

Digia Plc  
Stock Exchange Release  
7 February 2020 at 8:01 am

## Notice to the Annual General Meeting 2020 of Digia Plc

Notice is given to the shareholders of Digia Plc to the Annual General Meeting to be held on Monday, 16 March 2020, 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 2019** 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 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.

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

#### **10. Remuneration policy for governing bodies**

#### **11. Resolution on the remuneration of the Members of the Board of Directors**

The Board's Nomination Committee will make the following proposal to the Annual General Meeting: the remuneration to be paid to elected Board members will remain unchanged and monthly remunerations of EUR 3,000 to Board members, EUR 4,000 to the Vice Chair and EUR 5,500 to the Chair are to be paid for the duration of the term expiring at the end of the 2021 Annual General Meeting. In addition, remunerations of EUR 1,000 to the Chair and EUR 500 to other members are to be paid for each Board and Board Committee meeting. In addition to the aforementioned remuneration, it is proposed that Board members should be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice.

#### **12. 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 six.

The major shareholders, representing 51.7% of the voting rights of the shares in the company, have notified the company that they will support the abovementioned proposal.

### **13. Election of the Members of the Board of Directors**

The Board's Nomination Committee proposes to the Annual General Meeting that the following six (6) 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 2021: current Board members Martti Ala-Härkönen, Santtu Elsinen, Päivi Hokkanen, Robert Ingman, Seppo Ruotsalainen and Outi Taivainen.

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

The major shareholders, representing 51.7% of the voting rights of the shares in the company, have notified the company that they will support the abovementioned proposal.

### **14. 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 approved by the company.

### **15. 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 should authorise the Board to decide on the acquisition and/or pledging of treasury shares with the following terms and conditions:

- A maximum total of 2,000,000 shares may be bought back and/or pledged in one or more instalments. The proposed number is under 10 per cent of the company's total number of shares.
- Only unrestricted equity may be used to buy back treasury shares.
- 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.

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

The Board proposes that the AGM should authorise 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.

## **17. Closing the meeting**

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

The aforementioned proposals made by the Board and its Committees are on the agenda for the Annual General Meeting. Both the proposals and the invitation to the meeting are available on Digia Plc's website at [www.digia.com/investors](http://www.digia.com/investors). Digia Plc's Financial Statements, Reports of the Board of Directors and Auditors' Reports for the last three financial years, along with the Board's report of major events after the close of the 2019 financial year, will be available on the aforementioned website by 21 February 2020 at the latest. The draft proposals and Financial Statement documents will also be available at the Annual General Meeting, and copies of both these documents and the AGM invitation will be sent to shareholders on request.

The minutes from the Annual General Meeting will be available on the aforementioned website as of 30 March 2020.

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

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

Each shareholder, who is registered on Wednesday 4 March 2020 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 11 March 2020 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 (0)20 770 6899 during working days between 9 am and 4 pm (Finnish time),
- c) by e-mail [invest@digia.com](mailto:invest@digia.com) or
- d) by regular mail to Digia Plc, Essi Nummi, 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 4 March 2020, 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 11 March 2020 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 following address before the last date for registration: Digia Plc, Essi Nummi, Atomitie 2 A, 00370 Helsinki, Finland.

### **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 7 February 2020, the total number of shares and votes in Digia plc is 26,823,723.

Helsinki, 7 February 2020

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  
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