



Nexstim Plc
("Nexstim" or "Company")

Resolutions of the annual general meeting of shareholders

Helsinki, 31 March 2015, 12:00 pm

Nexstim Plc (NXTMH:HEX, NXTMS:STO), a medical technology company aiming to improve rehabilitation for stroke patients with the use of non-invasive brain stimulation, announces that the following resolutions were adopted at its annual general meeting of shareholders held today on 31 March:

The annual general meeting of shareholders of Nexstim Plc adopted the Company's financial statements, including the consolidated financial statements for the year 2014, and discharged the members of the Board of Directors and the Chief Executive Officer from liability.

Dividend and handling of loss

The general meeting decided that no dividend would be paid for the financial year 1 January 2014 – 31 December 2014 and that the loss of the financial year be added to the loss account.

Composition and remuneration of the Board of Directors

The general meeting resolved the number of the members of the Board of Directors at seven. Olli Riikkala, Ken Charhut, Ekaterina Smirnyagina, Juha Vapaavuori, Rene Kuijten, Juliet Thompson and Johan Christenson were elected to the Board; Olli Riikkala was elected as the chair and Johan Christenson as the deputy chair.

The new Board member, Juliet Thompson, has spent approximately 20 years working as an investment banker and strategic advisor to healthcare companies in Europe. She has built a strong track record of advising companies on corporate strategy, equity and debt fundraisings and international M&A. She is a Chartered Accountant ACA; Chartered Institute for Securities and Investment (ASCI); Bsc Economics (Bristol University). Her experience includes roles at Oriel Securities, Nomura Code Securities, WestLB Panmure, ICI PLC, Deloitte and Touche and HM Treasury.

The remuneration of the members of the Board of Directors was resolved as follows: €45,000 for the chair of the board, €36,000 for the members of the board domiciled in the USA, €18,000 for the members domiciled in Finland, and €27,000 for the members domiciled in Europe, outside Finland. The general meeting recommended that the members of the board invest half of the above-mentioned remuneration in the Company's shares.

Further, the general meeting resolved that the members of the board committees domiciled in Finland be paid as follows for each committee meeting at which they are present: €1,000 for the chair of the committee and €500 for the other members of the committee. The members of the board committees domiciled in the USA will be paid as follows for each committee meeting at which they are present: €2,000 for the chair of the committee and €1,000 for the other members of the committee. The members of the board committees domiciled in Europe but outside Finland, will be paid as follows for each committee meeting at which they are present: €1,500 for the chair of the committee and €750 for the other members of the committee.

It was decided that reasonable travel expenses of the ordinary members of the board be compensated against receipts.

Election of the auditor and auditor's fee

PricewaterhouseCoopers Oy, an auditing firm approved by the Finnish Chambers of Commerce, was re-elected as the auditor with Martin Grandell acting as the auditor-in-charge. The auditor will be paid a reasonable fee in accordance with an invoice approved by the Company.

Proposal of the Board of Directors for authorising the Board of Directors to decide on the repurchase of the company's own shares

The general meeting decided that the Board of Directors be authorised to decide on the repurchase of the Company's own shares as follows:

The amount of own shares to be repurchased will not exceed 1,069,613 shares, which corresponds to approximately 15 per cent of all of the shares in the Company. For the sake of clarity, it was noted, however, that the Company together with its subsidiaries cannot simultaneously possess more than 10 per cent of its registered amount of shares.

The Board of Directors will decide on how shares will be repurchased. Shares can be repurchased using, inter alia, derivatives. Own shares can also be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). The minimum price of the shares repurchased is the lowest listed market price of the share during the period of authorisation and, correspondingly, the maximum price is the highest listed market price of the share during the period of authorisation. If the Board of Directors uses the authorisation granted to it by the general meeting, it will follow the guidelines for the repurchase of a company's own shares of the Helsinki Stock Exchange, as applicable.

Own shares can be repurchased, inter alia, to limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop the Company's capital structure, to be transferred in connection with possible acquisitions, to be used in the Company's incentive arrangements or to be cancelled, provided that the repurchase is in the interest of the Company and its shareholders.

The authorisation is effective for 18 months from the resolution of the general meeting.

Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The general meeting authorised the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in chapter 10 of the Finnish Companies Act as follows:

Shares potentially issued by virtue of the special rights entitling to shares are new shares or shares held by the Company. The maximum amount of shares potentially issued by virtue of the special rights entitling to shares is 1,069,613 shares, which corresponds to approximately 15 per cent of all of the shares in the Company. Shares or special rights entitling to shares can be issued in one or more parts.

The Board of Directors is authorised to decide on all the conditions of the issuance of shares and special rights entitling to shares. The issuance of shares and special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights by way of a directed issue, provided



that there is a weighty financial reason for doing so. The authorisation may also be used for incentive arrangements and to pay remuneration to the board members.

The proposed authorisation annuls the authorisations resolved and registered during the previous general meetings regarding the issuance of shares and special rights entitling to shares, as well as to the transfer of the Company's own shares.

The authorisation is valid for three (3) years from the resolution of the general meeting.

Board's proposal for an amendment of the articles of association

The general meeting decided that section 4 of the articles of association will be amended as follows:

“Section 4. Representation rights

The right to represent the Company is vested in the chair of the Board of Directors and the Chief Executive Officer, each one alone, and two jointly acting members of the board of directors, as well as the persons authorised by the Board of Directors to represent the Company, two of them acting jointly, or each such person acting together with the chair of the Board of Directors, a member of the Board of Directors or the Chief Executive Officer.

The Board of Directors resolves on granting representation rights and procurations.”

Minutes of the general meeting

The minutes of the general meeting will be published on, or by, 14 April 2015, on Nexstim's website.

NEXSTIM PLC
Janne Huhtala, CEO

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About Nexstim Plc

Nexstim is a medical technology company founded in 2000 in Finland aiming to improve rehabilitation for stroke patients. Nexstim has pioneered its technology as a diagnostic tool for brain surgery with its Navigated Brain Stimulation (NBS) system. It is the first and only FDA cleared and CE-marked system based on the navigated transcranial magnetic stimulation (nTMS) for pre-surgical mapping of the speech and motor cortices of the brain. Based on the same technology platform, the company has developed a device called Navigated Brain Therapy (NBT®) for use in the rehabilitation of stroke patients. During the first half of 2014, Nexstim started a two-year Phase III key study in 12 locations in the USA with the aim of demonstrating the efficiency of the NBT® equipment and receiving FDA clearance to market said equipment for post-acute rehabilitation of stroke patients in the



USA. Nexstim shares have been listed on Nasdaq First North Finland and Nasdaq First North Sweden. Further information is available on the website www.nexstim.com.