



Digitalist Group Plc

Stock Exchange Release

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NOTICE OF DIGITALIST GROUP PLC'S ANNUAL GENERAL MEETING

Notice is given to the shareholders of Digitalist Group Plc to the Annual General Meeting to be held on Tuesday 26 April 2022 at 3 p.m. at the company's head office in Helsinki. Shareholders and their proxy representatives may participate in the meeting only by voting in advance and by making counterproposals and presenting questions in advance in accordance with the notice of the General Meeting and other instructions by the company. It is not possible to attend the meeting in person.

The Board of Directors of the company has resolved on an exceptional meeting procedure under the act on temporary derogation from the Limited Liability Companies Act, the Limited Liability Housing Companies Act, the Co-operatives Act, the Associations Act and certain other corporation legislation to limit the spread of the COVID-19 epidemic (375/2021) which entered into force on 8 May 2021. In order to contain the spread of the COVID-19 pandemic, the Annual General Meeting will be held without the presence of the shareholders or their proxy representatives. This is necessary in order to ensure the health and safety of the company's shareholders, personnel and other stakeholders as well as to organize the meeting in a predictable way allowing equal means for shareholders to participate. For these reasons, shareholders and their proxy representatives can participate in the meeting and exercise shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. Further instructions are provided below in this notice in section C Instructions for the participants in the General Meeting. The Board of Directors and CEO of the company will not be participating in the meeting. There will be no addresses by the Board or management, and no webcast will be provided.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

The following matters will be considered at the General Meeting:

1. Opening of the meeting

2. Calling the meeting to order

Attorney-at-Law Harri Tolppanen will act as the Chairman of the meeting.

Should Harri Tolppanen be prevented from acting as Chairman for a weighty reason, the Board will appoint another person it deems most suitable to act as Chairman.

3. Election of person to scrutinize the minutes and to supervise the counting of votes

Attorney-at-Law Jarkko Hankaa will scrutinize the minutes and supervise the counting of votes at the meeting.

Should Jarkko Hankaa be prevented from acting as the person to scrutinize the minutes and to supervise the counting of votes for a weighty reason, the Board will appoint another person it deems most suitable to act as the person to scrutinize the minutes and to supervise the counting of votes.

4. Recording the legality of the meeting

5. Recording the attendance at the meeting and adoption of the list of votes

All shareholders attending who have voted in advance and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability Companies Act are entitled to attend the meeting will be recorded to have attended the meeting. The list of votes will be adopted on the basis of information provided by Euroclear Finland Ltd.

6. Presentation of the financial statement, the report of the Board of Directors, and the auditor's report for the year 2021

Since the Annual General Meeting may only be attended through advance voting, the report of the Board of Directors, the financial statements and the auditor's report, published by the company on 31 March 2022, are considered to have been presented to the Annual General Meeting. The publications are available on the company's website at <https://investor/digitalist-group.com/investor/governance/annual-general-meeting>.

7. Adoption of the financial statements

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends

The Board of Directors proposes that distributable assets be left in the equity and that no dividend for the financial period 2021 be paid to shareholders.

Digitalist Group Plc's result for the 2021 financial period shows a loss of EUR 5,799,011.20, due to which shareholders do not have the right to demand for minority dividend as referred to in Chapter 13 Section 7 of the Finnish Limited Liability Companies Act.

9. Resolution on the discharge of the members of the Board of Directors and the Managing Directors from liability

10. Handling of the Remuneration Report for governing bodies

Since the Annual General Meeting may only be attended through advance voting, the remuneration report published by the company on 31 March 2022 is considered to have been presented to the Annual General Meeting. The remuneration report is available on Digitalist Group Plc's website <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting>. The resolution on the remuneration report is advisory.

11. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation of travel expenses

The company's largest shareholder, Turret Oy Ab, whose total share of the company's shares and votes is approximately 46.89 per cent, proposes that fees paid to the elected members of the Board of Directors remain unchanged, so that they are as follows:

- Chairman of the Board: EUR 40,000/year and EUR 500/meeting
- Deputy Chairman of the Board: EUR 30,000/year and EUR 250/meeting
- Other members of the Board of Directors: EUR 20,000/year and EUR 250/meeting
- For the meetings of a potential Board committee, EUR 500/meeting to the Chairman and EUR 250/meeting to a member

It is proposed that travel expenses be reimbursed in accordance with the company's regulations concerning travel reimbursements.

12. Resolution on the number of members of the Board of Directors

Under the Articles of Association, the company's Board of Directors must have at least 5 and at most 9 members.

The company does not have a Nomination Committee. The company's largest shareholder Turret Oy Ab, whose total share of the company's shares and votes is approximately 46.89 per cent, proposes that six ordinary members be elected to the Board of Directors.

13. Election of the members of the Board of Directors

The company does not have a Nomination Committee. The company's largest shareholder Turret Oy Ab, whose total share of the company's shares and votes is approximately 46.89 per cent, proposes that the current members of the Board Paul Ehrnrooth, Andreas Rosenlew, Esa Matikainen, Peter Eriksson, Maria Olofsson and Johan Almquist be re-elected as members of the Board.

More detailed personal information and evaluation of the independence of the proposed members of the Board is available on the company's website <https://digitalist.global> in the "Investors" section (Governance/Annual General Meeting).

14. Resolution on the remuneration of the auditor

The Board of Directors proposes that remuneration for the auditor be paid against the auditor's invoice approved by the company.

15. Election of the auditor

The Board of Directors proposes that KPMG Oy Ab, who have named Authorized Public Accountant Miika Karkulahti as the principal auditor, be re-elected as the auditor.

16. Authorisation of the Board of Directors to decide on share issues and on granting special rights entitling to shares

The Board of Directors proposes that the General Meeting authorise the Board to decide on a paid share issue and on granting option rights and other special rights entitling to shares that are set out in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act or on the combination of some of the aforementioned instruments in one or more tranches on the following terms and conditions:

The number of shares to be issued under the authorisation may not exceed 325,511,370, which corresponds to approximately 50 per cent of all company shares at the time of convening the Annual General Meeting.

Within the limits of the aforementioned authorisation, the Board of Directors may decide on all terms and conditions applied to the share issue and to the special rights entitling to shares, such as that the payment of the subscription price may take place not only by cash but also by setting off receivables that the subscriber has from the company.

The Board of Directors shall be entitled to decide on crediting the subscription price either to the company's share capital or, entirely or in part, to the invested unrestricted equity fund.

Shares as well as special rights entitling to shares may also be issued in a way that deviates from the pre-emptive rights of shareholders if a weighty financial reason for the company to do this exists as laid out in the Limited Liability Companies Act. In such a case, the authorisation may be used to finance corporate acquisitions or other investments related to the operations of the company as well as to maintain and improve the solvency of the group of companies and to carry out an incentive scheme.

The authorisation is proposed to be effective until the Annual General Meeting held in 2023, yet no further than until 30 June 2023.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

17. Authorizing the Board of Directors to decide on the acquisition of own shares

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on acquiring or accepting as pledge, using the company's non-restricted equity, a maximum of 65,102,000 own shares, which corresponds to around 10 per cent of the company's total shares at the time of convening the Annual General Meeting. The repurchase may take place in one or more tranches. The acquisition price shall not exceed the highest market price of the share in public trading at the time of the acquisition.

In executing the acquisition of its own shares, the company may enter into derivative, share lending and other contracts customary in the capital market, within the limits set out in laws and regulations. The authorisation also entitles the Board to decide on a directed acquisition, i.e. on acquiring shares in a proportion other than that of the shares held by the shareholders.

The company may acquire the shares to execute corporate acquisitions or other business arrangements related to the company's operations, to improve its capital structure, or to otherwise further transfer the shares or cancel them.

The authorisation is proposed to include the right for the Board of Directors to decide on all other matters related to the acquisition of shares. The authorisation is proposed to be effective until the Annual General Meeting held in 2023, yet no further than until 30 June 2023.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

18. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

The following documents will be made available to the shareholders on Digitalist Group Plc's website at <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting> no later than 21 days prior to the General Meeting: the aforementioned proposals on the agenda for the meeting, the company's financial statements, the report of the Board of Directors, the auditor's report, the remuneration policy, and this notice. The said documents will also be available at the General Meeting. In addition, copies of the said documents and of this notice will be mailed to the shareholders who request them. Otherwise, no separate notice of the meeting will be sent to the shareholders. The minutes of the Extraordinary General Meeting will be available on the above-mentioned website at the latest on 28 April 2022.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

In order to contain the spread of the COVID-19 pandemic, the Annual General Meeting will be held so that the shareholder or their proxy representative cannot be present at the venue. This is necessary especially in order to ensure the health and safety of the shareholders, employees and other stakeholders of the company. Shareholders and their proxy representatives can participate in the meeting and exercise their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance.

1. Shareholders registered in the shareholders' register

Shareholders who are on the record date of the General Meeting, Tuesday 12 April 2022, registered in the company's shareholders' register, maintained by Euroclear Finland Oy, are entitled to attend the meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the company. A shareholder may not participate in the General Meeting in any other manner than by voting in advance in the manner described below as well as by making counterproposals and presenting questions in advance. If you do not have a Finnish book-entry account, please see section 4. Holders of nominee-registered shares.

2. Registration and advance voting

The registration period and advance voting period commence on Tuesday 5 April 2022, when the term for submitting counterproposals to be put to a vote has expired. Shareholders entered in the shareholders' register of the company who wish to attend the General Meeting by voting in advance must give notice of their attendance and vote in advance by, and the company must have received such notice and votes by, 12 noon on Tuesday 19 April 2022 at the latest.

In connection with the registration, requested information such as the name, personal identification number, address and telephone number of the shareholder as well as requested information on a possible proxy representative, such as the name and personal identification number of the proxy representative, must be provided. Personal data provided by the shareholders is used only in connection with the General Meeting and with processing the necessary registrations related to the meeting.

Shareholders with a Finnish book-entry account can register and vote in advance on the matters on the agenda of the General Meeting during the period 5 April 2022 at 10 a.m. - 19 April 2022 at 12 noon by the following means:

- a) through the company's website at
<https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>

Please note that the number of the shareholder's book-entry account is required for voting in advance. The terms and other instructions concerning electronic voting and other related instructions are available on the company's website at
<https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>.

- b) via mail or email

Shareholders may submit the advance voting form available on the company's website at <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting> to Euroclear Finland Ltd by mail to the address Euroclear Finland Ltd, Annual General Meeting / Digitalist Group Plc, P.O. Box 1110, 00101 Helsinki, Finland, or by email to yhtiokokous@euroclear.eu. The voting form will be available on the company's website as of Tuesday 5 April 2022.

When submitting a voting form, a representative or proxy of a shareholder must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting.

If a shareholder participates in the General Meeting by delivering votes in advance to Euroclear Finland Ltd, the delivery of the votes shall constitute due registration for the General Meeting.

The terms and other instructions concerning voting by mail or e-mail are available on the company's website at <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>.

3. Proxy representative and proxy documents

A shareholder may participate in a General Meeting by way of proxy representation. A proxy representative of a shareholder must also vote in advance in the manner described in this notice. The representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered by regular mail to Euroclear Finland Ltd, Annual General Meeting / Digitalist Group Plc, P.O. Box 1110, 00101 Helsinki, Finland, or by e-mail to yhtiokokous@euroclear.eu before the end of the registration period, by which time the documents must be received by Euroclear Finland Oy.

Delivery of a proxy document and votes in advance to Euroclear Finland Oy before the expiration of the period for the notice of participation constitutes due registration for the General Meeting if the information required for registering for the meeting set out in C.2. above is included in the documents.

4. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of such shares based on which they on the record date of the General Meeting, i.e. on Tuesday 12 April 2022, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. Participation in the General Meeting additionally requires that the shareholder on the basis of such shares has been registered in the temporary shareholders' register kept by Euroclear Finland Ltd no later than on Thursday 21 April 2022 at 10 a.m. As regards nominee-registered shares, this constitutes due registration for the General Meeting.

Holders of nominee-registered shares are advised to request the necessary instructions regarding temporary registration in the shareholders' register of the company, issuing of proxy documents and registration for the General Meeting from their custodian banks well before the meeting. The account management organisation of the custodian bank shall register a holder of nominee-registered shares who wishes to participate in the Annual General Meeting into the temporary shareholders' register of the company at the latest by the time stated above. In addition, the account management organisation of the custodian bank must arrange voting in advance on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares.

Further information on these matters is also available on the company's website at <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>.

5. Other instructions and information

Shareholders holding at least one hundredth of all the shares in the company have the right to make a counterproposal to the resolution proposals on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the company by email to yhtiokokous@digitalistgroup.com no later than on Monday 4 April 2022 at 10 a.m. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the General Meeting provided that the shareholder has the right to participate in the General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all shares in the company on the record date of the General Meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favour of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website at <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting> no later than on Tuesday 5 April 2022.

A shareholder may present questions on the matters on the agenda of the meeting pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act until Friday 8 April 2022 at 4 p.m. by email to yhtiokokous@digitalistgroup.com. Such questions by shareholders, responses thereto from the company's management as well as any counterproposals other than those put up to a vote are available on the company's website at <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting> by Wednesday 13 April 2022 at the latest. As a prerequisite for presenting questions or counterproposals, a shareholder must present the company with sufficient evidence of their shareholding.

The information concerning the Annual General Meeting required under the Limited Liability Companies Act and the Securities Market Act is available at the address <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>.

On the date of this notice of the General Meeting, 1 April 2022, the total number of shares in Digitalist Group Plc, and votes represented by such shares, is 651,022,746.

Changes in shareholding after the record date of the General Meeting, 12 April 2022, will not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the meeting.

Additional information on the arrangements concerning the Annual General Meeting is available at <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>.

Helsinki, 1 April 2022

DIGITALIST GROUP PLC
Board of Directors

For further information, please contact:

Magnus Leijonborg, CEO, tel. +46 76 315 8422, magnus.leijonborg@digitalistgroup.com

Mervi Södö, CFO, tel. +358 40 136 5959, mervi.sodo@digitalistgroup.com

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