



**Company announcement, Helsinki, 17 April 2019, at 2 PM**

**Nexstim Plc: Nexstim Plc has prepared a supplement to the prospectus dated 26 March 2019**

Nexstim Plc (NXTMH:HEX, NXTMS:STO) ("Nexstim" or "Company"), the targeted neuromodulation company developing and marketing pioneering navigated personalised, non-invasive brain stimulation systems for the treatment of Major Depressive Disorder (MDD), announces that the Company has prepared a supplement to the prospectus dated 26 March 2019. The supplement is based on certain corrections made to the prospectus approved by the Finnish Financial Supervision Authority on 26 March 2019, the English-language version of such prospectus and the Swedish summary of such prospectus notified with the Swedish Financial Supervision Authority.

The Finnish Financial Supervisory Authority has today on 17 April 2019 approved the supplement which is attached in full here:

**SUPPLEMENT TO NEXSTIM PLC'S PROSPECTUS DATED 26 MARCH 2019 (FIVA  
23/02.05.04/2019)**

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Nexstim Plc ("Nexstim" or the "Company") supplements the Company's prospectus relating to its subscription rights issue approved by the Finnish Financial Supervision Authority on 26 March 2019 (the "FSA-Prospectus"), the English-language version of such FSA-Prospectus (the "Eng-Prospectus") and the Swedish summary of such FSA-Prospectus notified with the Swedish Financial Supervision Authority (in Swedish: *Finansinspektionen*) ("Sw-Summary") as set forth below (the FSA-Prospectus, Eng-Prospectus and Sw-Summary jointly referred to as the "Prospectus").

The information below should be read together with the Prospectus.

**Corrections to the Prospectus**

The Prospectus is hereby corrected and amended as follows (all amendments below in ***bold and italic*** text):

On the second cover page of the FSA-Prospectus, the following sentence is ***deleted*** under the heading "***TÄRKEÄÄ TIETOA JA HUOMAUTUKSET SIJOITTAJILLE***":

***"Jos näissä on eroja, suomenkielinen Esite on ensisijainen."***

In Element D.1 of the summary of the Eng-Prospectus, the following items are ***added*** (as risks specific to the Company and its industry):

- The Company may be adversely affected by fluctuations in exchange rates***
- The Company may be adversely affected by fluctuations in interest rates***

In Element E.1 of the summary of the Eng-Prospectus, the net proceeds of the Offering are ***corrected*** as follows:

"The Company expects to receive net proceeds from the issuance of the Offer Shares of approximately ***EUR 4.7 million***, after deducting estimated offering expenses payable by the Company of approximately EUR

# Nexstim

0.6 million, in the aggregate (of which a maximum of approximately EUR 0.1 million is paid as fee for underwriting commitment set forth in section E.3 below which is payable in cash and/or shares of the Company at the discretion of the Company).”

In Element E.6 of the summary of the Eng-Prospectus, the possible dilution effect of the directed share issue is **corrected** in the last paragraph as follows:

” If the Offering is subscribed in full and shares also issued in a separate directed issues as set forth above (see E.3 “Terms and conditions of the offer - Directed issues of shares arranged in connection with the Offering) of the maximum amount of 1,665,575, the number of the Company’s shares may rise after the Offering to (assuming full subscription of the Offering and shares which may be subscribed with Offer Warrants) 73,247,987 shares. These shares issued in the directed share issues would correspond to approximately **51.2 per cent** of all the Company’s shares before the Offering (and such directed issued) and approximately **2.3 per cent** of the Company’s shares after the Offering, subscription of the shares based on the Offer Warrants and the directed issues, assuming that the Offering and shares issued in the directed issues are fully subscribed and all the Offer Warrants offered for the subscribers of Offer Shares are used for subscription of shares.”

In Element B.9 of the Sw-Summary (“resultatprognos eller beräkning”) numbering of the sub-paragraphs is **corrected** as follows:

- (f) corrected to be **(a)**
- (g) corrected to be **(b)**
- (h) corrected to be **(c)**
- (i) corrected to be **(d)**
- (j) corrected to be **(e)**

In Element E.6 of the Sw-Summary, the possible dilution effect of the directed share issue is **corrected** in the last paragraph as follows:

” Om Erbjudandet blir fulltecknat och aktier även ges ut genom en riktad emission såsom beskrivs ovan (se E.3 ”Villkor för erbjudandet – Riktade emissioner i samband med erbjudandet) inom maximigränsen på 1 665 575 aktier, kan antalet aktier i Bolaget öka från antalet aktier efter Erbjudandet (förutsatt att Erbjudandet fulltecknas och att alla Erbjudandewarranter som erbjuds till tecknarna utnyttjas för teckning av aktier) till 73 247 987 aktier. Dessa aktier som emitteras i de riktade emissionerna motsvarar cirka **51,2 procent** av aktierna i Bolaget före Erbjudandet och cirka **2,3 procent** av aktierna i Bolaget efter Erbjudandet, teckning av aktier med Erbjudandewarranterna och de riktade emissionerna, under antagande att Erbjudandet och de aktier som ges ut i de riktade emissionerna fulltecknas och att alla Erbjudandewarranter som tilldelas till tecknarna av Erbjudandeaktier utnyttjas för teckning av aktier.”

On page 12 of the Eng-Prospectus, the following sentences are **added** in respect of the risk factor “Investors in the Sweden participating in the Offering may be adversely affected by fluctuations in foreign exchange rates”:

“Nexstim's reporting currency is euro. However, the shares admitted to trading on First North Sweden, including the Offer Shares, will be traded and settled in Swedish crowns. Further, any potential future dividends will be denominated and distributed by the Company in euro. However, as regards to Shares held on book-entry accounts in the system of Euroclear Sweden, investors would receive the dividends in Swedish crowns after currency conversion from euro. Consequently, the market price of the Shares and the dividends received in Swedish crowns are affected by the changes in the exchange rate of the Swedish crown and euro. Therefore, as the Swedish crown is not fixed against the euro, any change in the exchange rate between the Swedish **crown and euro could have an effect on revenues of the share investment of a shareholder. Value of dividends or other assets distributed in Swedish crown and value of shares**

# Nexstim

*denominated in First North Sweden in Swedish crowns may* increase or decline as a result. This may have a material adverse effect on the market price of the Company's shares traded on First North Sweden and the future cash flows from dividends of the investors with Shares registered with Euroclear Sweden."

On page 21 of the Eng-Prospectus, the following *correction is made* in respect of expenses of the Offering under heading "REASONS FOR THE OFFERING AND USE OF PROCEEDS":

"The Company expects that the total proceeds of the Offering are at maximum EUR 5.2 million based on the maximum number of Offer Shares (45,552,444 Offer Shares) and the Subscription Price of EUR 0.115 per Offer Share. The Company expects to receive net proceeds from the issuance of the Offer Shares of approximately EUR 4.7 million, after deducting estimated offering expenses payable by the Company of approximately **EUR 0.6 million**, in the aggregate (of which a maximum of EUR 0.1 million is paid as fee for underwriting commitment set forth in "Arrangements related to the Offering – Underwriting commitments" of the Prospectus which fee is payable in cash and/or shares of the Company at the discretion of the Company)."

On page 33 of the Eng-Prospectus, the following *correction is made* under the heading "Underwriting commitments":

"Investor	Amount of underwriting (EUR)
Lago Capital Oy	<b>200,000"</b>

On page 61 of the Eng-Prospectus, the following *correction is made* to the number of the year under the heading "Organisation and employees":

"As of 31 December **2018**, Nexstim employs 34 full-time employees (FTEs). The allocation of the employees between the group companies is presented in the following".

On page 74 of the Eng-Prospectus, the following *correction is made* to the number of the year in the last bullet point under the heading "RSU plan":

"– The Board of Directors resolved on 25 March **2019** to issue altogether 5,759 new shares without payment to four members of the Board of Directors. The members of the Board of Directors participating in the plan are Ken Charhut, Tomas Holmberg, Rohan Hoare and Juliet Thompson. Ken Charhut, Rohan Hoare and Juliet Thompson each received 1,354 shares and Tomas Holmberg 1,697 shares based on the amount of the gross reward for the vesting period 2018-2019 determined by the Annual General Meeting on 28 March 2018."

On page 81 of the FSA-Prospectus, the following external membership *is added* in respect of the member of the Board of Directors Tomas Holmberg:

"Tomas Holmberg	Organisaatio	Jäsenyys	Alkanut	Päättynyt
	<b>Envoice Finland Oy</b>	<b>Hallituksen jäsen</b>	<b>2016</b>	<b>2017"</b>

## Availability of certain documents

A copy of this supplement and the Finnish Financial Supervisory Authority's approval of this supplement are available during normal business hours at the Company's head office at Elimäenkatu 9 B, 00510 Helsinki.

# Nexstim

## **Cancellation of subscriptions**

Investors who have subscribed for Offer Shares before the publication of this supplement to the Prospectus may choose to cancel their subscriptions. The cancellation right must be exercised within a cancellation period of two (2) Finnish banking days from the publication of this supplement to the Prospectus, i.e., no later than on 23 April 2019 at 18:00 Finnish time (17:00 Swedish time).

Cancellations must be filed with the office with which the subscription was placed. However, subscriptions placed on the website of Aqurat Fondkommission AB cannot be cancelled on the website but should be cancelled by contacting Aqurat Fondkommission AB at [info@aqurat.se](mailto:info@aqurat.se) or by telephone +46 8-684 05 800.

In accordance with chapter 4 section 14 of the Finnish Securities Markets Act, the right to cancel is furthermore subject to the supplemented issue being disclosed/ published prior to the respective security is delivered to the investors. In the event interim shares of Nexstim have already been delivered to the investor based on exercise of the subscription right, the primary subscription of such shares may not be cancelled. In such event, it is possible to cancel secondary subscription.

In the event an investor has cancelled his/her subscription, any subscription price already paid by such investor will be returned to the bank account of the investor given by the investor in connection with the subscription. The funds will be repaid within three (3) local banking days of the cancellation of the subscription. No interest will be paid on the amount to be returned.

The subscription period for the Offer Shares is expected to end on 26 April 2019 at 16:30 Finnish time (15:30 Swedish time) in Finland and on 24 April 2019 at 16:30 Finnish time (15:30 Swedish time) in Sweden.

NEXSTIM PLC  
Martin Jamieson, CEO

**Further information is available on the website [www.nexstim.com](http://www.nexstim.com) or by contacting:**

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## **About Nexstim Plc**

Nexstim is a medical technology company focused on the development and commercialization of its world-leading SmartFocus™ TMS technology, a non-invasive brain stimulation system for the treatment of Major Depressive Disorder (MDD). The Company's proprietary Navigated Brain Therapy (NBT®) system, a highly sophisticated 3D navigation, is the only personalised, navigated transcranial magnetic stimulation (TMS) approach providing accurate targeting of the TMS to the specific area of the brain associated with MDD.

# Nexstim

Nexstim's NBT<sup>®</sup> system has been launched in the US for the treatment of MDD following clearance from the FDA for marketing and commercial distribution for this indication. The NBT<sup>®</sup> system is CE marked in Europe for the treatment of major depression and chronic neuropathic pain.

In addition, Nexstim is commercialising its Navigated Brain Stimulation (NBS) system for diagnostic applications, based on the same technology. The NBS system is the only FDA cleared and CE marked navigated TMS system for pre-surgical mapping of the speech and motor cortices of the brain. Nexstim shares are listed on the Nasdaq First North Finland and Nasdaq First North Sweden.

For more information please visit [www.nexstim.com](http://www.nexstim.com)