



Digitalist Group Plc

Stock Exchange Release

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## **NOTICE OF DIGITALIST GROUP PLC'S ANNUAL GENERAL MEETING**

The shareholders of Digitalist Group Plc are convened to the Annual General Meeting of the company. The meeting will be held on Tuesday 14 April 2020 at 16.00 at the head office of Digitalist Group Plc, at the address Arkadiankatu 2, 00100 Helsinki. The reception of participants and the distribution of voting tickets will begin at 15.30.

Certain changes will be made to the practical arrangements of the Annual General Meeting in order to minimize the risk of the spread of the coronavirus (COVID-19). The aim is to keep the Annual General Meeting as short as possible while also ensuring that all legal obligations are met.

Digitalist Group Plc is actively monitoring how the coronavirus situation develops. The participants of the Annual General Meeting are advised to also follow the instructions and recommendations of the authorities. More information is available on the website of the Finnish Institute for Health and Welfare (THL) at [www.thl.fi](http://www.thl.fi).

Due to the prevailing exceptional circumstances, the following precautionary measures will be taken at the Annual General Meeting:

- no food or refreshments will be served;
- hand sanitizers will be available at the premises;
- the seating arrangement will provide extra space between the participants.

In light of the current situation, the company specifically reminds the shareholders of the possibility of refraining from attending the meeting in person and instead exercising their shareholder rights by way of proxy representation. For further details relating to the proxy arrangements and how to issue a proxy, please see the company's website <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting>

A live webcast of the event through which shareholders can follow the Annual General Meeting will be organised. The live video stream will be available on the company's website <https://investor.digitalistgroup.com/fi/investor/governance/annual-general-meeting> on 14 April 2020 as of 16.00. However, it is not possible to vote or pose questions through the webcast. Shareholders may send questions in advance by email to the address [yhtiokokous@digitalistgroup.com](mailto:yhtiokokous@digitalistgroup.com) by 16:00 on 7 April 2020. The questions will be read out at the event.

The two largest shareholders of Digitalist Group Plc, Turret Oy Ab and Holdix Oy Ab, have indicated that they will vote in favour of all proposals made to the Annual General Meeting and presented in the notice of the Annual General Meeting. Turret Oy Ab owns approximately 46.89 per cent and Holdix Oy Ab approximately 25.25 per cent of Digitalist Group Plc's shares and votes, meaning that Turret Oy Ab and Holdix Oy Ab own a total of approximately 72.14 per cent of the shares and votes of Digitalist Group Plc.

Please note that changes are possible because of the coronavirus situation. Please follow the closer information and instructions regarding participation in the Annual General Meeting on Digitalist Group Plc's website <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting>.

### **A. MATTERS TO BE DECIDED AT THE ANNUAL GENERAL MEETING**

The following matters are on the agenda for the General Meeting:

1. **Opening of the meeting**
2. **Calling the meeting to order**

3. **Election of persons to scrutinise the minutes and to count 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 2019 financial statements, including the consolidated financial statements, the report of the Board of Directors and the auditor's report, as well as of the review of the Managing Director**
7. **Adoption of the financial statements**
8. **Use of the profit shown on the balance sheet and resolution on distribution of dividend**

The Board of Directors proposes that distributable assets be left in the equity and that no dividend for the financial period 2019 be paid to shareholders.

9. **Resolution on the discharge of the members of the Board of Directors and the Managing Directors from liability**
10. **Handling of the remuneration policy for governing bodies**

Presentation of the remuneration policy for governing bodies and advisory resolution on the remuneration policy.

The remuneration policy will be available on Digitalist Group Plc's website at <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting> no later than 22 March 2020.

11. **Resolution on the remuneration of the members of the Board of Directors**

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:

- 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 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, and 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 five 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 and Peter Eriksson be re-elected as members of the Board and that Maria Olofsson be elected as a new member 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**

Based on the proposal of the Audit Committee, the Board of Directors proposes that the auditor be paid a fee in accordance with an approved invoice.

**15. Election of the auditor**

Based on the proposal of the Audit Committee, the Board of Directors proposes that audit firm KPMG Oy Ab be reappointed as the company's auditor. The principal auditor designated by the audit firm would be Esa Kailiala, KHT auditor approved by the Finland Chamber of Commerce.

**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 2021, yet no further than until 30 June 2021.

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. Authorisation of 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 2021, yet no further than until 30 June 2021.

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 General Meeting will be available on the above-mentioned website at the latest on 15 April 2020.

## **C. INSTRUCTIONS FOR PARTICIPANTS**

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

Shareholders who are on Tuesday 31 March 2020 registered on the company's list of shareholders, 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 16:00 on Tuesday 7 April 2020. Such notice can be given:

- a) using the form located in the "Investors" section of the company's website at <https://digitalist.global>;
- b) by email to [yhtiokokous@digitalistgroup.com](mailto:yhtiokokous@digitalistgroup.com);
- c) by mail to Digitalist Group Plc / General Meeting, Arkadiankatu 2, 00100 Helsinki, Finland; or
- d) by telephone between 9:00 and 16:00 to Aila Mettälä at +358 40 531 0678 or +358 424 2231.

When giving advance notice of the attendance, please state the shareholder's name, personal identity code, address and telephone number and the name and personal identity code 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**

In addition to what has been stated earlier in the notice, please note the following: A shareholder may participate in the General Meeting, and exercise their rights at the meeting by way of proxy representation. The representative must produce a dated proxy document or other reliable evidence of their right to represent the shareholder. If several proxies represent the same shareholder based on shares held in different book-entry accounts, the shares on which each proxy's representation is based must be stated when giving advance notice of participation.

Please furnish the company with any proxy documents as an email attachment (e.g. in PDF, image file) or by mail, using the above-mentioned contact information for registration, at the latest on 13 April

2020. The signed proxy documents can also be sent in a text message to the number +358 40 531 0678, but the company encourages shareholders to send the documents primarily by email.

### **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 31 March 2020, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. Holders of nominee-registered shares must contact their asset managers for information on how to enter the shareholders' register, on the issuance of proxies and on submitting their notice of attendance in the General Meeting well before the meeting. The account management organization of the custodian bank has to register any holder of nominee-registered shares that wants to participate in the General Meeting into the temporary shareholders' register of the company by 10:00 on 7 April 2020 at the latest.

### **4. Other information**

Pursuant to Chapter 5 Section 25 of the Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

On the day of convening the meeting, Digitalist Group Plc has altogether 651,022,746 shares and votes registered in the Trade Register.

Helsinki, 22 March 2020

DIGITALIST GROUP PLC  
Board of Directors

For further information, please contact:

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