



REMUNERATION REPORT
DIGITALIST GROUP PLC 2025

Remuneration Report 2025

1. Introduction

The Board of Directors of Digitalist has approved Remuneration Policy at its General Meeting in 2024. The Remuneration Policy describes Digitalist's remuneration of the Board of Directors and the CEO. This Remuneration Report complies with the recommendations of the Finnish Corporate Governance Code for listed companies and the Shareholders' Rights Directive legislation and describes how the Remuneration Policy has been implemented over the preceding financial year.

The Remuneration Report discloses the remuneration of the Board of Directors and the CEO in 2025 and compares the development of the average remuneration of Digitalist's employees and of the Company's financial performance to the development of the fees paid to the Company's governing bodies.

Digitalist's remuneration supports reaching the strategic objectives of the company by aligning the interests of the key employees with the interests of the shareholders. The executive remuneration of Digitalist is designed to support the business objectives of the company and its financial success in the long term and advance profitability and sustainable growth.

Digitalist strives for transparency and consistency in rewarding. Remuneration across the company, at employee and executive level, is reviewed regularly to secure its fairness and competitiveness in the context of the market.

Deviations from the Remuneration Policy and exercise of Clawback

The Company has not exercised the right to deviate from the Remuneration Policy in 2025 nor exercised the option of clawback of remuneration.

Development of remuneration and fees

Below is a comparable description of the development of the fees paid to the Board of Directors and CEO during the preceding two financial years in relation to the remuneration of employees and the financial performance of the Company. The numbers are presented only for the last two preceding financial years due to comparability.

€000	2025	2024	Change 2024-2025
Board of Director's pay ¹	207	210	-2%
CEO pay ²	127	123	3%
Employee salaries incl. social costs (average) ³	93	88	5%
Revenue	16 532	16 165	2.3%
EBITDA	-1 045	-1 513	31%

¹ The total fees paid to the Board of Directors.

² The total remuneration paid to the CEO excl social costs.

³ Personnel salaries including social security expenses according to the company's financial statements divided by the average number of employees.

2. Remuneration of the Board of Directors

Digitalist's Annual General Meeting decides on the remuneration of the Board of Directors. The compensation of the Board of Directors consists of an annual fee and attendance fees. The amount of the annual fee set varies based on the position in the Board and Committees. In the Annual General Meeting of the company on 29.4.2025, it was resolved to pay the remunerations to the members of the Board of Directors according to the same principles as previous year:

	Fee, EUR
Annual fee of the Chair of the Board	40,000
Annual fee of the Deputy Chair of the Board	30,000
Annual fee of the Board member	20,000
Board or Committee Chair meeting fee	500/meeting
Board or Committee member meeting fee	250/meeting

During the accounting period 2025, the Board of Directors had 6 members and convened 16 times. In its organizing meeting, the Board of Directors of Digitalist Group Plc resolved to establish an Audit Committee. Esa Matikainen was elected as a chairman and Peter Eriksson and Magnus Wetter as members of the Audit Committee. The Audit Committee convened 13 times. The fees to the Board were paid fully in cash once a quarter. The payments made in 2025 are described in the table below.

All fees paid to the Company's Board of Directors are made within the framework of the effective Remuneration Policy for governing bodies presented to the Annual General Meeting.

	Paid in 2025 (EUR)			
	Annual fee	Meeting fees	Committee Meeting fees*	Total
Esa Matikainen Chair of the Board	40 000	6 000	19 250	65 250
Andreas Rosenlew Deputy Chair of the Board	30 000	3 000		33 000
Paul Ehrnrooth Member	20 000	3 000		23 000
Peter Eriksson Member	20 000	3 000	3 000	26 000
Johan Almquist Member	20 000	2 750		22 750
Magnus Wetter Member	20 000	3 000	13 500	36 500
Total	150 000	20 750	35 750	206 500

**In addition, independent members of the board have been paid a meeting fee of 500 euros per meeting for board work in subsidiaries.*

The Board Member Remuneration based on employment relationship

Andreas Rosenlew, who acted as Deputy Chair of board, had an employment relationship with the company until 30.6.2022. After the termination of the employment contract his consulting company was paid EUR 179 998 for the sales and marketing consultation in 2024. His consulting company was paid EUR 94 562 in 2025.

3. Remuneration of the CEO

The main components of the CEO's total remuneration are fixed base salary and short- and long-term incentives. CEO remuneration has complied with the valid remuneration policy.

CEO Magnus Leijonborg's remuneration in 2025:

Element	Paid fees in 2025	Fees due in 2025
Base salary	126 516	-
Fringe benefits	-	-
Supplementary pension	30 953	-
LTI: Option scheme 2021 <i>Option rights</i>	7 300	

Short-term incentive (STI)

The goal of the bonus model is to incentivize the executives to support the strategic objectives of the company. The bonus model, criteria and target levels will be decided yearly. The annual bonus performance and achievement of targets set by the Board of Directors will be evaluated yearly, and the amount of annual bonus will be determined based on the extent to which the targets have been met during the period. The payout frequency will be decided annually. The annual bonus model of the company will be based on specific and measurable performance criteria, which may be both financial and non-financial.

The Board of Directors can use their judgement in paying incentives, and in special cases a Discretionary bonus may be paid to the CEO. The payment of the Discretionary bonus is not tied to the measures of the regular STI plan but rather, to exceptional performance. The Discretionary bonus has been set in place temporarily to promote reaching company targets and profitability.

The performance-related bonus to be paid to the Chief Executive Officer is based on Digitalist Group's profitability measured by EBITDA.
In 2025 there was no STI payment made for the CEO.

Long-term incentive (LTI)

Long-term incentives are a part of Digitalist's key employee incentive and retention program to support the company's strategy. The aim of the LTI plan is to improve the long-term value of the company and to create alignment to ensure that the whole company shares that same goal. The Board of Directors decides on the terms and conditions for the incentive plans.

The CEO's long-term bonus scheme consisted of option rights forming part of the Company's option schemes. In 2025 the CEO held option rights from option scheme 2021. The granted option rights totaled to 7 300 based on series 2021A2. Series 2021A2 exercise date is 1.1.2026-31.12.2026.

CEO Magnus Leijonborg's pension scheme

Pension accumulation and retirement age of the CEO is determined by the terms of the applicable law in Sweden. Pension payment for the CEO is based on the Swedish regulations. The company has also taken out a voluntary unit-linked pension insurance for the CEO. The total pension in 2025 was 30 953 euros.

CEO Magnus Leijonborg's conditions for termination

The CEO's period of notice is six months upon termination by the company and six months upon termination by the CEO.