

DEMERGER PLAN

concerning the partial demerger of

Digia Plc

1 Demerger

Digia Plc (hereinafter “**the Demerging Company**”) will be split such that part of its assets and liabilities will be transferred to one (1) newly established company, Qt Group Plc (hereinafter “**the Acquiring Company**”), without liquidation proceedings (hereinafter, the aforementioned companies together comprise “**the Demerger Companies**”). The demerger will be carried out in compliance with the regulations laid down in Chapter 17 of the Companies Act (624/2006 including amendments, hereinafter “**the Companies Act**”) and the regulations set forth in Section 52 c of the Business Income Tax Act (360/1968 including amendments). The demerger is a partial demerger as defined in the Companies Act (17:2.1).

The shareholders of the Demerging Company will receive shares in the Acquiring Company as demerger consideration in proportion to their holdings. The Demerging Company will not be dissolved as a result of the demerger.

This Demerger Plan and its numbered appendixes, which form an inseparable part of the Demerger Plan, specify the transfer of the assets and liabilities of the Demerging Company to the Acquiring Company and the other principles and procedures to be complied with in the demerger.

2 Information on the Demerger Companies

Demerging Company

Company name:	Digia Oyj
Parallel company name:	Digia Plc
Address:	Valimotie 21 00380 Helsinki
Business ID:	0831312-4
Domicile:	Helsinki

The Demerging Company is a public limited company whose shares are traded publicly on the Main List of NASDAQ OMX Helsinki Oy (hereinafter “**Helsinki Stock Exchange**”).

Acquiring Company

Company name:	Qt Group Oyj
Parallel company name:	Qt Group Plc

Address: Valimotie 21
00380 Helsinki
Domicile: Helsinki

The Acquiring Company is a public limited company. It is intended that an application will be made for its shares to be traded on the Main List of the Helsinki Stock Exchange.

3 Reasons for the demerger

The demerger, as set out in this Demerger Plan, will be carried out to split the Qt segment (as defined below in Section 11.1) and the domestic segment (as defined below in Section 11.2) of the Demerging Company into separate companies.

The purpose of the demerger is to enable the development of the Qt and domestic segments as listed companies focusing on their separate business areas as well as to clarify business structures, administration and financing. The Qt and domestic segments differ from each other in terms of their management, development and financing needs due to their divergent business logics and market areas. The demerger seeks to enable investments to be targeted at certain business operations, clarify the financial supervision and valuation of business operations, and increase the potential for higher share value for investors.

4 Articles of Association of the Demerger Companies

No amendments are proposed for the Articles of Association of the Demerging Company.

A proposal for the Articles of Association of the Acquiring Company is provided as Appendix 1 to this Demerger Plan. Acquiring Company's secondary company name option is The Qt Company Oyj (parallel company name The Qt Company Plc). Should the primary company name not be registered for any reason and the secondary company name option will be registered, the company name of the Demerging Company's subsidiary, The Qt Company Oy, will be changed to The Qt Company Finland Oy (parallel company name The Qt Company Finland Ltd), such change taking effect at the date of registration of the demerger taking effect. For the sake of clarity it is noted that this demerger plan shall in no way restrict the right of the Demerging Company to decide on change of the subsidiary's company name before of the registration of the demerger taking effect.

5 Administrative bodies and auditor of the Acquiring Company

5.1 Election of the Board of Directors of the Acquiring Company

According to the proposed Articles of Association of the Acquiring Company, the Board of Directors of the Acquiring Company will include four (4) to eight (8) ordinary members. The term of office of Board members ends at the conclusion of the next Annual General Meeting after their election.

The Board of Directors of the Demerging Company will propose to the General Meeting deciding on the split of the Demerging Company that it confirm the number of Board members and elect the Board members of the Acquiring Company. The Board of Directors of the Demerging Company will make these proposals after consulting its key shareholders. The General Meeting of the Demerging Company is not obligated to adopt the proposal of the Board of Directors.

The General Meeting deciding on the separation of the Demerging Company will confirm the number of Board members of the Acquiring Company and elect the members.

An extraordinary General Meeting convened as necessary after the General Meeting deciding on the separation of the Demerging Company may decide to supplement or change the composition of the Board of Directors of the Acquiring Company prior to the registration of the implementation of the demerger if a Board member of the Acquiring Company resigns, is unable to perform his/her duties or must be replaced due to some other reason.

The remuneration of the Board members of the Acquiring Company will be decided on at the General Meeting deciding on the separation of the Demerging Company. The Acquiring Company is responsible for the payment of Board fees and all other related expenses and liabilities, including fees, expenses and liabilities materialising prior to the registration of the implementation of the demerger.

5.2 Election of the Chairman and Vice Chairman of the Board of the Acquiring Company

The Board of Directors of the Demerging Company will elect a Chairman and Vice Chairman for the Board of the Acquiring Company from amongst the members of the Board of the Acquiring Company prior to the registration of the implementation of the demerger.

5.3 Appointment of the auditor of the Acquiring Company

According to the proposed Articles of Association of the Acquiring Company, the Acquiring Company will have one (1) principal auditor that must be an auditing firm approved by the Central Chamber of Commerce. The auditor will be appointed to the position until further notice.

The Board of Directors of the Demerging Company will present a proposal concerning the appointment of the auditor of the Acquiring Company to the General Meeting deciding on the separation of the Demerging Company. The General Meeting of the Demerging Company is not obligated to adopt the proposal of the Board of Directors.

The General Meeting deciding on the separation of the Demerging Company will appoint the auditor of the Acquiring Company.

An extraordinary General Meeting convened as necessary after the General Meeting deciding on the separation of the Demerging Company may decide to change the

auditor of the Acquiring Company prior to the registration of the implementation of the demerger if the auditor of the Acquiring Company resigns, is unable to perform its duties or must be replaced due to some other reason.

The remuneration of the auditor of the Acquiring Company will be decided on at the General Meeting deciding on the separation of the Demerging Company. The Acquiring Company will be responsible for the payment of said remuneration and all other auditor-related expenses and liabilities, including remuneration, expenses and liabilities materialising prior to the registration of the implementation of the demerger.

5.4 Appointment of the CEO of the Acquiring Company

According to the proposed Articles of Association of the Acquiring Company, the Acquiring Company will have a CEO.

The Board of Directors of the Demerging Company appoints the CEO of the Acquiring Company when signing the Demerger Plan. The CEO of the Demerging Company at the time of signing of the Demerger Plan, Juha Varelius (born 26 February 1963) will be appointed as the CEO of the Acquiring Company, with his consent.

If the CEO of the Acquiring Company resigns, is unable to perform his duties or must be replaced due to some other reason prior to the registration of the implementation of the demerger, the Board of Directors of the Demerging Company will appoint a new CEO.

The CEO agreement made between the Acquiring Company and its CEO will come into force when the implementation of the demerger is registered and the CEO agreement will be transferred to the Acquiring Company upon the registration of the implementation of the demerger.

The Acquiring Company will be responsible for the payment of the remuneration of the CEO and other expenses and liabilities insofar as they concern the performance of the duties set out in Section 20.4.

6 Demerger Consideration

The shareholders of the Demerging Company will receive, as consideration, one (1) share in the Acquiring Company for every share in the Demerging Company they own (hereinafter “**Demerger Consideration**”); that is, the Demerger Consideration will be granted to shareholders of the Demerging Company in 1:1 proportion to their holdings. The Acquiring Company has only one series of shares and said shares do not have a nominal value. No other form of demerger consideration will be granted.

No Demerger Consideration will be granted for the treasury shares held by the Demerging Company in accordance with the Companies Act (17:16.3).

The distribution of the Demerger Consideration will be based on holdings in the Demerging Company on the registration date of the implementation of the demerger.

The final total number of shares in the Acquiring Company granted as Demerger Consideration will be determined on the basis of the number of shares in the Demerging Company held by parties other than the Demerging Company on the date of registration of the implementation of the demerger.

On the day of signing this Demerger Plan, the Demerging Company holds 57,372 of its own shares. Therefore, on the date of signing this Demerger Plan, the number of shares in the Acquiring Company to be granted as Demerger Consideration would be 20,818,273. The final number of shares may be affected by, for instance, changes in the number of shares in the Demerging Company, as set out in Section 14, such as the repurchase of own shares or the issuance of new or treasury shares. For the avoidance of doubt, it is stated that the General Meeting of the Demerging Company held on 12 March 2015 authorised the Board of Directors of the Demerging Company to decide on:

- 1) The repurchase and/or the acceptance as pledge of a maximum of 2,000,000 of the company's own shares in one or several instalments. Own shares can be purchased only by using funds in the unrestricted equity and in another proportion than that of the shares held by the current shareholders (directed repurchase). The authorisation is valid until 12 September 2016 (hereinafter "**Repurchase Authorisation**"); and
- 2) The issuance of shares or special rights referred to in the Companies Act (10:1), subject to or free of charge, in one or several instalments, to a maximum total number of 4,000,000. The authorisation concerns both the issuance of new shares as well as the transfer of treasury shares held by the Demerging Company. By virtue of the authorisation, the Board of Directors is entitled to decide on share issuance and the issuance of special rights, waiving the pre-emptive subscription rights of the shareholders (directed issue). The authorisation is valid until 12 September 2016 (hereinafter "**Issuance Authorisation**").

The Demerger Consideration will be granted to the shareholders of the Demerging Company on the next banking date following the registration of the implementation of the demerger or as soon as possible thereafter. The Demerger Consideration will be granted in the book-entry system maintained by Euroclear Finland Oy such that shareholders of the Demerging Company will receive shares in the Acquiring Company in the proportion specified in this Demerger Plan on the basis of the number of Demerging Company shares registered in their book-entry accounts on the registration date of the implementation of the demerger. The Demerger Consideration will be granted automatically; the shareholders of the Demerging Company are not required to take any steps to receive them.

7 Options and other special rights entitling to shares

The Demerging Company does not have any valid options or other special rights entitling their holders to shares as defined in the Companies Act (17:3.2,7).

The General Meeting of the Demerging Company decided, on 12 March 2015, on the Issuance Authorisation described in Section 6 above. A precondition for the

registration of the implementation of the demerger is that the Demerging Company must not issue, during the period between the signature of the Demerger Plan and the registration of the implementation of the demerger, any new options or other special rights, as defined in the Companies Act (10:1), whose terms and conditions do not exclude the possibility of demanding the redemption of option rights in connection with a demerger.

8 Share capital of the Acquiring Company

The Acquiring Company has share capital of EUR 500,000.00.

9 Financial year of the Acquiring Company

The financial year of the Acquiring Company is the calendar year. The first financial year of the Acquiring Company will end on 31 December 2016.

10 Assets, liabilities and shareholders' equity of the Demerging Company and matters related to their valuation

The Demerging Company has assets of EUR 115,262,006.72, liabilities of EUR 73,300,611.90 and shareholders' equity of EUR 41,961,394.82, based on the book values of the Demerging Company as at 30 September 2015. A more detailed breakdown of the assets, liabilities and shareholders' equity of the Demerging Company, based on the book values of the Demerging Company as at 30 September 2015, is presented in [Appendix 2](#).

No significant changes have occurred in the financial position or liabilities of the Demerging Company between the above reporting date and the date of signing this Demerger Plan.

Assets are recognised at book value and are measured in accordance with the regulations of the Accounting Act (1336/1997 including amendments) and good accounting practice. In accordance with the principle of prudence, assets are valued at their probable selling price at most.

11 Proposal on the division of assets and liabilities and the effect of the demerger on the balance sheet of the Acquiring Company

11.1 Assets and liabilities transferred to the Acquiring Company

When the implementation of the demerger is registered, the Qt software business of the Demerging Company will be transferred to the Acquiring Company. Said business consists of the production and sale of software tools; its day-to-day operations are centralised in the subsidiaries of the Demerging Company, primarily The Qt Company Ltd, and their subsidiaries (hereinafter "**the Qt segment**").

The Qt segment will be transferred to the Acquiring Company with its assets, agreements, liabilities, obligations, responsibilities and provisions regardless of whether they are known, unknown or contingent. The major items included in the Qt segment include, but are not limited to:

Assets

- (1) Shares in subsidiaries of the Qt segment, that is:
 - The Qt Company Ltd (domicile: Helsinki, Finland; business ID: 2637805-2); and
 - Digia Hong Kong Ltd (domicile: Hong Kong, China; register number: 1225369).
- (2) Trademarks and other registered and unregistered immaterial rights related to the Qt segment, including online domain names. For the avoidance of doubt, it is stated that all trademarks and immaterial rights of the Demerging Company that include the word "Qt" are part of the Qt segment;
- (3) Other intangible rights belonging to the Qt segment, comprising software licence fees and user licences. Licence payments included under other such intangible rights amounted to a total of about EUR 0.25 million as at 30 September 2015;
- (4) Machinery and equipment belonging to the Qt segment;
- (5) Receivables transferred to the Acquiring Company from the subsidiaries and their direct and indirect subsidiaries, including Group loan receivables and dividend receivables, if any;
- (6) Other receivables and prepayments and accrued income related to the Qt segment, including rent security deposits and accruals of personnel expenses and invoices;
- (7) Any tax assets related to the Qt segment;
- (8) Agreements, tenders, requests for tenders and commitments related to the Qt segment; and
- (9) Personnel working for the Qt segment or otherwise primarily related to it;

Debt and liabilities

- (10) Loans from financial institutions related to the Qt segment and the Demerging Company's loans from financial institutions insofar as it is agreed with creditors that such loans concern the Qt segment. Such loans amounted to a total of about EUR 1.24 million as at 30 September 2015;
- (11) Rights, responsibilities and liabilities related to and incurred as a result of the share-based incentive scheme for the Qt segment's key employees (2015-2018). This Demerger Plan in no way limits the right of the Demerging Company's Board of Directors to decide on the effects of the demerger on the incentive scheme and its terms and conditions in accordance with the terms and conditions of the incentive scheme;
- (12) Other liabilities and accruals and deferred income related to the Qt segment, including, for instance, the accrual of interest on the loans mentioned in Section

11.1(10) above and the accrual of personnel holiday pay, performance bonuses and indirect personnel costs, as referred to in Section 11.1(9) above; and

(13) Other liabilities and deferred tax liabilities related to the Qt segment, if any.

11.2 Assets and liabilities retained by the Demerging Company

In the demerger, the Demerging Company will retain possession of the domestic segment, including its integration business in Finland and Sweden and the ERP business, whose day-to-day operations are centralised in the subsidiaries of the Demerging Company, Digia Finland Oy and Digia Sweden Ab (hereinafter “**the domestic segment**”).

The domestic segment will remain in the Demerging Company with its assets, agreements, liabilities, obligations, responsibilities and provisions regardless of whether they are known, unknown or contingent. The major items included in the domestic segment include, but are not limited to:

Assets

(1) Shares in subsidiaries of the domestic segment, that is:

- Digia Finland Oy (domicile: Helsinki, Finland; business ID 1091248-4);
- Digia Sweden Ab (domicile: Stockholm, Sweden; register number: 556560-7677); and
- Digia Estonia Oü (domicile: Tallinn, Estonia; register number 11504494).

(2) Trademarks and other registered and unregistered immaterial rights, including online domain names;

(3) Other intangible rights belonging to the domestic segment, mainly comprising acquired licences and user licences. Such other intangible rights amounted to a total of about EUR 0.14 million as at 30 September 2015;

(4) The Kissankello property (property number: 297-499-69-38) owned by the Demerging Company in the City of Kuopio, including the buildings and structures located on the property;

(5) Machinery and equipment belonging to the domestic segment. Such machinery and equipment amounted to a total of about EUR 0.11 million as at 30 September 2015;

(6) Other shares and participations owned by the domestic segment, as included under investments in the balance sheet of the Demerging Company. Such shares and participations amounted to a total of about EUR 0.61 million as at 30 September 2015;

(7) Receivables from the subsidiaries retained by the Demerging Company and their direct and indirect subsidiaries, including dividend receivables, if any;

(8) Other receivables, prepayments and accrued income related to the domestic segment, including accruals of taxes and other prepayments and accrued income, such as accruals of personnel expenses and invoices. Such other receivables and prepayments and accrued income amounted to a total of about EUR 0.59 million as at 30 September 2015;

(9) Any deferred tax assets related to the domestic segment;

(10) Cash and cash equivalents related to the domestic segment as well as credit facilities in use;

(11) Agreements, tenders, requests for tenders and commitments related to the domestic segment; and

(12) Personnel working for the domestic segment or otherwise primarily related to it;

Debt and liabilities

(13) Loans from financial institutions related to the domestic segment and the Demerging Company's loans from financial institutions insofar as it is agreed with creditors that such loans concern the domestic segment. Such loans amounted to a total of about EUR 12.26 million as at 30 September 2015.

(14) Rights, responsibilities and liabilities related to and incurred as a result of the share-based incentive scheme for the domestic segment's key employees (2015-2017). The Demerger Plan in no way limits the right of the Demerging Company's Board of Directors to decide on the effects of the demerger on the incentive scheme and its terms and conditions in accordance with the terms and conditions of the incentive scheme;

(15) The Group's domestic segment-related internal debts to the company specified above in Section 11.2(1), including the Demerging Company's loan from Digia Finland Oy. Such internal Group debts amounted to a total of about EUR 58.58 million as at 30 September 2015.

(16) Trade payables and other liabilities and accruals and deferred income related to the domestic segment, including, for instance, accruals of personnel holiday pay, performance bonuses and indirect personnel costs, as mentioned in Section 11.2(12) above, and accruals of license fees, as referred to in Section 11.2(3) above. Such other liabilities and accruals and deferred income amounted to a total of about EUR 1.22 million as at 30 September 2015; and

(17) Other liabilities and deferred tax liabilities related to the domestic segment, if any.

11.3 General principles for the division of assets, liabilities and provisions

The Demerging Company will retain such assets, agreements, liabilities, obligations, responsibilities and provisions of the Demerging Company that cannot be considered

to be related to the Qt and domestic segments as defined above in Sections 11.1 and 11.2, regardless of whether they are known, unknown or contingent.

If the Demerging Company has assets and/or liabilities when the implementation of the demerger is registered which have not been designated to be transferred to or retained by either of the Demerger Companies, but which belong to the assets, liabilities or debt to be transferred to or retained by one of the Demerger Companies as set forth in this Demerger Plan, such assets and/or liabilities will also be transferred to or retained by the Demerger Company in question. The assets and liabilities of the Demerging Company that are related to both the domestic segment (which will be retained by the Demerging Company) and the Qt segment (which will be transferred to the Acquiring Company) and which cannot be directly allocated to either of the Demerger Companies, and which have not been separately specified in this Demerger Plan, will be retained by the Demerging Company and transferred to the Acquiring Company in proportion to the net assets retained by and transferred to them.

If assets belonging to the Demerging Company are sold or its assets are replaced by other assets before the registration of the implementation of the demerger, the capital gains from the sale of said assets or the replacement assets in question are either transferred to the Acquiring Company or retained by the Demerging Company depending on which company the sold assets or original assets would have been allocated to or retained by in accordance with this Demerger Plan.

Each of the Demerger Companies has only secondary liability, as defined in the Companies Act (17:16.6), for known, unknown and contingent liabilities it retains or transfers to the other Demerger Company. However, a Demerger Company does not have secondary liability insofar as it is agreed with the creditor that said secondary liability is to be limited or excluded. A Demerger Company does not have a secondary liability, as defined in the Companies Act (17:16.6), for any guarantee liabilities retained by or transferred to the other Demerger Company, unless said guarantee is considered a debt in accordance with said section of the Act at the time when the implementation of the demerger is registered.

The shareholders' equity attributable to the Acquiring Company in excess of its share capital will be recognised as an increase in retained earnings insofar as retained earnings are transferred to the Acquiring Company and in other respects as an increase in invested unrestricted equity.

Appendix 2 of the Demerger Plan presents a preliminary calculation of the division of the balance sheet values of the Demerging Company between the Demerger Companies and the planned effects of the demerger on the balance sheet of the Acquiring Company based on the book values of the Demerging Company as at 30 September 2015. The final balance sheet amounts transferred and their effects will be determined on the registration date of the implementation of the demerger.

12 Accounting methods applied in the demerger

The Acquiring Company will recognise the assets and liabilities transferred in the demerger in a way that upholds accounting continuity, that is, using the book values at the time when the implementation of the demerger is registered.

13 Proposal on the reduction of the share premium fund

The share premium fund of the Demerging Company will be reduced by its full amount, EUR 7,899,485.80, when the implementation of the demerger is registered. Insofar as said amount is not used for the distribution of funds to the Acquiring Company, it will be recognised in the unrestricted invested shareholders' equity of the Demerging Company.

14 Decisions with an effect on shareholders' equity or shares

During the period between the signing of the Demerger Plan and the registration of the implementation of the demerger, the Demerging Company has the right to decide not only on customary business matters concerning the Demerger Companies but also on arrangements affecting the amount of shareholders' equity or number of shares of the Demerger Companies, including company and business acquisitions, corporate reorganisations, payment of dividends and distribution of other unrestricted equity, share issues authorised under the Issuance Authorisation and/or other share issues, buyback of shares under the Repurchase Authorisation and/or other share buyback, changes in the amount of share capital, the implementation of revaluations, internal Group transactions and reorganisations, the listing of the shares of the Acquiring Company on the Main List of the Helsinki Stock Exchange as specified in Section 20.1 of this Demerger Plan, and preparatory measures related to the demerger and other such equivalent measures.

15 Capital loans

The Demerging Company does not have capital loans as defined in the Companies Act (12 and 17:3.2,12) at the time of signing the Demerger Plan.

16 Ownership

On the date of signing this Demerger Plan, neither the Demerging Company nor its subsidiaries own shares in the Acquiring Company, as the latter company will only be established when the implementation of the demerger is registered. The Acquiring Company thus has no parent company either.

The Demerging Company owns 57,372 treasury shares on the date of signing this Demerger Plan.

17 Enterprise mortgages

At the time of signing this Demerger Plan, the assets of the Demerging Company are subject to enterprise mortgages, as defined in the Enterprise Mortgages Act (634/1984 including amendments) and the Companies Act (17:3.2,14), and as disclosed in [Appendix 3](#). The Demerging Company will take appropriate measures to arrange said enterprise mortgages prior to the registration of the implementation of the demerger.

18 Special advantages and rights

No special advantages or rights, as defined in the Companies Act (17:3.2,15), will be granted to the members of the Boards of Directors, CEOs and auditors, including auditors presenting a statement on the demerger as referred to in the Companies Act (17:14), of the Demerger Companies.

The auditors who will present a statement on the Demerger Plan, pursuant to the Companies Act (17:14), will be compensated on the basis of an invoice approved by the Board of the Demerging Company. The Demerging Company will be solely responsible for the payment of the fees of the auditors hired to prepare a statement on the Demerger Plan.

19 Proposal on the planned registration date of the implementation of the demerger

The demerger will come into force on the date on which the implementation of the demerger is entered in the Trade Register.

The planned registration date for the implementation of the demerger is 1 May 2016. It may be requested that the implementation of the demerger be registered earlier or later if the circumstances of the demerger require changing the planned date of registration or the Board of Directors of the Demerging Company otherwise decides to announce that the demerger will be registered earlier or later than said date.

20 Other terms and conditions

20.1 Listing of the Acquiring Company

It is intended that an application will be made for the shares of the Acquiring Company to be traded on the Main List of the Helsinki Stock Exchange. The aim is to start public trading in the shares as soon as possible after the registration of the implementation of the demerger. The Board of Directors of the Demerging Company has the right to take decisions related to the listing of the Acquiring Company on the stock exchange and to take the necessary steps, including drafting agreements concerning the listing of the shares.

The partial demerger does not affect the stock exchange listing of the Demerging Company or public trading in its shares.

20.2 Transfer of employees

Personnel working for the Qt segment of the Demerging Company or otherwise primarily related to it will transfer to the Acquiring Company in accordance with the principles set forth in Chapter 1(10) of the Employment Contracts Act (55/2001 including amendments) and in a separate plan when the implementation of the demerger is registered.

The Demerger Companies will each for their own part organise the measures required pursuant to the Act on Cooperation Within Undertakings (334/2007 including amendments).

The Acquiring Company is responsible for all obligations concerning employees transferring into its employ, such as unpaid salaries, withholding taxes, accumulated holidays, per diems, pension payments and expense reimbursements, also insofar as the grounds for any such unfulfilled obligations have materialised prior to the registration of the implementation of the demerger.

20.3 Right of the administrative bodies of the Demerging Company to act on behalf of the Acquiring Company prior to the registration of the implementation of the demerger

The Board of Directors and CEO of the Demerging Company may take decisions, conclude agreements and take other steps concerning the separation and start-up of the Qt segment in accordance with the Demerger Plan prior to the registration of the implementation of the demerger. The Board and CEO may undertake such decisions, agreements and other steps within the scope of their authority under the law. Any rights and responsibilities belonging to the Acquiring Company on the basis of said decisions, agreements and other steps will be transferred to the Acquiring Company when the implementation of the demerger is registered.

The Board of Directors and CEO of the Demerging Company may undertake said decisions, agreements and other steps also on behalf of the Acquiring Company prior to the registration of the implementation of the demerger.

20.4 Validity and authority of the administrative bodies of the Acquiring Company prior to the registration of the implementation of the demerger

Prior to the registration of the implementation of the demerger, the Board of Directors and CEO of the Acquiring Company may only take such decisions as have been separately designated as tasks of the Board and CEO of the Acquiring Company in this Demerger Plan or by the Board of Directors of the Demerging Company.

However, prior to the registration of the implementation of the demerger, without separate instructions from the Board of Directors of the Demerging Company, the Board of Directors of the Acquiring Company may take decisions concerning the right to represent the Acquiring Company, bank accounts and essential administrative agreements and documents, such as the standing orders of the Board of Directors and Guidelines for Insiders. Rights and responsibilities related to such decisions will be transferred to the Acquiring Company when the implementation of the demerger is registered.

20.5 Transfer of agreements and commitments as well as cooperation obligations

All agreements and commitments and related rights and responsibilities related to the Qt segment (hereinafter “**Agreements**”) will be transferred to the Acquiring Company as set out in this Demerger Plan when the implementation of the demerger is registered.

If the transfer of an individual Agreement requires the consent of the other party to the Agreement or a third party, the Demerger Companies will seek to secure the necessary consent to the best of their ability. If it is not possible to secure consent, the

Demerging Company will remain contractually or otherwise obligated to the other party to the Agreement, but the Acquiring Company will fulfil the related obligations of the Agreement on its own account and at its own responsibility in the name of the Demerging Company. The Acquiring Company correspondingly gains the benefits from such Agreements.

The Demerger Companies are responsible for providing all reports and confirmations requested by the other Demerger Company as necessary to confirm or record the transfer of rights and responsibilities as set forth in this Demerger Plan, including statements required by the authorities and financial institutions regarding the transfer of assets, debts and liabilities.

20.6 Immaterial rights of the Demerging Company

The Acquiring Company is responsible for ensuring that its directly or indirectly owned subsidiaries do not use any company names, trademarks or other immaterial rights that include the name “Digia” or which could otherwise be confused with the company name, trademark or other immaterial rights of the Demerging Company, and for ensuring that said subsidiaries take steps to have these withdrawn without delay and at the latest within six (6) months of the registration date of the implementation of the demerger.

20.7 Accounting materials

The accounting materials of the Demerging Company will remain in the possession of the Demerging Company. However, the Acquiring Company has the right to access, without compensation, such accounting materials that concern the Qt segment transferred to it.

20.8 Cancellation of the implementation of the demerger

The Board of Directors may decide to cancel the implementation of the demerger prior to the General Meeting deciding on the demerger and afterwards if there are weighty reasons for this.

20.9 Resolution of disputes

Disputes between the Demerger Companies concerning this Demerger Plan will be finally resolved by arbitration in accordance with the rules of the Arbitration Institute of the Central Chamber of Commerce. The arbitration proceedings will be held in Helsinki. For the avoidance of doubt, it is stated that this arbitration clause has been drafted also on behalf of the Acquiring Company and is binding to the Acquiring Company.

20.10 Demerger-related expenses

Unless otherwise specified in this Demerger Plan (including Section 11) and the Demerger Companies do not agree otherwise, the expenses and fees related to the demerger will be divided as follows:

- (1) The Demerging Company is responsible for expenses and fees directly related to the demerger process and its implementation, including the remuneration of advisors participating in the demerger process and the auditors providing a statement on the demerger;
- (2) The Acquiring Company is responsible for the expenses incurred from the listing of its shares and inclusion in the book-entry system, regardless of when said expenses materialised. The Demerging Company has the right to invoice the Acquiring Company for expenses materialising prior to the registration of the implementation of the demerger after said implementation has been registered;
- (3) The Acquiring Company is responsible for expenses related to the start-up of operations, regardless of when said expenses materialised. Such expenses include those incurred from the separation of financial administration and IT systems. The Demerging Company has the right to invoice the Acquiring Company for expenses materialising prior to the registration of the implementation of the demerger after the implementation has been registered; and
- (4) The Demerger Companies are responsible on a 50-50 basis for demerger-related fees and expenses that cannot be divided on the basis of Sections 20.10(1)-20.10(3) above and which are not directly connected to the operations of either company.

21 Official language

The official language of this Demerger Plan is Finnish. Any translations into other languages are intended for informational purposes only. The Finnish version takes precedence in all circumstances.

22 Authorisation

The Board of Directors of the Demerging Company is authorised to make any technical corrections required by the registration authority in the Trade Register form and the Demerger Plan and its Appendixes.

23 Appendixes

The following documents are provided as appendixes to this Demerger Plan:

- 1) Proposed Articles of Association for the Acquiring Company;
- 2) Statement on the assets, liabilities and shareholders' equity of the Demerging Company and the effect of the demerger on the balance sheet of the Acquiring Company; and
- 3) Enterprise mortgages of the Demerging Company

If there are discrepancies between this Demerger Plan and its Appendixes, the terms and conditions of the Demerger Plan are applied.

24 Copies of the Demerger Plan

This Demerger Plan has been prepared and signed in three (3) identically worded copies, one (1) for the Demerging Company, one (1) for the Acquiring Company and one (1) for the registration authority.

[SIGNATURES ON THE NEXT PAGE]

Helsinki, 16 December 2015

DIGIA PLC

Pertti Kyttälä
Chairman of the Board of Directors

Päivi Hokkanen
Member of the Board

Robert Ingman
Member of the Board

Seppo Ruotsalainen
Member of the Board

Leena Saarinen
Member of the Board

Tommi Uhari
Member of the Board

Kai Öistämö
Member of the Board