

Digia Plc  
Stock exchange release  
9 February 2024 at 8:00 am EET

# NOTICE OF DIGIA PLC'S ANNUAL GENERAL MEETING 2024

Digia Plc's shareholders are invited to attend the Annual General Meeting, which will be held on Wednesday, 20 March 2024 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. Calling the meeting to order**
- 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 2023 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 2023. Shareholders listed in the shareholders' register maintained by Euroclear Finland Oy on the dividend reconciliation date, 22 March 2024, will be eligible for the payment of dividend.

Dividends will be paid on 2 April 2024.

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

## **10. Remuneration Report for Governing Bodies**

The Board of Directors proposes that the Remuneration Report for Governing Bodies 2023 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-2024/> no later than three weeks before the Annual General Meeting.

## **11. Remuneration Policy for Governing Bodies**

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

The Remuneration Policy will be available on the company's website at <https://digia.com/en/investors/governance/annual-general-meeting/agm-2024/> no later than three weeks before the Annual General Meeting.

## **12. 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 3,500 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 2025 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.

## **13. 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 52.3 per cent of the company's shares and votes, have notified the company that they will support the aforementioned proposal.

## **14. 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 2025 AGM: current Board Members Martti Ala-Härkönen, Santtu Elsinen, Robert Ingman, Sari Leppänen, Henry Nieminen, and Outi Taivainen.

The primary shareholders, representing 52.3 per cent of the company's shares and votes, have notified the company that they will support the aforementioned proposal.

#### **15. 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.

#### **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 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 23 March 2023 and is valid for 18 months, that is, until 20 September 2025.

#### **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 23 March 2023 and is valid for 18 months, that is, until 20 September 2025.

## **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](http://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 2023 financial year, will be available on the aforementioned website by 29 February 2024 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 3 April 2024.

# **C. INSTRUCTIONS FOR MEETING ATTENDEES**

## **1. Attendance and registration**

Company shareholders who are registered in the shareholders' register maintained by Euroclear Finland Oy on Friday 8 March 2024 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 shareholders' register and who wishes to attend the Annual General Meeting must send their registration to the company by 10:00 am on 15 March 2024. 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-2024/>. 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](mailto:invest@digia.com) or

c) by letter to Digia Plc, Essi Lönnberg, 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 8 March 2024. 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 15 March 2024 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, Essi Lönnberg, 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](http://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](http://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, 9 February 2024, Digia Plc had a total of 26,823,723 shares and votes.

Helsinki, 9 February 2024

Digia Plc  
Board of Directors

#### **For further information, please contact:**

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#### **Distribution:**

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Digia is a software and service company that combines technological possibilities and human capabilities to build intelligent business, society and a sustainable future. Our mission is to ensure that our customers are at the forefront of digital evolution. There are more than 1,500 of us working at Digia and we operate globally with our international customers. Digia's turnover in 2023 was EUR 192.1 million. The company is listed on Nasdaq Helsinki (DIGIA). [digia.com](https://digia.com)