

## TERMS AND CONDITIONS OF DIRECTED SHARE ISSUE

Based on the authorization granted by the Extraordinary General Meeting of the shareholders of Tecnotree Corporation (the "**Company**") on 30 July 2021, the Board of Directors of the Company has on 30 July 2021 resolved to offer a maximum of 30,577,778 new shares in the Company (the "**Shares**") for subscription to Joensuun Kauppa ja Kone Oy ("JKK") and Oy Hammarén & Co Ab ("Hammarén") on the following terms and conditions.

### 1. SUBSCRIPTION RIGHT

All Shares are offered for subscription in deviation from the pre-emptive subscription right set forth in Chapter 9, Section 3 of the Finnish Limited Liability Companies Act (624/2006, as amended) as follows:

Subscriber	Number of shares
Joensuun Kauppa ja Kone Oy	27,800,000
Oy Hammarén & Co Ab	2,777,778
<u>Total</u>	30,577,778

The purpose of the directed issue is to support the debt repayment capability and strengthen the working capital of the Company (the "**Financing Requirements**"), so there is a weighty financial reason for the Company, as referred to in Chapter 9, section 4(1) of the Finnish Companies Act, for the directed issue and for the deviation from the shareholder's pre-emptive right.

### 2. SUBSCRIPTION PRICE

The subscription price of the Shares is EUR 0.72 per share, i.e., EUR 22,016,000.16 in total for all the Shares offered for subscription. The subscription price is based on the negotiations between the Company, JKK and Hammarén and is thus justified in order to secure the Financing Requirements.

The subscription price shall be recorded in the reserve for invested unrestricted equity of the Company.

### 3. SUBSCRIPTION AND PAYMENT OF THE SHARES

The subscription period of the Shares shall commence on 31 July 2021 at 12 noon Finnish time and end on 6 August 2021 at 12 noon Finnish time. The subscription of the Shares shall take place by using the attached subscription list (Attachment) or in another manner approved by the Board of Directors of the Company. By virtue of a resolution of the Board of Directors the Company, the subscription period can be terminated or extended.

Payment for the Shares subscribed for shall be made to the bank account designated by the Company. The subscription price shall be paid in cash.

#### **4. PAYMENT PERIOD OF THE SHARES**

The subscription price of the Shares shall be paid no later than 30 August 2021 in accordance with the instructions given by the Board of Directors of the Company. By virtue of a resolution of the Board of Directors the Company, the payment period can be extended.

#### **5. SHAREHOLDER RIGHTS**

The Shares are of the same class as the existing shares in the Company. The Shares carry a right to dividend and other shareholder rights as from their registration with the Finnish Trade Register and in the shareholders' register of the Company maintained by Euroclear Finland.

#### **6. REGISTRATION OF THE SHARES TO BOOK-ENTRY ACCOUNT AND TRADING**

The Shares subscribed for in the share issue and fully paid shall be issued as book-entries and recorded in the book-entry system maintained by Euroclear Finland Ltd after the registration of the Shares with the Finnish Trade Register on or about 1 September 2021. The Shares will be combined with Tecnotree's present class of shares (ISIN code FI0009010227, trading symbol TEM1V) and listed for trading on the main list of NASDAQ Helsinki Ltd together with the other shares of Tecnotree's present class of shares on or about 2 September 2021.

#### **7. GOVERNING LAW AND DISPUTE RESOLUTION**

The share issue and the Shares shall be governed by the laws of Finland. Any dispute, controversy or claim arising out of or in connection with the share issue shall be settled by a competent court in Finland.

#### **8. OTHER ISSUES**

The Board of Directors of the Company will decide on other matters and practical measures related to the issuance of the Shares and the share issue.

These terms and conditions have been prepared in Finnish and in English. In the case of any discrepancy between the Finnish and English versions, the Finnish version shall prevail.