

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

- Time:** 10 April 2025 at 11:00 a.m.- **11:46 a.m.**
- Place:** The offices of Digital Workforce Services, at Mechelininkatu 1, 00180 Helsinki
- Present:** Shareholders were represented in the meeting as shown on the list of votes adopted at the meeting.

### **1 §**

#### **OPENING OF THE MEETING AND CALLING THE MEETING TO ORDER**

Chairman of Board of directors, Heikki Länsisyrjä opened the meeting.

Karri Lehtonen was elected as the chairperson of the general meeting and also prepared the minutes. Chairperson called Heini Kautonen as the secretary of the meeting.

The chairperson noted that the meeting was held in in such a way that shareholders had been able to participate in the general meeting and exercise their rights also 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 and no questions were presented by the deadline given in the notice convening the Annual General Meeting.

The chairperson stated that the shareholder or the shareholder's representative could have voted on all decision items on the agenda in advance, and that the given advance votes will be taken into account when deciding on the items.

The chairperson also stated that, if necessary, the voting results will be recorded to the minutes in each decision item on the agenda, where the decision has not been unanimous.

### **2 §**

#### **ELECTION OF THE PERSONS TO SCRUTINIZE THE MINUTES AND THE PERSONS TO SUPERVISE THE COUNTING OF VOTES**

Heikki Länsisyrjä and Heini Kautonen were elected as the persons to scrutinize the minutes and supervise the counting of votes.

### **3 §**

#### **RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice of the meeting had been published as a stock exchange release on 10 March 2025 and on the Company's website on 10 March 2025.

It was noted that the general meeting was convened in accordance with the provisions of the articles of association and the Limited Liability Companies Act and was therefore legal.

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

The chairperson stated that the shareholders represented at the meeting were considered to be those shareholders who had the right to participate in the general meeting according to Chapter 5, Sections 6 and 6a of the Limited Liability Companies Act. The voting list was confirmed based on the information provided by Euroclear Finland Oy and Innovatics Oy.

The chairperson also stated that the list of shareholders provided by Innovatics Oy who had voted in advance during the early voting period or are participating in the meeting, either in person or through a proxy, and who had the right to participate in the general meeting according to Chapter 5 §§ 6 and 6 a of the Limited Liability Companies Act, was to be presented at the meeting.

It was recorded that a total of 22 shareholders representing 9 156 032 shares and votes participated in the meeting and/or advance voting.

The attendance at the meeting and the voting list was attached to the minutes ([Appendix 1](#)).

**5 §****PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2024**

It was noted that the Annual Report of the Company, including the Financial Statements and the Auditor's report for the year 2024, was published as a stock exchange release on March 20th, 2025 and had been available on the Company's website as of the publication date.

The company's CEO, Jussi Vasama, presented the company's Financial Statements 2024 to the general meeting.

The company's auditor, Petri Sammalisto, presented the Auditor's Report 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](#)).

**6 §****ADOPTION OF THE FINANCIAL STATEMENTS**

The general meeting adopted unanimously the financial statements for 2024.

**7 §****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 Annual General Meeting that a dividend of EUR 0.03 per share and an additional dividend of EUR 0.06 per share be paid from the company's distributable assets for the financial period January 1, 2024 - December 31, 2024.

The dividend will be paid in one instalment to shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Ltd on the dividend record date of April 14, 2025. The dividend payment date is April 23, 2025.

The general meeting resolved unanimously to approve the Board of Directors' proposal on the matter.

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

It was noted that the discharge from liability for the financial year 2024 concerned the following persons:

- JT Bergqvist, chairman of the Board 1.1.2024-11.4.2024
- Heikki Länsisyrjä, board member and chairman of board 11.4.2024-31.12.2024
- Timo Ahopelto, board member
- Juha Mikkola, board member
- Leena Niemistö, board member
- Marika Auramo, board member
- Jukka Virkkunen, board member
- Jussi Vasama, CEO

It was noted that those persons who were covered by the decision did not participate in the voting, in this resolution item on the agenda.

The general meeting resolved unanimously to discharge the above-mentioned members of the Board of Directors and the CEO from liability.

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

It was noted that Shareholders representing a total of approximately 53 % 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 10th, 2025 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 Shareholders proposed that the travel expenses of the Members of the Board be reimbursed in accordance with the company's travel policy.

The general meeting resolved to approve unanimously the proposal for the remuneration of the members of the Board of Directors.

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

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

The general meeting resolved to approve unanimously the proposal for the number of members of the Board of Directors.

## **11 §**

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

It was noted that Shareholders representing a total of approximately 53 % of all shares and voting rights had proposed to the Annual General Meeting that the following persons be 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:

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

and as a new member:

- Miika Huttunen

All candidates had given their consent to the election.

It was recorded that 8 018 847 shares and votes, corresponding to 71,0 % of all of the shares and votes in the Company, participated in the advance voting. A total of 7 693 495 votes were cast to support the proposal, corresponding to 95,9 % of all of the votes cast, and 325 352 votes were cast against the proposal, corresponding to 4,1 % of the votes cast. The number of shares that cast no votes, was 825 225.

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: Marika Auramo, Miika Huttunen, Heikki Länsisyrjä, Leena Niemistö, Juha Mikkola and Jukka Virkkunen.

## **12 §**

### **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.

The general meeting resolved unanimously, in accordance with the proposal of the Board of Directors, that the remuneration of the auditor will be paid according to reasonable invoice approved by the Company.

## **13 §**

### **ELECTION OF THE AUDITOR**

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

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

**14 §****AUTHORIZATION FOR THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES**

The chairperson stated that the Board of Directors had proposed that the general meeting authorize the Board of Directors to decide on the acquisition of the Company's own shares in one or more instalments as follows:

*The total number of own shares to be acquired may be a maximum of 1 129 576 shares. The 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 can 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, 2026.*

The general meeting resolved unanimously to approve the Board of Directors' proposal on the matter.

**15 §****AUTHORIZATION FOR THE BOARD OF DIRECTORS TO DECIDE ON ISSUANCE OF SHARES, OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES**

The chairperson stated that the Board of Directors had proposed that the general meeting authorize the Board of Directors 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 authorization, be entitled to decide on the issuance of a maximum of 1 129 576 new shares in one or several instalments. The number of shares represents approximately 10 percent of all the shares of the Company on the date 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 authorization 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 authorization is valid until the end of the next Annual General Meeting, but not later than 30 June 2026.*

The general meeting resolved unanimously to approve the Board of Directors' proposal on the matter.

**16 §**

**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 24 April 2025 at the latest.

The chairperson closed the meeting at 11:46 a.m.

Chairperson of the general meeting:

\_\_\_\_\_  
Karri Lehtonen

The minutes have been scrutinized and approved by:

\_\_\_\_\_  
Heikki Länsisyrjä

\_\_\_\_\_  
Heini Kautonen

**APPENDICES**

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