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The Finnish Financial Supervisory Authority has approved Digitalist Group's Registration Document

The Finnish Financial Supervisory Authority has approved Digitalist Group Plc's ("Company") registration document ("Registration Document") pursuant to the Finnish Securities Market Act on 4 July 2017. The Registration Document contains information on the Company and its business and financial position. The Registration Document is valid for 12 months after its approval.

For its entire period of validity, the Registration Document will be available in Finnish as an electronic version approximately as of 4 July 2017 on the Company's website at the address <http://www.digitalistgroup.com/fi/investor/shares/share-issues>. Upon request, a free hard copy of the Registration Document can be provided by ordering it at address communications@digitalistgroup.com or by mail at the address Digitalist Group Plc, P.O. Box 486, 00101 Helsinki. The Registration Document is only available in the Finnish language.

DIGITALIST GROUP PLC

Board of Directors

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DIGITALIST GROUP PLC

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Terms of the directed share issues

1 Directed share issue to pay the purchase price of the asset purchase of Rome Advisors Oy

New shares

The company issues 2 677 074 new company shares in the share issue.

The shares issued in the share issue are equivalent to approximately 0.73 per cent of all of the company's shares and votes before the share issue and approximately 0.72 per cent of all of the company's shares and votes after the share issue, provided that the share issue is subscribed for in full.

Subscription right and deviation from shareholder's pre-emptive subscription right

All the new shares are offered in derogation from the pre-emptive subscription right of the shareholders for subscription by Rome Advisors Oy (which is deemed to constitute a 'qualified investor').

The purpose of the directed share issue is to execute the purchase of Rome Advisors Oy's #DIGITALIST business ("**Transaction**") in accordance with the purchase agreement ("**Purchase Agreement**") between the company and Rome Advisors Oy concerning the Transaction by paying the purchase price with the new company shares issued. Hence, the Company has a weighty reason for acting in derogation from the pre-emptive subscription right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Limited Liability Companies Act.

The subscription right to the shares under these terms may not be transferred or assigned to a third party.

Subscription and subscription period of the shares

The subscription of the shares shall take place in connection with the signing of the asset purchase set out in the Purchase Agreement on 26 April 2017 in a separate subscription list. The Board of Directors may extend the share subscription period.

The subscription is binding, and it cannot be altered or cancelled.

Subscription price of the shares and payment of the subscription price

The subscription price of the shares shall be paid by a contribution in kind by assigning the object of the transaction set out in the Purchase Agreement to the company. The total subscription price of the shares is EUR 350 000, i.e. approximately EUR 0.130739758 per share. The non-cash consideration and the payment it covers have been specified and factors affecting the valuation of the assets as well as methods used in the valuation have been described in the report issued by the company's Board of Directors.

The subscription price of the shares is based on the Purchase Agreement between the company and the subscriber of the shares, under which the amount of the company's consideration shares issued for the payment of the purchase price is determined by dividing the sum of the purchase price (EUR 350 000) by the mean price of Ixonos Plc's share weighted with the trading amounts of the period of three months in the Nasdaq Helsinki Ltd preceding the signature of the Purchase Agreement. If the amount of shares to be offered to the subscriber is not a whole number, the number of shares shall be rounded up to the nearest full share.

The non-cash consideration forming the subscription price of the shares shall be assigned to the company on the terms set out in the Purchase Agreement, and it will transfer to the company in connection with the share subscription. The Board of Directors may extend the subscription price's term of payment.

The subscription price of the shares shall be credited in full to the company's reserve for invested unrestricted equity.

Right to dividend and other shareholder rights

The subscribed shares entitle to dividends possibly distributed by the company and carry other shareholder rights starting from when the shares have been entered in the Trade Register and the shareholders' register of the company.

Entry of new shares in book-entry accounts

The shares subscribed for in the share issue will be entered in the subscriber's book-entry account once the new shares have been entered in the Trade Register.

Accepting the subscriptions

The share issue is conditional upon the Transaction being carried out and upon that the Board of Directors has accepted the share subscriptions. If the transaction has not been carried out by 26 April 2017, this decision of the Board of Directors on a directed share issue will cease to be in effect. The Board of Directors of the Company shall accept all subscriptions made on the basis of the subscription right and in accordance with these terms and conditions as well as in accordance with the laws and provisions governing share subscription.

Lock-up

In the share issue, a lock-up during which the shares may not be transferred shall be applied to shares subscribed for by Rome Advisors Oy. The lock-up shall dissolve gradually during the period of two years as set out in the Lock-Up Agreement pertaining to the shares and related to the Purchase Agreement.

Information

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act will be on view as of the start of the subscription period at the Company's head office at Arkadiankatu 2, FI-00100 Helsinki, Finland.

Note to investors and governing law and dispute resolution

The shares may not directly or indirectly be offered, sold, resold, transferred or delivered to Australia, Japan, Canada, Hong Kong, South Africa, the United States or any other country where offering the shares would be illegal. Documents related to the share issue may not be delivered to persons in these countries. No actions have been taken to register the shares or the share issue or to generally offer the shares in other countries than Finland.

The company's shareholder or other investor is considered to have accepted the aforementioned limitations to the share issue, and the shares shall be governed by Finnish law. Any possible disputes arising from the share issue shall be resolved in a competent court in Finland.

Other matters

The Board of Directors of the company shall decide upon other matters related to the share issue and practical measures arising thereof.

2 Directed share issue to Rome Advisors Oy to be paid in cash

New shares

The company issues 2 294 635 new company shares in the share issue.

The shares issued in the share issue are equivalent to approximately 0.62 per cent of all of the company's shares and votes before the share issue and approximately 0.62 per cent of all of the company's shares and votes after the share issue, provided that the share issue is subscribed for in full.

Subscription right and deviation from shareholder's pre-emptive subscription right

All the new shares are offered in derogation from the pre-emptive subscription right of the shareholders for subscription by Rome Advisors Oy (which is deemed to constitute a 'qualified investor').

The funds derived from the Share Issue will be used to maintain and improve the solvency of the group, so the company has weighty financial reasons for the Share Issue and for deviating from the pre-emptive right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Finnish Limited Liability Companies Act.

The subscription right to the shares under these terms may not be transferred or assigned to a third party.

Subscription and subscription period of the shares

The subscription of the shares shall take place in connection with the signing of the asset purchase ("Transaction") set out in the Purchase Agreement on 26 April 2017 in a separate subscription list. The Board of Directors may extend the share subscription period.

The subscription is binding, and it cannot be altered or cancelled.

Subscription price of the shares and payment of the subscription price

The total subscription price of the shares is altogether EUR 300 000, i.e. approximately EUR 0.130739758 per share. The subscription price of the shares has been determined as the mean price weighted with the trading amounts of the Ixonos Plc share of the period 25 January 2017 – 25 April 2017 in Nasdaq Helsinki Ltd.

The subscription price of the shares subscribed for in the share issue shall be paid to the company's bank account in full without undue delay in accordance with the instructions given by the Board of Directors, yet no lat-

er than by 27 April 2017. The Board of Directors may extend the subscription price's term of payment.

The subscription price of the shares shall be credited in full to the company's reserve for invested unrestricted equity.

Right to dividend and other shareholder rights

The subscribed shares entitle to dividends possibly distributed by the company and carry other shareholder rights starting from when the shares have been entered in the Trade Register and the shareholders' register of the company.

Entry of new shares in book-entry accounts

The shares subscribed for in the share issue will be entered in the subscriber's book-entry account once the new shares have been entered in the Trade Register.

Accepting the subscriptions

The share issue is conditional upon the Transaction being carried out and upon that the Board of Directors has accepted the share subscriptions. If the transaction has not been carried out by 26 April 2017, this decision of the Board of Directors on a directed share issue will cease to be in effect. The Board of Directors of the Company shall accept all subscriptions made on the basis of the subscription right and in accordance with these terms and conditions as well as in accordance with the laws and provisions governing share subscription.

Information

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act will be on view as of the start of the subscription period at the Company's head office at Arkadiankatu 2, FI-00100 Helsinki, Finland.

Note to investors and governing law and dispute resolution

The shares may not directly or indirectly be offered, sold, resold, transferred or delivered to Australia, Japan, Canada, Hong Kong, South Africa, the United States or any other country where offering the shares would be illegal. Documents related to the share issue may not be delivered to persons in these countries. No actions have been taken to register the shares or the share issue or to generally offer the shares in other countries than Finland.

The company's shareholder or other investor is considered to have accepted the aforementioned limitations to the share issue, and the shares shall be governed by Finnish law. Any possible disputes arising from the share issue shall be resolved in a competent court in Finland.

Other matters

The Board of Directors of the company shall decide upon other matters related to the share issue and practical measures arising thereof.