

IXONOS: THE DECISIONS OF THE ANNUAL GENERAL MEETING OF IXONOS PLC ON 29 APRIL 2015 AND THE DECISIONS OF CONSTITUTIVE MEETING OF THE BOARD OF DIRECTORS

The Annual General Meeting of Ixonos Plc on 29 April 2015 adopted the company's and Ixonos Group's financial statement for the financial period 1 January – 31 December 2013 and granted discharge from liability to the Members of the Board of Directors and the CEO.

Payment of dividend

The Annual General Meeting decided not to distribute dividend for the financial year.

The number of Members of the Board of Directors

The Annual General Meeting confirmed six (6) as the number of Board members.

The composition of the Board of Directors

Paul Ehrnrooth, Pertti Ervi, Samu Konttinen, Ilari Koskelo and May Wiiala were re-elected as members of the Board of Directors. Pekka Pylkäs was elected as a new member.

At its constitutive meeting following the Annual General Meeting, the Board of Directors elected Paul Ehrnrooth as Chairman of the Board and Pertti Ervi as Deputy Chairman.

Accordingly, the members of the audit committee of the Board were selected in the meeting. May Wiiala was elected as Chairman of the Audit Committee and Ilari Koskelo and Samu Konttinen as its members.

Remuneration of the members of Board of Directors

The General Meeting decided that the remuneration payable to the members of the Board of Directors be kept unchanged as follows: Chairman of the Board receives EUR 40,000 per year and EUR 500 per meeting, Deputy Chairman of the Board receives EUR 30,000 per year and EUR 250 per meeting, and other Members receive EUR 20,000 per year and EUR 250 per meeting. In addition, the Meeting decided that remuneration for the meetings of the Board

Committees is EUR 500 per meeting for the Chairman of the Committee and EUR 250 per meeting for the members of the committees. Travel expenses are paid according to the travel rules of the company.

Auditor

Authorized Public Accounting firm KPMG Oy Ab, was re-elected as the company's auditor, with Authorized Public Accountant Esa Kailiala as principal auditor. It was decided that auditor's fees are paid against reasonable invoice.

Board authorisations

Authorising the Board of Directors to decide on share issues and on granting special rights entitling to shares

The Annual General Meeting authorised the Board to decide on a paid share issue and on granting option rights and other special rights entitling to shares that are set out in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act or on the combination of some of the aforementioned instruments in one or more tranches on the following terms and conditions:

The number of shares to be issued under the authorisation may not exceed 40,596,706, which corresponds to approximately 20 per cent of all company shares at the time of convening the Annual General Meeting.

Within the limits of the aforementioned authorisation, the Board of Directors may decide on all terms and conditions applied to the share issue and to the special rights entitling to shares. The Board of Directors are entitled to decide on crediting the subscription price either to the company's share capital or, entirely or in part, to the invested unrestricted equity fund.

Shares as well as special rights entitling to shares may also be issued in a way that deviates from the pre-emptive rights of shareholders, if a weighty financial reason for this exists as laid out in the Limited Liability Companies Act. In such a case, the authorisation may be used to finance corporate acquisitions or other investments related to the operations of the company as well as to maintain and improve the solvency of the group of companies and to carry out a system for incentives.

The authorisation is effective until the Annual General Meeting held in 2016.

Authorising of the Board of Directors to acquire own shares

The Annual General Meeting authorised the Board to decide on acquiring or accepting as pledge, a maximum of 20,298,353 own shares, which corresponds to around 10 per cent of the company's total shares at the time of convening the meeting, using the company's non-restricted equity. The acquisition may take place in one or more lots. The acquisition price will not exceed the highest market price in public trading at the time of the acquisition. In executing the acquisition of its own shares, the company may enter into derivative, share lending and other contracts customary on the capital market, within the limits set by law and regulations. The authorisation also entitles the Board to decide on a directed acquisition, i.e. on acquiring shares in a proportion other than that of the shares held by the shareholders.

The company may acquire the shares to execute corporate acquisitions or other business arrangements related to the company's operations, to improve its capital structure, or to otherwise transfer the shares or cancel them.

The authorisation includes the right for the Board of Directors to decide on all other matters related to the acquisition of shares. The authorisation is effective until the Annual General Meeting held in 2016, yet no longer than until 30 June 2016.

Ixonos Plc

The Board of Directors

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