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## IXONOS' REGISTRATION DOCUMENT AND SECURITIES NOTE APPROVED

On 3 December 2015, the Finnish Financial Supervisory Authority approved Ixonos Plc's ("Ixonos or "Company") registration document ("Registration Document") and securities note ("Securities Note" and, together with the Registration Document, "Prospectus") related to the Company's share issue ("Rights Issue") announced on 2 December 2015 pursuant to the Finnish Securities Market Act. The Registration Document contains information on the Company and its business and financial position. The Registration Document is valid for 12 months after its approval. The Securities Note contains information on the Rights Issue and a summary of the information contained in the Registration Document and the Securities Note.

For its entire period of validity, the Prospectus will be available in Finnish as an electronic version as of 3 December 2015 at the latest on the Company's website at the address http://www.ixonos.com/fi/investor/shares/share-issues. Upon request, a free hard copy of the prospectus can be provided at the Company's premises at the address Ixonos Plc, Hitsaajankatu 24, Helsinki, or at the place of subscription at the address UB Securities Ltd, Aleksanterinkatu 21 A, 00100 Helsinki during the Rights Issue. The Prospectus is only available in the Finnish language.

The prospectus contains a correction to the material information published previously on 2 December 2015:

The Subscription Rights can be freely assigned, and they are admitted to public trading in Nasdaq Helsinki Ltd ("Helsinki Stock Exchange") for the period 9–17 December 2015.

Shares subscribed for on the basis of the Subscription Rights will be admitted to trading in the official list of the Helsinki Stock Exchange as temporary shares with the trading code "XNS1VN0215".

The Prospectus includes the following previously unpublished material information:

Working capital statement

Company's present working capital as at the date of the Prospectus is not sufficient for its needs during the next 12 months. The Company estimates, however, that its working capital is sufficient for approximately the 12 months following the date of publication of the Prospectus, provided that the Company does not breach covenants related to its financing agreement or that, regardless of breach of covenant, the Company's financiers undertake not to withdraw the loans (waiver). The Company finds it probable that it will able to obtain commitments from its financiers if necessary.

The Company has implemented and will implement a number of actions to secure its financial position:

- On 2 December 2015, the Company's Board of Directors decided on a rights issue based on the pre-emptive rights of the shareholders, by which the Company intends to gather equity in a maximum amount of approximately EUR 8.0 million. The Company's largest shareholder Tremoko Oy Ab ("Tremoko") (holding approx. 79.06 per cent of the Company's shares) has, in relation to the Rights Issue, given a subscription commitment ("Subscription Commitment") to subscribe in full the new Shares that its holdings entitle it to subscribe for. In addition to the subscription commitment, Tremoko has given a commitment ("Underwriting Commitment") to subscribe for Shares that are otherwise not subscribed for in the Rights Issue.
- In addition, the Company conducts negotiations on its financing arrangements ("Arrangement") with its five financiers not related to its owners ("Financial Institutions") and 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 16.5 million's worth of financing based on borrowed capital with interest.

If the Company breached the covenants related to its financing agreements, as a result of which the Company's financiers would terminate the financing agreements and the Rights Issue and the Arrangement would not take place, this could lead to the depletion of working capital and problems in the continuation of the Company's business, and the Company would probably lose its solvency if no further measures were taken and would not, under such circumstances, be able to finance its planned operations or repay its debts in accordance with the original payment terms. At the worst, the loss of solvency described above could lead to liquidation or company restructuring or to being declared insolvent.

## **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

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## **DISCLAIMER**

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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.