



Digitalist Group Plc Notice of General annual meeting

31.3.2023 at 14.00

## **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 Wednesday 26 April 2023 at 4 p.m. at Siltasaari 10, Siltasaarenkatu 8-10 (entrance from Paasivuorenkatu), 00530 Helsinki. The reception of participants and the distribution of voting tickets will begin at 3:15 p.m., as will the coffee service preceding the meeting.

### **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**
- 3. Election of 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**
- 6. Presentation of the financial statement, the report of the Board of Directors, and the auditor's report for the year 2022**
- 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 2022 be paid to shareholders.
- 9. Resolution on the discharge of the members of the Board of Directors and the Managing Director from liability**
- 10. Handling of the Remuneration Report for governing bodies**

The Board of Directors proposes to approve the Remuneration Report for governing bodies. According to the Finnish Limited Liability Companies Act, the resolution on the Remuneration Report is advisory.

The Remuneration Report is available on Digitalist Group Plc's website <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting>.

#### **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 49.33 per cent, proposes that the fees paid to the elected members of the Board of Directors be kept unchanged, and would thus be 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 potential Board committees, 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 shall 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 49.33 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 49.33 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 the evaluation of the independence of the proposed members of the Board are 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 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 total number of shares in the company's possession and the new shares to be issued under the authorisation may not exceed 341,211,370, which corresponds to 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 implement an incentive scheme.

The authorisation is proposed to be effective until the Annual General Meeting held in 2024, yet no further than until 30 June 2024.

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. Authorising 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 68,242,000 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 of 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 2024, yet no further than until 30 June 2024.

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. Amendment of Article 8 of the Articles of Association**

The Board of Directors proposes that the company's Annual General meeting resolve to amend "Article 8 Notice of General Meeting" of the Articles of Association so that the meeting place is included in the title and the regulations concerning the meeting place and holding a remote meeting are added to the second paragraph. The amendments would allow the General Meeting to be held not only in the company's domicile, but also, if the Board so decides, completely without a meeting place. After the amendments, the section of the Articles of Association identified above reads as follows:

"8 § Notice of General Meeting and meeting place

The notice of the General Meeting shall be published on the company's website no earlier than three (3) months and no later than three (3) weeks before the General Meeting, however, always at least nine (9) days before the record date of the General Meeting. In order to be entitled to participate in the General Meeting, a shareholder must register with the company no later than on the date set by the Board of Directors, which can be no earlier than ten (10) days before the meeting.

The General Meeting is held at the company's domicile. The Board of Directors may also resolve that the General Meeting is organized without a meeting place, so that the shareholders will use their full decision-making power in real time with the help of a data connection and a technical aid during the meeting."

## **19. 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 report, 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 on request. Otherwise, no separate notice of the meeting will be sent to the shareholders. The minutes of the Annual General Meeting will be available on the above-mentioned website at the latest on 28 April 2023.

## **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING**

### **1. Right to attend and registration**

Shareholders who are on the record date of the General Meeting, Friday April 14, 2023, 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.

Shareholders who wish to attend the General Meeting must give advance notice of their attendance, and the company must receive such notice no later than by 4:00 p.m. on Tuesday, April 18, 2023. Advance notice of attendance may be given:

1. by using the form in the "Investors" section of the company's website at <https://digitalist.global>;
2. via email to [yhtiokokous@digitalistgroup.com](mailto:yhtiokokous@digitalistgroup.com);
3. by mail to Digitalist Group Plc/General Meeting, Siltasaarenkatu 18-20, 00530 Helsinki, Finland; or
4. by telephone between 9:00 a.m. and 4:00 p.m. to Aila Mettälä, tel. +358 40 531 0678

When giving an advance notice of the attendance, please state the shareholder's name, date of birth/business ID, address, telephone number and the name and date of birth of any assistant or proxy representative. Personal data provided to the company by its shareholders is used only in connection with the General Meeting and with processing the necessary registrations related to the meeting.

### **2. Proxy representative and proxy documents**

A shareholder may participate in a General Meeting and exercise their rights at the meeting by way of proxy representation. The shareholder's proxy 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 through 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 shall be delivered to the company as email attachments (e.g. pdf) or by mail to the above-mentioned registration address before the last date for registration.

### **3. 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

Friday April 14 2023, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. Holders of nominee-registered shares are advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. 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 at 10 a.m. on Friday 21 April 2023.

#### **4. Other instructions and information**

The language of the meeting is Finnish.

Pursuant to Chapter 5 Section 25 of the Limited Liability Companies Act, shareholders who are present at the General Meeting are entitled to request information on matters discussed at the meeting.

On the date of this notice of the General Meeting, 31 March 2023, the total number of shares in Digitalist Group Plc, and votes represented by such shares, is 682.422.746.

Helsinki, 31.3.2023

DIGITALIST GROUP PLC  
Board of Directors

For further information, please contact:

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