

Digia Plc  
Stock exchange release  
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## Notice of Digia Plc's Annual General Meeting 2022

Digia Plc's shareholders are invited to attend the Annual General Meeting, which will be held on Monday 21 March 2022 at 10:00 am at the company's headquarters (Atomitie 2 A, 00370 Helsinki). The company's shareholders (or their representatives) may only participate in the meeting and exercise their shareholder's rights by voting in advance and by submitting any counterproposals and questions in advance. Instructions for shareholders can be found in section C of this invitation, "Instructions for meeting attendees".

The company's Board of Directors has decided on this exceptional procedure for the meeting on the basis of temporary legislation that came into effect on 8 May 2021. In order to limit the spread of the COVID-19 pandemic, the company has decided to take the measures enabled by this temporary legislation, so that the Annual General Meeting (AGM) can be held in a predictable manner taking the health and safety of shareholders, company personnel and other stakeholders into consideration.

A pre-recorded speech given by Digia's CEO, Timo Levoranta, will be published on the company's website before the meeting at:

<https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/>.

### A. AGENDA FOR THE MEETING

Items on the Agenda of the Annual General Meeting:

**1. Opening of the meeting**

**2. Calling the meeting to order**

Juha Väyrynen, lawyer, will chair the meeting. If, for any pressing reason, Juha Väyrynen is unable to chair the meeting, the Board of Directors will appoint the person it deems best suited to be chairperson.

**3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

Kristiina Simola will inspect the minutes and count votes for the meeting. If, for any pressing reason, Kristiina Simola is unable to inspect the minutes and count votes, the Board of Directors will appoint the person it deems best suited to inspect the minutes and count votes for the meeting.

**4. Recording the legality of the meeting**

**5. Recording the attendance at the meeting and adoption of the list of votes**

Shareholders who a) have the right to attend the Annual General Meeting as per Chapter 5, Sections 6 and 6a of the Limited Liability Companies Act and b) have voted in advance by the deadline shall be considered as being in attendance at the meeting. The electoral roll will be verified on the basis of information supplied by Euroclear Finland Oy.

## **6. Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2021**

As it is only possible to vote at the meeting in advance, the publication of the company's Annual Report (which contains the Financial Statements, Report of the Board of Directors and Auditors' Report) on the company's website on 24 February 2022 shall be considered as constituting presentation to the AGM.

## **7. Adoption of the financial statements**

## **8. Disposal of profit according to the balance sheet and distribution of dividend**

The Board of Directors proposes to the AGM that a dividend of EUR 0.17 per share be paid according to the confirmed balance sheet for the fiscal year ending 31 December 2021. The Board of Directors has carefully assessed the company's financial position and concluded that a dividend lower than a minority dividend would be justified in order to maintain its investment capabilities, for instance.

An alternative to the Board of Directors' proposal is for a minority dividend of EUR 0.178 per share to be paid as per Chapter 13 Section 7 of the Limited Liability Companies Act.

Voting in favour of this proposal means supporting the Board's proposal and opposing the payment of a minority dividend. Voting against the proposal means opposing the Board's proposal and being in favour of a minority dividend.

Shareholders listed in the shareholders' register maintained by Euroclear Finland Oy on the dividend reconciliation date, 23 March 2022, will be eligible for the payment of dividend. Dividends will be paid on 30 March 2022.

## **9. Discharge of liability for the Members of the Board of Directors and the President & CEO**

## **10. Approval of the Remuneration Report for Governing Bodies**

The Board of Directors proposes that the Remuneration Report for Governing Bodies 2021 be approved. The decision is advisory in accordance with the Limited Liability Companies Act.

The Remuneration Report will be available on the company's website at <https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/> no later than three weeks before the Annual General Meeting.

## **11. Decision on the fees for 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

2023 Annual General Meeting. In addition, fees of EUR 1,000 to the Chair and EUR 500 to other members are paid per 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. Decision on the number of Members of the Board of Directors**

The Nomination Committee proposes to the AGM that the company's Board of Directors shall have six members.

The primary shareholders, representing 52.9 per cent of the company's shares and votes, have notified the company that they will support the aforementioned proposal.

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

The Board of Directors' Nomination Committee proposes to the AGM that the following six (6) persons, who have consented to their nomination, shall be elected to the company's Board of Directors for the term ending at the 2023 AGM: current Board Members Martti Ala-Härkönen, Santtu Elsinen, Robert Ingman, Seppo Ruotsalainen, Outi Taivainen, and Sari Leppänen as a new member.

The nominees for the Board of Directors are presented in more detail on Digia's website (digia.com).

The primary shareholders, representing 52.9 per cent of the company's shares and votes, have notified the company that they will support the aforementioned proposal.

## **14. Decision on the Auditor's fee**

The Board of Directors' Audit Committee proposes to the AGM that the company's auditor will be paid according to the auditor's reasonable invoice approved by the company.

## **15. Election of the Auditor**

On the recommendation of the Board of Directors' Audit Committee, the Board proposes to the AGM that the company choose a new auditor and that Ernst & Young Oy, a firm of authorised public accountants, be elected as the new auditor. If the company is elected as Digia's auditor, Ernst & Young Oy has announced that the chief auditor would be Terhi Mäkinen, Authorised Public Accountant.

## **16. Authorising the Board of Directors to decide on buying back own shares and/or accepting them as collateral**

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 Helsinki Oy in accordance with the rules and instructions of Nasdaq 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 will supersede the authorisation granted by the AGM of 17 March 2021 and is valid for 18 months, that is, until 21 September 2023.

#### **17. Authorising the Board of Directors to decide on a share issue and granting of special rights**

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:

- This issue may total a maximum of 2,500,000 shares. The proposed number is under 10 per cent of the company's total number of 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 will supersede the authorisation granted by the AGM of 17 March 2021 and is valid for 18 months, that is, until 21 September 2023.

#### **18. Closing of the meeting**

## B. DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The aforementioned proposals made by the Board and its Committees that are on the agenda for the Annual General Meeting, the Remuneration Report for Governing Bodies and this invitation to the meeting are available on Digia Plc's website at [digia.com/investors](https://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 2021 financial year, will be available on the aforementioned website by 24 February 2022 at the latest. A copy of the Annual Report will be sent to shareholders upon request.

The minutes from the Annual General Meeting will be available on the aforementioned website as of 31 March 2022.

## C. INSTRUCTIONS FOR MEETING ATTENDEES

Shareholders may only participate in the Annual General Meeting (AGM) and exercise their voting rights in advance as per the instructions below.

### 1. A shareholder registered in the shareholders' register

Company shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on Wednesday 9 March 2022 have the right to attend the AGM. A shareholder whose shares are registered in their personal Finnish book-entry accounts will be automatically entered into the company's shareholders' register. Shareholders may only participate in the AGM by voting in advance in the manner described below.

### 2. Registration and advance voting

Registration and advance voting will open on Monday 14 February 2022 at 12:00 noon. Any shareholders who are registered in the company's shareholders' register and wish to participate in the meeting by voting in advance must register for the AGM and vote in advance no later than 4:00 pm on Monday 14 March 2022, by which time both their registration and vote must have arrived.

The following information should be supplied when registering: the shareholder's name, personal identity number, address and telephone number, or their proxy's name and personal identity number. Any personal data pertaining to shareholders that is disclosed to Euroclear Finland Oy will only be used to process registrations for the AGM and any necessary associated registrations.

Shareholders may register and vote in advance on certain items in the AGM agenda from 12:00 noon on 14 February 2022 to 4:00 pm on 14 March 2022 in the following manner:

a) digitally via the company's website: [digia.com/en/investors/governance/annual-general-meeting/agm-2022/](https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/). Registration requires strong electronic identification from shareholders who are private persons. When a private person logs into the service via the company's website, they will first be directed to complete strong electronic identification. The shareholder will then be able to register for the AGM, authorise a proxy and vote in

advance all in one sitting. Strong electronic identification requires either online banking codes or a Mobile ID.

For shareholders that are legal persons, no strong electronic authentication is required. However, shareholder that are legal persons must notify their book-entry account number, and other required information. If the shareholders that are legal persons use the electronic Suomi.fi e-authorization, registration requires a strong electronic authentication of the authorized person, which works with bank IDs or a mobile certificate. The terms and conditions of digital voting and other associated instructions are available on the websites in question; or

b) by post or email. Shareholders should complete the advance voting form available on the company's website [digia.com/en/investors/governance/annual-general-meeting/agm-2022/](https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/) and send it to Euroclear Finland Oy, Yhtiökokous/Digia Oyj, PL 1110, 00101 Helsinki or [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

If a shareholder participates in the Annual General Meeting by submitting advance votes to Euroclear Finland Oy before the deadline for registration and voting, they will be considered as having registered for the Annual General Meeting.

Voting instructions are available on the company's website at [digia.com/en/investors/governance/annual-general-meeting/agm-2022/](https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/).

### **3. Proxy or power of attorney**

Shareholders may also participate in and exercise their rights at the Annual General Meeting by proxy. Proxies must also vote in advance.

A shareholder's proxy must present a dated power of attorney or otherwise demonstrate their right to represent the shareholder in a reliable manner. If a shareholder participates in the Annual General Meeting via several proxies who are representing shares held in different securities accounts, the shares on the basis of which each proxy is representing the shareholder must be declared upon registration.

Powers of attorney should be sent as original documents to Digia Plc, Essi Lönnberg, Atomitie 2 A, 00370 Helsinki, and must arrive before the end of the registration period. Shareholders that are legal persons can also use the electronic Suomi.fi authorization service instead of the traditional proxy in Euroclear Finland's general meeting service. In this case, the shareholder that is legal person authorizes an assignee nominated by it in the Suomi.fi service at <https://www.suomi.fi/e-authorization> using the authorization topic "Representation at the General Meeting". The assignee must identify himself or herself with strong electronic authentication in Euroclear Finland's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with personal banking IDs or a mobile certificate. More information on <https://www.suomi.fi/e-authorization> and the company's internet pages at [digia.com/en/investors/governance/annual-general-meeting/agm-2022/](https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/)

#### **4. Holders of nominee-registered shares**

Holders of nominee-registered shares have the right to participate in the Annual General Meeting on the basis of those shares for which they would have the right to be registered in the shareholders' register maintained by Euroclear Finland Oy on the AGM record date, 9 March 2022. Participation in the AGM also requires the shareholder to have been temporarily registered on the basis of those shares in the shareholders' register maintained by Euroclear Finland Oy by 10:00 am on 16 March 2022 at the latest. For holders of nominee-registered shares, this is considered to be registration for the AGM. Any changes that occur after the AGM record date will have no impact on a shareholder's right to attend the AGM or on the number of votes they have.

Holders of nominee-registered shares are advised to contact their asset manager in good time to request powers of attorney, temporary registration in the shareholders' register, and registration for the AGM. The asset manager's account operator should temporarily register the nominee-registered shareholder in the company's shareholders' register by the abovementioned date and handle advance voting on behalf of the nominee-registered shareholder.

#### **5. Additional information**

Shareholders who hold at least one hundredth of all the company's shares have the right to make a counterproposal to any of the proposals made in the Agenda for the Annual General Meeting. Any such counterproposals must be emailed to the company at [invest@digia.com](mailto:invest@digia.com) no later than 4:00 pm on 11 February 2022, by which time the proposals must have arrived. Shareholders making a counterproposal must present evidence of their shareholding in conjunction with the submission of their proposal. A counterproposal will be considered by the AGM provided that the shareholder has the right to attend the AGM and the shareholder holds at least one hundredth of all the company's shares on the AGM record date. If a counterproposal is not considered by the AGM, any votes in favour of the counterproposal will be disregarded. The company will publish any counterproposals on its website <https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/> by 12 noon on 14 February 2022.

Any questions (as per Chapter 5 Section 25 of the Limited Liability Companies Act) that shareholders wish to have discussed at the AGM should be emailed to [invest@digia.com](mailto:invest@digia.com) by 7 March 2022. These kinds of questions from shareholders, along with management's responses and any counterproposals not put to a vote, will be available on the company's website at <https://digia.com/en/investors/governance/annual-general-meeting/agm-2022/> no later than 10 March 2022. In order to ask questions and make counterproposals, shareholders must submit adequate evidence of their shareholding.

On the date of this Notice of Annual General Meeting, 8 February 2022, Digia Plc had a total of 26 823 723 shares and votes.

Helsinki, 8 February 2022

Digia Plc

Board of Directors

**For further information, please contact:**

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