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Ixonos has acquired Rome Advisors Oy's #DIGITALIST business by a directed share issue and separately directs new shares to Rome Advisors Oy

On 26 April 2017, Ixonos Plc ("Ixonos") signed an agreement whereby it acquired the Digitalist business of the Finnish Rome Advisors Oy together with the associated intellectual property rights and brands ("Transaction"). By combining Ixonos' know-how of research, design and technology with the Digitalist business' unique way of bringing together experts, know-how and companies, the combination of the business operations and the resulting Digitalist Network will enable a new kind of co-operation and create tomorrow's experiences already today. Today, know-how related to digitalisation is fairly slim in many fields because most operators do not yet have the courage to bring digitalisation into the heart of the customer's business. The corporate transaction supports the realisation of the company's strategy, and the reborn company will lead the way in implementing digitalisation-related know-how in different fields of business.

Rome Advisors Oy is a Finnish company which provides management consulting services and specialises in creating digital strategies. The company helps corporations to understand the opportunities of growth, change and digitalisation, and teaches them to use the network in business and to build new ways to operate in the digital age. Ville Tolvanen, CEO of Rome Advisors, has also founded the Digitalist Network and acts as its General Secretary.

"Ixonos will develop genuine turnkey solutions together with the network and discerning customers who are not afraid to admit that they must incorporate digitalisation into their DNA. We will live and breathe in the co-operation network and, through this, be able to offer companies much more than hired resources for creating digitalisation. With the members of the network and our employees, all our customers will also have an excellent chance to watch, learn and participate in the digital revolution," says Ixonos' CEO **Sami Paihonen**.

"Joining forces with Ixonos opens up completely new opportunities to the network and its member. We will make the Digitalist business international and train companies and other corporations on the possibilities of digitalisation. Ixonos' over 200 experts around the world ensure that ideas and innovations are turned into new services and real business operations. In the future, creating things together will be a joint effort between freelancers, members of the network, employees, companies and other interest groups," comments **Ville Tolvanen**, CEO of Rome Advisors Oy.

With the transaction, Rome Advisors Oy's #DIGITALIST business and related assets and rights have transferred to Ixonos. Ixonos has paid the Purchase Price by a directed share issue ("Share Issue 1") in which it directed altogether 2 677 074 new Ixonos shares ("Consideration Shares") to be subscribed for by Rome Advisors Oy. In connection with the Transaction, Ixonos also directed altogether 2 294 635 new Ixonos shares ("Share") to be subscribed for by Rome Advisors Oy in a

directed share issue which is to be paid in cash ("Share Issue 2") and is separate from the Transaction.

Share Issue 1 and Share Issue 2 (jointly "Share Issues") were carried out in derogation from the pre-emptive subscription right of the shareholders by the decision of Ixonos' Board of Directors on the authorisation of the Annual General Meeting held on 29 March 2017. The Consideration Shares issued in Share Issue 1 are issued in order to develop the group's business and finance the corporate transaction, so the company has a weighty financial reason for Share Issue 1 and for the deviation from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act. The funds derived from Share Issue 2 will be used to maintain and improve the solvency of the group, so the company has weighty financial reasons for Share Issue 2 and for deviating from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act.

The subscription price of the Shares in the Share Issues is approximately EUR 0.131 per Consideration Share and Share. The Subscription Price has been determined as the mean price weighted with the trading amounts of the Ixonos share of the period 25 January 2017 – 25 April 2017. The subscription of the Consideration Shares and Shares has taken place at the signing of the transaction and the Board of Directors of Ixonos has accepted the share subscriptions.

The Consideration Shares and Shares will represent altogether 1.3 per cent of Ixonos shares and votes after the Share Issues. The Consideration Shares and Shares will entitle to full dividends possibly distributed by Ixonos and to other distribution of assets as well as carry other shareholder rights in the company starting from when the Consideration Shares and Shares have been entered in the Trade Register and the shareholders' register of the company. The Consideration Shares are subject to a lock up period of one (1) – two (2) years starting from the issue of such shares.

The terms and conditions of the Share Issues are appended to this stock exchange release.

IXONOS PLC

Board of Directors

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Terms of the directed share issues

1 Directed share issue to pay the purchase price of the asset purchase of Rome Advisors Oy

New shares

The company issues 2 677 074 new company shares in the share issue.

The shares issued in the share issue are equivalent to approximately 0.73 per cent of all of the company's shares and votes before the share issue and approximately 0.72 per cent of all of the company's shares and votes after the share issue, provided that the share issue is subscribed for in full.

Subscription right and deviation from shareholder's pre-emptive subscription right

All the new shares are offered in derogation from the pre-emptive subscription right of the shareholders for subscription by Rome Advisors Oy (which is deemed to constitute a 'qualified investor').

The purpose of the directed share issue is to execute the purchase of Rome Advisors Oy's #DIGITALIST business ("**Transaction**") in accordance with the purchase agreement ("**Purchase Agreement**") between the company and Rome Advisors Oy concerning the Transaction by paying the purchase price with the new company shares issued. Hence, the Company has a weighty reason for acting in derogation from the pre-emptive subscription right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Limited Liability Companies Act.

The subscription right to the shares under these terms may not be transferred or assigned to a third party.

Subscription and subscription period of the shares

The subscription of the shares shall take place in connection with the signing of the asset purchase set out in the Purchase Agreement on 26 April 2017 in a separate subscription list. The Board of Directors may extend the share subscription period.

The subscription is binding, and it cannot be altered or cancelled.

Subscription price of the shares and payment of the subscription price

The subscription price of the shares shall be paid by a contribution in kind by assigning the object of the transaction set out in the Purchase Agreement to the company. The total subscription price of the shares is EUR 350 000, i.e. approximately EUR 0.130739758 per share. The non-cash consideration and the payment it covers have been specified and factors affecting the valuation of the assets as well as methods used in the valuation have been described in the report issued by the company's Board of Directors.

The subscription price of the shares is based on the Purchase Agreement between the company and the subscriber of the shares, under which the amount of the company's consideration shares issued for the payment of the purchase price is determined by dividing the sum of the purchase price (EUR 350 000) by the mean price of Ixonos Plc's share weighted with the trading amounts of the period of three months in the Nasdaq Helsinki Ltd preceding the signature of the Purchase Agreement. If the amount of shares to be offered to the subscriber is not a whole number, the number of shares shall be rounded up to the nearest full share.

The non-cash consideration forming the subscription price of the shares shall be assigned to the company on the terms set out in the Purchase Agreement, and it will transfer to the company in connection with the share subscription. The Board of Directors may extend the subscription price's term of payment.

The subscription price of the shares shall be credited in full to the company's reserve for invested unrestricted equity.

Right to dividend and other shareholder rights

The subscribed shares entitle to dividends possibly distributed by the company and carry other shareholder rights starting from when the shares have been entered in the Trade Register and the shareholders' register of the company.

Entry of new shares in book-entry accounts

The shares subscribed for in the share issue will be entered in the subscriber's book-entry account once the new shares have been entered in the Trade Register.

Accepting the subscriptions

The share issue is conditional upon the Transaction being carried out and upon that the Board of Directors has accepted the share subscriptions. If the transaction has not been carried out by 26 April 2017, this decision of the Board of Directors on a directed share issue will cease to be in effect. The Board of Directors of the Company shall accept all subscriptions made on the basis of the subscription right and in accordance with these terms and conditions as well as in accordance with the laws and provisions governing share subscription.

Lock-up

In the share issue, a lock-up during which the shares may not be transferred shall be applied to shares subscribed for by Rome Advisors Oy. The lock-up shall dissolve gradually during the period of two years as set out in the Lock-Up Agreement pertaining to the shares and related to the Purchase Agreement.

Information

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act will be on view as of the start of the subscription period at the Company's head office at Arkadiankatu 2, FI-00100 Helsinki, Finland.

Note to investors and governing law and dispute resolution

The shares may not directly or indirectly be offered, sold, resold, transferred or delivered to Australia, Japan, Canada, Hong Kong, South Africa, the United States or any other country where offering the shares would be illegal. Documents related to the share issue may not be delivered to persons in these countries. No actions have been taken to register the shares or the share issue or to generally offer the shares in other countries than Finland.

The company's shareholder or other investor is considered to have accepted the aforementioned limitations to the share issue, and the shares shall be governed by Finnish law. Any possible disputes arising from the share issue shall be resolved in a competent court in Finland.

Other matters

The Board of Directors of the company shall decide upon other matters related to the share issue and practical measures arising thereof.

2 Directed share issue to Rome Advisors Oy to be paid in cash

New shares

The company issues 2 294 635 new company shares in the share issue.

The shares issued in the share issue are equivalent to approximately 0.62 per cent of all of the company's shares and votes before the share issue and approximately 0.62 per cent of all of the company's shares and votes after the share issue, provided that the share issue is subscribed for in full.

Subscription right and deviation from shareholder's pre-emptive subscription right

All the new shares are offered in derogation from the pre-emptive subscription right of the shareholders for subscription by Rome Advisors Oy (which is deemed to constitute a 'qualified investor').

The funds derived from the Share Issue will be used to maintain and improve the solvency of the group, so the company has weighty financial reasons for the Share Issue and for deviating from the pre-emptive right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Finnish Limited Liability Companies Act.

The subscription right to the shares under these terms may not be transferred or assigned to a third party.

Subscription and subscription period of the shares

The subscription of the shares shall take place in connection with the signing of the asset purchase ("Transaction") set out in the Purchase Agreement on 26 April 2017 in a separate subscription list. The Board of Directors may extend the share subscription period.

The subscription is binding, and it cannot be altered or cancelled.

Subscription price of the shares and payment of the subscription price

The total subscription price of the shares is altogether EUR 300 000, i.e. approximately EUR 0.130739758 per share. The subscription price of the shares has been determined as the mean price weighted with the trading amounts of the Ixonos Plc share of the period 25 January 2017 – 25 April 2017 in Nasdaq Helsinki Ltd.

The subscription price of the shares subscribed for in the share issue shall be paid to the company's bank account in full without undue delay in accordance with the instructions given by the Board of Directors, yet no lat-

er than by 27 April 2017. The Board of Directors may extend the subscription price's term of payment.

The subscription price of the shares shall be credited in full to the company's reserve for invested unrestricted equity.

Right to dividend and other shareholder rights

The subscribed shares entitle to dividends possibly distributed by the company and carry other shareholder rights starting from when the shares have been entered in the Trade Register and the shareholders' register of the company.

Entry of new shares in book-entry accounts

The shares subscribed for in the share issue will be entered in the subscriber's book-entry account once the new shares have been entered in the Trade Register.

Accepting the subscriptions

The share issue is conditional upon the Transaction being carried out and upon that the Board of Directors has accepted the share subscriptions. If the transaction has not been carried out by 26 April 2017, this decision of the Board of Directors on a directed share issue will cease to be in effect. The Board of Directors of the Company shall accept all subscriptions made on the basis of the subscription right and in accordance with these terms and conditions as well as in accordance with the laws and provisions governing share subscription.

Information

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act will be on view as of the start of the subscription period at the Company's head office at Arkadiankatu 2, FI-00100 Helsinki, Finland.

Note to investors and governing law and dispute resolution

The shares may not directly or indirectly be offered, sold, resold, transferred or delivered to Australia, Japan, Canada, Hong Kong, South Africa, the United States or any other country where offering the shares would be illegal. Documents related to the share issue may not be delivered to persons in these countries. No actions have been taken to register the shares or the share issue or to generally offer the shares in other countries than Finland.

The company's shareholder or other investor is considered to have accepted the aforementioned limitations to the share issue, and the shares shall be governed by Finnish law. Any possible disputes arising from the share issue shall be resolved in a competent court in Finland.

Other matters

The Board of Directors of the company shall decide upon other matters related to the share issue and practical measures arising thereof.