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General

This Statement has been issued separately from the Report of the Board of Directors.

Digia Plc's (hereinafter "Digia") corporate governance system is based on the Companies Act, the Securities Markets Act, general corporate governance recommendations, the company's Articles of Association and its in-house rules and regulations on corporate governance. The company (and this Statement) adheres to the Governance Code for Listed Finnish Companies issued by the Finnish Securities Market Association, which entered into force on 1 January 2020. The Corporate Governance Code can be read on the Finnish Securities Market Association's website www.cgfinland.fi.

Digia's corporate governance principles are integrity, accountability, fairness, and transparency. This means that:

- The company complies with applicable legislation and regulations.
- When organising, planning, managing, and running its business operations, the company abides by the applicable professional requirements that have been generally approved by its Board members, who demonstrate due care and responsibility in performing their duties.
- The company is prudent in the management of its capital and assets.
- The company's policy is to keep all parties in the market actively, openly, and equitably informed of its businesses and operations.

- The company's management, administration and personnel are subject to the appropriate internal, and external audits and supervision.

Shareholders' Meeting

Digia's highest decision-making body is the Shareholders' Meeting at which shareholders exercise their voting rights on company matters. The Annual General Meeting (AGM) must be held once a year before the end of June on a date set by the Board of Directors. Each company share entitles the holder to one vote at a Shareholders' Meeting.

An Extraordinary General Meeting must be held if the Board of Directors deems it necessary or if requested in writing by a company auditor or shareholders holding a minimum of 10 percent of the company's shares, for the purpose of discussing a specific issue.

The Finnish Companies Act and Digia's Articles of Association define the responsibilities and duties of the Shareholders' Meeting. Extraordinary General Meetings decide on the matters for which they have been specifically convened. In order to participate in a Shareholders' Meeting, a shareholder must be entered in the Digia shareholder register maintained by Euroclear Finland Oy on the record date for the Shareholders' Meeting, and must also have registered for the meeting at the latest by the date given in the invitation.

The Chair of the Board, Members of the Board, auditor, anyone nominated for the Board, and the President & CEO should be present at Shareholders' Meetings.

The minutes of Shareholders' Meetings will be available for shareholders to read on the company's Internet site at digia.com/en/investors/governance/annual-general-meeting/ within two weeks of the meeting. The decisions made at Shareholders' Meetings will be published in a stock exchange release immediately after the meeting.

Shareholders have the right to add a relevant item (as specified in the Companies Act) to the agenda for the Shareholders' Meeting, as long as the request is made in writing to the Board of Directors in time for the item to be added to the notice of meeting. Digia will announce the date by which shareholders must present a requested AGM agenda item to the company's Board of Directors. This deadline will be published on Digia's website. The date will be announced at the latest by the end of the fiscal year preceding the Annual General Meeting.

The 2021 Annual General Meeting was held on 17 March 2021. More information about the decisions made at this meeting are available at digia.com/en/investors/governance/annual-general-meeting/agm-2021/. No Extraordinary General Meetings were held in 2021.



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General overview of governance

Responsibility of Digia's operations is held by the Shareholder's meeting, Board of Directors, and the President & CEO assisted by the Group Management Team.



Audit

The majority of Board members must be independent of the company and a minimum of two of those members must also be independent of the company's major shareholders. Neither the CEO nor other company employees working under the CEO's direction may be elected members of the Board.

The term of all Board members expires at the end of the Annual General Meeting following their election. A Board member can be re-elected without limitations on the number of successive terms. The Board of Directors elects its Chair and Vice Chair from amongst its members.

Board Diversity Policy

The Board of Directors has defined a Board diversity policy. It states that the requirements of the company's size, market position, and industry should be duly reflected in the Board's composition. Both genders should be represented on the Board. It should be ensured that the Board as a whole will always have sufficient expertise in the following areas in particular:

- the company's field of business;
- managing a company of similar size;
- the nature of a listed company's business operations;
- management accounting;
- risk management;
- mergers and acquisitions; and
- board work.

The composition of the 2021 Board of Directors was successfully in line with Digia's diversity policy.

The Board of Directors' rules of procedure

The Board has prepared and approved written rules of procedure for its work. In addition to the Board duties prescribed by the Companies Act and other rules and regulations, Digia's Board of Directors is responsible for

the items in its rules of procedure, observing the following general guidelines:

- good governance requires that, instead of needlessly interfering in routine operations, the Board of Directors should concentrate on furthering the company's short and long term strategies
- the Board's general task is to steer the company's business with a view to maximising shareholder value over the long term, while taking account of the expectations of various stakeholder groups
- Board members are required to act on the basis of sufficient, relevant, and up-to-date information in a manner that serves the company's interests.

The Board of Directors' rules of procedure cover the following tasks:

- define the Board's annual action plan and provides a preliminary meeting schedule and framework agenda for each meeting
- provide guidelines for the Board's annual self-assessment
- provide guidelines for distributing notices of meetings and advance information to the Board, and procedures for keeping and approving minutes
- define job descriptions for the Board's Chair, members and Secretary (the latter position is held by the General Counsel or, if absent, the CEO)
- define frameworks within which the Board may set up special committees or working groups.

The Board evaluates its activities and working methods each year, employing an external consultant to assist when necessary.

The Board convened a total of 10 times during the 2021 fiscal year, with full attendance.

Board of Directors

Activities and tasks

The Board of Directors is elected by the Shareholders' Meeting, and is in charge of Digia's administration and the appropriate organisation of the company's operations. Under the Articles of Association, the Board of Directors must consist of a minimum of four and a maximum of eight members. The Nomination Committee will present the Shareholders' Meeting with its proposal for the composition of the new Board of Directors to be appointed.

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The Board of Directors assesses the independence of its members on an annual basis. Of the current members of the Board, Martti Ala-Härkönen, Santtu Elsinen, Päivi Hokkanen, Seppo Ruotsalainen and Outi Taivainen are independent of the company and its major shareholders. Robert Ingman is independent of the company. Robert Ingman is not independent of the company's major shareholders due to his holdings in related parties.

Committees of the Board of Directors

During the 2021 fiscal year, Digia's Board of Directors had three (3) committees: the Audit Committee, the Compensation Committee, and the Nomination Committee.

These committees do not hold powers of decision or execution unless separately authorised by the Board; their role is to assist the Board in decision-making concerning their areas of expertise. The committees report regularly on their work to the Board, which has decision-making and collegial responsibility over their actions.

Audit Committee

The purpose of the Audit Committee is to assist the Board of Directors in ensuring that the company's financial reporting, accounting methods, financial statements and any other information provided by the company comply with legislation and are balanced, transparent and clear. The Audit Committee also supervises and assesses internal control and auditing, the effectiveness of risk management systems, and how well agreements and other legal actions between the company and its related parties meet market conditions and the requirements for ordinary operations. The Audit Committee supervises and assesses the independence of the company's auditor and, in particular, the auditor's provision of non-audit services. The Audit Committee also supervises the company's audit and prepares a proposal for the choice of

auditor. During the 2021 fiscal year, the Audit Committee consisted of Seppo Ruotsalainen (Chair), Santtu Elsinen and Martti Ala-Härkönen. The committee convened four times during the fiscal year, with full attendance.

Compensation Committee

Digia's Compensation Committee is tasked with preparing and monitoring remuneration policies for the company's governing bodies and management remuneration schemes in order to ensure that the company's targets are met, that decision-making concerning remuneration is objective, and that remuneration schemes are transparent and systematic. In 2021, the Compensation Committee consisted of Päivi Hokkanen (Chair), Robert Ingman and Outi Taivainen. The committee convened seven times during the fiscal year, with full attendance.

Nomination Committee

The Nomination Committee prepares proposals for the Annual General Meeting on the number of members of the Board of Directors, the members of the Board of Directors, the remuneration for the Chair, Vice Chair and members of the Board of Directors, and the remuneration for the Chair and members of the committees of the Board of Directors. During the 2021 fiscal year, the Nomination Committee consisted of Seppo Ruotsalainen (Chair), Martti Ala-Härkönen, and Robert Ingman. The Nomination Committee convened seven times during the fiscal year, with full attendance.

CEO

The company's Chief Executive Officer is appointed by the Board of Directors. The CEO is in charge of Digia's business operations and administration in accordance with the instructions and regulations issued by the Board of Directors, and as defined by the Finnish Limited Liability Companies Act. The CEO may take exceptional and far-reaching measures, in view of the nature and scope of the company's activities, only if so authorised by the

Board of Directors. The CEO chairs the Group Management Team's meetings. The CEO is not a member of the Board of Directors, but attends Board meetings.

The Board of Directors approves the CEO's service contract, which contains a written definition of the key terms and conditions of the CEO's employment. Timo Levoranta has been President & CEO of Digia Plc since 1 May 2016.

Group Management Team

The Group Management Team supports the President & CEO in the routine management of the company. Under the authorisation of the Board of Directors, the Compensation Committee approves the appointments of the members of the Group Management Team and decides on the terms and conditions of their service contracts on the basis of the CEO's proposal. Digia follows the one-over-one principle in Group Management Team and other appointments.

The CEO chairs meetings of Digia's Management Team. The Management Team consisted of nine members on 31 December 2021. The Team meets once every two weeks to assist the CEO in the preparation and implementation of strategy, operative management, and preparing items for consideration by the Board of Directors. The Team draws up annual action and financial plans, sets their associated targets, and monitors their progress. It also prepares significant investments, mergers and acquisitions. The CEO is responsible for the Management Team's decisions. Members of the Management Team are tasked with implementing these decisions within their own areas of responsibility.

Members of Digia Plc's Board of Directors in 2021

Member of the Board	Born	Education	Main occupation	Holdings on 31 Dec 2021*	Member since
Martti Ala-Härkönen	1965	DSc (Econ.), Lic.Sc. (Tech.)	CFO, Caverion	20,000	2016
Santtu Elsinen	1972	BSc.-level studies in economics	Senior Vice President & Chief Digital Officer, Alma Media Plc	0	2018
Päivi Hokkanen	1959	DSc (Econ.)	CEO, ITprofs	10,833	2012
Robert Ingman, Chair	1961	MSc. (Tech.), MSc. (Econ.)	Chair of the Board, Ingman Group	7,930,000	2010
Seppo Ruotsalainen, Vice Chair	1954	Lic.Sc. (Tech.)	Board professional	6,000	2012
Outi Taivainen	1968	MSc. (Econ.)	HR Director, Aava Terveyspalvelut	872	2018

*Includes related parties and related party holdings

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The attendance of Board and Committee members at meetings in 2021

	Board Meetings	Audit Committee	Compensation Committee	Nomination Committee
Martti Ala-Härkönen	10/10	4/4		7/7
Santtu Elsinen	10/10	4/4		
Päivi Hokkanen	10/10		7/7	
Robert Ingman	10/10		7/7	7/7
Seppo Ruotsalainen	10/10	4/4		7/7
Outi Taivainen	10/10		7/7	

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Management Team members on 31 Dec 2021

Name	Born	Education	Area of responsibility	Holdings on 31 Dec 2020*	Member since
Timo Levoranta	1965	MSc. (Tech.), MSc. (Econ.)	Chief Executive Officer (CEO)	106,179	2016
Pia Huhdanmäki	1969	LLM	Senior Vice President, HR, Culture & Sustainability	6,277	2018
Juhana Juppo	1971	MSc. (Computer Science)	Chief Technology Officer (CTO) and Senior Vice President, Business Services	7,676	2016
Mika Kervinen	1968	LLM, with court training	General Counsel	9,931	2016
Jukka Kotro	1961	Vocational Qualification in Business Information Technology	Senior Vice President, Business Platforms	5,614	2017
Tuomo Niemi	1962	MSc. (Econ.), MSc. (Tech.)	Senior Vice President, Financial Platforms	12,665	2017
Sami Paihonen	1974	MSc. (Tech.)	Senior Vice President, Intelligent Solutions	197	2021
Kristiina Simola	1965	MSc. (Econ.)	Chief Financial Officer (CFO)	14,315	2017
Janne Tuominen	1978	MSc. (Tech.)	Senior Vice President, Managed Digital Core	6,683	2021

*Includes related parties and related party holdings

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The company has a controller function that reports to the CFO and is tasked with ensuring the accuracy of monthly financial reporting. The CFO reports on the financial performance of the company and its divisions to Management, the Board of Directors, and the Board's Audit Committee.

The company uses a reporting system that compiles subsidiaries' reports into consolidated financial statements. There are also written directives for completing the financial reports of subsidiaries. The company's CFO monitors compliance with these instructions. The company also has the separate reporting facilities required for monitoring business operations and asset management.

The Group's financial administration unit prepares the consolidated interim reports and consolidated Financial Statements. This financial administration unit has centralised control over the Group's funding and asset management and is in charge of managing financial risks.

Internal control

Internal control helps to ensure the reliability of the Digia Group's financial reporting. Digia's financial administration unit provides guidance on financial reporting matters. The Group's business is divided into areas of responsibility led by Senior Vice Presidents (SVPs) reporting to the CEO. Reporting and supervision are based on annual budgets that are reviewed monthly, on monthly income reporting, and on updates of the latest forecasts. In addition, the company regularly monitors the profitability of projects.

The SVPs report to the Group Management Team on development matters, strategic and annual planning, business and income monitoring, investments, potential acquisition targets and internal organisation matters related to their areas of responsibility. Each area of responsibility also has its own management team.

Digia's operational management and supervision adhere to the corporate governance system described above.

Digia has not yet established a separate function responsible for internal auditing. The need for an internal audit function is regularly assessed. With the company's current business volume, its legal and financial management functions are able to handle internal auditing tasks.

Risk management and major risks

The purpose of the company's risk management process is to identify and manage risks in a way that enables the company to attain its strategic and financial targets. Risk management is a continuous process by which the major risks are identified, listed and assessed, the key persons in charge of risk management are appointed, and risks are prioritised according to an assessment scale that compares the effects and mutual significance of risks. Part of this process involves identifying, planning and implementing risk management measures, and then monitoring their impact.

The main operational risks monitored under Digia's risk management are related to customers, personnel, deliveries, IT, data security and protection, immaterial rights, and goodwill.

The company manages customer risks by actively developing its customer portfolio structure and avoiding any potential risk positions.

Personnel risks are evaluated and managed using a quarterly performance review and development discussion process in which key personnel participate. To

enhance personnel commitment, the company strives to systematically improve the efficiency of internal communications via regular personnel events and by increasing the management's visibility. Two major personnel-related risks are competence development and finding the correct expertise. These risks are managed by systematically developing our personnel's competence and recruitment processes as well as through subcontractor management.

Internal – and as required also external – audits of major projects and continuous services are conducted with a view to enhancing project and service risk management and securing the success of customer deliveries. Digia uses a regularly audited ISO 9001-certified quality management system (Core Process Model), and the processes described in this system are utilised in all operations with a view to providing an optimal customer experience.

Audits are carried out to manage data security and protection risks, and the company also continually develops working models, practices, and processes that promote data security and protection. Security training is organised for all personnel. In 2020, we renewed our internal data security and data protection training package. This training must be retaken every year, not only by Digia personnel but also any subcontractors working on Digia's premises.

The Management Team is tasked with systematically managing risks associated with business integration, shared operating models and best practices, as well as their integrated development. Typical risks in the software business include the appropriate protection of the company's own immaterial property rights (IPRs) and violation of third parties' IPRs. These are managed through extensive internal policies, standard contracts, and appropriate supervision and analysis.

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With respect to IFRS-compliant accounting policies, the Group actively monitors goodwill and its associated impairment tests as a part of prudent and proactive risk management practices within financial management.

Digia has assessed the corporate liability risks associated with its own operations and business relations, and has adequate and appropriate processes in place to predict and take precautions against these risks.

In addition to operational risks, the company is subject to financial risks. Digia Plc has centralised internal and external financing and the management of financial risks within the finance function of the Group's parent company. This function is responsible for the Group's liquidity, the sufficiency of financing, and the management of interest rate and currency risks. The Group is exposed to several financial risks in the normal course of business. The Group's risk management seeks to minimise the adverse effects of changes in financial markets on the Group's earnings. The primary types of financial risks are interest rate risk, credit risk, and funding risk. The general principles of risk management are approved by the Board of Directors, and the Group's finance function together with the business segments is responsible for their practical implementation.

Insider issues

Digia complies with the current Guidelines for Insiders issued by Nasdaq Helsinki. Digia also adheres to its own insider guidelines, which supplement Nasdaq Helsinki's guidelines. Digia's General Counsel is responsible for insider issues.

Insiders

Digia's insiders are divided into:

1. permanent insiders, which include the CEO and members of Digia's Board of Directors and Management Team

2. project-specific insiders, which include those who receive insider information relating to a specific project due to their position or tasks

3. a list of those who receive financial information.

Permanent insiders are not listed in project-specific insider registers.

Management's business transactions

Members of Digia's Management and those in their close circle must report all business transactions that involve Digia's financial instruments and are worth more than EUR 5,000 to both Digia and the Financial Supervisory Authority. The managerial positions covered by this obligation are: the CEO, members of the Management Team, and members of Digia's Board of Directors.

Digia will issue a stock exchange release on all personal business transactions made by members of Digia's Management and those in their close circle. These releases will be issued within three (3) days of the transaction. Digia also keeps a record of this information on the company's website.

Closed window

Anyone working in a managerial position at Digia, or who otherwise receives financial information, may not trade in the company's securities during a period of 30 days before the publication of one of the company's business reviews, half-year reports or financial statement bulletins. Project-specific insiders may not trade in the company's securities whilst the project is ongoing.

Reporting misconduct

Digia Plc has a whistle-blowing channel for reporting suspected cases of bribery and corruption, market abuse, and violation of Digia's insider guidelines. This channel seeks to promote compliance with good governance in the company's routine activities, and to prevent and

detect misconduct. It can be used to report market abuse and the violation of operating principles, regulations and instructions, either confirmed or suspected.

Anyone can make an anonymous report using the form on either Digia's intranet or its public website. All reports are directed to Digia's legal unit and the chair of the Audit Committee of the Board of Directors. All reports will be processed confidentially and professionally in accordance with the Personal Data Act, with regard to both the informant and suspect.

Related-party transactions

According to the Corporate Governance Code, a company must evaluate and monitor business transactions with related parties and ensure that any potential conflicts of interest are duly taken into consideration in the company's decision-making. Here, "the company's related parties" refer to the related parties of listed companies as defined in the Companies Act (IAS24). Digia has issued Board members, the CEO, and Management Team members with instructions concerning related parties. In order to enable the monitoring of related-party transactions, the company maintains an up-to-date register of companies and persons who are classified as related parties, including their grounds for being so classified.

It is executive management's task to identify related parties and related-party transactions before engaging in any business. The business function and the legal counsel should together determine whether related-party transactions form part of the company's ordinary business and whether they are subject to standard commercial terms and conditions. The Audit Committee of the Board of Directors monitors and supervises the assessment of related-party transactions.

If an intended related-party transaction would be significant for Digia and would either deviate from the company's ordinary business or not be subject to normal

market conditions, then this business transaction must be decided upon by the company's Board of Directors.

Digia's related-party transactions are explained in more detail in the consolidated Financial Statements. The company has no significant related-party transactions. Its related-party transactions are carried out under normal market conditions and do not deviate from the company's ordinary business.

Auditor and auditor's fees

Digia has one official auditor, who must be a KHT auditor or KHT audit firm approved by the Auditing Board of the Central Chamber of Commerce. The auditor is elected until further notice. The Annual General Meeting elects the auditor and decides on their fees. KPMG Oy Ab, a firm of Authorised Public Accountants, is the Group's auditor. Virpi Halonen, Authorised Public Accountant, has been chief auditor since 2015.

Auditor's fees in 2021

EUR 1,000	2021
Audit, KPMG Oy AB	96
Audit, other	39
Other statutory duties	2
Tax counselling	2
Other services	17
Total	157

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Robert Ingman

Chair of the Board of Directors
b. 1961, MSc. (Tech.), MSc. (Econ.)

Digia Board Member since 2010, Vice Chair of the Board 2012–2018, Chair of the Board since 2018. Member of the Board's Nomination Committee and Compensation Committee.

A Member of the Directors' Institute of Finland.

Key work experience

CEO, Ingman Group, 2000–
CEO, SVP, Arla Ingman Ltd, 2007–2011
CEO, Ingman Foods Ltd, 1997–2000
CFO, Ingman Foods Ltd, 1988–1997

Chair of the Board of Directors

Ingman Group Ltd, 2009–
Etteplan Plc, (2009) 2013–
Qt Group Plc, 2016–
Ingman Development Ltd, 2013–
Ingman Finance Ltd, 2009–
Halti Ltd, 2012–
CRI Invest & Consulting Ltd, 2014–
M-Brain Ltd, 2018–2019, (Member of the Board 2011–2018)

Member of the Board

Evli Bank Plc, 2010–
Massby Facility & Services Ltd, 2012–
Ingman Baltic Sea Finance Ltd, 2015–
PK Oliver Ltd, 2013–

Independent of the company.



Seppo Ruotsalainen

Vice Chair of the Board
b. 1954, Lic.Sc. (Tech.), MSc. (Tech.)

Digia Board member since 2012. Vice Chair of the Board, and Chair of the Board's Audit Committee and Nomination Committee.

A member of the Directors' Institute of Finland and the Finnish Business Angels Network, and a founder member of the Startup Foundation.

Key work experience

Executive Director, Vigo Startup Accelerator Program, 2010–2016
President & CEO, Tekla Plc, 1998–2003
Deputy CEO, F-Secure Plc, 2008–2009
Deputy CEO, LM Ericsson Ltd, 1994–1998
Several management positions, Hewlett Packard (Finland and USA), 1982–1993

Chair of the Board of Directors

Softera Ltd, 2015–2020
MPY Osuuskunta, 2013–2020
Viabile Ltd, 2003–
Fountain Park Ltd, 2003–2013
Commit Ltd, 2003–2008
AniLinker Ltd, 2003–2007

Member of the Board

Profict Partners Ltd, 2004–2020
Biisafe Ltd, 2014–2016
Napakka Ltd, 1999–2013
Forte Netservices Ltd, 2007–2008
AtBusiness Communications, 2003–2006
3StepIT Group, 2003–2006

Independent of the company and its major shareholders.



Päivi Hokkanen

Member of the Board
b. 1959, DSc (Econ.)

Digia Board member since 2012. Chair of the Board's Compensation Committee.

A Member of the Directors' Institute of Finland.

Key work experience

CEO, ITprofs Ltd, 2017–
Development Director, SoteDigi Ltd, 2018–2020
CIO, A-Katsastus Group, 2012–2017
CIO, Sanoma Plc, 2009–2012
CIO, Stockmann Plc, 2002–2009
Director, SysOpen Plc, 1998–2002
Several positions, Cap Gemini Ltd, 1995–1998
Several positions, Kansallisrahoitus Ltd, 1984–1995

Chair of the Board of Directors

Wointi Ltd, 2021
MPY Yrityspalvelut Ltd, 2019–2021

Member of the Board

Wointi Ltd, 2021–
MPY Yrityspalvelut Ltd, 2021–
ICT Leaders Finland, 2016–
MPY Palvelut Ltd, 2017–2019

Independent of the company and its major shareholders.



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b. 1965, DSc (Econ.), Lic.Sc. (Tech.)

Digia Board member since 2016. Member of the Board's Audit Committee and Nomination Committee.

A Member of the Directors' Institute of Finland.

Key work experience

CFO (Finance, Strategy & IT), Caverion Corporation, 2016–
CFO, Cramo Plc, 2006–2016
CFO, WM-data Ltd, 2004–2006
CFO & Senior Vice President, Business Development, Novo Group Plc, 1998–2004
Manager, Corporate Finance & Finance Manager, Postipankki Plc, 1995–1998

Member of the Board

Purmo Group, 2018–2021
Pihlajalinna Ltd, 2015–2016

Member of the Supervisory Board

Elo Mutual Pension Insurance Company, 2020–2021

Independent of the company and its major shareholders.

**Santtu Elsinen****Member of the Board**

b. 1972, B.Sc.-level studies in economics

Digia Board member since 2018. Member of the Board's Audit Committee.

A Member of the Directors' Institute of Finland.

Key work experience

Senior Vice President, Chief Digital Officer, Alma Media Plc, 2016–
CEO, Winterfell Capital Ltd, 2014–
CEO, Quartal Ltd, 2011–
Director, Business Development, Talentum Plc, 2012–2015
Director, Business Development, Trainers' House/Satama Interactive Plc, 2005–2012
Creative Director & Business Development Director, Quartal Ltd, 1997–2005

Chair of the Board of Directors

Finnish Authentication Cooperative, 2021–
Quartal Ltd, 1997–

Member of the Board

Etua Ltd, 2018–
Alma Mediapartners Ltd, 2017–
Arena Interactive Ltd, 2017–2020
Media Industry Research Foundation of Finland, 2016–
Fondia Tools Ltd, 2011–2012

Other positions of trust

Finnish Media Federation, Chair of the technology working group, 2019–

Independent of the company and its major shareholders.

**Outi Taivainen****Member of the Board**

b. 1968, MSc. (Econ.)

Digia Board member since 2018. Member of the Board's Compensation Committee.

Key work experience

HR Director, Aava Terveyspalvelut Ltd, 2019–
Partner, Rethink Leadership Ltd, 2019–
Executive Vice President, HR, OP Group, 2015–2018
Area HR Director, Central and North Europe, KONE Plc, 2011–2015
CEO, HR House, 2008–2011
Vice President, Human Resources, Nokia Plc, 2001–2008
Managerial positions, Nokia Plc, 1998–2001

Chair of the Board of Directors

OP Pension Fund, 2015–2018

Member of the Board

Helsinki Chamber of Commerce, 2009–2011
Henry ry, 2006–2008
Finnish Enterprise Agencies, 2006–2008

Other positions of trust

Helsinki Chamber of Commerce, HR Committee member, 2012–

Independent of the company and its major shareholders.



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Timo Levoranta

President & CEO

b. 1965, MSc. (Tech.), MSc. (Econ.)
President & CEO, and Group Management Team Member since 1 May 2016.

Key work experience

Senior Vice President, Digia Plc, 2016
CEO, TDC Ltd Finland, 2011–2015
SVP, Sales & Marketing, Outokumpu Plc, 2008–2011
Managerial positions, TeliaSonera Plc, 2002–2008
Managerial positions, Sonera Plc, 1995–2002
Various positions, Consumer Mobile Communication Division, Telecom Finland Ltd, 1991–1995

Member of the Board

The Finnish Olympic Committee Marketing Ltd, 2021–
Technology Industries of Finland, Deputy Member, 2020–



Kristiina Simola

CFO

b. 1965, MSc. (Econ.)
Digia Management Team member since 14 August 2017.

Key work experience

CFO, Digitalist Group Plc, 2015–2017
Deputy Managing Director & CFO, Mirasys Ltd, 2012–2015
Senior Manager, Finance Transformation, Deloitte Finland, 2010–2012
CFO, Profit Software Ltd, 2007–2010
CFO, Foster Wheeler Energia Plc, 2005–2007
CFO, SysOpen Plc, 2001–2005



Mika Kervinen

General Counsel

b. 1968, LL.M. with court training
Digia Management Team member since 1 May 2016.

Key work experience

Senior Legal Counsel, Fondia Ltd, 2015–2016
Director, Business Support, TDC Finland Ltd, 2012–2014
Senior Legal Counsel & Management and expert positions, Nokia Networks Ltd, 2004–2012
Senior Legal Counsel & Management and expert positions, TeliaSonera Plc, 1998–2004
Legal Counsel & expert positions, Kesko Plc, 1996–1998

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Pia Huhdanmäki

Senior Vice President, HR, Culture & Sustainability

b. 1969, LL.M.
Digia Management Team member since 1 February 2018.

Key work experience

Leading specialist (industrial policy & lobbying), RadioMedia and Finnish Media Federation, 2017–2018
HR Director/CHRO, Sanoma Media Finland Ltd, 2012–2016
Director – HR, legal and communications, Sanoma News and Sanoma Entertainment Ltd, 2010–2011
Director – HR, legal and communications, Sanoma Entertainment Ltd, 2007–2010
Legal Counsel & Management positions, Sanoma Group Plc, 1996–2006



Juhana Juppo

CTO and Senior Vice President, Business Services

b. 1971, MSc. (Computer Science)
Digia Management Team member since 19 September 2016.

Key work experience

Director, Business Development, Finanssi-Kontio Ltd, 2013–2016
Service Director, CGI Suomi Ltd, 2011–2013
CTO, Capgemini Finland Ltd, 2005–2011
Systems Architect, IT Optimo/Itella Plc, 2003–2005
Vice President, Development, Eigenvalue Ltd, 2000–2003
Project Manager, Capgemini Finland Ltd, 1999–2000
Project Manager, Nokia Networks Ltd, 1995–1999



Jukka Kotro

Senior Vice President, Business Platforms

b. 1961, Vocational Qualification in Business Information Technology
Digia Management Team member since 9 August 2018.

Key work experience

Senior Vice President, various responsibilities, Digia Plc, 2018–
Management Team member, various responsibilities, CGI Suomi Ltd, 2010–2018
Sales Director, Central Government, Logica Suomi Ltd, 2006–2010
Sales Director, Healthcare, WM-Data Ltd, 2004–2006
Account Manager, Public Sector, Novo Group Plc, 1999–2004

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Tuomo Niemi

Senior Vice President, Financial Platforms

b. 1962, MSc. (Tech.), MSc. (Econ.)
Digia Management Team member since 1 June 2017.

Key work experience

Managing Director, Accenture Ltd, 2003–2017
Leading Consultant, Accenture Ltd, 1996–2003
Managerial positions in IT management, ICL Personal Systems, 1992–1996
Consultant, Andersen Consulting Ltd, 1989–1991
Product Manager, Nokia Data Ltd, 1988–1989



Janne Tuominen

Senior Vice President, Managed Digital Core

b. 1978, MSc. (Tech.)
Digia Management Team member since 29 March 2021.

Key work experience

Business Unit Leader, CGI Suomi Ltd, 2018–2021
Managing Director, Finanssi-Kontio Ltd, 2014–2018
Director, Application Management, Finanssi-Kontio Ltd, 2013–2014
Client Director, Logica Suomi Ltd, 2010–2013
Business Manager, Logica Suomi Ltd, 2008–2010

Member of the Board

Helsingfors Simsällskap, 2022–



Sami Paihonen

Senior Vice President, Intelligent Solutions

b. 1974, MSc. (Tech.)
Digia Management Team member since 18 October 2021.

Key work experience

Chief Technology Officer, Savox Communications, 2018–2021
Senior Advisor, Savox Ventures, 2018–2019
Management positions, Digitalist Group, 2010–2018, CEO 2015–2017
Director, Design Strategy, Samsung, 2008–2010
Management positions in Design, Nokia, 1998–2008

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Letter to shareholders from the chair of the compensation committee

Dear Digia Plc shareholders,

The purpose of remunerations paid by the company is to support its business strategy and promote long-term financial success, competitiveness and the favourable development of shareholder value. I am pleased to present Digia Plc's Remuneration Report for 2021 on behalf of the company's Compensation Committee and the Board of Directors. The Remuneration Report describes how remuneration at Digia Plc has developed in relation to the company's performance as well as the remuneration paid to the Board of Directors and the CEO in 2021.

General observations about Digia's performance in 2021 through the eyes of the Chair of the Compensation Committee

Due to the prolonged coronavirus pandemic, 2021 was another year of exceptional circumstances. In spite of that, we forged ahead with implementing our strategy and overhauling our selected priorities for 2020–2022. Digia places particular emphasis on the potential of data utilisation in its customers' services and business processes. We believe that value is created in digital ecosystems, making intelligent and responsible use of data. As digitalisation progresses, the technology sector faces now, and also in the future, challenges caused by strong demand and competition for talent, which are evident in both the availability of experts and turnover in



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the industry. However, I am pleased with the company's overall performance during the review year. In addition to its primary task, the Compensation Committee monitors the development of matters related to the company's working culture and employees in particular.

Our full-year net sales grew by 12.1 per cent to EUR 155.9 million. The EBITA margin remained almost unchanged at 11.4 per cent. It has been especially positive and encouraging that both customer satisfaction (NPS) and employee experience (eNPS as well as index that measures the meaningfulness of work) have remained at quite a good level. All four of these elements – net sales, profitability, customer satisfaction and employee experience – were indicators that influenced management remuneration in 2021.

From a personnel perspective, Digia aims to be a responsible, knowledge-driven learning community of top professionals that combines solid professionalism, a modern work culture, flexible operations and efficiency. Strengthening our sense of community and work culture as well as the continuous development of competence capital were also major HR priorities in 2021. During the review period, the company has developed its everyday working practices to suit the current circumstances, listening to the wishes of experts. The aim is to create a whole in which hybrid everyday working practices, adaptable premises, tools and efficient data utilisation support flexible and efficient work. One of the elements of building the work of the future during the period now ended was our investment in our smart technological growth

platform, Digia Business Engine. We have invested in competence development in many different ways. These are all outlays on the company's profitable growth.

It should be noted that in early 2021, Digia also published its updated corporate responsibility priorities and objectives. Our corporate responsibility reflects how Digia seeks to create a more sustainable society, everyday life and well-being through its operations. I firmly believe that responsibility is at the heart of successful business – and in the future it will also be more tightly linked to remuneration as well.

On the remuneration of Digia's management and Board of Directors in the 2021 fiscal year

The remuneration of Digia's Board of Directors and senior management is guided by the Remuneration Policy for Governing Bodies, which has been published on the company's website. Together with the Remuneration Report, this policy aims to provide investors with a clear picture of the overall remuneration of Digia's governing bodies. The main idea behind the remuneration policy is that overall remuneration is based on the company's performance, as evident in the weighting and indicators of the short- and long-term incentives for senior management.

Digia's previous Remuneration Report – for 2020 – was presented at the spring 2021 Annual General Meeting. The advisory vote on the Remuneration Report at the meeting was 12,874,575 votes in favour of approving the report and 640,411 votes against. On the basis of the votes, the

Annual General Meeting decided to adopt the presented 2020 Remuneration Report for Governing Bodies. In response to feedback from shareholders, we have sought to take this feedback into consideration in revising the 2021 Remuneration Report.

No major changes occurred in the remuneration of the company's Board of Directors and senior management in 2021. Salary and incentive structures remained unchanged. Some annual-level adjustments were made to the remuneration of senior management. A clear difference compared with the previous year is that no long-term incentives fell due for payment in 2021. Incentives were paid from the short-term target bonus scheme in 2021 as well.

I am proud of how Digia has grown and developed as a company. This is also reflected in the positive longer-term development of the share price and shareholder value. We are well poised to keep building the company and remuneration that incentivises and elicits commitment – and continue our journey towards the next level in accordance with our strategy.

Päivi Hokkanen

Chair of the Compensation Committee

Introduction

Summary: Digia's remuneration in the 2021 fiscal year in relation to performance

This Remuneration Report has been drafted in compliance with the requirements of directive EU 2017/828 amending the Shareholder Rights Directive. The requirements of directive EU 2017/828 have been implemented in Finland mainly in the Limited Liability Companies Act (624/2006, as amended), Securities Markets Act (746/2012, as amended), Decree of the Ministry of Finance 608/2019 and the Corporate Governance Code 2020. Digia's Board of Directors has approved the Remuneration Report on the proposal of the Compensation Committee and the report will be presented to the Annual General Meeting in spring 2022.

The remuneration of Digia's governing bodies is based on Digia Plc's Remuneration Policy for Governing Bodies, on which shareholders made an advisory decision at the Annual General Meeting on 16 March 2020. The Remuneration Policy will be in effect until the 2024 Annual General Meeting unless the Board of Directors decides to present amendments to the Remuneration Policy to a General Meeting before that date for an advisory decision. The Remuneration Policy is available on our site: digia.com/en/investors/governance/statement-on-digia-management-emoluments/.

In general, the purpose of remunerations paid by the company is to support its business strategy and promote long-term financial success, competitiveness and the favourable development of shareholder value. Another aim is to support the recruitment and commitment of the best possible people to the company's governing bodies. The structure of the remuneration of the company's Board of Directors and CEO and the decision-making order in the 2021 fiscal year complied with Digia's

Remuneration Policy for Governing Bodies. There was no need for deviations from the policy or the clawback of remuneration.

In 2021, Board members were paid a fixed monthly fee and meeting fees. The amounts of the fees paid depended on the role in question – Chair, Vice Chair and member of the Board and Chair and member of a committee. The fees paid are disclosed below in the section "Board remunerations 2021".

The total remuneration paid to the CEO in 2021 consisted of a fixed salary including customary fringe benefits and bonuses paid on the basis of the short-term target bonus scheme. The main emphasis of the short-term incentive scheme is on the company's performance on the annual level. Despite this, the goal is to set the indicators to also support the company's long-term success. The target bonus scheme for 2021 had the following indicators: net sales and operating profit (EBIT) and both personnel and customer satisfaction. No long-term incentives were paid in 2021. Digia's current three-year 2020–2022 share-based incentive scheme expires at the end of 2022, and any subsequent share rewards will be paid in spring 2023. The incentive schemes and the total remuneration paid to the CEO are described in detail below in the sections "CEO's remuneration 2021" and "Share-based incentive scheme 2020–2022".

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I Financial performance of the company	2017	2018	2019	2020	2021
Net sales (EUR million) and year-on-year change (%)	94.5	112.18 (+18.6%)	131.8 (+17.6%)	139.0 (+5.5%)	155.9 (+12.1%)
Operating profit (EUR million) (EBIT) and year-on-year change (%)	1.8	6.5 (+252%)	9.6 (+48.6%)	14.1 (+46.2%)	14.7 (+4.1%)
Official closing price of the share in the fiscal year (EUR) and year-on-year change (%)	2.35	2.85 (+21.3%)	3.99 (+40%)	7.52 (+88.5%)	7.04 (-6.4%)
Dividends paid per share (according to the year in which the dividend was set)	0.08	0.04	0.07	0.10	0.15
Market capitalisation	63,035,749	76,447,611	107,026,655	201,714,397	188,839,010
II Personnel salaries and remunerations (excluding the salary and remunerations of the CEO)	2017	2018	2019	2020	2021
Salaries and remunerations (EUR million)	55.5	62.8	72.7	76.9	81.3
Development of the above total salary costs (%)		+13%	+16%	+6%	+6%
Average personnel during report year (FTE)	954	1,069	1,186	1,261	1,334
Average salary costs (total salary costs divided by personnel average)	57,887	58,479	60,918	61,000	60,978
Development of average salary costs (%) (personnel average)		+1%	+4%	-	-
III. Remuneration of the Board of Directors*	2017	2018	2019	2020	2021
Annual remuneration of the Chair of the Board (fixed monthly fee + meeting fees) (EUR)	80,000	92,500	80,500	77,000	88,500*
Development of the remuneration of the Chair of the Board of Directors (%)		+16%	-13%	-4%	+15%
Annual remuneration of the other members of the Board of Directors (fixed monthly fee + meeting fees), total (EUR)	165,500	220,600	232,500	226,500*	263,000*
Development of the remuneration of the other members of the Board of Directors (%)		+33%	+5%	-3%	+16%
Number of members of the Board of Directors in the calendar year (including Chair and Vice Chair)	5	6	6	6	6
IV Salary and remuneration of the President and CEO	2017	2018	2019	2020	2021
Total fixed salary per calendar year (including fringe benefits) (EUR)	249,840	252,200	271,704	295,702	301,278
Development of fixed salary (%)		+1%	+8%	+8.8%	+1.9%
Short-term incentives paid (EUR) (based partly on performance in year of payment and partly on previous year)	22,905	44,300	159,478	120,616	126,212
Long-term incentives paid (LTI) (EUR)	92,768	0	0	409,930	0
Development of variable salary components paid, total (%)		-62%	+260%	+233%	-76%
CEO's salary and variable salary components, total (EUR)	365,513	296,500	431,182	826,248	427,760

* The table shows the remuneration paid to the Board of Directors in each fiscal year from 2017–2021. In 2021, the members of the Board of Directors, excluding the Chair, were also paid meeting fees totalling EUR 55,000 as a retrospective adjustment of meeting fees for 2019–2020 (EUR 11,000 per Board member). The Annual General Meeting had changed the meeting fee, but the fees paid to the Board for 2019–2020 were too low due to human error. These meeting fees for 2019–2020 have been adjusted for comparability in the table and are not included in the figures for 2021, when these delayed fees were paid.

Development of Digia's financial performance and remuneration 2017–2021

The following section describes the development of the remuneration paid to members of the Board of Directors and the CEO as from 2017, compared to the development of the average remuneration of employees and the financial development of the company during the same period.

- Regarding the trend in the average salary costs of all personnel, it must be kept in mind that new recruitments, acquired businesses and turnover affect the development of the average salary. The trend in average personnel salaries at the company outperforms salary increases set in accordance with collective agreements. Part of Digia's employees are also covered by a short-term target bonus scheme or other variable salary component. The figure for personnel salaries includes fixed salaries and variable salary components.
- Salary costs do not include long-term incentive scheme expenses. The participants of the long-term incentive scheme are primarily the company's senior management. Long-term incentives were paid in spring 2017 and spring 2020. The shares paid to the CEO are shown under "Salary and remuneration of the President and CEO" in the table.

Board remunerations 2021

Remuneration of Digia's Board of Directors 1 Jan–31 Dec 2021

The 2021 Annual General Meeting decided on the payment of monthly fees of EUR 3,000 to Board members, EUR 4,000 to the Vice Chair and EUR 5,500 to the Chair for their work on the Board for the duration of the term expiring at the end of the 2022 Annual General Meeting. In addition, fees of EUR 1,000 to the Chair and EUR 500 to other members are paid per each Board and Board Committee meeting. The amounts of Board fees did not change from the amounts decided at the 2020 Annual General Meeting. In addition, Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice. In 2021, a total of EUR 1,346.80 in expenses were reimbursed.

The following emoluments were paid to members of Digia's Board of Directors for Board and Committee work during the 2021 financial year:

*	Role and committees	Annual fee	Meeting fees for Board and Committee meetings	Total
Martti Ala-Härkönen	Member of the Board Member of the Nomination Committee Member of the Audit Committee	36,000	14,000	50,000
Santtu Elsinen	Member of the Board Member of the Audit Committee	36,000	9,500	45,500
Päivi Hokkanen	Member of the Board Chair of the Compensation Committee	36,000	15,500	51,500
Robert Ingman	Chair of the Board of Directors Member of the Nomination Committee Member of the Compensation Committee	66,000	22,500	88,500
Seppo Ruotsalainen	Vice Chair of the Board Chair of the Nomination Committee Chair of the Audit Committee	48,000	21,000	69,000
Outi Taivainen	Member of the Board Member of the Compensation Committee	36,000	11,000	47,000
Total		258,000	93,500	351,500

* The table shows the fees paid for board work in 2021. In 2021, the members of the Board of Directors, excluding the Chair, were also paid meeting fees totalling EUR 55,000 as a retrospective adjustment of meeting fees for 2019–2020 (EUR 11,000 per Board member). The Annual General Meeting had changed the meeting fee, but the fees paid to the Board for 2019–2020 were too low due to human error. This adjustment is not shown in the figures for 2021 in the table.

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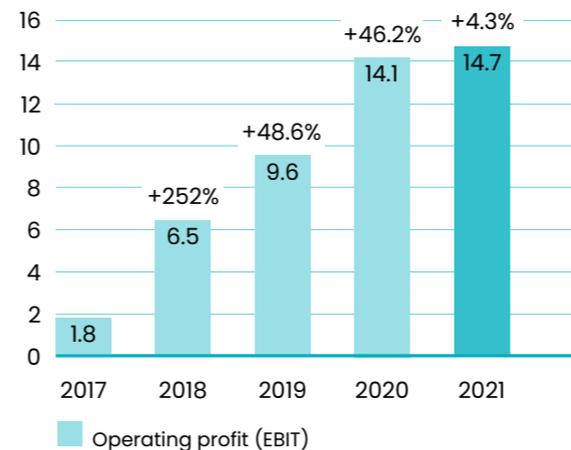
Trend in net sales

EUR million



Trend in operating profit (EBIT)

EUR million



Trend in share price and dividends

EUR





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CEO's remuneration 2021

Application of performance criteria and remuneration payable for the 2021 fiscal year

The company's incentive schemes are performance-based. Thus, in the total remuneration of the CEO, the reward level of incentive schemes also reflects the company's business success and creation of profitable growth.

The total remuneration paid to the CEO in 2021 consisted of a fixed salary and short-term incentives, of which the second instalment of the 2020 target bonuses was paid in 2021 (payment in February of the following year, that is, 2021) as well as the target bonus for January–June 2021 (payment in August of the year in question, that is, 2021). The bonus component of the short-term target bonus scheme, which is assessed on the basis of successful performance in the full year 2021, is paid in February 2022. The bonus component paid for January–June 2021 is deducted from the realised bonus for the full year.

No changes were made to the CEO's total fixed salary and opportunity to earn short-term incentives compared to 2020. The CEO's short-term incentive for the 2021 fiscal year corresponded to 75% of the CEO's twelve-month

fixed salary, that is, nine months' salary. However, the total compensation of the CEO was adjusted in 2021, such that the Board of Directors decided to allocate 10,000 additional shares to the CEO. During the reward period, the CEO can, after the allocation of additional shares, earn a maximum bonus amounting to the value of 180,000 Digia Plc shares. The bonus will be paid as a combination of shares and cash in spring 2023. No share rewards were payable in 2021.

The earnings criteria of the 2021 short-term incentive scheme of the CEO were based on the company's net sales and operating profit (EBIT) and both customer and personnel satisfaction targets. The same indicators are used for Digia's other management and the employees covered by Digia's short-term incentive scheme. With respect to net sales and operating profit, the targets have been set for the full year 2021, but in such a way that the interim estimate and payment took place after the first half-year period (January–June) in line with the objectives set for January–June 2021. The bonus paid for January–June was an advance; that sum will be deducted from the bonus assessed for the full calendar year 2021 that will be paid in February 2022. The targets for customer and personnel satisfaction are annual level targets; the realisation of the customer satisfaction target was assessed at the end of the first half-year period

(January–June) and the realisation of the personnel satisfaction target at the end of the second half-year period (July–December). All bonus indicators are assessed independently of each other, but if the full-year operating profit had fallen short of the set EBIT threshold value, the bonus assessed at the end of the year would not have been paid. The model aims to support Digia's profitable growth and ensure that, for example, growth through acquisitions is appropriately taken into consideration regardless of the implementation date of any acquisition. At the same time, the model accounts for a functional half-yearly bonus payment cycle.

In 2021, the CEO was paid a total salary (including fringe benefits) amounting to EUR 301,548.00 and target bonuses of EUR 126,212.00. The target bonus consisted of the following realised targets shown below. In addition, the CEO had the company's ordinary personnel and fringe benefits.

January	June	December	January	June	December
01–06/2020 intermediate targets			01–06/2021 intermediate targets		
Full-year 2020 targets			Full-year 2021 targets		
August			February		
HI/2020 intermediate target payment			Full-year 2020 bonus payment The share paid for HI/2020 is deducted		
			Bonus paid: EUR 54,557.60		
			August		
			HI/2021 intermediate target payment		
			Bonus paid: EUR 71,654.40		



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Salaries and remunerations paid to the CEO in the 2021 fiscal year

The CEO was paid the following as salary and other benefits during the 2021 fiscal year:

Remuneration component	Paid in 2021
Fixed total salary (incl. fringe benefits)	EUR 301,548.00
Short-term incentive (STI)	EUR 126,212.00
Bonus from the long-term incentive scheme (2020–2022 incentive scheme)	No payment in 2021 (payable in spring 2023)
Total	EUR 427,760

CEO's remuneration structure

Paid 2021



Share-based incentive scheme 2020–2022

On 6 February 2020, Digia Plc's Board of Directors decided on a new three-year, long-term share-based incentive scheme. The scheme is designed to align the goals of the company's shareholders and management in order to increase the company's value, and to commit executive management to the company and its long-term objectives. This scheme covers the calendar years 2020–2022 and offers participants the chance to earn company shares if the targets set by the Board of Directors for the three-year bonus period are met. In principle, the target group of the scheme consists of the CEO and the company's senior executives. The new scheme was introduced after the earlier share-based incentive scheme that extended until 2019 ended. The targets are based on the company's net sales and total shareholder return (TSR). The earnings period for the net sales and TSR indicators is three years (2020–2022), and the targets for both indicators have been set for the final date of the earnings period. If the terms are met, the bonuses for both indicators based on the new scheme will be paid at the end of the reward period in spring 2023.

CEO's salaries and remunerations 2017–2021

EUR 1,000

