



Digitalist Group Oyj Stock exchange release 20 April 2021 at 19:30 p.m.

DECISIONS OF DIGITALIST GROUP PLC'S ANNUAL GENERAL MEETING 20 APRIL 2021 AND THE ORGANIZING MEETING OF THE BOARD OF DIRECTORS

DECISIONS OF THE ANNUAL GENERAL MEETING

Adoption of the financial statements

The Annual General Meeting of Digitalist Group Plc adopted the company's financial statements and consolidated financial statements for the financial period 1 January 2020-31 December 2020.

Use of the profit shown on the balance sheet and distribution of dividend

The Annual General Meeting resolved that distributable assets be left in the equity and that no dividend for the financial period 2020 be paid to shareholders.

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

The Annual General Meeting discharged members of the Board of Directors and the Managing Director from liability for the financial period 1 January 2020-31 December 2020.

Handling of the remuneration report for governing bodies

The remuneration report for governing bodies of the company was considered and accepted by the Annual General Meeting.

Resolution on the remuneration of the members of the Board of Directors

The Annual General Meeting resolved that the fees paid to the members of the Board of Directors will remain the same and 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
- Members of the Board of Directors: EUR 20,000/year and EUR 250/meeting
- For the meetings of a Board committee, EUR 500/meeting to the Chairman and EUR 250/meeting to a member

Travel expenses will be reimbursed in accordance with the company's regulations concerning travel reimbursements.

Resolution on the number of members of the Board of Directors

The Annual General Meeting resolved to elect six ordinary members to the Board of Directors.

Election of the members of the Board of Directors

The Annual General Meeting elected Paul Ehrnrooth, Andreas Rosenlew, Esa Matikainen, Peter Eriksson, Maria Olofsson and Johan Almquist as ordinary member of the Board.

Appointment of the auditor and resolution on the remuneration of the auditor

Audit firm KPMG Oy Ab was appointed as the company's auditor, with KHT auditor Miika Karkulahti as the principal auditor. It was decided that the auditor's fees will be paid against reasonable invoice.

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

The Annual General Meeting authorised the Board to decide on a paid share issue and on granting option rights and other special rights entitling to shares as 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 number of shares to be issued under the authorisation may not exceed 325,511,370, 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 carry out an incentive scheme.

The authorisation will remain in effect until the Annual General Meeting held in 2022, yet no further than until 30 June 2022.

Authorisation of the Board of Directors to acquire own shares

The Annual General Meeting authorised the Board to decide on acquiring or accepting as pledge, using the company's distributable assets, 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 meeting. The acquisition may take place in one or more tranches. The acquisition price will 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 law 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 includes the right for the Board of Directors to decide on all other matters related to the acquisition of shares. The authorisation will be in effect until the Annual General Meeting held in 2022, yet no further than until 30 June 2022.

Directing convertible bonds and related option or other special rights referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act to Turret Oy Ab for subscription

The General Meeting decided to direct a convertible bond with a capital of EUR 13,010,650.50 ("Convertible Bond 2021/3") and attached option or other special rights referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act ("Special Rights") to be subscribed for by Turret Oy Ab ("Turret") in derogation from the pre-emptive subscription right of the shareholders in accordance with and subject to the terms and conditions concerning the Convertible Bond 2021/3 and Special Rights ("Terms"), which were appended to the notice of the General Meeting. The Special Rights entitle Turret or the holder of the Special Rights at the time to subscribe for at most 433,688,340 new Digitalist Group Plc's shares ("Share") in accordance with the Terms.

The main terms of the Convertible Bond 2021/3 and the Special Rights are the following:

- The amount of the Convertible Bond 2021/3 is EUR 13,010,650.50.
- An annual interest of 6.0 per cent is paid on the principal of the Convertible Bond 2021/3.
- The conversion option attached to the Convertible Bond 2021/3 entitles to a maximum amount of 433,688,340 new Digitalist Group Plc's shares.
- The rate of conversion of a share (subscription price per share as referred to in the Limited Liability Companies Act) will be the trade volume weighted average price of the company's share in the Nasdaq Helsinki stock exchange during the period of six (6) months before the making of the request to convert defined in section 13 of the Terms of the Convertible Bond 2021/3, yet so that each bond can be converted to a maximum of 21,684,417 new Digitalist Group Plc Shares. The rate of conversion of a share may be revised as set out in the sections 15 and 16 of the Terms of the Convertible Bond 2021/3.
- The loan period is 20 April 2021 – 30 June 2024, and the loan will be repaid in one instalment on 30 June 2024.
- Under the Terms, Turret must pay the subscribed Convertible Bond 2021/3 and the attached Special Rights by offsetting the payment of its receivables of altogether EUR 13,010,650.50 from the company, specified in section 5 of the Terms, against the payment of the subscription price of the Convertible Bond 2021/3 and the attached Special Rights.

If Turret subscribed for the maximum amount of 433,688,340 new shares on the basis of the Convertible Bond 2021/3, Turret's ownership would rise from today's approximately 46.89 per cent to approximately 68.12 per cent after the full conversion.

Directing convertible bonds and related option or other special rights referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act to Holdix Oy Ab for subscription

The General Meeting decided to direct a convertible bond with a capital of EUR 6,061,103.57 ("Convertible Bond 2021/4") and attached option or other special rights referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act ("Special Rights") to be subscribed for by Holdix Oy Ab ("Holdix") in derogation from the pre-emptive subscription right of the shareholders in accordance with and subject to the terms and conditions concerning the Convertible Bond 2021/4 and

Special Rights ("Terms"), which were appended to the notice of the General Meeting.

The main terms of the Convertible Bond 2021/4 and the Special Rights are the following:

- The amount of the Convertible Bond 2021/4 is EUR 6,061,103.57.
- An annual interest of 6.0 per cent is paid on the principal of the Convertible Bond 2021/4.
- The conversion option attached to the Convertible Bond 2021/4 entitles to a maximum amount of 202,036,780 new Digitalist Group Plc's shares.
- The rate of conversion of a share (subscription price per share as referred to in the Limited Liability Companies Act) will be the trade volume weighted average price of the company's share in the Nasdaq Helsinki stock exchange during the period of six (6) months before the making of the request to convert defined in section 13 of the Terms of the Convertible Bond 2021/4, yet so that each bond can be converted to a maximum of 20,203,678 new Digitalist Group Plc Shares. The rate of conversion of a share may be revised as set out in the sections 15 and 16 of the Terms of the Convertible Bond 2021/4.
- The loan period is 20 April 2021 – 30 June 2024 and the loan will be repaid in one instalment on 30 June 2024.
- Under the Terms, Holdix must pay the subscribed Convertible Bond 2021/4 and the attached Special Rights by offsetting the payment of its receivables of altogether EUR 6,061,103.57 from the company, specified in section 5 of the Terms, against the payment of the subscription price of the Convertible Bond 2021/4 and the attached Special Rights.

If Holdix subscribed for the maximum amount of 202,036,780 new shares on the basis of the Convertible Bond 2021/4, Holdix's ownership would rise from today's approximately 25.25 per cent to approximately 42.95 per cent after the full conversion.

DECISIONS OF THE ORGANIZING MEETING OF THE BOARD OF DIRECTORS

In its organizing meeting, the Board of Directors of Digitalist Group Plc resolved to elect Esa Matikainen as the chairman of the board of directors and Andreas Rosenlew as the vice chairman of the Board of Directors.

DIGITALIST GROUP PLC

Board of Directors

For more information, please contact:

Digitalist Group Plc

CEO Petteri Poutiainen,

Tel. +358 40 865 4252, petteri.poutiainen@digitalistgroup.com

Distribution:

Nasdaq Helsinki Ltd

Main media

<https://digitalist.global>