



digia

Remuneration Report  
2025

# To shareholders from the Chair of the Compensation Committee

## Dear Digia Plc shareholders,

On behalf of the Compensation Committee and the Board of Directors, I would like to present Digia Plc's Remuneration Report for 2025, which has been prepared in accordance with current legislation and the 2025 Corporate Governance Code. The report provides an overview of how Digia's Board of Directors and CEO were compensated in 2025. It also provides a summary of the remuneration paid by Digia in relation to our performance in 2021–2025, as well as an explanation of the share-based incentive scheme for 2023–2025 and the short-term target bonus scheme for the 2025 financial year.

Digia is a software and service company that combines technological possibilities and human capabilities to build intelligent business, society, and a sustainable future. The purpose of remunerations paid by the company is to support its business strategy and promote long-term financial success, competitiveness, and the favorable development of shareholder value.

2025 was the third and final year of our strategy period and Digia's tenth consecutive year of profitable growth. Our full-year net sales grew by 5.5 per cent to EUR 217.0 million. Our operating profit (EBITA) stood at EUR 21.3 million. The Net Promoter Score (NPS), which measures customer satisfaction, improved by 34 percent. However, the Employee Net Promoter Score (eNPS), which measures employee satisfaction, saw a year-on-year decrease. This was largely a reflection of the efficiency measures taken during 2025 in response to challenging market conditions. The other main indicator for Digia's employee experience, the engagement index, remained at the same level as in 2024. Digia's overall success was good in spite of the challenging market situation.

The remuneration of Digia's Board of Directors and senior management is based on Digia Plc's Remuneration Policy for Governing Bodies, on which shareholders made an advisory decision at the Annual General Meeting on March 20, 2024. 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 incentive schemes for senior management.

Sustainability has established itself as part of both the long- and short-term incentive schemes for management alongside financial targets. Both incentive schemes include a sustainability target, which consists of an index that measures our ESG sustainability target entity. The role that sustainability plays in incentive schemes has also been covered in more detail in Digia's 2025 Group Sustainability Report, which is part of the Board of Directors' Report and is published in accordance with the EU's Corporate Sustainability Reporting Directive.

I would like to thank everyone for the past year, and also for the trust I have been endowed with as Chair of Digia's Compensation Committee. It will be exciting to begin working on Digia's next phase of sustainable growth for the 2026–2028 strategy period. We are entering an interesting phase of our development in which transformation driven by artificial intelligence will play a key role.

### **Outi Taivainen**

Chair of the Compensation Committee



# Introduction

## Summary: Digia's remuneration in the 2025 fiscal year in relation to performance

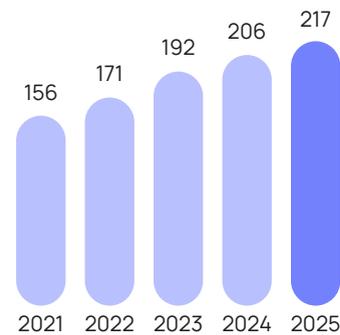
The remuneration of Digia's governing bodies is based on Digia Plc's Remuneration Policy for Governing Bodies, on which shareholders made an advisory decision at the Annual General Meeting on March 20, 2024. The Remuneration Policy will remain in effect until the 2028 Annual General Meeting unless the 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 website: [digia.com/en/investors/governance/remuneration](https://digia.com/en/investors/governance/remuneration).

Digia's Board of Directors has approved this Remuneration Report on the proposal of the Compensation Committee and the report will be presented to the Annual General Meeting in spring 2026. The purpose of remunerations paid by the company is to support its business strategy and promote long-term financial success, competitiveness, and the favorable 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 2025 fiscal year complied with Digia's Remuneration Policy for Governing Bodies. There was no need to deviate from the policy or to claw back remuneration.

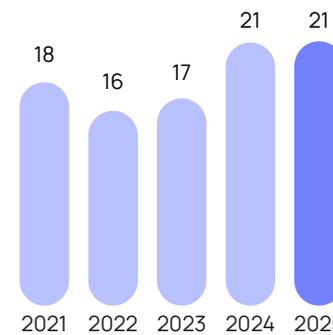
In 2025, Board members were paid a fixed monthly fee plus meeting fees. The amounts paid depended on the role in question – Chair, Vice Chair, or member of the Board, and Chair or member of a committee. The fees paid are disclosed below in the section Board remunerations 2025.

The total remuneration paid to the CEO in 2025 consisted of a fixed salary, customary fringe benefits, and target bonuses paid on the basis of the short-term incentive scheme. The incentive schemes and the total remuneration paid to the CEO are described in detail below in the sections *CEO's remuneration 2025* and *Incentive schemes*.

Net sales  
EUR million



Trend in operating profit (EBITA)  
EUR million



Trend in share price and dividends  
EUR



## Development of Digia's financial performance and remuneration 2021–2025

The following section describes the development of the remuneration paid to members of the Board of Directors and the CEO as of 2021, compared to the development of the average remuneration paid to employees and the financial performance 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 average salary costs. When comparing identical persons at the beginning and end of the year, the development of salary costs is higher than the development of average costs. Some of Digia's employees are also covered by a short-term incentive scheme or other variable pay components. The figure for personnel salaries includes fixed salaries, target bonuses, and other variable pay components.

It is primarily the company's senior management that participates in the long-term share-based incentive scheme. Long-term incentives were paid in spring 2023. However, in order to maintain comparability, the cost of the long-term share-based incentive scheme is not included in the table for personnel salary costs. The costs of the long-term shared-based incentive scheme can be seen in the section *CEO's salary and variable pay components* for 2023. If earned, long-term incentives will next be paid in spring 2026 on the basis of the long-term share-based incentive scheme for 2023–2025.

Remuneration development 2021–2025*	2021	2022	2023	2024	2025
Annual remuneration of the Chair of the Board (fixed monthly fee + meeting fees) (EUR)	88,500	87,000	86,652	80,000	88,500
Annual remuneration of the other members of the Board of Directors (fixed monthly fee + meeting fees) total (EUR)	263,000	255,000	266,435	246,500	240,975
CEO's salary and variable salary components total (EUR)	427,760	369,132	981,012**	392,100	445,936
Average salary costs of Digia personnel (total salary costs divided by the average number of personnel) (EUR)	60,978	62,259	64,642	65,492	65,705
Net sales (MEUR)	155,9	170,8	192,1	205,7	217,0
Operating profit (EBITA) (MEUR):	17,7	15,7	16,7	21,2	21,3
Earnings per share (EPS) (EUR)	0,44	0,36	0,37	0,50	0,49
Dividends paid (according to the closing year) (EUR)	0,15	0,17	0,17	0,17	0,18
Official closing price of the share in the fiscal year (EUR)	7,04	5,71	5,40	6,66	6,64
Market capitalization (EUR)	188,839,010	153,163,458	144,848,104	178,645,995	178,109,521

\* During 2025, Digia acquired the Savangaard Group in Poland, whose figures are shown in full as of June 2025.

\*\* Payment of long-term shared-based incentives.

# Board remunerations 2025

The 2025 Annual General Meeting decided on the payment of monthly fees of EUR 3,500 to Board members, EUR 4,500 to the Vice Chair and EUR 6,000 to the Chair for their work on the Board for the duration of the term expiring at the end of the 2026 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. In addition, Board members will be reimbursed for ordinary and reasonable expenses resulting from Board work against an invoice. Payments for expenses totaled EUR 2,752.63 in 2025.

The following emoluments were paid to members of Digia's Board of Directors for Board and Committee work during the 2025 financial year:

	Roles and committees	Annual fee	Meeting fees for Board and Committee meetings	Total
<b>Martti Ala-Härkönen</b>	Vice Chair of the Board of Directors Chair of the Audit Committee Member of the Nomination Committee (until May 16, 2025)	20,475	5,000	25,475
<b>Santtu Elsinen</b>	Vice Chair of the Board (as of May 16, 2025) Chair of the Board's Audit Committee Chair of the Board's Nomination Committee	49,500	13,500	63,000
<b>Robert Ingman</b>	Chair of the Board of Directors Member of the Nomination Committee Member of the Compensation Committee.	72,000	16,500	88,500
<b>Sari Leppänen</b>	Member of the Board Member of the Remuneration Committee Member of the Audit Committee	42,000	8,000	50,000
<b>Henry Nieminen</b>	Member of the Board of Directors Member of the Audit Committee	42,000	6,500	48,500
<b>Outi Taivainen</b>	Chair of the Board of Directors Chair of the Compensation Committee Member of the Nomination Committee	42,000	12,000	54,000
<b>Total</b>		<b>267,975</b>	<b>61,500</b>	<b>329,475</b>

# CEO's remuneration 2025

The total compensation paid to the CEO in 2025 consisted of a fixed salary, customary fringe benefits, and short-term incentives. The company's remuneration policy and incentive schemes are performance-based. Therefore, the reward level of the CEO's incentive schemes also reflects the implementation of the company's business strategy, its long-term financial success and competitiveness, and favorable developments in shareholder value.

In May 2024, the CEO's fixed total salary was revised as part of the normal salary review process. As of April 1, 2025, the CEO's total salary will be EUR 29,000 per month (EUR 27,500 until March 31, 2025).

The earning potential of the CEO's short-term incentive scheme remained unchanged (maximum 80%).

In 2025, the CEO was paid a total salary (including fringe benefits) amounting to EUR 360,084.48 and short-term incentives totaling EUR 85,851.75. Some short-term incentives are paid after the end of the earnings year. Therefore, the short-term incentives paid to the CEO in 2025 included incentives earned in both 2024 and 2025. The incentive consisted of the realized items described below. The CEO received the company's ordinary personnel and fringe benefits.

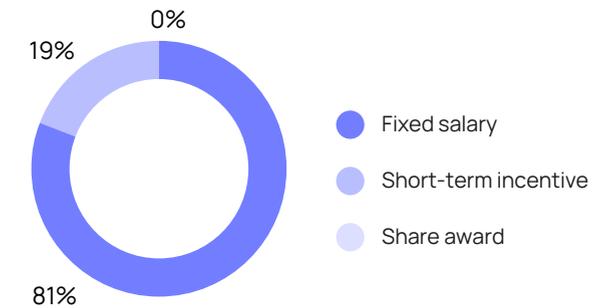
## Salaries and remunerations paid to the CEO in the 2025 fiscal year

The CEO was paid the following as salary and other benefits during the 2025 fiscal year:

Remuneration component	Paid in 2025
Fixed total salary (incl. fringe benefits)	360,084.48
Short-term incentive (STI)	85,851.75
Long-term incentive scheme bonus (2023-2025 incentive scheme)	Not paid; payable in spring 2026
<b>Total</b>	<b>445,936.23</b>

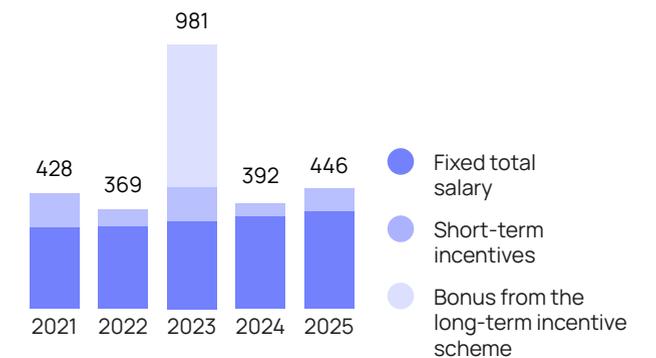
## CEO's remuneration structure

Paid 2025



## CEO's salaries and remunerations 2021-2025

1,000 EUR



# Incentive schemes

## Long-term share-based incentive scheme, 2023–2025

Digia Plc has a long-term, share-based incentive scheme that covers the calendar years 2023–2025 and has been approved by the Board of Directors. It offers participants the chance to earn company shares on the basis of targets set by the Board of Directors for the three-year bonus period. These targets are based on the company's net sales, cumulative earnings per share (EPS) for 2023-2025, and sustainability objective. The earnings period for indicators is three years (2023–2025), and the targets for all indicators have been set for the final date of the earnings period.

In principle, the target group consists of the CEO and the company's senior executives. The scheme may also cover other individual key personnel. 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.

Earnings period	Long-term share-based incentive scheme 2023–2025
Targets and weighting	Net sales (50%) Cumulative earnings per share (EPS) (40%) Sustainability target (10%)
Payment	Spring 2026

## Short-term target bonus scheme – 2025 fiscal year

The short-term incentive scheme for the 2025 fiscal year corresponds to the target bonus scheme for 2024 in terms of its structure and principles. Although the main emphasis of the earnings criteria for the incentive scheme is on the company's annual performance, the goal is to set indicators that will also support the company's long-term success.

The earnings criteria for the 2025 target bonus scheme are based on the company's net sales and operating profit (EBITA), and its sustainability targets. These criteria are also fully in line with the performance criteria set for the CEO. For other senior executives, the scheme has to some extent enabled the setting of personal indicators that measure the company's key transformation and business objectives. These are annual targets with an interim target set for the first half-year. An advance incentive will be paid for reaching this interim target, and the payment will be made in August. Any advance payments will be deducted from the incentive paid for achieving the full-year target, which will be paid in February of the following year.

All bonus indicators are assessed independently of each other, but if the full-year operating profit falls short of the set EBITA threshold value, the portion of the target bonus that is assessed at the end of the year will not be paid.

Earnings criterion, remuneration of the CEO (all criteria are Digia-level indicators)	Weight
Net sales	50%
EBITA	40%
Sustainability Index	10%



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