



**CORPORATE GOVERNANCE STATEMENT OF  
DIGITALIST GROUP PLC 2020**



## CORPORATE GOVERNANCE STATEMENT

### I INTRODUCTION

In the course of 2020, Digitalist Group Plc (hereinafter also “Digitalist Group” or “Company”) complied to full extent with the Governance Code 2020 for Finnish listed companies (“Finnish Corporate Governance Code 2020”), which was adopted by the Securities Market Association on 19.9.2019 and entered into force on 1.1.2020. The Finnish Corporate Governance Code 2020 is available on the website of the Securities Market Association at the address [www.cgfinland.fi](http://www.cgfinland.fi).

This statement on the issuer’s corporate governance (Corporate Governance Statement), referred to in the Securities Markets Act, Chapter 7, §7, has been drawn up in accordance with the Finnish Corporate Governance Code 2020. The Corporate Governance Statement is issued separately from the Annual Report of the Board of Directors.

The Board of Directors of Digitalist Group has discussed this Corporate Governance Statement.

The Annual General Meeting of Digitalist Group adopted the Company’s remuneration policy on 14.4.2020. The policy is available on the Company’s website. The Company will publish a separate remuneration report for accounting period 2020.

### II DESCRIPTIONS CONCERNING CORPORATE GOVERNANCE

#### Management structure of Digitalist Group

Digitalist Group Plc is a public limited company registered in Finland and domiciled in Helsinki. The Digitalist Group consists of the parent company Digitalist Group Plc and its Finnish and foreign subsidiaries.

Digitalist Group is governed in compliance with the Finnish Limited Liability Companies Act (624/2006 as amended), the Securities Markets Act (746/2012 as amended), the Market Abuse Regulation (EU) No 596/2014 (MAR), the rules and regulations issued by Nasdaq Helsinki Ltd for listed companies, and the Articles of Association of Digitalist Group Plc. In addition, the Company observes in its governance the Finnish Corporate Governance Code 2020 for the part of the recommendations which entered into force on 1.1.2020.

The management of Digitalist Group is the responsibility of the General Meeting, the Board of Directors and the Chief Executive Officer of Digitalist Group Plc, whose duties are determined in accordance with the Finnish Limited Liability Companies Act. Internal



control is the responsibility of the Company's top management, external control is the responsibility of the auditors. Business operations are the responsibility of the Chief Executive Officer, assisted by the Management Team of the Group.

## **Annual General Meeting and Articles of Association**

The highest decision-making body of Digitalist Group Plc is the General Meeting, at which the shareholders exercise their right to speak and vote on matters concerning the Company. The General Meeting, inter alia, adopts the profit and loss account and balance sheet and decides on the distribution of profits on the basis of the proposal of the Board of Directors. The General Meeting also elects the members of the Board of Directors and the auditor and decides on the releasing of the members of the Board of Directors and the Chief Executive Officer from liability.

The Annual General Meeting is held annually within six months of the end of the accounting period on a date determined by the Board of Directors.

In 2020, the Annual General Meeting was held on 14.4.2020. Certain changes were made to the practical arrangements of the Annual General Meeting in order to minimize the risk of the spread of the coronavirus (COVID-19). Among other things, a webcast of the Annual General Meeting was provided, through which the shareholders were able to follow the meeting live via a video link on the Company's website.

The Annual General Meeting of Digitalist Group for 2021 will be held on 20.4.2021.

According to the Articles of Association of Digitalist Group Plc, the notice of the General Meeting shall be published on the Company's website at most three months and at least three weeks prior to the General Meeting, however, always at least nine days prior to the date of record of the General Meeting. A notice of the General Meeting is always also published in a stock exchange release. The notice of a General Meeting indicates the matters to be considered at the Annual General Meeting.

The notice of the meeting and other documents relating to the General Meeting, such as the Board of Directors' decision proposals and the Annual Report, are on view on the website of Digitalist Group Plc at the latest three weeks prior to the Annual General Meeting.

Digital Group Plc's Articles of Association are available on the Company's website at the address <https://investor.digitalistgroup.com/fi/investor/governance>. In accordance with the Limited Liability Companies Act, any amendments to the Articles of Association shall be decided on by the shareholders in a General Meeting.



## Composition and operations of the Board of Directors

The Board of Directors represents all shareholders and looks fairly after the shareholders' common interest. According to the Articles of Association, the Board of Directors of Digitalist Group Plc shall comprise no less than five and no more than nine full members. The General Meeting elects the members of the Board of Directors for one term of office at a time. The term of office of the members of the Board of Directors always ends at the close of the first Annual General Meeting following the election. A new member of the Board of Directors is initiated into the Company's operation.

The Board of Directors elects from among its members the Chair and the Deputy Chair, and constitutes a quorum when more than half of its members are present. The Board of Directors defines among itself the special areas of the members of the Board of Directors, but the entire Board of Directors participates in decision-making and consideration of matters.

In the composition of the Board of Directors of Digitalist Group Plc, the requirements set by the Company's operation, the Company's stage of development, and gender balance have been taken into account. The aim is that both genders are represented on the Board of Directors. In accounting period 2020, the aim of representation by both genders has been achieved. The principles of diversity of the Board of Directors shall be taken into account in plans concerning the successors of members of the Company's Board of Directors.

The Company's administration and proper arrangement of its operation are the responsibility of the Board of Directors. The Board of Directors decides on the Company's business concept, vision, main aims, and the strategy created for their implementation. In addition, the Board of Directors decides on the budgets and action plans drawn up for the implementation of the strategy, on the principles of risk management, on the remuneration system for the management and the personnel, on company acquisitions and asset deals, and on other matters which have a far-reaching effect on the Company. The Board of Directors decides on the Company's organisation on the basis of the Chief Executive Officer's proposal.

The main duties and operating principles of the Board of Directors are defined in writing in the Rules of Procedure. The Rules of Procedure of the Board of Directors are on view on the Company's Internet site at the address <https://investor.digitalistgroup.com/fi/investor/governance/board-of-directors>

The Board of Directors assembles for regular meetings according to its Rules of Procedure. In addition to the regular meetings, the Board of Directors holds extraordinary meetings, if necessary. A meeting of the Board of Directors can also be held as a telephone or video meeting.

The Board of Directors assesses its operation and working methods annually. The assessment is carried out as an internal self-assessment.



The Chief Executive Officer of Digitalist Group Plc attends the meetings of the Board of Directors as a presenter, and the Chief Financial Officer in the capacity of the secretary of the Board of Directors. In addition to these, the Board of Directors also invites other representatives of the management to its meetings, if necessary.

### **Biographical details of the Board members**

The Annual General Meeting of Digitalist Group elected, on 14.4.2020, five full members to the Company's Board of Directors for a term of office ending at the close of the next Annual General Meeting to be held in 2021. Paul Ehrnrooth, Andreas Rosenlew, Esa Matikainen and Peter Eriksson were re-elected to the Board of Directors and Maria Olofsson was elected as new member to the Board. The Board of Directors elected from among its members Andreas Rosenlew as Chair and Esa Matikainen as Deputy Chair.

#### **Andreas Rosenlew**, b. 1962

Master of Science (in Econ.)

Senior Advisor and Board Professional

Member of the Board of Directors and Chair since 28.6.2018.

#### Significant work history

2004-2018 Grow AB, Managing Partner & Executive Chairman

2004-2006 Electrolux Group AB plc, Global Brand Director (for hire)

1996-2003 Lowe Brindfors AB, Managing Partner & Executive Chairman

1993-2003 Lowe&Partners Worldwide Ltd, Partner

1990–1993 Dreamland Entertainment Inc, CEO

1988–1990 a/h/p Brindfors Oy, Managing Director, Partner

1986–1988 Nokia Data Oy, Marketing Manager

1985–1986 Young & Rubicam Ltd, Strategic Planner

1984–1985 Lego Systems A/S, Marketing Planner

#### Other board memberships

Rosebloom Enterprises AB (Chair of the Board), 2016–

KVD Group AB, 2016–

Carnegie Holding AB / Carnegie Investment Bank AB, 2015–

Cabonline Group AB, 2015–

AmCham Finland Ry, 2014–

#### **Esa Matikainen**, b. 1969

D.Sc. (Econ. & Bus. Adm.), M. Sc. (Tech., Production economics)

Board professional

Member of the Board of Directors since 2018

#### Significant work history

2019-2020 MPY Osuuskunta and MPY Palvelut/MPY Yrityspalvelut OYJ, Managing Director

- 2009–2020 Board professional and Member of the Board in several companies, especially in digital business growth companies (e.g. Qvik 2014-2020, MPY Palvelut Oyj 2017-2019, MPY Osuuskunta 2014–17 and 2020, InterQuest Oy, Chair of Board 2012–2017, member 2009–2012; 2014 Seed Digital Media 2014)
- 2001–2020 Partner in selected growth companies (e.g. Apprix Oy 2001-→, SoSe 2008-17, mCasting 2001–2015)
- 2001–2012 Management consulting (EM Advisor Oy, 2001-→, 2007–2012 Aspectum Public Oy Fennia Consulting 2003–08)
- 1994–2001 Chair of the Board/Member of the Board, Director of Strategy, Nedecon Oyj (1994–2001)

#### Other board memberships

- MPY Osuuskunta (ICT services, 2020-) (Member of the Board)
- MPY Palvelut Oyj (ICT services, 2017–2019) (Chair of the Board)
- InlineMarket (data analytics, 2015–) (Chair of the Board)
- Kaakon Viestintä Oy (regional media company, 2017–2019) (Member of the Board)
- Ida Fram Group Oy (service marketing, influencer marketing and digital production, 2017–2019) (Member of the Board)
- Qvik Oy (digital development, cloud and design, 2014–2020) (Member of the Board)

#### **Paul Ehrnrooth**, b. 1965

M.Sc. (Econ. & Bus. Adm.)  
Managing Director, Turret Oy Ab  
Member of the Board of Directors since 2010

#### Significant work history

- 1999–2007 Savox Oy, Managing Director  
1994–1999 Wärtsilä Oyj, various executive roles  
1993–1994 Kone Oyj, various executive roles

#### Other board memberships

- Fiskars Oyj (Chair of the Board)  
Savox Group (Chair of the Board)

#### **Peter Eriksson**, b. 1966

M.Sc. (Econ.)  
Savox SA, Managing Director

#### Significant work history

- 2011–2015 Savox Communications Group, CEO  
2008–2009 Safety Communications SA, Managing Director  
2007–2008 Turret Oy Ab, Business Development Director  
2001–2007 Finpro France, Head of Trade Centre



1999–2001 KPMG Consulting Oy, Management Consultant

Other board memberships

Savox SA (Luxembourg)  
Savox Communications Oy Ab (Finland)  
Savox Communications Ltd (Canada)  
Savox Ltd (Hong Kong)  
Turret Oy Ab (Finland)

**Maria Olofsson**, b. 1965

Programs in business economy and law studies, Stockholm University  
Member of the Board of Directors since 2020

Significant work history

2017- Real Asset AB, Management consultant, founding partner  
2014-2016 Grow AB, COO/CFO  
2013-2014 Doberman AB, CFO  
2004-2013 Garbergs Reklambyrå AB, COO/CFO  
1998-2004 Go.group, CFO/COO

Other board memberships

Digitalist Sweden AB  
Real Asset AB  
Fanzingo (non-profit association)

During the accounting period 2020, until the close of the Annual General Meeting on 14.4.2020, Pekka Pylkäs, Jaana Rosendahl, Anders Liljeblad and Ville Tolvanen served as members of the Board in addition to the re-elected members of the Board of Directors.

The Board of Directors of Digitalist Plc has assessed the independence of the Board members on the following grounds:

Of the Board members, Andreas Rosenlew and Maria Olofsson are dependent of the Company.

- Andreas Rosenlew is employed by the Company.
- Of the Board members, Paul Ehrnrooth and Peter Eriksson are dependent of the Company's major shareholder.
  - Turret Oy Ab, a company controlled by Paul Ehrnrooth, is the Company's largest shareholder. Paul Ehrnrooth also acts as the Chief Executive Officer and Chair of the Board of Turret Oy Ab.
  - Peter Eriksson is a member of the Board of Directors of Turret Oy Ab.
- Esa Matikainen and is independent Board members.

### **Digitalist Group Plc's shares and shareholders' rights held by the members of the Board of Directors**

On 31.12.2020, Digitalist Group Plc's members of the Board of Directors owned Digitalist Group Plc's shares, directly or through corporations controlled by them, as follows:

<b>Name</b>	<b>Board position</b>	<b>Shares</b>
Andreas Rosenlew <sup>1</sup>	Chair	44,427 665
Esa Matikainen	Deputy Chair	0
Paul Ehrnrooth <sup>2</sup>	Member	305 237 039
Peter Eriksson	Member	0
Maria Olofsson	Member	0
<b>Total</b>		<b>349 664 704</b>

- 1) Rosebloom Ventures AB, a company controlled by Andreas Rosenlew, owned 44 427 665 shares.
- 2) Turret Oy Ab, a company controlled by Paul Ehrnrooth, owned 305 237 039 shares and was the Company's largest shareholder.

Turret Oy Ab, a company controlled by Paul Ehrnrooth, has, under the 31.05.2018 terms and conditions of the Convertible Bond to Digitalist Group Plc, the right to convert the bonds held by it to a maximum of 103 027 000 new Company shares and the bonds of Convertible Bond 2020/1 to a maximum of 224 758 340 new shares of the Company.

The members of the Board of Directors do not otherwise possess share-based rights.

### **Board members' attendance in the meetings of the Board of Directors**

The Board of Directors convened 23 times during the accounting period 2020, with the Company's Chief Financial Officer acting as the secretary of the Board of Directors.



The members of the Board of Directors attended Board meetings during the accounting period 2020 as follows:

<b>Name of Board member</b>	<b>Attendance</b>
Chair of the Board Andreas Rosenlew	22/23
Deputy Chair of the Board Esa Matikainen	23/23
Board Member Paul Ehrnrooth	20/23
Board Member Peter Eriksson	20/23
Board Member Maria Olofsson (as of 14.04.2020)	15/15
Board Member Anders Liljeblad (until 14.4.2020)	7/8
Board Member Pekka Pylkäs (until 14.4.2020)	5/8
Board Member Jaana Rosendahl (until 14.4.2020)	7/8
Board Member Ville Tolvanen (until 14.04.2020)	4/8

### **Committees of the Board of Directors**

The Board of Directors decides on the establishment of Committees and confirms the key functions and policies of each Committee in the written Rules of Procedure. The Committees report to the Board of Directors.

The Board of Directors of Digitalist Group Plc elects the Chair and the members of the Committee from among its members. Each Committee comprises at least three members. The members shall have the relevant expertise and experience required in committee duties.

During the accounting period 2020, Digitalist Group Plc had an Audit Committee and a Remuneration Committee until 14.4.2020. In its organisational meeting held on 15.4.2020, the Company's Board of Directors decided to abolish the Committees, as a result of which the Board of Directors of Digitalist Group has performed the duties of the Audit and Remuneration Committees as from 15.4.2020.

### **Audit Committee**

The Audit Committee operates in accordance with the Rules of Procedure, familiarizing itself with the Company's financial statements and interim reports, as well as the Company's internal and external control systems. The Audit Committee monitors the Company's financial performance, budgeting principles, budgeting and risk management. The Audit Committee familiarizes itself with the Company's financial management systems, approves the Company's Corporate Governance description, prepares a decision proposal for the auditor's election, gives an opinion on the independence of the auditor, and evaluates the ancillary services provided by auditors.

During the accounting period 2020, the Chair of the Audit Committee was Pekka Pylkäs (until 14.4.2020). The other members of the Committee were Esa Matikainen and Anders Liljeblad (until 14.4.2020). The Audit Committee convened 1 time during the accounting



period 2020 and the attendance rate at the Committee meetings was 100 per cent. The auditor and the Company's Chief Financial Officer attended the Audit Committee meetings.

### Remuneration Committee

The Chair of the Remuneration Committee was Esa Matikainen (until 14.4.2020). The other members of the Committee were Jaana Rosendahl and Peter Eriksson (until 14.4.2020). The Remuneration Committee did not convene during the accounting period 2020.

The members of the Board of Directors attended Committee meetings during accounting period 2020 as follows:

Name of Board member	Audit Committee	Remuneration Committee
Deputy Chair of the Board Esa Matikainen	1/1	0/0
Board Member Peter Eriksson		0/0
Board Member Anders Liljeblad	1/1	
Board Member Pekka Pylkäs	1/1	
Board Member Jaana Rosendahl		0/0

### Chief Executive Officer and their duties

The Chief Executive Officer is responsible for the Company's business operations and attends to the Company's day-to-day management in accordance with the Limited Liability Companies Act and the instructions given by the Board of Directors. The Chief Executive Officer acts as the Chair of the Operational Management Team and is not a member of the Board of Directors. The main terms and conditions of the Chief Executive Officer's employment agreement are in written form. The Board of Directors assesses the performance of the Chief Executive Officer annually.

During the accounting period 2020, the Chief Executive Officer of the Company was Petteri Poutiainen.

#### **Petteri Poutiainen**, b.1972

Chief Executive Officer of Digitalist Group since September 2019.

Executive MBA, Helsinki School of Economics

BBA, Helsinki Business Polytechnic

#### Significant work history

2019– Digitalist Group, Chief Executive Officer

2016–2019 Salesforce, Country Leader

2013– 2015 Oracle, Senior Sales Director, Large Accounts



2007–2013	Oracle, Senior Sales Director, Nokia Siemens Networks
2005–2007	Oracle, Senior Director, global Communications Industry Business Unit
2001–2005	Oracle, Sales Director
1997–2001	Oracle, Regional Sales Manager, Inside Sales

The Chief Executive Officer held Digitalist Group Plc shares and share-based rights as follows on 31.12.2020:

Name	Title	Shares	Options
Petteri Poutiainen	Chief Executive Officer	0	1 627 500

## Rest of the Management Team

### Composition and responsibilities of the Management Team

The Management Team of Digitalist Group prepares the operational plans and reports, investments as well as the group instructions and policies. The Management Team prepares the financial statements for the Board of Directors for decision-making. During the accounting period 2020, the Management Team comprised the following persons:

#### **Mervi Södö**, b. 1970

Diploma in Business and Administration  
CFO, Finance and Administration

#### Significant work history

2020–	Digitalist Group, CFO
2017–2020	Digitalist Group, Group Financial Director
2016–2017	Idean, Group Financial Controller
2015–2016	Vaasan Oy, Accounting Manager
2014–2015	Bureau Veritas Finland, Country Controller
2010–2014	Fiskars Services OyAb, Financial Controller
2008–2010	Geodis Calberson Finland Oy, Chief Accountant

#### **Johan Almqvist**, b. 1962

BBA, Stockholm University  
Digitalist Group, Managing Partner Sweden

#### Significant work history

2018–	Digitalist Sweden, Managing Partner
2013–	Grow AB, CEO and Managing Partner
2015–	Ahouse, Chairman and Founder
2006–2013	Electrolux, Senior Vice President Global Brand and Marketing



2004–2006 TBWA International, Vice President Nordic Region  
1998–2006 TBWA Sweden, Managing Director and Founder  
1996–1998 MTV Europe, Marketing and Communication Director Nordic Region

**Esa Nettamo**, b. 1975

Student of technology, embedded systems  
Digitalist Group, Managing Partner Finland & UK

Significant work history

2015–2018 Digitalist Group Plc, VP Head of Design  
2010–2015 Ixonos Plc, Creative & Studio Director  
2008–2010 Nokia Plc, User Experience Manager  
2007–2008 Nokia Plc, Chief User Research Expert  
2005–2007 Nokia Plc, End User Analyst  
2003–2005 Nokia Plc, Senior Interaction Designer  
2000–2003 Nokia Plc, Interaction Designer

**Magnus Leijonborg**, b. 1966

M.Sc. Industrial Engineering and Management, Linköping University, Sweden  
Digitalist Group, Managing Partner North America

Significant work history

2018– Digitalist Group Plc, CTO  
2017– Digitalist Sweden AB, Managing Director  
2013–2017 Wunderkraut Sweden, Managing Director, partner  
2011–2012 Wunderkraut Sweden, Client Manager  
2008–2009 Spray Passagen, Product Director  
2005–2008 Sakido, CEO  
2004–2005 ByteBlaze Managing Director  
2003–2004 PAN Vision Business Area Manager Games  
1997–2002 Dobedo, Co-founder, CEO  
1995–1997 Bokförlaget Natur och Kultur, Director New Media  
1991–1995 TV4, Project manager

**Ulrika Mengshoel Wedelin**, b. 1969

Master of Computer Science  
Digitalist Sweden, Head of Operations

Significant work history

2018 – Digitalist Sweden, Head of Operations  
2012–2017 Wunderkraut Sweden, Partner, Business Analyst  
2008-2012 Acando, Business Analyst, Center of Excellence lead  
2002-2008 Nextlearn, Business Analyst  
1998-2002 Infonation, Partner, Business Analyst  
1997-1998, Igis and Information Highway, Project Manager

**Helena Nordenfelt, b. 1978**

Master of science in computer and systems sciences

Head of employee experience

Significant work history

2017– Digitalist Sweden AB, Head of employee experience

2013–2017 Wunderkraut AB, Head of operations, Business Consultant and Partner

2010–2012 Nodeone AB, Project and Client Manager

2008–2010 Swedish computer association, Marketing Manager

2005–2008 Melbourne IT, Account Manager

2003–2005 Swedish parliament, Project manager and process developer

On 31.12.2020, the members of the Management Team owned Digitalist Group Plc's shares and possessed share-based rights as follows:

Name	Title	Shares	Options
Mervi Södö	CFO	0	0
Johan Almquist	Managing Partner	12 901 841	651 000
Esa Nettamo	Managing Partner	0	651 000
Magnus Leijonborg	Managing Partner	0	651 000
Ulrika Mengshoel Wedelin	Head of Operations	0	0
Helena Nordenfelt	Head of employee experience	0	0
<b>Total</b>			

### III DESCRIPTIONS OF INTERNAL CONTROL PROCEDURES AND THE MAIN FEATURES OF RISK MANAGEMENT SYSTEMS

#### Description of risk management

The objective of Digitalist Group's risk management is to ensure undisturbed continuity and development of the Company's operations as well as to support the implementation of the Company's business objectives and the increase of the Company's value.

Risk management is part of all the Company's core processes, extending from the Board of Directors' strategy process to customer-specific service production and the Company's quality management system. Planning, development, guidance and supervision of risk management, as well as the development of methods and processes used in risk management, are the responsibility of the Chief Financial Officer. The different units of the Group are responsible for identifying, assessing and preventing risks related to their own operations in compliance with the risk management system. Risk management has been



implemented to be part of the units' normal business planning and monitoring systems as well as the Company's management systems.

The Board of Directors oversees the fulfilment of the Company's risk management policy as part of the strategy, business planning and budgeting processes. This is organized in such a way that the Audit Committee of the Board of Directors oversees the implementation and development of the Company's risk management program and, if necessary, submits risk management issues to the Board of Directors for decision-making. The Board of Directors always addresses significant business risks.

In operational activities, the Group's Chief Financial Officer oversees that risk management has been efficiently organized and that its functioning is guaranteed. The Chief Financial Officer is responsible for developing risk management, reporting and approving the necessary measures. The Chief Financial Officer assesses the results of ad hoc reporting and approves the necessary measures. The Chief Financial Officer presents the Company's risk situation to the Audit Committee. The most substantial risks and uncertainties are described in the financial statements as well as in the interim financial reports.

### **Description of internal control**

The business control and supervision of Digitalist Group take place in accordance with the administration and management system described above. The Board of Directors is responsible for ensuring that the supervision of accounting and financial management is organized accordingly. The Chief Executive Officer ensures that the Company's accounting is in accordance with the law and that the financial management is arranged in a reliable manner.

The Chief Executive Officer and the members of the Management Team are responsible for ensuring that the administration of their respective areas of responsibility is in accordance with the law, the Group's policies and the guidelines and regulations of the Board of Directors of Digitalist Group.

In Digitalist Group, the supervision of the administration and accounting of the operational units is the responsibility of the Group's Finance Department. The Group's Finance Department, which operates under the Group's Chief Financial Officer, produces centralized financial statements required by external accounting, as well as managerial accounting analyses and performance reports for the Group's different management entities in order for them to monitor the profitability of business activities. The Group's internal control practices aim to ensure the correctness of the Group's financial reporting. Business activities and financial management are monitored by means of the reporting entity described above.

Digitalist Group has a unified consolidation financial reporting system. Reporting practices follow the implementation of the action plans and targets. In order to ensure the coherence



of reporting practices, the Group's financial administration has created a uniform groups COA for the Group, various instructions for reporting and financial monitoring at Group level and training for staff in their application.

#### **IV OTHER INFORMATION TO BE PROVIDED IN THE CG STATEMENT**

##### **Insider administration**

The Board of Directors of Digitalist Group has confirmed the Insider Guidelines for the Digitalist Group. The Insider Guidelines supplement the applicable regulations in force at any given time on the management and processing of insider information in accordance with the Market Abuse Regulation (EU) No 596/2014 (MAR), Chapter 51 of the Criminal Code, Chapter 15 of the Securities Markets Act, the Finnish Financial Supervisory Authority's regulations and Nasdaq Helsinki Ltd's Insider Guidelines.

All persons who have access to inside information concerning the Company and who are working for them under a contract of employment, or otherwise performing tasks through which they have access to inside information concerning the Company, such as advisers, are recorded as the Company's insiders.

A separate list called Permanent Insiders is maintained within the Company. The supplement of the Permanent Insiders list contains information only on such persons who have continuous access to all inside information within the Company. The Company's permanent insiders include members of the Management Team, legal advisers and parties closely associated with them.

The Company maintains separate project-specific lists of insiders. Each part of a project-specific list of insiders only contains the details of such persons who have access to specific inside information of the project.

Digitalist Group Plc has set up a list named Management Members with Notification Obligation (Article 19 MAR) for the Company's Board of Directors, Management Team and advisers as well as their closely associated persons.

The Company's public insiders include the members of the Board of Directors, the Chief Executive Officer and the person appointed the principal auditor by the auditing firm responsible for auditing the Company. In addition, the Company has defined the members of the Management Team as public insiders who are subject to the notification obligation. The Company's internal, non-public company-specific permanent insiders include persons who regularly receive insider information on the basis of their position or duties. In addition, a non-public, project-specific insider register is kept concerning significant projects referred to in the insider regulations. The information on the Company's website on the public



insider register, including up-to-date information on holdings and transactions, has not been updated since 2.7.2016.

The Digitalist Group trains and informs Permanent Insiders and project-specific insiders in such a way that they recognize their position and its importance. As concerns persons included in the register of Digitalist Group Plc Management Members with Notification Obligation and in the Permanent Insiders register, the Company's Insider Guidelines set a 30-day silent window prior to the publication of the interim report or the financial statements. During the silent window, trading in the Company's financial instruments on one's own account or on behalf of a third party, directly or indirectly, is prohibited.

The Chief Financial Officer of the Digitalist Group is responsible for insider issues. The Insider Guidelines of Digitalist Group Plc are available on the company's website at the address <https://investor.digitalistgroup.com/fi/investor/governance/insiders>

### **Whistle-blowing**

In connection with the entry into force of the Market Abuse Regulation (EU) No 596/2014 (MAR), Digitalist Group introduced an internal system available for all employees for reporting any detected violations of internal or external standards and regulations (so called whistle-blowing). All such notifications will be investigated as a matter of urgency and confidentiality while protecting the identity of the notifier as far as possible. For the purposes of reporting misuse of insider information, the staff of Digitalist Group have access to the e-mail address of the attorney's offices [whistleblowing.digitalistgroup@eversheds.fi](mailto:whistleblowing.digitalistgroup@eversheds.fi).

### **Auditors**

Digitalist Group's auditor is KPMG Ltd, Authorized Public Accountants, with M.Sc. (Econ.) Esa Kailiala, an authorized public accountant, as the principal auditor. According to the decision of the Annual General Meeting held on 14.04.2020, the auditor is paid a fee in accordance with a reasonable invoice presented for the audit work. During the accounting period 2020, the auditor was paid a total of EUR 119 000 for auditing services and a total of EUR 2 000 for non-audit services.

The external auditors of Digitalist Group audit the accounting and administration of the parent company and subsidiaries as part of the annual audit assignment.

The requirements of internal control have been taken into account in the audit plans of the auditors. The auditors present their report annually to the Annual General Meeting of Digitalist Group. In addition, the auditors report the main elements of the annual audit plan to the Board of Directors and the Audit Committee of the Board of Directors and report their audit findings to the Audit Committee either verbally or in writing through interim financial reports.



### **Internal auditing**

The coordination of the Company's internal auditing is the responsibility of the Board of Directors as part of internal control. Internal auditing is the responsibility of the Group's financial administration and the financial administration carries out internal auditing in addition to its regular duties. The Company's controllers carry out the audit work.

If necessary, the financial management may use external assistance from outside the Group for individual audit cases.

Internal audit findings are reported to the financial management which reports the findings to the Audit Committee and the Board of Directors of the Company. An internal audit plan is drawn up annually in co-operation with the Company's auditors.

### **Principles concerning related party transactions**

Digitalist Group complies with the provisions of the Securities Markets Act and Limited Liability Companies Act, the recommendations of the Finnish Corporate Governance Code 2020 and the rules of Nasdaq Helsinki Ltd stock exchange concerning related party transactions. The Board of Directors of the Company has adopted the Guidelines on Related Party Transactions to be observed in the business operations of Digitalist Group. The purpose of the Related Party Guidelines is also to help the Company and its management to identify related parties, recognise potential related party transactions and conflicts of interest and to provide instructions on the approval, monitoring and disclosure of related party transactions.

The Company prepares and maintains an up-to-date list of parties related to it and monitors related party transactions regularly through questionnaires sent out to the related parties. The monitoring, assessment and control of related party transactions are a part of the Company's internal control. The Board of Directors and the Board's Audit Committee are responsible for the co-ordination of the control, assessment and auditing of related party transactions as a part of the Company's internal control. The monitoring of related party transactions is the responsibility of Digitalist Group's financial administration, and the financial administration led by the Chief Financial Officer performs the monitoring and control alongside their other duties. The results of the monitoring of related party transactions are regularly reported to the Audit Committee of the Board of Directors and to the Board of Directors.

The Company assesses and monitors transactions with its related parties and ensures that any conflicts of interest are appropriately taken into account in related party transactions and that decision-making, disclosure, monitoring and reporting observe the Company's valid guidelines on related party transactions and legislation and provisions concerning related party transactions.



Digitalist Group may conclude transactions forming part of the Company's regular business activities with related parties on normal market terms, observing the decision-making process set out in the Company's internal instructions. Related party transactions which do not form part of the Company's regular business activities or which are not conducted on normal market terms will be decided on by the Board of Directors of Digitalist Group, observing rules for conflicts of interest.

The Company provides regular reports on related party transactions annually in its financial statements. Any related party transactions which are significant for the shareholder, which do not form part of the Company's regular business activities and which are not conducted on normal market terms will be disclosed in accordance with the Securities Markets Act and the rules of the Nasdaq Helsinki Ltd stock exchange.