NIXU CORPORATION – SHARE ISSUE 1/2022
Directed Share Issue to the Chief Executive Officer
Terms and Conditions of the Share Issue

1. Share issue

Nixu Corporation Plc (the "**Company**") has on 27 February 2022 resolved to establish a matching share plan for the newly appointed chief executive officer (the "**CEO**") (*Matching Share Plan 2022*) pursuant to which the CEO shall be offered new shares of the Company for subscription subject to and in accordance with these terms and conditions (the "**Share Issue**") before the retention period of the matching share plan begins.

The Share Issue is based on the authorization to resolve on the issuance of new shares granted by the general meeting on 30 March 2021. The general meeting authorized the board of directors to issue a maximum of 1,485,000 shares. The general meeting resolved that shares can be issued for incentives for personnel up to an amount corresponding to 5 per cent of all the registered shares in the Company. According to the authorization shares may be issued in deviation from the shareholder's pre-emptive rights (directed share issue). The authorization includes the right to resolve to issue either new shares or treasury shares. The board of directors is authorized to resolve on all other conditions and matters related to the issuance of shares.

2. New shares

A maximum of 22,000 new shares in the Company (the "**New Shares**") will be issued in the Share Issue.

3. Subscription right and deviation from the pre-emptive subscription right of the shareholders

In deviation from the shareholders' pre-emptive subscription right, the New Shares are offered for subscription to the CEO.

The purpose of the Share Issue is to incentivize and commit the CEO and thereby align the CEO's interest with the Company and its shareholders. Therefore, there are weighty financial reasons to deviate from the shareholders' pre-emptive subscription right as indicated in Chapter 9 Section 4 Paragraph 1 of the Finnish Limited Liability Companies Act.

The subscription rights regarding the New Shares offered pursuant to these terms are non-transferable.

4. Subscription of New Shares

The subscription period for the New Shares shall begin on 16 March 2022 at 12:00 EET and end on 25 March 2022 at 12:00 EET. The subscription period shall however begin at the earliest after the board of directors has confirmed the subscription price. The board of directors may extend the subscription period.

The New Shares shall be subscribed for by using the subscription form provided by the Company.

The New Shares shall be subscribed in one installment.

5. Subscription price for the New Shares and payment of the subscription price

The board of directors shall determine the subscription price for the New Shares based on the volume weighted average price of the Company’s share on Nasdaq Helsinki Ltd. during the period between 14 February – 14 March 2022. The board of directors state, that the subscription price, determined as described above, shall correspond to the fair market value of the Company’s share.

The board of directors shall confirm the EUR amount of the subscription price per share separately on 15 March 2022.

The subscription price shall be paid to the bank account designated by the Company at the latest on 30.4.2022. The board of directors may extend the period for payment of the subscription price. The board of directors may refuse subscription of the New Shares for any part that the subscription price has not been paid for according to these terms,

The total subscription price for the New Shares shall be recorded in its entirety to the invested unrestricted equity of the Company.

6. Transfer restriction

The New Shares and/or any rights or obligations related thereto may not be assigned, sold, transferred, pledged or in any other manner disposed of before the end of the retention period of the CEO’s Matching Share Plan 2022 on 21 August 2025 (“**Transfer Restriction**”). If the Transfer Restriction would be removed pursuant to the terms of the matching share plan before the end of the retention period, the CEO shall not be entitled to receive matching shares pursuant to the matching share plan. Further, the board of directors may, at its discretion, decide on exceptions and amendments to the Transfer Restriction and also on the removal of the Transfer Restriction.

7. Dividend and other shareholder rights

The New Shares entitle their holder to dividend distribution and to other shareholder rights once registered on their securities account.

8. Incorporation of the New Shares in the book-entry system and applying for admission to public trading

The New Shares shall be issued in book-entries in the book-entry system maintained by Euroclear Finland Ltd. The New Shares shall be recorded to the personal book-entry account of the CEO once the shares have been registered to the Finnish Trade Register. The New Shares shall be applied for admission to trading on Nasdaq Helsinki Ltd.

The Company’s shares’ trading code is NIXU and ISIN code is FI0009008387.

9. Applicable law and dispute resolution

These terms shall be governed by the laws of the Republic of Finland without any reference to the conflict of laws principles thereof.

Any dispute concerning the interpretation and/or application of the terms or otherwise arising from these terms between the parties concerned, which has not been settled through negotiation between the parties concerned, shall be finally settled by arbitration by one arbitrator in accordance with the Arbitration Rules of the Finland Chamber of Commerce. The arbitration proceedings shall take place in Helsinki, Finland. The language of the arbitration shall be English. The arbitration costs shall be borne by the Company irrespective of the outcome, provided that the CEO's demand for arbitration was not manifestly unfounded, in which event the costs incurred shall be borne by the CEO. The arbitration proceedings and any arbitration rulings shall be confidential.

10. Other terms

The Company processes personal data of the CEO for the operational purposes of the Share Issue. This includes providing information to the party selected to act as the arranger for the Share Issue.

The CEO shall be responsible for all possible tax consequences incurred due to the subscription of the New Shares. The Company has the right to implement any tax withholding that may be required by applicable laws or regulations.

The board of directors shall decide upon other matters related to the issuance of the New Shares and to the Share Issue and for practical measures arising thereof.

These terms have been drafted in Finnish and translated into English. Should any discrepancies exist between the English and the Finnish versions, the Finnish version shall prevail.