

## **DIGIA PLC**

### **THE PROPOSALS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES TO THE ANNUAL GENERAL MEETING OF 23 MARCH 2023**

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

According to the balance sheet dated 31 December 2022, Digia Plc's unrestricted shareholders' equity was EUR 64,495,362,61 of which EUR 7,569,610,09 was profit for the fiscal year. 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 2022. Shareholders listed in the shareholders' register maintained by Euroclear Finland Oy on the dividend reconciliation date, 27 March 2023, will be eligible for the payment of dividend. Dividends will be paid on 3 April 2023.

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

The Board of Directors proposes that the Remuneration Report for Governing Bodies 2022 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-2023/> 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 monthly remuneration to be paid to elected Board members should be raised in each category by EUR 500, and monthly remunerations of EUR 3,500 to Board members, EUR 4,500 to the Vice Chair and EUR 6,000 to the Chair are to be paid for the duration of the term expiring at the end of the 2024 Annual General Meeting. 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.

#### **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 (6) persons, who have consented to their nomination, shall be elected to the company's Board of Directors for the term ending at the 2024 AGM: The current members of the Board of Directors Martti Ala-Härkönen, Santtu Elsinen, Robert Ingman, Sari Leppänen, Outi Taivainen and, as a new member, Henry Nieminen.

Of the current members of the Board of Directors, Seppo Ruotsalainen, who has served on the Company's Board of Directors since 2012, has announced that he will no longer be available for re-election for the next term of office of the Board of Directors.

### **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.

### **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 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 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 21 March 2022 and is valid for 18 months, that is, until 23 September 2024.

## Amendment to the Articles of Association

The Board of Directors proposes that the Annual General Meeting approve an 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 proposed wording of 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.*