

Notice of the Annual General Meeting of Digital Workforce Services Plc

11.3.2024 16:00:00 EET | Digital Workforce Services Oyj | Company Announcement

Company Announcement March 11, 2024 at 4pm EET

Notice of the Annual General Meeting of Digital Workforce Services Plc

The Annual General Meeting of Digital Workforce Services Plc ("Company") will be held on Thursday April 11, 2024 at 11:00 EET. The Annual General Meeting will be held at Digital Workforce Services' office in Mechelininkatu 1, 00180 Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 10:00 am. No refreshments will be served at the meeting.

Shareholders can also exercise their voting rights by voting in advance. Prior to the meeting, shareholders may also submit written questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act on matters to be discussed at the meeting. Instructions on advance voting and how to submit written questions are set out in Part C of this notice to the General Meeting.

A. Matters on the agenda of the Annual General Meeting

The following matters will be discussed at the General Meeting of Shareholders:

- 1. Opening of the meeting and calling the meeting to order**
- 2. Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 3. Recording the legality of the meeting**
- 4. Recording the attendance at the meeting and adoption of the list of votes**

Shareholders who have voted in advance during the advance voting period and who have the right to attend the Annual General Meeting under Chapter 5, Sections 6 and 6 a of the Finnish Companies Act will be recorded to have attended the meeting. The list of votes will be adopted according to information provided by Euroclear Finland Ltd. and Innovatics Ltd.

5. Presentation of the annual accounts, annual report and the auditor's report for the year 2023

Review by the CEO

- 6. Adoption of the annual accounts**
- 7. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that the Company does not distribute a dividend for the financial period 1 January 2023 - 31 December 2023.

8. Resolution on the discharge of the members of the board of directors and the CEO from liability for the financial year 1.1.-31.12.2023.

9. Resolution on the remuneration of the members of the Board of Directors and the committees established by the Board of Directors

Shareholders representing a total of approximately 53% of all shares and voting rights propose to the Annual General Meeting that the elected members of the Board of Directors be paid the following fees for the term beginning at the end of the Annual General Meeting of April 11th, 2024 and ending at the end of the next Annual General Meeting:

- the Chairman of the Board 4,167 EUR per month, and
- other Members of the Board each 1,667 EUR per month.

In addition, the Board proposes that the travel expenses of the Members of the Board be reimbursed in accordance with the company's travel policy.

10. Resolution on the number of members of the Board of Directors

Shareholders representing a total of approximately 53% of all shares and voting rights proposes to the Annual General Meeting that six (6) members be elected to the Board of Directors.

11. Election of members of the Board of Directors

Shareholders representing a total of approximately 53% of all shares and voting rights proposes to the Annual General Meeting that the following persons be re-elected as members of the Board of Directors for a term beginning at the end of the Annual General Meeting and ending at the end of the next Annual General Meeting:

- Timo Ahopelto
- Leena Niemistö
- Juha Mikkola
- Jukka Virkkunen
- Heikki Länsisyrjä
- Marika Auramo

The above-mentioned candidates have given their consent to the election.

Current Chairman of the Board of Directors J. T. Bergqvist has notified the Company that he will no longer be available to continue as a member of the Board of Directors.

Information regarding the board members is available on the company website

<https://digitalworkforce.com/fi/sijoittajat/hallinnointi/hallitus/>

12. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting that the auditor's fees be paid according to a reasonable invoice.

13. Election of the auditor

The Board of Directors proposes to the Annual General Meeting that KPMG Oy be re-elected as the auditor of the Company. KPMG Oy has informed the Company that authorized public accountant Petri Sammalisto will be the auditor with principal responsibility.

14. Authorizing the Board of Directors to decide on the acquisition of the Company's own shares

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the acquisition of the Company's own shares in one or more tranches as follows:

The total number of own shares to be acquired may be a maximum of 1 126 433 shares. The proposed number of shares represents approximately 10 percent of all the shares of the Company on the date of the Notice of the Annual General Meeting.

Based on the authorization, the Company's own shares may only be acquired with unrestricted equity.

The Board of Directors will decide how the Company's own shares will be acquired. Financial instruments such as derivatives may be used in the acquirement. The Company's own shares may be acquired in other proportion than the shareholders' proportional shareholdings (directed acquisition). Own shares could be purchased at a price formed in public trading on the Nasdaq Helsinki Oy on the date of acquisition.

The authorization will be in force until the next Annual General Meeting but no later than until June 30, 2025.

15. Resolution regarding a new stock option program

The Board of Directors proposes that the Annual General Meeting approves a new stock option plan for key persons of the Company. A maximum of 500,000 (five hundred thousand) stock options (the Options) may be granted, entitling to the subscription for the maximum of 500,000 (five hundred thousand) of the Company's newly issued shares.

Since the Options are intended to form a part of the equity-based incentive program of the Company, there is a weighty financial reason to issue the Options.

Each Option will entitle the option holder to subscribe for one (1) share. The subscription price for the shares to be subscribed for under the stock options program is EUR 3,09 (three euros and nine cents) per share, which corresponds to the trading volume weighted average price of the Company's share on the Nasdaq First North Growth Market Finland marketplace during Q4/2023.

The subscription price is realised in the company's invested unrestricted equity fund. The stock options will be issued free of charge. As a result of share subscriptions with stock options, the number of shares in the Company may increase by up to 500,000 shares if new shares are issued in the subscription. The shares subscribed for on the basis of the stock options correspond to a maximum total of 4,4 percent (on the date of the Notice of the Annual General Meeting) of the Company's total shares and votes after potential share subscription if shares are subscribed for under all stock options and new shares are issued in the subscription.

The terms and conditions of the stock options are attached to this release and available on the Company's website.

16. Authorising the Board of Directors to decide on issuance of shares, option rights and other special rights entitling to shares

The Board of Directors proposes that the Board be authorised by the Annual General Meeting to decide on issuance of new shares and the conveyance of the Company's own shares held by the Company (treasury shares) and the issuance of option rights and other special rights entitling to shares as specified in Chapter 10, Section 1 of the Finnish Companies Act. The Board would, pursuant to the authorisation, be entitled to decide on the issuance of a maximum of 1 126 433 new shares in one or several instalments. The proposed number of shares represents approximately 10 percent of all the shares of the Company on the date of the Notice of the Annual General Meeting.

The issuance of shares, the conveyance of treasury shares and the granting of option rights and other special rights entitling to shares may be done in deviation from the shareholders' pre-emptive right (directed issue).

The Board of Directors will decide on all other factors related to share issues and the assignment of shares and decide on all terms and conditions of the option rights and other special rights entitling to shares.

The Board may use the authorisation to implement mergers and acquisitions or other arrangements relating to the Company's operations and capital structure, to implement incentive or commitment schemes for the group personnel or for other purposes decided by the Board.

The authorisation is valid until the end of the next Annual General Meeting, but not later than 30 June 2024.

17. Closing of the meeting

B. Documents of the Annual General Meeting

The proposals of the Board of Directors relating to the agenda of the Annual General Meeting, this notice as well as annual accounts, annual report and the auditor's report of Digital Workforce Services Plc are available by the latest on March 22nd on Digital Workforce Services Plc's website at

<https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2024>

The proposed resolutions and other documents mentioned above will also be available for inspection at the General Meeting.

The minutes of the meeting will also be available at the above-mentioned website on May 12th, 2024, at the latest.

C. Instructions for the participants in the Annual General Meeting

1. Shareholder, who is registered in the shareholders' register

Each shareholder, who is registered in the shareholders' register of the Company held by Euroclear Finland Ltd on the record date of the Annual General Meeting, i.e. on March 28th 2024, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the Company.

2. Notice of participation

The registration commences on March 12th 2024, at 12:00 pm. A shareholder who is registered in the Company's shareholder register and who wishes to participate in the Annual General Meeting shall register for the Annual General Meeting no later than on April 4th 2024 at 16:00 Finnish time by which time the registration shall be received by the Company.

Shareholders with a Finnish book-entry account can submit the notice of participation between 12.3.2024 12:00 - 4.4.2024 16:00 Finnish time, in the following ways:

a) On the Company's website:

<https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2024>

Individual shareholders log in to the service with strong electronic authentication, which works with bank IDs or a mobile certificate. Strong electronic identification for registration and advance voting requires the use of Finnish, Swedish or Danish bank IDs or a mobile certificate.

b) by email or mail. Shareholders registering by mail or e-mail shall submit the registration form and advance voting form available on the Company's website or equivalent information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Digital Workforce Services Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to agm@innovatics.fi.

Shareholders must provide the required personal data upon registration including shareholders name, date of birth and contact information. Personal data submitted to Digital Workforce Services Oyj and Innovatics Ltd. shall only be used for the annual general meeting purposes and the processing of the related registrations.

The shareholder or his/her legal representative or proxy must be able to prove his/her identity and/or right of representation at the meeting if necessary.

Further information regarding registration and advance voting is available by telephone during the registration period of the Annual General Meeting on 010 2818 909 on weekdays from 9:00 to 12:00 and from 13:00 to 16:00.

3. Proxy representative and power of attorneys

A shareholder may attend the Annual General Meeting and exercise his/her rights at the meeting also through a proxy representative. A shareholder's proxy may also elect to vote in advance as described in this notice if he/she so wishes.

The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which he/she will be able to register and vote in advance on behalf of the shareholder that he/she represents. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that he/she is entitled to represent the shareholder at the General Meeting. You can prove your right to representation by using the suomi.fi e-Authorizations service available in the electronic registration service.

If a shareholder participates in the Annual General Meeting through several proxy representatives who represent the shareholder with shares in different book-entry accounts, the shares on the basis of which each proxy representative represents the shareholder must be stated in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Digital Workforce Services Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or his/her proxy shall register for the General Meeting in the manner described above in this notice.

4. Holders of nominee-registered shares

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on March 28th 2024, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd.

The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by April 8th 2024, at 10:00 am. As regards nominee registered shares this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date of the Annual General Meeting do not affect the right to attend the Annual General Meeting or the number of votes of the shareholder.

The holder of nominee-registered shares is advised to request well in advance the necessary instructions from his/her custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the General Meeting and advance voting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to attend the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

5. Advance voting

A shareholder whose shares in the company are registered in his/her personal Finnish book-entry account may vote in advance between 12.3.2024 at 12:00 EET and 4.4.2024 at 16:00 EET.

a) via the company's website at

<https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2024> Login to the service is done in the same way as for registration in section C.2. of this notice.

b) by mail or by e-mail by submitting the advance voting form available on the company's website or equivalent information to Innovatics Oy at Innovatics Oy, General Meeting / Digital Workforce Services Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail at agm@innovatics.fi. Advance votes must be received by the time the advance voting ends. The submission of votes in this way before the end of the registration and advance voting period shall be considered as registration for the General Meeting, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions or demand a vote under the Finnish Limited Liability Companies Act unless he/she attends the General Meeting in person or by proxy at the meeting venue.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom he/she represents in accordance with the voting instructions given by them during the registration period set for the nominee-registered shareholders.

Proposals for resolution that are subject to advance voting are deemed to have been made at the General Meeting without any changes. The conditions and other instructions for electronic advance voting are available on the company's website at <https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2024>.

6. Other instructions and information

The meeting will be held in Finnish.

No refreshments will be served at the meeting.

A shareholder present at the general meeting has the right to ask questions pursuant to Chapter 5, section 25 of the Finnish Limited Liability Companies Act on topics to be considered by the general meeting. Shareholders may also submit questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act in advance on matters to be discussed at the meeting until 4.4.2024 16:00 EET preferably in connection with the electronic registration or alternatively by e-mail to yhtiokokous@digitalworkforce.com. The management of the company will answer such questions submitted in writing in advance at the General Meeting. The shareholder asking a question shall present sufficient evidence on his/her shareholding when delivering the question.

Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights of the shareholder.

On the date of the notice to the Annual General Meeting 11.3.2024 the total number of shares and votes in Digital Workforce Services Plc is 11 264 328. The total number of own shares held by the Company on the date of the notice to the Annual General Meeting is 70 402.

In Helsinki, 11.3.2024

DIGITAL WORKFORCE SERVICES PLC

Board of Directors

For further information, please contact:

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Certified advisor

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About Digital Workforce Services Oyj

About Digital Workforce Services Plc

Digital Workforce Services Plc is a leading business process automation services and technology solution provider globally. Digital Workforce Outsmart services and technology solution suites allow organizations to save costs, accelerate digitalization, increase revenue, improve customer experience, and gain a competitive advantage. Globally, over 250 large customers use Digital Workforce's services and technologies to transform their businesses with automation. Founded in 2015, Digital Workforce currently employs over 200 business automation specialists in the US, UK & Ireland, and Northern and Central Europe. Digital Workforce is publicly listed in Nasdaq First North Growth Market Finland.

<https://digitalworkforce.com>

Attachments

- [Stock Option Plan 2024 Digital Workforce Services Oyj.pdf](#)