

IXONOS: THE DECISIONS OF THE ANNUAL GENERAL MEETING OF IXONOS PLC ON 7 APRIL 2016 AND THE DECISIONS OF CONSTITUTIVE MEETING OF THE BOARD OF DIRECTORS

The Annual General Meeting of Ixonos Plc on 7 April 2016 adopted the company's and Ixonos Group's financial statement for the financial period 1 January – 31 December 2015 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 and Pekka Pylkäs were re-elected as members of the Board of Directors. Bo-Erik Ekström, Pekka Eloholma and Päivi Marttila were elected as a new members.

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

Accordingly, the members of the audit committee and compensation committee of the Board were selected in the meeting. Pekka Pylkäs was elected as Chairman of the Audit Committee and Päivi Marttila and Bo-Erik Ekström as its members. Pekka Eloholma, Samu Konttinen, Paul Ehrnrooth and Pekka Pylkäs were elected as members of the compensation committee.

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 90,000,000 which corresponds to approximately 25 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 2017, yet no longer than until 30 June 2017.

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 35,356,488 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 2017, yet no longer than until 30 June 2017.

Directing convertible bonds and related option or other special rights referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act to Tremoko Oy Ab for subscription

The Annual General Meeting decided on directing a convertible bond with a capital of EUR 9,200,000.95 ("Loan") and attached option or other special rights referred to in Chapter 10 Section 1(2) of the Limited Liability Companies Act ("Special Rights") to be subscribed for by Tremoko Oy Ab ("Tremoko") in derogation from the pre-emptive subscription right of the shareholders in accordance with and under the terms and conditions concerning the Loan and Special Rights ("Terms"), which are appended to the notice of the General Meeting. The Special

Rights entitle Tremoko or the holder of the Special Rights at the time to subscribe for at most 131,428,585 new Ixonos Plc shares in accordance with the Terms.

The Loan and attached Special Rights would be issued in order to strengthen the Company's working capital and re-organise the capital structure as well as lower financing costs. Hence, there are weighty financial reasons for taking the Loan and granting the Special Rights. The Loan's issuing price and conversion price have been defined on market terms.

The main terms of the Terms of the Loan and the Special Rights are the following:

- The amount of the Loan is EUR 9,200,000.95.
- An annual interest of Euribor 6 months (at least ≥ 0 %) + 4.0 per cent is paid on the principal of the Loan.
- The conversion option attached to the Loan entitles to a maximum amount 131,428,585 of new Company shares.
- The rate of conversion is fixed at EUR 0.07, and it shall be revised as set out in the Terms.
- The loan period is 8 April 2016 - 8 April 2020 so that as of 8 April 2016 altogether EUR 1,700,000.05 of the loan will be paid biannually in five tranches of EUR 340,000.01 and additionally on 8 April 2020, the remaining loan, altogether EUR 7,500,000.90, will be paid in a one-off payment.
- Tremoko may pay the subscribed Loan and attached Special Rights not only in cash but also by setting off receivables it has from the company.

If Tremoko subscribed for the maximum amount of 131,428,585 new shares on the basis of the Loan, Tremoko's ownership would rise from approximately 82.17 per cent to approximately 87 per cent after the conversion.

Ixonos Plc
The Board of Directors

For more information, please contact:

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Attachment:

Terms and conditions of a convertible bond

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