



Notice of the Annual General Meeting of Digital Workforce Services Plc

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Digital Workforce Services Plc

Company announcement 17 March 2023 at 17.30 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 13, 2023 at 11:30 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 10:30 am. No refreshments will be served at the meeting.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Part C of this notice to the General Meeting. If it is possible to submit written questions in advance (LLCA 5:25): 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 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, the report of the Board of Directors and the auditor's report for the year 2022

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 2022 - 31 December 2022.

8. Resolution on the discharge of the members of the board of directors and the CEO from liability for the financial year 1.1.-31.12.2022.

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 13th, 2023 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 seven (7) members be elected to the Board of Directors.

11. Election of members and the Chairman 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
- JT Bergqvist

Shareholders representing a total of approximately 53% of all shares and voting rights propose to the Annual General Meeting that JT Bergqvist be re-elected as Chairman of the Board of Directors.

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

Information regarding the board members is available on the company website <https://digitalworkforce.com/fi/sjioittajat/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 Toni Aaltonen 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 1 118 278 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, 2024.

15. Proposal by the Board of Directors to amend the Articles of Association with regard to the arrangements for the General Meeting of Shareholders

The Board of Directors proposes to add to the Articles of Association the possibility to alternatively attend the General Meeting remotely during the meeting (hybrid meeting) or without a physical meeting place (remote meeting). The

amendment would be made to Article 7 (Notice Convening the General Meeting of Shareholders) of the Articles of Association.

New article in the Articles of Association:

Article 7§ Notice Convening the General Meeting of Shareholders

The notice of the General Meeting will be published on the company's website no earlier than three (3) months and no later than three (3) weeks before the General Meeting, but always at least nine (9) days before the record date of the General Meeting of shareholders.

The Board of Directors may decide that a shareholder may also participate in the General Meeting by exercising his/her right to vote by means of a telecommunication link and technical aid before or during the meeting (hybrid meeting). The Board of Directors may also decide that the general meeting is to be held without a meeting venue so that shareholders exercise their decision-making power fully and in a timely manner during the meeting by means of telecommunication and technical aids (remote meeting).

16. 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 as well as this notice are available by the latest on March 21st on Digital Workforce Services Plc's website at <https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2023>

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, 2023, 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 30th 2023, 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 20th, 2023, 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, 2023, 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 March 20th, 2023, 12:00 Finnish time, and April 4th, 2023, 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-2023>

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 or Swedish 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

<https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2023> 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 30th 2023, 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 6th, 2023, 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 20th of March 2023 at 12:00 EET and 4th of April 2023 at 16:00 EET.

a) via the company's website at <https://digitalworkforce.com/investors/governance/annual-general-meeting/annual-general-meeting-2023>. 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-2023>

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 4th of April 2023 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, March 17th 2023 the total number of shares and votes in Digital Workforce Services Plc is 11 182 788. The company does not hold any of its own shares.

DIGITAL WORKFORCE SERVICES PLC

Helsinki, March 17th 2023

Board of Directors

For further information, please contact:

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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 suite allow organizations to save costs, accelerate digitalization, increase revenue, improve customer experience and gain competitive advantage. Globally, over 200 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, the UK, Ireland, Poland, Germany, Finland, Sweden, Norway, and Denmark. Digital Workforce is publicly listed in Nasdaq First North Growth Market Finland.

<https://digitalworkforce.com>