

NOTICE OF IXONOS PLC'S ANNUAL GENERAL MEETING

The shareholders of Ixonos Plc are convened to the Annual General Meeting of the company. The meeting will be held on Wednesday 29 March 2017 at 16:00 at Scandic Simonkenttä in the conference room Mansku at the address Simonkatu 9, 00100 Helsinki. The reception of participants and the distribution of voting tickets will begin at 15:00, as will the coffee service preceding the meeting.

A. MATTERS TO BE DECIDED AT THE ANNUAL GENERAL MEETING

The following items are on the agenda for the meeting:

1. **Opening the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinise the minutes and to count votes**
4. **Recording the legality of the meeting**
5. **Recording of attendance and adoption of the list of votes**
6. **Presentation of the 2016 financial statements, including the consolidated financial statements, the annual report and the auditor's report, as well as of the review of the Managing Director**
7. **Adoption of the financial statements**
8. **Use of the profit shown on the balance sheet and deciding on distribution of dividend**

The Board of Directors proposes that distributable assets be left in the equity and that no dividend for the financial period 2016 be paid to shareholders.

9. **Discharge from liability of the members of the Board of Directors and the Managing Directors**
10. **Determination of the fees of the members of the Board of Directors**

The company's largest shareholder Tremoko Oy Ab, whose total share of the company's shares and votes is approximately 82.2 per cent, suggests that fees paid to the elected members of the Board of Directors remain unchanged, so that they are as follows:

- Chairman of the Board: EUR 40,000/year and EUR 500/meeting
- Deputy Chairman of the Board: EUR 30,000/year and EUR 250/meeting
- Members of the Board of Directors: EUR 20,000/year and EUR 250/meeting
- For the meetings of a Board committee, EUR 500/meeting to the Chairman and EUR 250/meeting to a member

It is proposed that travel expenses be reimbursed in accordance with the company's regulations concerning travel reimbursements.

11. **Determining of the number of members of the Board of Directors**

Under the Articles of Association, the company's Board of Directors must have at least 5 and at most 9 members.

The company does not have a Nomination Committee, and the company's largest shareholder Tremoko Oy Ab, whose total share of the company's shares and votes is approximately 82.2 per cent, proposes that six ordinary members be elected to the Board.

12. Appointment of the members of the Board of Directors

The company does not have a Nomination Committee, and the company's largest shareholder Tremoko Oy Ab, whose total share of the company's shares and votes is approximately 82.2 per cent, proposes that the current Board of the company continue and the current members of the Board, Paul Ehrnrooth, Bo-Erik Ekström, Pekka Eloholma, Samu Konttinen, Päivi Marttila and Pekka Pylkäs, be re-elected as members of the Board.

More detailed personal information of the proposed members of the Board is available on the company's website www.ixonos.com in the "Investors" section.

13. Determination of the fee of the auditor

Based on the proposal of the Audit Committee, the Board of Directors proposes that the auditor be paid a fee in accordance with a reasonable invoice.

14. Appointment of the auditor

Based on the proposal of the Audit Committee, the Board of Directors proposes that audit firm KPMG Oy Ab be reappointed as the company's auditor. The principal auditor designated by the audit firm would be KHT auditor Esa Kailiala.

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

The Board of Directors proposes that the General Meeting authorise 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 25.45 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, such as that the payment of the subscription price may take place not only by cash but also by setting off receivables that the subscriber has from the company.

The Board of Directors shall be 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 the company to do 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 an incentive scheme.

The authorisation is proposed to be effective until the Annual General Meeting held in 2018, yet no further than until 30 June 2018.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

16. Authorisation of the Board of Directors to acquire own shares

The Board of Directors proposes that the Annual General Meeting authorise the Board to decide on acquiring or accepting as pledge, using the company's non-restricted equity, 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. The acquisition may take place in one or more tranches. The acquisition price will not exceed the highest market price of the share 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 in the capital market, within the limits set out in 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 further transfer the shares or cancel them.

The authorisation is proposed to include the right for the Board of Directors to decide on all other matters related to the acquisition of shares. The authorisation is proposed to be effective until the Annual General Meeting held in 2018, yet no further than until 30 June 2018.

The decision concerning the authorisation requires a qualified majority of at least two thirds of the votes cast and shares represented at the meeting.

17. Closing of the meeting

B. MEETING DOCUMENTS

The following documents will be made available to the shareholders in the "Investors" section of Ixonos Plc's website at www.ixonos.com no later than 21 days prior to the General Meeting: the aforementioned Board and committee proposals that are on the agenda for the meeting, the financial statements of the company, the annual report, the auditor's report, and this notice. The said documents will also be available at the General Meeting. In addition, copies of the said documents and of this notice will be mailed to the shareholders who request them. Otherwise, no separate notice of the meeting will be sent to the shareholders. The minutes of the meeting will be available on the above-mentioned website at the latest on 30 March 2017.

C. INSTRUCTIONS FOR PARTICIPANTS

1. Right to attend and registration

Shareholders who are on Friday 17 March 2017 registered on the company's list of shareholders, maintained by Euroclear Finland Oy, are entitled to attend the meeting. Shareholders whose shares have been entered in their personal book-entry accounts in Finland are registered on the company's list of shareholders.

Shareholders who wish to attend the General Meeting must give advance notice of their attendance, and the company must receive such notice no later than by 16:00 on Friday, 24 March 2017. Advance notice of attending may be given:

- a) using the form located in the "Investors" section of the company's website at www.ixonos.com;
- b) by email to yhtiokokous@ixonos.com;
- c) by mail to Ixonos Plc / General Meeting, Arkadiankatu 2, FI-00100 Helsinki, Finland; or
- d) by telephone between 9:00 and 16:00 to Aila Mettälä at +358 40 531 0678 or +358 424 2231.

When giving advance notice of the attendance, please state the shareholder's name, personal identity code, address and telephone number and the name and personal identity code of any assistant or proxy representative. Personal data provided to the company by its shareholders is used only in connection with the General Meeting and with processing the necessary registrations related to the meeting.

2. Proxy representatives and proxy documents

Shareholders may participate in the meeting and exercise their rights at the meeting by way of proxy representation. The representative must produce a dated proxy document or other reliable evidence of their right to represent the shareholder. If several proxies represent the same shareholder based on shares held in different book-entry accounts, the shares on which each proxy's representation is based must be stated when giving advance notice of participation. Please furnish the company with

any proxy documents as an email attachment (such as in PDF) or by mail, using the above-mentioned contact information for advance notice, no later than the last date for advance notices of participation.

3. Holders of nominee-registered shares

Holders of nominee-registered shares must contact their asset managers for information on how to enter the shareholders' register, on the issuance of proxies and on submitting their notice of attendance in the General Meeting well before the meeting. If the holder of a nominee-registered share wishes to attend the meeting, the account operator of the asset manager must notify the shareholder for a temporary entry in the shareholder register no later than at 10:00 on Friday 24 March 2017.

4. Other information

Pursuant to Chapter 5 Section 25 of the Limited Liability Companies Act, shareholders who are present at the General Meeting are entitled to request information on matters discussed at the meeting.

On the day of convening the meeting, Ixonos Plc has altogether 353,564,898 shares and votes registered in the Trade Register.

In Helsinki on 7 March 2017

IXONOS PLC
Board of Directors

For more information, please contact:

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