

Digia Plc

The proposals of the Board of Directors and its Committees to the Annual General Meeting of 21 March 2022

Proposal for dividend distribution

According to the balance sheet dated 31 December 2021, Digia Plc's unrestricted shareholders' equity was EUR 61,823,547, of which EUR 9,533,182 was profit for the fiscal year. At the Annual General Meeting (AGM), the Board of Directors will propose 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. 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.

Approval of the Remuneration Report for Governing Bodies

The Board of Directors proposes to the AGM 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 digia.com/en/investors/governance/annual-general-meeting/agm-2022/ no later than three weeks before the Annual General Meeting.

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.

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.

Election of the Members of the Board of Directors

The Board of Directors' Nomination Committee proposes to the AGM that the following six 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 and Outi Taivainen, and Sari Leppänen as a new member.

Decision on the Auditor's fee

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

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 selected as Digia's auditor, Ernst & Young Oy has announced that the chief auditor would be Terhi Mäkinen, Authorised Public Accountant.

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

The Board proposes that the AGM 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 will supersede the authorisation granted by the AGM of 17 March 2021 and is valid for 18 months, that is, until 21 September 2023.

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:

- 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.