

NIXU CORPORATION – SHARE ISSUE 1/2019

Directed Share issue to the Personnel and Management; Terms and Conditions of the Share Issue

1. New Shares

1.1 Nixu Corporation Plc (the "**Company**") has on March 27, 2019 resolved to approve and implement an All-Employee Matching Share Plan 2019–2021 which provides that the employees of the Company and its subsidiaries having a permanent employee status on May 1, 2019, as decided by the Company's Board of Directors of Directors, (the "**Employees**") are provided an opportunity to subscribe for new shares in the Company subject to and in accordance with these terms and conditions (the "**Share Issue**").

1.2 A maximum of 100,000 new shares in the Company (the "**New Shares**") will be issued in the Share Issue. The Share Issue is based on the authorization granted by the Company's Annual General Meeting on April 25, 2018.

2. Subscription right and deviation from the pre-emptive subscription right of the shareholders

2.1 In deviation from the shareholders' pre-emptive subscription right, the New Shares are offered for subscription to the Employees (each a "**Subscriber**"). Each Subscriber is offered to subscribe the minimum number of 50 and the maximum number of 2,000 New Shares.

2.2 The purpose of the Share Issue is to continue to further incentivise and engage the Employees, and align their interest with the Company and its shareholders. Therefore, there are weighty financial reasons to deviate from the shareholders' pre-emptive subscription right as indicated in Chapter 9 Section 4 Paragraph 1 of the Finnish Limited Liability Companies Act.

2.3 The subscription rights regarding the New Shares offered pursuant to these terms are non-transferable.

3. Subscription of New Shares

3.1 The subscription period for the New Shares starts on May 2, 2019 at 12:00 EET and ends on May 23, 2019 at 12:00 EET. The Board of Directors may extend the share subscription period.

3.2 The New Shares shall be subscribed for by using the subscription form provided by the Company.

3.3 The Board of Directors decides upon the allocation of the subscription rights regarding the New Shares and the approval or dismissal of the subscriptions in whole or partly. In the situation of a possible oversubscription, the Board of Directors decides on how

the New Shares shall be allocated among the Subscribers, but primarily by cutting the largest subscriptions. The Company shall repay the subscription price payments not qualifying for New Shares without delay. No interest is paid to the repaid subscription price.

4. Subscription price for the New Shares and payment of the subscription price

4.1 The Board of Directors shall determine the subscription price of the New Shares based on the volume weighted average price of the Company's share on Nasdaq Helsinki Ltd. during the period between April 1, 2019 and April 30, 2019. The Board of Directors shall confirm the EUR amount of the subscription price per share separately.

4.2 The subscription price shall be paid to the bank account designated by the Company at the latest on June 6, 2019. The Board of Directors may extend the period for payment of the subscription price. The Board of Directors is entitled to decide on rejecting the subscriptions not paid accordingly. The Board of Directors may also decide to allocate the non-paid New Shares to the other Subscribers.

4.3 The total subscription price for the New Shares shall be recorded in its entirety to the invested non-restricted equity fund of the Company.

5. Transfer restriction

5.1 The New Shares and/or rights or obligations related thereto may not be assigned, pledged, sold, transferred or in any other manner disposed prior to a business day determined by the Board of Directors during a period commencing on (and including) February 15, 2021 and ending on (and including) March 31, 2021 (the "**Transfer Restriction**"). The Transfer Restriction shall be removed at the request of the Subscriber provided that the Subscriber has discharged his/her obligations under the All-Employee Matching Share Plan referred to in Section 1.1 towards the Company. The Subscriber is not entitled to any of the matching Shares payable under the said All-Employee Matching Share Plan after the removal of the Transfer Restriction. The Board of Directors is, in addition and notwithstanding the above, entitled to decide on deviations from, changes to and on the removal of the Transfer Restriction in its discretion.

6. Dividend and other shareholder rights

6.1 The New Shares entitle their holders to dividend distribution and to other shareholder rights once registered on the Securities Depository Account for the Subscriber.

7. Incorporation of the New Shares in the book-entry system and applying for admission to public trading

7.1 The New Shares shall be issued in book-entries in the book-entry system maintained by Euroclear Finland Ltd. The New Shares shall be recorded on the personal book-entry account or on an omnibus nominee securities depository account, as applicable in case of each Subscriber, once the shares have been registered with the Finnish Trade Register. The New Shares shall be applied for admission to trading on Nasdaq Helsinki Ltd.

The Company's shares' trading code is NIXU and ISIN code is FI0009008387.

8. Applicable law and dispute resolution

- 8.1 These terms shall be governed by the laws of the Republic of Finland without any reference to the conflict of laws principles thereof.
- 8.2 Any dispute concerning the interpretation and/or application of the terms or otherwise arising from these terms between the parties concerned, which has not been settled through negotiation between the parties concerned, shall be finally settled by arbitration by one arbitrator in accordance with the Arbitration Rules of the Finland Chamber of Commerce. The arbitration proceedings shall take place in Helsinki, Finland. The arbitration costs shall be borne by the Company irrespective of the outcome, provided that the Subscriber's demand for arbitration was not manifestly unfounded, in which event the costs incurred shall be borne by the Subscriber.

9. Other terms

- 9.1 The Company processes personal data of the Employees for the operational purposes of the Share Issue. This includes providing information to the party selected to act as the arranger for the Share Issue.
- 9.2 The Board of Directors shall decide upon other matters related to the issue of the New Shares and to the Share Issue and for practical measures arising thereof.
- 9.3 These terms have been drafted in Finnish and translated into English. Should any discrepancies exist between the English and the Finnish versions, the Finnish version shall prevail.