



Digitalist Group Plc

Inside information

3 April 2024 at 20:00

NOTICE OF DIGITALIST GROUP PLC'S ANNUAL GENERAL MEETING

Notice is given to the shareholders of Digitalist Group Plc ("Company") of the Annual General Meeting to be held on Thursday 25 April 2024 at 4 p.m. at the address Siltasaarenkatu 18-20 C, 00530 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.15 p.m. Coffee will be served before the meeting to participants in the meeting.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

The following matters will be considered at the General Meeting:

- 1. Opening of the meeting**
- 2. Calling the meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of 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 financial statements, the report of the Board of Directors and the auditor's report for 2023**
- 7. Adoption of the financial statements**
- 8. Resolution on the use of the loss shown on the balance sheet and on the distribution of assets**

The Board of Directors proposes that the loss EUR -4,575,895.22 indicated by the financial statements for 2023 be recorded in the Company's profit and loss account, and that no dividend be paid to shareholders for the financial period 2023.
- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January 2023 to 31 December 2023**
- 10. Consideration of the remuneration report for governing bodies**

The Board of Directors proposes that the remuneration report for the Company's governing bodies for 2023 be approved. Pursuant to the Finnish Limited Liability Companies Act, the resolution on the remuneration report is advisory.

The remuneration report is available on Digitalist Group Plc's website at <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting>.

11. Consideration of the remuneration policy for governing bodies

The Board of Directors proposes that the remuneration policy for the Company's governing bodies for 2024-2027 be approved. Pursuant to the Finnish Limited Liability Companies Act, the resolution on the remuneration policy is advisory.

The remuneration policy is available on Digitalist Group Plc's website at <https://investor.digitalistgroup.com/investor/governance/annual-general-meeting>.

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

The Company's largest shareholder, Turret Oy Ab, whose total share of the Company's shares and votes is approximately 48.55 per cent, proposes that the fees paid to the members of the Board of Directors to be elected 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 is proposed that travel expenses be reimbursed in accordance with the Company's regulations concerning travel reimbursements.

13. Resolution on the number of Members of the Board of Directors

According to the Articles of Association, the Company's Board of Directors shall have at least five (5) and at most nine (9) members.

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 48.55 per cent, proposes that six (6) ordinary members be elected to the Board of Directors.

14. 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 48.55 per cent, proposes that the current members of the Company's Board of Directors, Paul Ehrnrooth, Andreas Rosenlew, Esa Matikainen, Peter Eriksson and Johan Almquist be re-elected as members of the Board and Magnus Wetter be elected as new board member.

More detailed personal information and the evaluation of the independence of the proposed members of the Board are available on the Company's website at <https://digitalist.global>, in the "Investors" section (Governance/Annual General Meeting). If the proposal is accepted, the Company would not follow the recommendation number 8 of the Securities Market Association's Finnish Corporate Governance Code 2020, which states that the board must include both genders, with the rationale being overall consideration.

15. Resolution on the remuneration of the auditor

The Board of Directors proposes that remuneration for the auditor be paid against the auditor's invoice approved by the Company.

16. Election of the auditor

The Board of Directors proposes that KPMG Oy Ab, who have named Authorized Public Accountant Miika Karkulahti as the principal auditor, be re-elected as the Company's auditor. Before making the proposal, the Board of Directors invited tenders for the Company's audit services.

17. 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 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 346,715,227, which corresponds to approximately 50 per cent of all the Company's 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.

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 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 and to carry out an incentive scheme.

The authorisation is proposed to be effective until the Annual General Meeting held in 2025, yet no further than until 30 June 2025.

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. Authorising the Board of Directors to decide on the acquisition and/or on the acceptance as pledge of the Company's treasury 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 distributable funds, a maximum of 69,343,000 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 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 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 2025, yet no further than until 30 June 2025.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

19. Amendment of the terms concerning Convertible Bonds VVK 2021/1, VVK 2021/2, VVK 2021/3, VVK 2021/4 and VVK 2022/1 issued by the Company 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 VVK 2021/1, VVK 2021/3 and VVK 2022/1 directed to Turret Oy Ab

The Company has issued convertible bonds VVK 2021/1, VVK 2021/3 and VVK 2022/1 and the option rights and other special rights pursuant to Chapter 10 Section 1(2) of the Limited Liability Companies Act attached to them for subscription by Turret Oy Ab (Turret). Turret has subscribed for and paid the Convertible Bonds in accordance with the terms applicable to them. The principal of the Convertible Bonds, totalling EUR 15,592,150.50, and the interest accrued on them will mature on 31 May 2024 and 30 June 2024 depending on the Convertible Bond. Of the principal of the Convertible Bonds, EUR 12,990,552.84 is a subordinate loan pursuant to Chapter 12 Section 1 of the Limited Liability Companies Act and EUR 2,601,597.66 is a standard

loan. Turret Oy Ab has notified that it will not convert the loans into shares, nor is the Company able to pay the Convertible Bonds and their interests on their maturity dates.

If the Board of Directors' proposals in section 19. are approved, the Company will avoid becoming insolvent and having to pay penal interest, and moving the maturity dates of the Convertible Bonds forward will support the Company's balance sheet and solvency.

The total principal of each Convertible Bond and the possible share of the subordinated loan pursuant to Chapter 12 Section 1 of the Limited Liability Companies Act, the maturity date of the Convertible Bond and the amount of interest paid on the Convertible Bond as well as the maximum number of shares convertible by the principal of a Convertible Bond are shown in the table below:

Convertible Bond	Loan in total EUR	Share of subordinated loan EUR	Maturity date	Number of convertible shares
2021/1	650,000.00	0.00	31 May 2024	21,666,666
2021/3	13,010,650.50	11,059,052.84	30 June 2024	433,688,340
2022/1	1,931,500.00	1,931,500.00	30 June 2024	128,766,665
Total	15,592,150.50	12,990,552.84		584,121,671

The Board of Directors proposes that the General Meeting resolve to amend the current terms of Convertible Bonds VVK 2021/1, VVK 2021/3 and VVK 2022/1 so that the maturity date of the payment of the principal of and interest on the Convertible Bonds and the period for exercising the right of conversion are extended and the maximum number of convertible shares converted with Convertible Bonds is increased, taking into account the price level of the Company's share. In addition, due to the amendment of Chapter 10, Section 3(1)(7) of the Limited Liability Companies Act, the terms of the Convertible Bonds would be supplemented with the transfer of domicile, and some technical specifications would be made to the terms. The proposed changes to each Convertible Bond are presented below. The amendments to the terms of the Convertible Bonds will enter into force if the General Meeting approves the proposals of the Board of Directors and the parties sign the relevant agreements.

Convertible Bond 2021/1

The Board of Directors proposes that the General Meeting resolve to amend the terms ("Terms") of the Convertible Bond ("Convertible Bond 2021/1"), with a principal of EUR 650,000, directed to Turret in deviation from the shareholders' pre-emptive rights and subscribed for and paid by Turret, and the option rights and other special rights ("Special Rights") attached to it as presented in the appendix, such that the Special Rights will entitle Turret, or any holder of the Special Rights at each time, to subscribe for a maximum of 65,000,000 new shares ("Share") of Digitalist Group Plc, as specified in the Terms.

Convertible bond 2021/1 and the Special Rights attached to it has been issued to strengthen equity, and the amendments now made to the Terms are made to prevent the Company from becoming insolvent and having to pay penal interest, in addition to which moving the maturity

dates of the Convertible Bonds forward will support the Company's balance sheet and solvency. The Company, therefore, has a weighty financial reason for taking out Convertible Bond 2021/1 and issuing the Special Rights as well as for the amendments now made to the Terms. The conversion price of Convertible Bond 2021/1 is determined on market terms.

Following the amendments, the main points of the Terms of Convertible Bond 2021/1 and the Special Rights are as follows:

- 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.

The resolution concerning the amendment of the Terms of Convertible Bond 2021/1 directed to Turret and the Special Rights attached to it requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

Convertible Bond 2021/3

The Board of Directors proposes that the General Meeting resolve to amend the terms ("Terms") of the Convertible Bond ("Convertible Bond 2021/3"), with a principal of EUR 13,010,650.50, directed to Turret in deviation from the shareholders' pre-emptive rights and subscribed for and paid by Turret, and the option rights and other special rights ("Special Rights") attached to it as presented in the appendix, such that the Special Rights will entitle Turret, or any holder, of the Special Rights at each time, to subscribe for a maximum of 1,301,065,060 new shares ("Share") of Digitalist Group Plc, as specified in the Terms.

Convertible Bond 2021/3 and the Special Rights attached to it has been issued to strengthen equity, and the amendments now made to the Terms are made to prevent the Company from becoming insolvent and having to pay penal interest, in addition to which moving the maturity dates of the Convertible Bonds forward will support the Company's balance sheet and solvency. The Company, therefore, has a weighty financial reason for taking out Convertible Bond 2021/3

and issuing the Special Rights as well as for the amendments now made to the Terms. The conversion price of Convertible Bond 2021/3 is determined on market terms.

Following the amendments, the main points of the Terms of Convertible Bond 2021/3 and the Special Rights are as follows:

- 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.

The resolution concerning the amendment of the Terms of Convertible Bond 2021/3 directed to Turret and the Special Rights attached to it requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

Convertible Bond 2022/1

The Board of Directors proposes that the General Meeting resolve to amend the terms ("Terms") of the convertible subordinated loan ("Convertible Bond 2022/1") pursuant to Chapter 12 Section 1 of the Limited Liability Companies Act, with a principal of EUR 1,931,500, directed to Turret in deviation from the shareholders' pre-emptive right and subscribed for and paid by Turret, and the option rights and other special rights ("Special Rights") attached to it referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act, as presented in the appendix, such that the Special Rights will entitle Turret, or any holder of the Special Rights at each time, to subscribe for a maximum of 193,150,000 new shares ("Share") of Digitalist Group Plc, as specified in the Terms.

Convertible Bond 2022/1 and the Special Rights attached to it has been issued to strengthen equity, and the amendments now made to the Terms are made to prevent the Company from

becoming insolvent and having to pay penal interest, in addition to which moving the maturity date of the convertible bonds forward will support the Company's balance sheet and solvency. The Company, therefore, has a weighty financial reason for taking out Convertible Bond 2022/1 and issuing the Special Rights as well as for the amendments now made to the Terms. The conversion price of Convertible Bond 2022/1 is determined on market terms.

Following the amendments, the main points of the Terms of Convertible Bond 2022/1 and the Special Rights are as follows:

- 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.

The resolution concerning the amendment of the Terms of Convertible Bond 2022/1 directed to Turret and the Special Rights attached to it requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

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

The Company has issued Convertible Bonds VVK 2021/2 and VVK 2021/4 and the option rights or other special rights pursuant to Chapter 10 Section 1(2) of the Limited Liability Companies Act attached to them for subscription by Holdix Oy Ab (Holdix). Holdix has subscribed for and paid the Convertible Bonds in accordance with the terms applicable to them. The principal amount of the said Convertible Bonds, totalling EUR 6,411,103.57, and the interest accrued on them, will mature on 31 May 2024 and 30 June 2024 depending on the Convertible Bond. Of the principal of the Convertible Bonds, EUR 6,411,103.57 is a subordinate loan pursuant to Chapter 12 Section 1 of the Limited Liability Companies Act and EUR 1,259,165.51 is a standard loan. Holdix Oy Ab has notified that it will not convert the loans into shares, nor is the Company able to pay the Convertible Loans and their interests on their maturity dates.

If the Board of Directors' proposals in section 19. are approved, the Company will avoid becoming insolvent and having to pay penal interest, and moving the maturity dates of the Convertible Bonds forward will support the Company's balance sheet and solvency.

The total principal of each Convertible Bond and the possible share of the subordinated loan pursuant to Chapter 12 Section 1 of the Limited Liability Companies Act, the maturity date of the Convertible Bond and the amount of interest paid on the Convertible Bond as well as the maximum number of shares convertible by the principal of a Convertible Bond are shown in the table below:

Convertible Bond	Loan in total EUR	Share of subordinated loan EUR	Maturity date	Number of convertible shares
2021/2	350,000.00	0.00	31 May 2024	11,666,666
2021/4	6,061,103.57	5,151,938.06	30 June 2024	202,036,780
Total	6,411,103.57	5,151,938.06		213,703,446

The Board of Directors proposes that the General Meeting resolve to amend the current terms of Convertible Bonds VVK 2021/2 and VVK 2021/4 so that the maturity date of the payment of the principal of and interest on the Convertible Bonds and the period for exercising the right of conversion are extended and the maximum number of convertible shares converted with Convertible Bonds is increased, taking into account the price level of the Company's share. In addition, due to the amendment of Chapter 10, Section 3(1)(7) of the Limited Liability Companies Act, the terms of the Convertible Bonds would be supplemented with the transfer of domicile, and some technical specifications would be made to the terms. The proposed changes to each Convertible Bond are presented below. The amendments in the terms of the Convertible Bonds will enter into force if the General Meeting approves the proposals of the Board of Directors and the parties sign the relevant agreements.

Convertible Bond 2021/2

The Board of Directors proposes that the General Meeting resolve to amend the terms ("Terms") of the Convertible Bond ("Convertible Bond 2021/2"), with a principal of EUR 350,000, directed to Holdix in deviation from the shareholders' pre-emptive rights and subscribed for and paid by Holdix, and the option rights and other special rights ("Special Rights") attached to it as presented in the appendix, such that the Special Rights will entitle Holdix, or any holder of the Special Rights at each time, to subscribe for a maximum of 35,000,000 new shares ("Share") of Digitalist Group Plc, as specified in the Terms.

Convertible Bond 2021/2 and the Special Rights attached to it has been issued to strengthen equity, and the amendments now made to the Terms are made to prevent the Company from becoming insolvent and having to pay penal interest, in addition to which moving the maturity date of the Convertible Bonds forward will support the Company's balance sheet and solvency. The Company, therefore, has a weighty financial reason for taking out Convertible Bond 2021/2 and issuing the Special Rights as well as for the amendments now made to the Terms. The conversion price of Convertible Bond 2021/2 is determined on market terms.

Following the amendments, the main points of the Terms of Convertible Bond 2021/2 and the Special Rights are as follows:

- 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.

The resolution concerning the amendment of the Terms of Convertible Bond 2021/2 directed to Holdix and the Special Rights attached to it requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

Convertible Bond 2021/4

The Board of Directors proposes that the General Meeting resolve to amend the terms ("Terms") of the Convertible Bond ("Convertible Bond 2021/4"), with a principal of EUR 6,061,103.57, directed to Holdix in deviation from the shareholders' pre-emptive rights and subscribed for and paid by Holdix, and the option rights and other special rights ("Special Rights") attached to it as presented in the appendix, such that the Special Rights will entitle Holdix, or any holder of the Special Rights at each time, to subscribe for a maximum of 606,110,360 new shares ("Share") of Digitalist Group Plc, as specified in the Terms.

Convertible Bond 2021/4 and the Special Rights attached to it has been issued to strengthen equity, and the amendments now made to the Terms are made to prevent the Company from becoming insolvent and having to pay penal interest, in addition to which moving the maturity date of the Convertible Bonds forward will support the Company's balance sheet and solvency. The Company, therefore, has a weighty financial reason for taking out Convertible Bond 2021/4 and issuing the Special Rights as well as for the amendments now made to the Terms. The conversion price of Convertible Bond 2021/4 is determined on market terms.

Following the amendments, the main points of the Terms of Convertible Bond 2021/4 and the Special Rights are as follows:

- 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.

The resolution concerning the amendment of the Terms of Convertible Bond 2021/4 directed to Holdix and the Special Rights attached to it requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

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

According to Chapter 20 Section 23(3) of the Limited Liability Companies Act, if the Board of Directors of a public limited company notices that the company's equity is less than half of the share capital, the Board of Directors shall, without delay, draw up financial statements and the report of the Board of Directors to ascertain the financial position of the company. If, according to the balance sheet, the equity of the company is less than half of the share capital, the Board of Directors shall, without delay, convene a general meeting to consider measures to remedy the financial position of the company.

According to section 7 of the notice of the General Meeting, the financial statements for the financial period 1 January 2023-31 December 2023 to be presented to the General Meeting show that the Company's equity is less than half of the Company's share capital.

From the Report of the Board of Directors in the financial statements of the Company appears the conversion, in part, of Convertible Bonds 2021/3 and 2021/4, announced by the Company on 22 March 2024, into subordinated loans in accordance with Chapter 12 of the Limited Liability Companies Act, and further, if the General Meeting resolves, in accordance with the Board's proposals, on the amendment of the terms of the Convertible Bonds, including moving forward

the maturity date, these measures have supported, and will continue to support, the Company's balance sheet and solvency.

The Board of Directors of the Company does not immediately propose any other measures to remedy the Company's financial position, but the Company actively evaluates other possibilities and means to support the Company's financial position.

21. 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/en/investor/governance/annual-general-meeting> no later than three weeks prior to the General Meeting: the aforementioned proposals on the agenda for the meeting, Digitalist Group Plc's financial statements, the report of the Board of Directors, the auditor's report, the remuneration report for 2023, the remuneration policy for governing bodies for 2024-2027, the Terms of Convertible Bonds 2021/1, 2021/2, 2021/3, 2021/4 and 2022/1 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 shareholders on request. Otherwise, no separate notice of the General 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 9 May 2024.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Right to participate and registration

Shareholders who are on the record date of the General Meeting, 15 April 2024, registered in the Company's shareholders' register, maintained by Euroclear Finland Ltd, 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 4 p.m. on 22 April 2024. Registration for the General Meeting takes place:

1. using the form located in the "Investors" section of the Company's website at <https://digitalist.global>;
2. by email to yhtiokokous@digitalistgroup.com;
3. by mail to Digitalist Group Plc/meeting, Siltasaarekatu 18-20, 00530 Helsinki, Finland;
4. by telephone between 9:00 and 16:00 to Aila Mettälä at +358 40 531 0678;

When giving an advance notice of attendance, please state the shareholder's name, date of birth / business ID, address, telephone number and the name of any assistant or proxy representative and date of birth of the 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

A shareholder may participate in the General Meeting, and exercise their rights at the meeting, by way of proxy representation.

The shareholder's proxy representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. If a shareholder participates in the General Meeting through several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Please furnish the Company with any proxy documents as an email attachment (e.g. in PDF) or by mail, using the above-mentioned contact information for registration, before the last date for registration.

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 would be entitled to be registered in the shareholders' register of the Company, maintained by Euroclear Finland Ltd, on 15 April 2024.

Holders of nominee-registered shares are advised to 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 organisation of the custodian bank must register any holder of nominee-registered shares who wishes to participate in the General Meeting into the temporary shareholders' register of the Company by 10 a.m. on 22 April 2024 at the latest.

4. Other instructions and information

The language of the meeting is mainly Finnish.

Pursuant to Chapter 5 Section 25 of the Finnish 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.

Changes in shareholding after the record date of the General Meeting will not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the meeting.

On the date of this notice of the General Meeting the total number of shares in Digitalist Group Plc, and votes represented by such shares, is 693,430,455.

In Helsinki on 3 April 2024

DIGITALIST GROUP PLC
Board of Directors

For further information, please contact:

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