

**Amendment of the terms concerning Convertible Bonds 2021/1, 2021/2, 2021/3, 2021/4 and 2022/1 issued by Digitalist Group Plc and the option rights and other special rights pursuant to Chapter 10 section 1(2) of the Limited Liability Companies Act attached to them**

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

Digitalist Group Plc ("**Digitalist Group**" or the "**Company**") and Turret Oy Ab ("**Turret**") have signed agreements to amend the terms (the "**Terms**") of the Convertible Bonds 2021/1, 2021/3, and 2022/1 and the option rights and other special rights (the "**Special Rights**") pursuant to Chapter 10 section 1(2) of the Limited Liability Companies Act attached to them issued to Turret.

The Annual General Meeting of Digitalist Group 25 April 2024 resolved on the amendments to the Terms of the Convertible Bonds 2021/1, 2021/3, and 2022/1 issued to Turret.

Turret is the largest shareholder of the Company.

The main points of the Terms of the Convertible Bonds 2021/1, 2021/3, and 2022/1 and the Special Rights") attached to them are as follows:

**Convertible Bond 2021/1**

- The amount of Convertible Bond 2021/1 is EUR 650,000.
- An annual interest of 6 per cent is paid on the principal of Convertible Bond 2021/1.
- The maximum total number of new Digitalist Group Plc shares issued on the basis of the conversion right attached to Convertible Bond 2021/1 is 65,000,000.
- The rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock Exchange during the period of six (6) months preceding the making of the Request to Convert as defined in section 13 of the Terms of Convertible Bond 2021/1, yet so that bonds 1-2 can be converted into a maximum of 25,000,000 new Company Shares and bond 3 can be converted into a maximum of 15,000,000 new Company Shares. The Rate of Conversion of the share will be revised in accordance with sections 15 and 16 of the Terms of Convertible Bond 2021/1.
- The loan period is 30 March 2021 – 30 September 2026, and the Convertible Bond, with interest, is to be repaid in one instalment on 30 September 2026.

If Turret subscribed for the maximum amount of 65,000,000 new shares on the basis of this Convertible Bond 2021/1, Turret's ownership would rise from the current approximately 48.55 per cent to approximately 52.96 per cent after a full conversion.

### **Convertible Bond 2021/3**

- The principal amount of Convertible Bond 2021/3 is EUR 13,010,650.50, of which the principal amount of EUR 11,059,052.84, with interest, is a subordinated loan as set out in Chapter 12 of the Limited Liability Companies Act;
- An annual interest of 6 per cent is paid on the principal of Convertible Bond 2021/3;
- The maximum total number of new Digitalist Group shares issued on the basis of the conversion right attached to the Convertible Bond is 1,301,065,060.
- Convertible Bond 2021/3 is divided into a total of twenty (20) Bonds with a nominal value of EUR 650,532.52. Bonds number 1-17 concern the subordinated loan share of the loan;
- The rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock Exchange during the period of six (6) months preceding the making of the Request to Convert as defined in section 13 of the Terms of Convertible Bond 2021/3, yet so that each Bond can be converted into a maximum total of 65,053,253 new Digitalist Group shares. The rate of conversion of the share will be revised in accordance with sections 15 and 16 of the Terms of Convertible Bond 2021/3.
- The loan period is 20 April 2021 – 30 September 2026, and Convertible Bond 2021/3, with interest, is to be repaid in one instalment on 30 September 2026.

If Turret subscribed for the maximum amount of 1,301,065,060 new shares on the basis of Convertible Bond 2021/3, Turret's ownership would rise from the current approximately 48.55 per cent to approximately 82.11 per cent after a full conversion.

### **Convertible Bond 2022/1**

- The principal amount of Convertible Bond 2022/1 is EUR 1,931,500. The total amount of the principal is a subordinated loan in accordance with Chapter 12 of the Limited Liability Companies Act.
- An annual interest of Euribor 6 months + 2.0% p.a. is paid on the principal of Convertible Bond 2022/1;
- The maximum total number of new Digitalist Group Plc shares issued on the basis of the conversion right attached to Convertible Bond 2022/1 is 193,150,000.
- The rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock

Exchange during the period of six (6) months preceding the making of the Request to Convert as defined in section 13 of the Terms of Convertible Bond 2022/1, yet so that each Bond can be converted into a maximum total of 38,630,000 new Digitalist Group shares. The rate of conversion of the share will be revised in accordance with sections 15 and 16 of the Terms of Convertible Bond 2022/1.

- The loan period is 28 October 2022 – 30 September 2026, and Convertible Bond 2022/1, with interest, is to be repaid in one instalment on 30 September 2026.

If Turret subscribed for the maximum amount of 193,150,000 new shares on the basis of this Convertible Bond 2022/1, Turret's ownership would rise from the current approximately 48.55 per cent to approximately 59.76 per cent after a full conversion.

## **2. Convertible Bonds 2021/2 and 2021/4 directed to Holdix Oy Ab**

Digitalist Group and Holdix Oy Ab ("**Holdix**") have signed agreements to amend the terms (the "**Terms**") of the Convertible Bonds 2021/2 and 2021/4 and the option rights and other special rights (the "**Special Rights**") pursuant to Chapter 10 section 1(2) of the Limited Liability Companies Act attached to them issued to Holdix.

The Annual General Meeting of Digitalist Group 25 April 2024 resolved on the amendments to the Terms of the Convertible Bonds 2021/2 and 2021/4 issued to Holdix.

Holdix is the second largest shareholder of the Company.

The main points of the Convertible Bonds 2021/2 and 2021/4 and Special Rights attached to them are as follows:

### **Convertible Bond 2021/2**

- The amount of Convertible Bond 2021/2 is EUR 350,000;
- An annual interest of 6 per cent is paid on the principal of Convertible Bond 2021/2.
- The maximum total number of new Digitalist Group Plc shares issued on the basis of the conversion right attached to Convertible Bond 2021/2 is 35,000,000.
- The rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock Exchange during the period of six (6) months preceding the making of the Request to Convert as defined in section 13 of the Terms of Convertible Bond 2021/1, yet so that Bonds 1-2 can be converted into a maximum of 10,000,000 new Company shares and Bond 3 can be converted into a maximum of 15,000,000 new Company Shares. The Rate of Conversion of the share will be revised in accordance with sections 15 and 16 of the Terms of Convertible Bond 2021/2.

- The loan period is 30 March 2021 – 30 September 2026, and Convertible Bond 2021/2, with interest, is to be repaid in one instalment on 30 September 2026.

If Holdix subscribed for the maximum amount of 35,000,000 new shares on the basis of this Convertible Bond 2021/2, Holdix's ownership would rise from the current approximately 23.85 per cent to approximately 27.51 per cent after a full conversion.

#### **Convertible Bond 2021/4**

- The principal amount of Convertible Bond 2021/4 is EUR 6,061,103.57, of which the principal amount of EUR 5,151,938.06, with interest, is a subordinated loan as set out in Chapter 12 of the Limited Liability Companies Act;
- An annual interest of 6 per cent is paid on the principal of Convertible Bond 2021/4;
- The maximum total number of new Digitalist Group Plc shares issued on the basis of the conversion right attached to Convertible Bond 2021/4 is 606,110,360.
- Convertible Bond 2021/4 is divided into a total of ten (10) Bonds with a nominal value of EUR 606,110.36. Bonds number 1-7 and 1/2 of Bond 8 as well as Bond 9 concern the subordinated loan share of the loan;
- The rate of conversion of the share (which means the subscription price per share as referred to in the Limited Liability Companies Act) is the trade volume weighted average price of the Company's share in the Nasdaq Helsinki Stock Exchange during the period of six (6) months preceding the making of the Request to Convert, as defined in section 13 of the Terms of the Convertible Bond 2021/4, yet so that each Bond can be converted into a maximum total of 60,611,036 new Digitalist Group shares. The rate of conversion of the share will be revised in accordance with sections 15 and 16 of the Terms of Convertible Bond 2021/3.
- The loan period is 20 April 2021 – 30 September 2026, and Convertible Bond 2021/4, with interest, is to be repaid in one instalment on 30 September 2026.

If Holdix subscribed for the maximum amount of 606,110,360 new shares on the basis of this Convertible Bond, Holdix's ownership would rise from the current approximately 23.85 per cent to approximately 59.36 per cent after a full conversion.

**DIGITALIST GROUP PLC**  
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