order to improve the company's capital structure, to fund or complete acquisitions or other business transactions, to offer share-based incentive schemes, to sell on, or to be annulled. The shares must be acquired at the market price in public trading. The minimum price of the shares to be acquired shall be the lowest quotation in public trading while the authorisation is in force and, correspondingly, the maximum price shall be the highest quotation in public trading while the authorisation is in force. The Board of Directors is otherwise authorised to decide on all terms relating to share buyback. This authorisation supersedes that granted by the AGM of 15 March 2019 and is valid for 18 months, that is, until 16 September 2021.

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 an ordinary or bonus issue of shares and the granting of special rights (as defined in Section 1, Chapter 10 of the Limited Liability Companies Act) in one or more instalments with the following terms and conditions: The issue may total, at a maximum, 2,500,000 shares. The authorisation applies to both new shares and treasury shares held by the company. The authorisation may be used to fund or complete acquisitions or other business transactions, for offering share-based incentive schemes, to develop the company's capital structure, or for other purposes decided by the Board. It is proposed that this authorisation should include the right for the Board to decide on all terms related to the share issue or special rights, including the subscription price, payment of the subscription price in cash or (partly or wholly) in capital contributed in kind or its being written off against the subscriber's receivables, and its recognition in the company's balance sheet. This authorisation supersedes that granted by the AGM of 15 March 2019 and is valid for 18 months, that is, until 16 September 2021.

Digia Plc

Board of Directors

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Key media

digia.com

Digia is a software and service company that helps its customers renew themselves in the networked world. There are more than 1,200 of us working at Digia. Our roots are in Finland and we operate with our customers in Finland and abroad. We are building a world in which digitalisation makes a difference – together with our customers and partners. Digia net sales were EUR 131.8 million in 2019. The company is listed on Nasdaq Helsinki (DIGIA). digia.com