

DECISIONS OF THE ANNUAL GENERAL MEETING OF DIGITALIST GROUP PLC ON 28 APRIL 2026 AND OF THE BOARD OF DIRECTORS' ORGANISATIONAL MEETING**Adoption of the financial statements**

The Annual General Meeting of Digitalist Group Plc ("Company") adopted the financial statements and the consolidated financial statements for the financial period ended 31 December 2025 as presented.

Resolution on the use of the loss shown on the balance sheet and on the distribution of assets

The General Meeting resolved that the loss of EUR 4,771,279.59 indicated by the financial statements for 2025 be recorded in the Company's profit and loss account, and that no dividend be paid to shareholders for the financial period 2025.

Resolution on the discharge of the members of the Board of Directors and the CEO from liability

The General Meeting resolved to discharge the members of the Board of Directors and the CEO from liability for the financial period 1 January 2025 to 31 December 2025.

Consideration of the remuneration report for governing bodies

The General Meeting considered and approved the remuneration report for the Company's governing bodies for 2025. Pursuant to the Finnish Limited Liability Companies Act, the resolution on the remuneration report is advisory.

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

The General Meeting resolved that the fees paid to the members of the Board of Directors remain unchanged and would thus be as follows:

- Chair of the Board: EUR 40,000/year and EUR 500/meeting
- Deputy Chair 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 possible Board committees, EUR 500/meeting to the Chair and EUR 250/meeting to a member.

It was resolved that travel expenses be reimbursed in accordance with the Company's regulations concerning travel reimbursements.

Resolution on the number of members of the Board of Directors

The General Meeting resolved that the number of members of the Board of Directors shall be five (5).

Election of the members of the Board of Directors

The General Meeting elected Esa Matikainen, Andreas Rosenlew, Peter Eriksson, Johan Almquist and Magnus Wetter as members of the Board of Directors.

Resolution on the remuneration and election of the auditor

The General Meeting resolved that remuneration for the auditor be paid against the auditor's invoice approved by the Company.

The General Meeting re-elected KPMG Oy Ab as the Company's auditor, with Authorised Public Accountant Miika Karkulahti as the principal auditor.

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

The General Meeting authorised the Board of Directors to decide on a paid or free 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 all or some of the aforementioned instruments in one or more tranches on the following terms and conditions:

The total number of the Company's treasury shares and new shares to be issued under the authorisation may not exceed 1,386,000, which corresponds to approximately 50 per cent of all the Company's shares.

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.

The share issue and the issuance of special rights entitling to shares may also take place in a directed manner in deviation from the pre-emptive rights of shareholders if there is a weighty financial reason for the Company to do so, as set 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, to carry out corporate restructurings as well as to maintain and improve the solvency of the Group and to carry out an incentive scheme.

The authorisation is effective until the Annual General Meeting held in 2027, yet no further than until 30 June 2027.

Authorisation of the Board of Directors to decide on the acquisition and/or on the acceptance as pledge of the Company's treasury shares

The General Meeting authorised the Board of Directors to decide on acquiring or accepting as pledge, using the Company's distributable funds, a maximum of 270,000 treasury shares, which corresponds to approximately 10 per cent of the Company's total shares at the time of convening the Annual General Meeting. The acquisition 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 treasury shares, the Company may enter into derivative, share lending or other contracts customary in the capital market, within the limits set out in laws and regulations. The authorisation entitles the Board of Directors to decide on an acquisition in a manner other than in a proportion to the shares held by the shareholders (directed acquisition). 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 includes the right for the Board of Directors to decide on all other matters related to the acquisition of shares. The authorisation is effective until the Annual General Meeting held in 2027, yet no further than until 30 June 2027.

Amendment of the terms and conditions of the equity-linked Convertible Bonds VVK 2021/1, VVK 2021/2, VVK 2021/3, VVK 2021/4, VVK 2022/1, VVK 2025/1, VVK 2025/2 and VVK 2025/3 issued by the Company and the related special rights referred to in Chapter 10 Section 1(2) of the Finnish Limited Liability Companies Act

1. Convertible Bonds 2021/1, 2021/3, 2022/1, 2025/1 and 2025/3 directed to Turret Oy Ab

The General Meeting approved the proposals of the Board of Directors to amend the terms and conditions of Convertible Bonds 2021/1, 2021/3, 2022/1, 2025/1 and 2025/3 subscribed for by Turret Oy Ab ("Turret") without amendments.

The key terms of Convertible Bonds 2021/1, 2021/3, 2022/1, 2025/1 and 2025/3 and the related special rights ("Special Rights") after the amendments are as follows:

Convertible Bond 2021/1

- The amount of Convertible Bond 2021/1 is EUR 650,000. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act.
- The annual interest payable on the principal of Convertible Bond 2021/1 is 6 per cent.
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2021/1 is 650,000.
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2021/1, provided however that notes 1-2 may each be converted into a maximum of 250,000 new shares in the Company and note 3 may be converted into a maximum of 150,000 new Shares in the Company. The Conversion Price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2021/1.
- The loan period is 30 March 2021 - 31 December 2027 and Convertible Bond 2021/1 together with interest shall be repaid in one instalment on 31 December 2027.

If Turret were to subscribe for the maximum number of 650,000 new shares on the basis of this Convertible Bond 2021/1, Turret's ownership would increase from the current approximately 48.55 per cent to approximately 58.32 per cent after full conversion.

Convertible Bond 2021/3

- The principal amount of Convertible Bond 2021/3 is EUR 13,010,650.50. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act.
- The annual interest payable on the principal of Convertible Bond 2021/3 is 6 per cent.
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2021/3 is 13,010,660.
- The principal amount of Convertible Bond 2021/3 is divided into a total of twenty (20) notes with a nominal value of EUR 650,532.52 each.
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2021/3, provided however that each note may be converted into a maximum of 650,533 new shares in Digitalist Group Plc. The conversion price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2021/3.
- The loan period is 20 April 2021 - 31 December 2027 and Convertible Bond 2021/3 together with interest shall be repaid in one instalment on 31 December 2027.

If Turret were to subscribe for the maximum number of 13,010,660 new shares on the basis of this Convertible Bond 2021/3, Turret's ownership would increase from the current approximately 48.55 per cent to approximately 90.96 per cent after full conversion.

Convertible Bond 2022/1

- The principal amount of Convertible Bond 2022/1 is EUR 1,931,500. The principal amount constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act;
- The annual interest payable on the principal of Convertible Bond 2022/1 is 6 per cent;
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2022/1 is 1,931,500;
- The principal amount of Convertible Bond 2022/1 is divided into a total of five (5) notes with a nominal value of EUR 386,300 each;
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2022/1, provided however that each note may be converted into a maximum of 386,300 new shares in Digitalist Group Plc. The conversion price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2022/1;
- The loan period is 28 October 2022 - 31 December 2027 and Convertible Bond 2022/1 together with interest shall be repaid in one instalment on 31 December 2027.

If Turret were to subscribe for the maximum number of 1,931,500 new shares on the basis of this Convertible Bond 2022/1, Turret's ownership would increase from the current approximately 48.55 per cent to approximately 69.67 per cent after full conversion.

Convertible Bond 2025/1

- The principal amount of Convertible Bond 2025/1 is EUR 2,617,363.41. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act;
- The annual interest payable on the principal of Convertible Bond 2025/1 is 6 per cent;
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2025/1 is 2,617,363;
- The principal amount of Convertible Bond 2025/1 is divided into a total of four (4) notes with a nominal value of EUR 500,000 each and one (1) note with a nominal value of EUR 617,363.41;
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2025/1, provided however that notes 1-4 may each be converted into a maximum of 500,000 new shares in the Company and note 5 may be converted into a maximum of 617,363 new shares in the Company. The conversion price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2025/1.
- The loan period is 30 June 2025 - 31 December 2027 and Convertible Bond 2025/1 together with interest shall be repaid in one instalment on 31 December 2027.

If Turret were to subscribe for the maximum number of 2,617,363 new shares on the basis of this Convertible Bond 2025/1, Turret's ownership would increase from the current approximately 48.55 per cent to approximately 73.53 per cent after full conversion.

Convertible Bond 2025/3

- The principal amount of Convertible Bond 2025/3 is EUR 2,000,000. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act.
- The annual interest payable on the principal of Convertible Bond 2025/3 is 6 per cent.
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2025/3 is 2,000,000.
- The principal amount of Convertible Bond 2025/3 is divided into a total of four (4) notes with a nominal value of EUR 500,000 each;
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2025/3, provided however that each note may be converted into a maximum of 500,000 new shares in the Company. The conversion price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2025/3.

- The loan period is 30 December 2025 - 31 December 2027 and Convertible Bond 2025/3 together with interest shall be repaid in one instalment on 31 December 2027.

If Turret were to subscribe for the maximum number of 2,000,000 new shares on the basis of this Convertible Bond 2025/3, Turret's ownership would increase from the current approximately 48.55 per cent to approximately 70.11 per cent after full conversion.

2. Convertible Bonds 2021/2, 2021/4 and 2025/2 directed to Holdix Oy Ab

The General Meeting approved the proposals of the Board of Directors to amend the terms and conditions of Convertible Bonds 2021/2, 2021/4 and 2025/2 subscribed for by Holdix Oy Ab ("Holdix") without amendments.

The key terms of Convertible Bonds 2021/2, 2021/4 and 2025/2 and the related special rights ("Special Rights") after the amendments are as follows:

Convertible Bond 2021/2

- The amount of Convertible Bond 2021/2 is EUR 350,000. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act.
- The annual interest payable on the principal of Convertible Bond 2021/2 is 6 per cent.
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2021/2 is 350,000.
- The principal amount of Convertible Bond 2021/2 is divided into a total of two (2) notes with a nominal value of EUR 100,000 each and one (1) note with a nominal value of EUR 150,000;
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2021/2, provided however that notes 1-2 may each be converted into a maximum of 100,000 new shares in the Company and note 3 may be converted into a maximum of 150,000 new Shares in the Company. The Conversion Price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2021/2.
- The loan period is 30 March 2021 - 31 December 2027 and Convertible Bond 2021/2 together with interest shall be repaid in one instalment on 31 December 2027.

If Holdix were to subscribe for the maximum number of 350,000 new shares on the basis of this Convertible Bond 2021/2, Holdix's ownership would increase from the current approximately 23.70 per cent to approximately 32.36 per cent after full conversion.

Convertible Bond 2021/4

- The principal amount of Convertible Bond 2021/4 is EUR 6,061,103.57. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act;
- The annual interest payable on the principal of Convertible Bond 2021/4 is 6 per cent;

- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2021/4 is 6,061,100;
- Convertible Bond 2021/4 is divided into a total of ten (10) notes with a nominal value of EUR 606,110.36 each;
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2021/4, provided however that each note may be converted into a maximum of 606,110 new shares in Digitalist Group Plc. The conversion price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2021/4;
- The loan period is 20 April 2021 - 31 December 2027 and Convertible Bond 2021/4 together with interest shall be repaid in one instalment on 31 December 2027.

If Holdix were to subscribe for the maximum number of 6,061,100 new shares on the basis of this Convertible Bond 2021/4, Holdix's ownership would increase from the current approximately 23.70 per cent to approximately 76.05 per cent after full conversion.

Convertible Bond 2025/2

- The principal amount of Convertible Bond 2025/2 is EUR 1,038,352.60. The principal amount together with interest constitutes in its entirety a subordinated loan pursuant to Chapter 12 of the Finnish Limited Liability Companies Act.
- The annual interest payable on the principal of Convertible Bond 2025/2 is 6 per cent.
- The maximum number of new shares in Digitalist Group Plc to be issued on the basis of the conversion right attached to Convertible Bond 2025/2 is 1,038,352.
- The principal amount of Convertible Bond 2025/2 is divided into one (1) note with a nominal value of EUR 500,000 and one (1) note with a nominal value of EUR 538,352.60.
- The conversion price of the Share (meaning the per-share subscription price pursuant to the Finnish Limited Liability Companies Act) shall be the volume-weighted average price of the Company's share on Nasdaq Helsinki Ltd during the six (6) months preceding the submission of the Conversion Notice as defined in Section 13 of the Terms and Conditions of Convertible Bond 2025/2, provided however that note 1 may be converted into a maximum of 500,000 new shares in the Company and note 2 may be converted into a maximum of 538,352 new shares in the Company. The conversion price shall be adjusted in accordance with Sections 15 and 16 of the Terms and Conditions of Convertible Bond 2025/2.
- The loan period is 30 June 2025 - 31 December 2027 and Convertible Bond 2025/2 together with interest shall be repaid in one instalment on 31 December 2027.

If Holdix were to subscribe for the maximum number of 1,038,352 new shares on the basis of this Convertible Bond 2025/2, Holdix's ownership would increase from the current approximately 23.70 per cent to approximately 44.49 per cent after full conversion.

Resolution on possible measures for improving the Company's financial situation

The financial statements for the financial period 1 January 2025 - 31 December 2025 presented to the General Meeting show that the Company's equity is less than half of the Company's share capital.

It was noted that the following measures have been carried out in the Company:

- The conversion of debts and interest into equity-linked convertible bonds VVK 2025/1, VVK 2025/2 and VVK 2025/3 pursuant to Chapter 12 of the Finnish Limited Liability Companies Act carried out by the Company during the financial period 2025 has supported and will continue to support the Company's balance sheet and solvency.
- The General Meeting resolved, in accordance with the proposals of the Board of Directors, to amend the terms and conditions of Convertible Bonds 2021/1, 2021/2, 2021/3, 2021/4, 2022/1, 2025/1, 2025/2 and 2025/3, including the extension of their maturity dates.

The General Meeting resolved to approve the proposal of the Board of Directors that no immediate measures be taken to remedy the Company's financial position, but the Company actively evaluates other possibilities and means to support the Company's financial position.

DECISIONS OF THE BOARD OF DIRECTORS' ORGANISATIONAL MEETING

The Board of Directors of Digitalist Group Plc resolved at its organisational meeting to elect Esa Matikainen as Chair of the Board and Andreas Rosenlew as Deputy Chair of the Board.

The Board of Directors resolved to elect Esa Matikainen as Chair of the Audit Committee and Peter Eriksson and Magnus Wetter as members. The Board has assessed the independence of the members of the Audit Committee in accordance with the recommendations of the Corporate Governance Code 2025 as follows. Esa Matikainen and Magnus Wetter are independent of the Company and of significant shareholders. Peter Eriksson is independent of the Company and dependent on a significant shareholder.

DIGITALIST GROUP PLC

Board of Directors

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