

Digia Plc
Stock exchange release
10 February 2023 at 5:45 pm

NOTICE OF DIGIA PLC'S ANNUAL GENERAL MEETING 2023

Digia Plc's shareholders are invited to attend the Annual General Meeting, which will be held on Thursday 23 March 2023 at 10:00 am at the company's headquarters (Atomitie 2 A, 00370 Helsinki). The premises will be opened to registered attendees at 9:00 am, at which time the distribution of ballot papers will also commence.

A. AGENDA FOR THE MEETING

Items on the Agenda of the Annual General Meeting:

1. Opening of the meeting
2. Appointment of a Chairperson for the meeting
3. Appointment of persons to inspect the minutes and count votes for the meeting
4. Establishing validity and quorum
5. Attendance registration and verification of the electoral roll
6. Presentation of the 2022 Financial Statements, Report of the Board of Directors and Auditors' Report.
Presentation of the CEO's review.
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 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.

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 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.

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 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.

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 52.94 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 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.

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

The primary shareholders, representing 52.94 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. 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.

16. 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.

17. 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.

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 www.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 2022 financial year, will be available on the aforementioned website by 1 March 2023 at the latest.

The draft proposals and Financial Statement documents will also be available at the Annual General Meeting, and copies of both these documents and the AGM invitation will be sent to shareholders on request.

The minutes from the Annual General Meeting will be available on the aforementioned website as of 6 April 2023.

C. INSTRUCTIONS FOR MEETING ATTENDEES

1. Attendance and registration

Company shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on Monday 13 March 2023 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.

A shareholder who is listed in the shareholder's register and who wishes to attend the Annual General Meeting must send their registration to the company by 10:00 am on 20 March 2023. Registrations must be received by the aforementioned deadline. Attendees can register for the Annual General Meeting:

a) on the company's website: <https://digia.com/en/investors/governance/annual-general-meeting/agm-2023/>. Private shareholders can log into the service with strong electronic identification, using either their online banking credentials or Mobile ID. To log in as an organisation, shareholders will need the shareholder's book-entry number in addition to the organisation's ID/identifier. If the organisation uses the Suomi.fi digital authorisation service, the authorised person will have to register with strong electronic identification, using either their online banking credentials or Mobile ID.

b) by email to invest@digia.com or

c) by letter to Digia Plc, Sanna Virtanen, Atomitie 2 A, 00370 Helsinki, Finland.

The following information should be supplied when registering: the shareholder's name, personal identity number, address and telephone number, and (if applicable) the name and personal identity number of their personal assistant or proxy. Any personal data pertaining to shareholders that is disclosed to Digia Plc and Euroclear Finland Oy will only be used to process registrations for the AGM and any necessary associated registrations. When arriving at the meeting place, a shareholder, their authorised representative or proxy must (if necessary) be able to prove their identity and/or their right to represent the shareholder.

2. 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 13 March 2023. Attendance at 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 20 March 2023 at the latest. For holders of nominee-registered shares, this is considered to be registration for the AGM.

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 who wishes to attend the Annual General Meeting in the company's shareholders' register by the aforementioned date.

3. Proxy or power of attorney

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

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 delivered as original documents to Digia Plc, Sanna Virtanen, Atomitie 2 A, 00370 Helsinki before the end of the registration period. Organisations may also use the Suomi.fi digital authorisation service instead of a traditional power of attorney. To do so, the organisation should authorise its appointed representative in the category "Representation at the Annual General Meeting" at www.suomi.fi/e-authorizations. In Euroclear Finland Oy's General Meeting service, the authorised person must identify themselves with strong electronic identification when registering. After that, their digital authorisation will be automatically verified.

Strong electronic identification requires either online banking codes or a Mobile ID. See www.suomi.fi/e-authorizations for more information.

4. Additional information

In accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information about the matters being considered at the meeting.

On the date of this Notice of Annual General Meeting, 10 February 2023, Digia Plc had a total of 26,823,723 shares and votes.

Helsinki, 10 February 2023

Digia Plc
Board of Directors

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Digia is a software and service company that helps its customers renew themselves in the networked world. There are more than 1,400 of us working at Digia. Our roots are in Finland and we work with our customers both in Finland and abroad. We are building a world in which digitalisation makes a difference – together with our customers and partners. Digia's net sales totalled EUR 170.8 million in 2022. The company is listed on Nasdaq Helsinki (DIGIA). digia.com