

Not to be published or distributed in or into the United States, Canada, Australia, Hong Kong, South Africa or Japan.

## **IXONOS PREPARES ARRANGING IT'S FINANCING AND A DIRECTED SHARE ISSUE**

Ixonos Plc ("Ixonos" or "Company") is conducting negotiations on its financing arrangements ("Arrangement") with its five financiers not related to its owners ("Financial Institutions") and Tremoko Oy Ab ("Tremoko"). In the Arrangement, the Financial Institutions or some of them would, in addition to other reorganisation, grant partial waiver of the Company's debts ("Composition"), with the total value of the waiver being estimated at approximately EUR 4 million. In connection with the Arrangement, the Company would arrange a directed share issue in derogation of the shareholders' pre-emptive subscription right ("Directed Share Issue") in which the Company's Board of Directors would decide, on the basis of the authorisation of the Annual General Meeting 29 April 2015, on issuing new Company shares for subscription by one or more Financial Institutions for the subscription price of EUR 0.085 per share, altogether worth approximately EUR 0.65 million. In the Directed Share Issue, the Financial Institutions would be entitled to pay the subscription price of the Shares they subscribe for by setting off claims they have from the Company.

It would also be agreed in connection with the Arrangement that Ixonos' financing based on borrowed capital with interest is reorganised between the Company, the Financial Institutions and the Company's largest shareholder Tremoko. After the Arrangement and the planned subscription rights issue announced on 11 November 2015, the Company would have a total of approximately EUR 8.0–8.5 million in financing based on borrowed capital with interest, divided so that altogether approximately EUR 0.5–1.0 million is from the Financial Institutions and EUR 7.5–8.0 million from Tremoko, which may or may not include rights entitling to shares that are set out in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act (a loan or a convertible loan). On 30 September 2015, the Company had approximately EUR 18.9 million's worth of financing based on borrowed capital with interest.

Carrying out the arrangement requires approval from the Financial Institutions. Tremoko has set as conditions for the said rearrangement of financing based on borrowed capital with interest that the Composition is executed, that the Directed Share Issue is arranged and that other terms of the Arrangement are agreed upon.

As a whole, the Composition and the Directed Share Issue would support the Company's financial standing in a situation in which the Company predicts that the turnover of the whole of 2015 is EUR 16-18 million and assesses that the operating result weakens in comparison to the year 2014 and that the Company's operative cash flow is negative.

The planned Arrangement would substantially enhance Ixonos' solvency ratio.

**IXONOS PLC****Board of Directors**

Further information:

Ixonos Plc

CEO Sami Paihonen, tel. 050 502 1111, sami.paihonen@ixonos.com

CFO Kristiina Simola, tel. 040 756 3132, kristiina.simola@ixonos.com

Distribution:

NASDAQ OMX Helsinki

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.