

**ANNUAL GENERAL MEETING OF DIGITAL WORKFORCE SERVICES PLC**

**Time:** 12 April 2022 at 10:00 a.m.- 10:30 a.m.

**Place:** The offices of Digital Workforce Services, at Mechelininkatu 1, 00180 Helsinki

**Present:** The Board of Directors of Digital Workforce Services Plc has decided under section 2, subsection 2 of Act 677/2020 (the temporary act) that shareholders and proxy representatives can only participate in the general meeting by voting in advance and by presenting counterproposals and questions in advance.

Shareholders were represented in the meeting as shown on the list of votes adopted at the meeting.

Karri Lehtonen, Jaana Sirkiä and meeting officials were present at the meeting.

**1 §****OPENING OF THE MEETING**

Karri Lehtonen opened the meeting.

**2 §****CALLING THE MEETING TO ORDER**

As proposed in the notice convening the general meeting, Karri Lehtonen served as the chairperson of the general meeting and also prepared the minutes.

The chairperson noted that the meeting was held in accordance with the temporary act in such a way that shareholders had been able to participate in the general meeting and exercise their rights only by voting in advance and by presenting counterproposals and questions in advance.

The chairperson further noted that no counterproposals from shareholders to be put to a vote were received by the deadline given in the notice convening the Annual General Meeting and that the questions presented by the deadline given in the notice convening the Annual General Meeting along with the management's responses had been published on the Company's website before the end of the advance voting period.

The chairperson also noted that since shareholders and their proxy representatives were only able to vote in advance, voting had been carried out on all of the resolution items on the agenda. In accordance with the temporary act, it was possible to oppose the proposals in every item without making a counterproposal.

For each resolution item on the agenda, the results of the advance voting will be attached to the minutes in the relevant item.

The Company's Board of Directors, Chairman of the Board and CEO, other management and the auditor were not present at the meeting venue during the general meeting.

**3 §****ELECTION OF THE PERSON TO SCRUTINIZE THE MINUTES AND THE PERSON TO SUPERVISE THE COUNTING OF VOTES**

As proposed in the notice to the general meeting, Jaana Sirkiä served as the person to scrutinize the minutes and supervise the counting of votes.

**4 §****RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice of the meeting had been published as a stock exchange release on 17 March 2022 and on the Company's website on 17 March 2022.

It was noted that the general meeting was convened in accordance with the provisions of the articles of association, the Limited Liability Companies Act and temporary act 677/2020 and is therefore legal.

**5 §****RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list provided by Innovatics Oy of shareholders who had voted in advance during the advance voting period either in person or through a proxy and who had the right to participate in the general meeting in accordance with chapter 5, sections 6 and 6 a of the Limited Liability Companies Act was presented.

It was recorded that a total of 15 shareholders representing 8,850,759 shares and votes had participated in advance voting.

The list of participants and the list of votes represented at the meeting were attached to the minutes ([Appendix 1](#)).

**6 §****PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2021**

It was noted that the Annual Report of the Company, including the Financial Statements, the report of the Board of Directors and the Auditor's report for the year 2021, was published as a stock exchange release on 21 March 2022 and had been available on the Company's website as of the publication date.

It was noted that as participation in the general meeting took place in advance, the Financial Statements for the year 2021, consisting of the income statement, the balance sheet, the cash flow statement, notes relating to the financial statements as well as the report of the Board of Directors, and the Auditor's Report had been presented to the general meeting.

The financial statements documents were attached to the minutes ([Appendix 2](#)).

The Auditor's report was attached to the minutes ([Appendix 3](#)).

**7 §****ADOPTION OF THE FINANCIAL STATEMENTS**

It was recorded that 8,850,759 shares and votes, corresponding to 79.83% of all of the shares and votes in the Company, participated in the voting. A total of 8,850,759 votes were cast to support the adoption of the financial statements, corresponding to 100.00% of the votes cast. No votes were cast against the adoption of the financial statements. The number of shares that cast no votes, i.e. abstained, was zero.

The result of voting was attached to the minutes ([Appendix 4](#)).

Based on the result of voting, the general meeting adopted the financial statements for 2021.

**8 §****RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDENDS**

It was noted that the Board of Directors had proposed to the general meeting that the Company does not distribute a dividend for the financial period 1 January 2021 - 31 December 2021..

It was recorded that 8,850,759 shares and votes, corresponding to 79.83% of all of the shares and votes in the Company, participated in the voting. A total of 8,850,759 votes were cast to support the proposal of the Board of Directors, corresponding to 100.00% of the votes cast. No votes were cast against the proposal of the Board of Directors. The number of shares that cast no votes, i.e. abstained, was zero.

The result of voting was attached to the minutes ([Appendix 4](#)).

**9 §****RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT AND CEO FROM LIABILITY**

It was noted that the discharge from liability for the financial year 2021 concerned the following persons:

- Timo Ahopelto, Chairman of the Board
- Juha Mikkola, board member
- Leena Niemistö, board member
- Marika Auramo, board member
- Heikki Länsisyrjä, board member
- Jukka Virkkunen, board member
- Mika Vainio-Mattila, CEO

It was recorded that 4,886,611 shares and votes, corresponding to 44,07% of all of the shares and votes in the Company, participated in the voting. A total of 4,886,611 votes were cast to support granting discharge from liability, corresponding to 100.00% of the votes cast. No votes were cast against granting discharge from liability.

The result of voting was attached to the minutes ([Appendix 4](#)).

It was recorded that those persons who were covered by the decision and who had participated in the advance voting, were disqualified from voting in this resolution item on the agenda with the shares that they hold directly.

Based on the result of voting, the general meeting resolved to discharge the above-mentioned members of the Board of Directors and the President and CEO from liability.

**10 §****RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Shareholders representing a total of approximately 61% of all shares and voting rights had proposed 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 12th, 2022 and ending at the end of the next Annual General Meeting:

- the Chairman of the Board 6,250 EUR per month.  
In addition to the above-mentioned cash reward, a total of 70,652 stock options will be granted to the Chairman of the Board, which entitles the holder to subscribe for a maximum of the same number of new shares in the company. The shares to be issued on the basis of the options can be subscribed for in equal installments on a quarterly basis over three years. The subscription price for the shares to be subscribed for on the basis of the options is EUR 4.60 per share. The Board of Directors decides on the issuance of stock options and their detailed terms pursuant to its valid authorization, 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.

It was recorded that 6,589,925 shares and votes, corresponding to 59.44 % of all of the shares and votes in the Company, participated in the voting. A total of 5,156,377 votes were cast to support the proposal, corresponding to 78.25 % of all of the votes cast, and 1,433,548 votes were cast against the proposal, corresponding to 21.75% of the votes cast. The number of shares that cast no votes, i.e. abstained, was 2,260,834.

The result of voting was attached to the minutes ([Appendix 4](#)).

Based on the result of voting, the general meeting resolved to approve the proposal for the remuneration of the members of the Board of Directors.

## **11 §**

### **RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Shareholders representing a total of approximately 61% of all shares and voting rights had proposed to the Annual General Meeting that seven (7) members be elected to the Board of Directors.

It was recorded that 8,850,759 shares and votes, corresponding to 79.83% of all of the shares and votes in the Company, participated in the voting. A total of 8,850,759 votes were cast to support the proposal, corresponding to 100.00% of the votes cast. No votes were cast against the proposal. The number of shares that cast no votes, i.e. abstained, was zero.

The result of voting was attached to the minutes ([Appendix 4](#)).

## **12 §**

### **ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Shareholders representing a total of approximately 61% of all shares and voting rights had proposed 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

and as a new member:

- Jukka Tapani Bergqvist

All candidates had given their consent to the election.

It was recorded that 8,850,759 shares and votes, corresponding to 79.83% of all of the shares and votes in the Company, participated in the voting. A total of 7,975,211 votes were cast to support the proposal, corresponding to 90.11% of all of the votes cast, and 875,548 votes were cast against the proposal, corresponding to 9.89% of the votes cast. The number of shares that cast no votes, i.e. abstained, was zero.

The result of voting was attached to the minutes ([Appendix 4](#)).

Based on the result of voting, the general meeting resolved, in accordance with the proposal, that the following individuals be elected as members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting: Timo Ahopelto, Leena Niemistö, Juha Mikkola, Jukka Virkkunen, Heikki Länsisyrjä, Marika Auramo and Jukka Tapani Bergqvist.

**13 §  
RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

It was noted that the Board of Directors had proposed to the general meeting that the remuneration for the auditor be paid according to a reasonable invoice approved by the Company.

It was recorded that 8,850,759 shares and votes, corresponding to 79.83% of all of the shares and votes in the Company, participated in the voting. A total of 8,326,051 votes were cast to support the proposal of the Board of Directors, corresponding to 94.07% of all of the votes cast, and 524,708 votes were cast against the proposal, corresponding to 5.93% of the votes cast. The number of shares that cast no votes, i.e. abstained, was zero.

The result of voting was attached to the minutes ([Appendix 4](#)).

Based on the result of voting, the general meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the auditor will be paid according to invoice approved by the Company.

**14 §  
ELECTION OF THE AUDITOR**

It was noted that the Board of Directors had proposed to the general meeting that KPMG Oy be re-elected as the auditor of the Company. KPMG Oy had informed the Company that authorized public accountant Toni Aaltonen will be the auditor with principal responsibility.

It was recorded that 8,850,759 shares and votes, corresponding to 79.83% of all of the shares and votes in the Company, participated in the voting. A total of 8,850,759 votes were cast to support the proposal, corresponding to 100.00% of the votes cast. No votes were cast against the proposal. The number of shares that cast no votes, i.e. abstained, was zero.

The result of voting was attached to the minutes ([Appendix 4](#)).

Based on the result of voting, the general meeting resolved, in accordance with the proposal of the Board of Directors, that KPMG Oy be re-elected as Auditor of the Company for a term of office expiring at the end of the next Annual General Meeting.

**15 §  
CLOSING OF THE MEETING**

The chairperson noted that the matters on the agenda had been dealt with and that the minutes of the meeting would be available on the Company's website as of 15 April 2022 at the latest.

The chairperson closed the meeting at 10:30 a.m.

Chairperson of the general meeting: \_\_\_\_\_  
Karri Lehtonen

The minutes have been scrutinized and approved by:

\_\_\_\_\_  
Jaana Sirkiä

**APPENDICES**

Appendix 1	List of participants and list of votes
Appendix 2	Financial statements documents
Appendix 3	Auditor's report
Appendix 4	Result of voting