



**Nexstim Plc**  
(“Nexstim” or the “Company”)

**Nexstim Plc: Invitation to the Annual General Meeting**

***Helsinki, 26 February 2015 at 8:05 am***

Nexstim Plc (NXTMH:HEX, NXTMS:STO), a medical technology company aiming to improve rehabilitation for stroke patients through the use of non-invasive brain stimulation.

Shareholders of Nexstim Plc are invited to attend the Annual General Meeting of the Company on Tuesday, March 31, 2015, commencing at 10.00 (EET) at the auditorium of Hotel Haven, at the address of Unioninkatu 17 Helsinki, Finland. The reception of persons who have registered for the meeting will commence at 9.30.

***A. Matters on the agenda of the General Meeting of Shareholders***

At the General Meeting of Shareholders, the following matters will be considered:

- 1 OPENING OF THE MEETING
- 2 CALLING THE MEETING TO ORDER
- 3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES
- 4 RECORDING THE LEGALITY OF THE MEETING
- 5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES
- 6 PRESENTATION OF THE ANNUAL ACCOUNTS, INCLUDING CONSOLIDATED ACCOUNTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR’S REPORT FOR THE YEAR 2014

Review by the CEO

- 7 ADOPTION OF THE ANNUAL ACCOUNTS
- 8 LOSS OF THE FINANCIAL YEAR

The Board of Directors proposes to the Annual General Meeting of Shareholders that no dividend be paid for the financial year 1 January – 31 December 2014 and that the loss of the financial year be recorded to the loss account.

- 9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND REIMBURSEMENT OF TRAVEL EXPENSES

The Nomination Committee of the Board of Directors, which has the representation from the largest shareholders, proposes that the members of the Board of Directors be paid remuneration as follows:

The members of the Board of Directors who are elected in the Annual General Meeting shall be paid as follows for the term ending in the Annual General Meeting in 2016:

For the Chairman of the Board EUR 45,000 and for members who are based in the United States EUR 36,000 and for members who are based in Finland EUR 18,000 and for members who are based in Europe but not in Finland EUR 27,000. The Nomination Committee proposes that the Board members shall invest half of their above mentioned Board fees into the company's shares.

The members of the Board committees who are based in Finland shall be paid as follows for each meeting that the committee member participates; EUR 1000 for the Chairman of the Committee and EUR 500 for the members of the Committee. For the Committee members who are based in United States EUR 2000 for the Chairman of the Committee and EUR 1000 for the members of the Committee. For the Committee members who are based in Europe but not in Finland EUR 1500 for the Chairman of the Committee and EUR 750 for the members of the Committee.

The Nomination Committee proposes that the members of the Board of Directors are also be reimbursed for their reasonable travelling expenses against receipts.

11 RESOLUTION ON THE REMUNERATION OF AUDITORS

The Audit Committee of the Board of Directors proposes that the Auditors be paid reasonable remuneration in accordance with the invoice approved by the company.

12 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Committee proposes that the number of members of the Board of Directors be confirmed as seven (7) ordinary members.

13 ELECTION OF THE MEMBERS AND CHAIRMAN OF THE BOARD OF DIRECTORS

The Nomination Committee proposes that, in accordance with her consent Juliet Thompson is elected as a new member of the Board of Directors. Juliet Thompson is independent from Nexstim Plc.

In addition the Nomination Committee proposes that, in accordance with their consents, Olli Riikkala, Ken Charhut, Katya Smirnyagina, Juha Vapaavuori, Rene



Kuijten and Johan Christenson are re-elected as members of the Board of Directors, Olli Riikkala as the Chairman and Johan Christenson as the Deputy Chairman.

The members of the Board of Directors are all to serve for a term ending at the end of the next Annual General Meeting.

The curricula vitae of the proposed members of the Board of Directors will be available on the Internet at [www.nexstim.com](http://www.nexstim.com).

14 ELECTION OF AUDITOR

The Audit Committee of the Board of Directors proposes that the firm of authorized public accountants PricewaterhouseCoopers Oy, which has appointed Martin Grandell as responsible auditor, to be appointed as Auditor to serve for a term ending at the end of the next Annual General Meeting of Shareholders. The Auditor proposed herein has given its consent for the election.

15 AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF COMPANY'S OWN SHARES

The Board of Directors proposes that the General Meeting of Shareholders authorizes the Board of Directors to decide on the acquisition of the Company's own shares as follows:

The amount of own shares to be acquired shall not exceed 1.069.613 shares in total, which corresponds to approximately 15 percent of all of the shares in the Company.

The Board of Directors decides how own shares will be acquired. Own shares can be acquired using, inter alia, derivatives. Own shares can be acquired otherwise than in proportion to the shareholdings of the shareholders (directed acquisition). The minimum price of the shares to be acquired is the lowest market price during the validity of the authorization and the maximum price is correspondingly the highest price formed at the market during the validity of the authorization.

Own shares can be acquired to, among other things, limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop the Company's capital structure, to be transferred in connection with possible acquisitions, to be used in incentive arrangements or to be cancelled, provided that the acquisition is in the interest of the Company and its shareholders.

The authorization is valid for eighteen (18) months from the decision of the General Meeting of Shareholders.

16 AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON SHARE ISSUE, AS WELL AS OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

The Board of Directors proposes that the General Meeting of Shareholders authorizes the Board of Directors to decide on share issue as well as issue of option rights and

other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act as follows:

The shares issued under the authorization are new or those in the Company's possession. Under the authorization, a maximum of 1.069.613 shares, which corresponds to approximately 15 percent of all of the shares in the Company, can be issued. The shares or other special rights entitling to shares can be issued in one or more tranches.

The Board of Directors is authorized to resolve on all terms for the share issue and granting of the special rights entitling to shares. The Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the Company to do so. The authorization can also be used for incentive arrangements and the payment of Board fees.

The proposed authorization invalidates prior resolved and registered authorizations made at the General Meeting of Shareholders regarding share issue, issuing of option rights and other special rights entitling to shares as well as transfer of the Company's own shares.

The authorization is valid for three (3) years from the decision of the General Meeting of Shareholders.

## 17 PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND THE ARTICLES OF ASSOCIATION

The Board of Directors proposes to the General Meeting of Shareholders that paragraph 4 of the Articles of Association be amended as follows:

### *"4 § Representation right*

*The Company may be represented by the chairman of the Board of Directors or the managing director, each individually, or by the members of the Board of Directors, two together, as well as persons to whom the Board of Directors has granted representation rights either two together or each one of them together with a chairman of the Board of Directors, a member of the Board of Directors or the managing director.*

*The Board of Directors may resolve on the issue of the representation rights and procuration rights."*

## 18 CLOSING OF THE MEETING

### **B Documents of the General Meeting of Shareholders**

The proposals of the Board of Directors and its committees relating to the agenda of the General Meeting of Shareholders as well as this notice are available on Nexstim

Plc's website at [www.nexstim.com](http://www.nexstim.com). The annual report of Nexstim Plc, including the Company's Annual Accounts, the report of the Board of Directors and the Auditor's report, is available on the abovementioned website no later than on March 10, 2015. The proposals for the decisions on the matters on the agenda of the General Meeting of Shareholders and the Annual Accounts are also available at the Meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the abovementioned website as from April 14, 2015 at the latest.

## ***C Instructions for the participants in the General Meeting of Shareholders***

### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on March 19, 2015 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the General Meeting of Shareholders. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the General Meeting of Shareholders, shall register for the meeting no later than March 26, 2015 at 10.00 a.m. by giving a prior notice of participation. Such notice can be given:

- (a) on the Company's website: [www.nexstim.com](http://www.nexstim.com); or
- (b) by telephone to +358 50 548 9404 (Mon - Fri 10.00- 14.00); or
- (c) by mail to address Nexstim Plc, "Annual General Meeting" Elimäenkatu 9B, 00510 Helsinki, Finland

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative. The personal data given to Nexstim Plc is used only in connection with the General Meeting of Shareholders and with the processing of related registrations.

### **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date of the General Meeting, i.e. on March 19, 2015, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by March 26, 2015 at 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting of Shareholders from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

### **3. Shares registered in Euroclear Sweden AB**

A shareholder with shares registered in Euroclear Sweden AB's Securities System who wishes to attend and vote at the General Meeting must:

- be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 19 March 2015.
- Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Nexstim Plc maintained by Euroclear Finland, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the above mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such registration must be made at the latest by 19 March 2015 and the nominee should therefore be notified well in advance before said date.
- request temporary registration in the shareholders' register of Nexstim Plc maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Euroclear Sweden AB no later than on 20 March 2015 at 10 a.m. Swedish time.

This temporary registration made through written request to Euroclear Sweden AB is considered a notice of attendance at the General Meeting.

### **4. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting of Shareholders and exercise his/her rights at the Meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting of Shareholders.

When a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting of Shareholders.



Possible proxy documents should be delivered in originals to Nexstim Plc, "Annual General Meeting" Elimäenkatu 9 B, 00510 Helsinki, Finland before the last date for registration.

#### **5. Other instructions and information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the general meeting has the right to request information with respect to the matters to be considered at the Meeting.

The meeting will be conducted in Finnish language. Part of the material presented at the meeting will be in English language.

On the date of this notice to the General Meeting of Shareholders, dated February 26, 2015, the total number of shares and votes in Nexstim Plc is 7,130,758.

Helsinki, February 26, 2015

NEXSTIM PLC

The Board of Directors

**For further information please visit [www.nexstim.com](http://www.nexstim.com) or contact:**

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#### **About Nexstim Plc**

Nexstim, formed in 2000 and based in Finland, is a medical technology company aiming to improve rehabilitation for stroke patients. Nexstim has pioneered its technology in brain diagnostics with the Navigated Brain Stimulation (NBS) system as the first and only FDA-cleared and CE-marked navigated Transcranial Magnetic Stimulation (nTMS) device for pre-surgical mapping of the motor and speech cortices. Based on the same technology platform, the company has developed a device for stroke therapy called Navigated Brain Therapy (NBT®). In H1 2014, Nexstim initiated a two-year pivotal Phase III study at 12 sites in the US aiming to demonstrate the effectiveness of NBT® and gain FDA clearance for commercialisation in post-acute stroke therapy in the US. Nexstim's shares are listed on Nasdaq First North Finland and Nasdaq First North Sweden. For more information please visit [www.nexstim.com](http://www.nexstim.com).