

Not to be published or distributed in or into the United States, Canada, Australia, Hong Kong, South Africa or Japan.

## **IXONOS IS PREPARING A SHARE ISSUE**

Ixonos Plc ("Ixonos" or "Company") is preparing a share issue ("Share Issue") pursuant to the shareholders' pre-emptive right to subscription in which new shares, up to a maximum amount of EUR 8.0 million, would be issued for subscription by the shareholders based on the authorisation of the Extraordinary General Meeting. The Share Issue requires, inter alia, the approval of the Extraordinary General Meeting, due to which reason the Board of Directors has 10 November 2015 decided to convene the shareholders of Ixonos to an Extraordinary General Meeting to handle the authorization to be given to the Board of Directors. The meeting will be held on 2 December 2015.

The Company intends to raise its own capital with a maximum amount of EUR 8.0 million in the Share Issue. In addition to the Share Issue, using the authorisation, the Board of Directors may issue shares in a directed share issue not based on the shareholders' pre-emptive right ("Directed Share Issue") or option rights or other special rights entitling to shares that are set out in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act ("Options or Other Special Rights") or the combination of some of the aforementioned instruments.

The largest shareholder of the Company, Tremoko Oy Ab ("Tremoko") (approx. 79.06 percent of shares before the Share Issue) has, in relation to the Share Issue, given a subscription commitment ("Subscription Commitment") in full concerning the new Shares that their holding entitles them to subscribe for. Additionally, Tremoko has given an underwriting commitment ("Underwriting Commitment") for Shares that are potentially not subscribed for in the Share Issue. In connection with the arrangement, Turret Oy Ab, the other owner of Tremoko, has transferred to Tremoko its EUR 1.0 million receivable from Ixonos with corresponding terms. In relation to the Subscription Commitment, Tremoko has committed to pay to Ixonos the amount of EUR 2.0 million as an advance payment ("Advance Payment") by 13 November 2015. During the next 12 months, the Company's estimated working capital's sufficiency will be secured by the Advance Payment together with other assets in the Company's possession.

Tremoko's Subscription and Underwriting Commitments are conditional to following terms:

- The Share Issue will be carried out;
- In the Share Issue, the subscription price of a new Share does not exceed the offer price of EUR 0.06 per share in Tremoko's mandatory public takeover bid (03.-24.3.2015) concerning Ixonos shares and securities entitling to Ixonos shares. If the subscription price of a new Share exceeds EUR 0.06 in the Share Issue, Tremoko undertakes to subscribe for Shares only for the value of EUR 2 million, at which point that part of the Subscription Commitment which exceeds the Advance Payment lapses and the Underwriting Commitment lapses in its entirety;
- Tremoko has the right to set off in full or in part the subscription prices payable based upon the given Subscription and Underwriting Commitments, in addition to the Advance Payment, against the amount of its receivables from the Company by presenting a claim therefor to the Company up to a maximum amount of EUR 4.5 million.

The realisation of the Subscription and Underwriting Commitments also requires the fulfilment of certain customary terms.

The Company's Board of Directors is expected to decide on the terms and conditions of the Share Issue, including the number of issued shares and the subscription price, after the Extraordinary General Meeting has granted the Board of Directors the authorisation to decide on the Share Issue. The Company will publish a prospectus before the beginning of the subscription period of the Share Issue as set out in the Security Markets Act.

The invitation to Extraordinary General Meeting has been published on 10 November 2015 as a separate stock exchange release.

Proposal for the authorisation of the Share Issue and other information concerning the Extraordinary General Meeting are available at the Company web pages [www.ixonos.com](http://www.ixonos.com).

In Helsinki on [10] November 2015

IXONOS PLC

Board of Directors

For more information, please contact:

Sami Paihonen, Managing Director, tel. +358 50 502 1111, [sami.paihonen@ixonos.com](mailto:sami.paihonen@ixonos.com)

Kristiina Simola, Finance Director, tel. +358 40 756 3132, [kristiina.simola@ixonos.com](mailto:kristiina.simola@ixonos.com)

Distribution

NASDAQ OMX Helsinki Ltd

Main media

## **DISCLAIMER**

The information contained herein is not for publication or distribution, directly or indirectly, in or into the United States, Canada, Australia, Hong Kong, South Africa or Japan. These written materials do not constitute an offer of securities for sale in the United States, nor may the securities be offered or sold in the United States absent registration or an exemption from registration as provided in the U.S. Securities Act of 1933, as amended, and the rules and regulations thereunder. The Company does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

The issue, exercise and/or sale of securities in the offering are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction. Investors must neither accept any offer for, nor acquire, any securities to which this document refers, unless they do so on the basis of the information contained in the applicable prospectus published or offering circular distributed by the Company.

The Company has not authorized any offer to the public of securities in any Member State of the European Economic Area other than Finland. With respect to each Member State of the European Economic Area other than Finland and which has implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the securities may only be offered in Relevant Member States (a) to any legal entity which is a qualified investor as defined in the Prospectus Directive; or (b) in any other circumstances falling within Article 3(2) of the Prospectus Directive. For the purposes of this paragraph, the expression an "offer of securities to the public" means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to exercise, purchase or subscribe the securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to

the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as "relevant persons"). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

