

Digia Plc
Stock exchange release
23 March 2023 at 12:00 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 23 March 2023 adopted the company's annual accounts, including the consolidated annual accounts for 1 January-31 December 2022, 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 2022 a dividend of EUR 0,17 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 27 March 2023. The dividend will be paid on 3 April 2023.

Remuneration Report for Governing Bodies

The AGM decided to approve the presented Remuneration Report for Governing Bodies.

Composition of the Board of Directors

The AGM decided to elect six members to the Board. Re-elected as Board members were the current members Martti Ala-Härkönen, Santtu Elsinen, Robert Ingman, Outi Taivainen, Sari Leppänen, and Henry Nieminen as a new member. At the organizing meeting held after the AGM, Robert Ingman was elected as Chairman of the Board and Martti Ala-Härkönen was elected as Vice Chairman of the Board.

The Board decided on the composition of the Board's committees as follows:

- Audit Committee: Martti Ala-Härkönen (chairman), Santtu Elsinen and Henry Nieminen
- Compensation Committee: Outi Taivainen (chairman), Robert Ingman and Sari Leppänen
- Nomination Committee: Santtu Elsinen (chairman), Robert Ingman and Martti Ala-Härkönen

Remuneration to 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 2024 shall be EUR 3,500, to the Vice

Chairman of the Board EUR 4,500 and EUR 6,000 to the Chairman of the Board. In addition, fees of EUR 1,000 to the Chair and EUR 500 to other members are to be 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.

Remuneration of the auditor

The AGM decided that the company's auditor will be reimbursed according to the auditor's reasonable invoice approved by the company.

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

The AGM authorized 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 21 March 2022 and is valid for 18 months, that is, until 23 September 2024.

Authorising the Board of Directors to decide on a share issue and granting of special rights

The AGM authorised 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 21 March 2022 and is valid for 18 months, that is, until 23 September 2024.

Amendment to the Articles of Association

The AGM decided on the amendment to Section 10 of the company's Articles of Association, which would allow General Meetings to take place entirely without a meeting venue if the Board so decides.

The amendment is shown in bold type below:

10 § Annual General Meeting

The Annual General Meeting shall be held annually in Helsinki, Espoo or Vantaa on a date determined by the Board of Directors within six months of the end of the financial year.

The Board of Directors may decide that a General Meeting (either Annual or Extraordinary) can be held entirely without a meeting venue, in a way that enables shareholders to fully exercise their right to speak and vote in real time during the meeting by way of a telecommunications connection or other technical means.

To be presented at the meeting:

- 1. Financial Statements, Consolidated Financial Statements, and the Report of the Board of Directors*
- 2. Auditor's Report*

To be decided upon:

- 3. the adoption of the Financial Statements and the Consolidated Financial Statements*
- 4. the disposal of profit according to the balance sheet*
- 5. discharge of liability for the Members of the Board of Directors and the President & CEO*

6. remuneration payable to the Board of Directors and grounds for compensation of expenses

7. the number of Members of the Board of Directors

To be elected:

8. the Members of the Board of Directors and

9. the Auditor, if necessary.

Helsinki, 23 March 2023

Digia Plc

Board of Directors

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Key media

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