

Digia Plc

Proposal of the Board of Directors and its committees to the annual general meeting to be held on March 16, 2020

Proposal for dividend distribution

At the end of 2019, the distributable shareholders' equity of Digia Plc was EUR 52,307,577, of which EUR 5,930,234 was the net profit for the year. At the Annual General Meeting, the Board of Directors will propose that a dividend of EUR 0.10 per share be paid according to the confirmed balance sheet for the fiscal year ending 31 December 2019. Shareholders listed on the shareholder register maintained by Euroclear Finland Oy on the dividend reconciliation date, 18 March 2019, will be eligible for the payment of dividend. Dividends will be paid on 25 March 2019.

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.

Resolution on the number of the 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.

Election of 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.

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.

Authorizing 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.

Authorising the Board of Directors to decide on a share issue and granting of special rights as defined in section 1, chapter 10 of the Limited Liability Companies Act

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.