



Nexstim Plc

Nexstim Plc: Resolutions of the Extraordinary General Meeting of shareholders

Helsinki, 18 August 2016, 15:30 pm

Nexstim Plc (NXTMH:HEX, NXTMS:STO) ("**Nexstim**" or the "**Company**"), a medical technology company with a pioneering navigated non-invasive brain stimulation system, announces the resolutions adopted at its Extraordinary General Meeting of shareholders held today on 18 August.

Background

Nexstim announced on 21 July 2016 (the "**Company Announcement**") its plans to strengthen its working and growth capital through a directed share issue of EUR 500,000, a convertible bond facility of EUR 5 million, stand-by equity facilities of EUR 6.5 million and special rights entitling to shares (the "**Warrants**") to the Bracknor Investment ("**Bracknor**") and to Nexstim's current shareholder, the Finnish Innovation Fund Sitra ("**Sitra**", together with Bracknor the "**Investors**").

The shares to be issued through the convertible bond facility and the stand-by equity facilities will be subscribed for and the proceeds thereof will be paid to Nexstim over the period of the next 24 months until August 2018 in accordance with the terms and conditions agreed upon by Nexstim separately with both Investors.

In addition to the directed share issue, the convertible bond facility and the stand-by equity facilities, the Warrants entitle the Investors to subscribe for new shares in Nexstim or existing shares in the possession of Nexstim as described in the Company Announcement.

The transaction, including the directed share issue, the convertible bond facility, the stand-by equity facilities and the Warrants (hereinafter the "**Transaction**"), was conditional on, inter alia, the granting of necessary authorisations by the Extraordinary General Meeting of Nexstim. The Transaction and the agreements, made separately between Nexstim and both Investors, have been described in more detail in the Company Announcement.

Authorisation to the Board of Directors to resolve on issues of shares to Nexstim itself

The Extraordinary General Meeting authorised the Board of Directors to resolve by one or several resolutions on issues of new shares to Nexstim itself without payment for the purpose of the Transaction.

The authorisation consists of up to 15,000,000 shares in the aggregate. The Board of Directors is authorised to resolve on all other terms and conditions of the issues of shares hereunder. The authorisation is effective for five (5) years from the date of the resolution of the Extraordinary General Meeting.

Authorisation to the Board of Directors to resolve on directed share issues



The Extraordinary General Meeting authorised the Board of Directors to resolve by one or several resolutions on issues of new shares or dispose of existing shares in the possession of Nexstim for the purpose of the Transaction.

The aggregate number of new shares to be issued or existing shares in the possession of Nexstim to be disposed of in the directed shares issues shall not exceed 15,000,000 shares, which corresponds to approximately 184.80% of the outstanding shares and votes in Nexstim. Of the maximum number of 15,000,000 shares, a maximum number of 750,000 shares may be issued without payment to Bracknor and Sitra for covering the fees relating to the Transaction and payable by Nexstim.

The Board of Directors is authorised to resolve on all other terms and conditions of the directed share issues. The issues of new shares or the disposals of existing shares in the possession of Nexstim shall be carried out in deviation from the shareholders' pre-emptive rights by way of directed issues. There are especially weighty financial reasons for deviating from shareholders' pre-emptive subscription rights.

The authorisation is effective for five (5) years from the date of the resolution of the Extraordinary General Meeting. This authorisation does not replace previous authorisations granted to the Board of Directors.

Authorisation to the Board of Directors to resolve on issues of special rights entitling to shares

The Extraordinary General Meeting authorised the Board of Directors to resolve by one or several resolutions on issues of special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act (624/2006, as amended) for the purpose of the convertible bond facility and issues of the Warrants to the Investors.

The aggregate number of new shares to be issued or existing shares in the possession of Nexstim to be disposed of on the basis of special rights entitling to shares shall not exceed 18,000,000 shares, which corresponds to approximately 221.76% of the outstanding shares and votes in Nexstim.

The Board of Directors is authorised to resolve on all other terms and conditions of the issues of special rights entitling to shares. There are especially weighty financial reasons for issuing special rights entitling to shares.

The authorisation is effective for five (5) years from the date of the resolution of the Extraordinary General Meeting. This authorisation does not replace previous authorisations granted to the Board of Directors.

Minutes of the Extraordinary General Meeting

The minutes of the Extraordinary General Meeting will be published on, or by, 1 September 2016, on Nexstim's website.

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About Nexstim Plc

Nexstim is a medical technology company which has pioneered its technology in brain diagnostics with the Navigated Brain Stimulation (NBS) system as the first and only FDA-cleared and CE-marked navigated Transcranial Magnetic Stimulation (nTMS) system for pre-surgical mapping of the motor and speech cortices. Based on the same technology platform, the company has developed a system called Navigated Brain Therapy (NBT®) which is CE-marked for chronic neuropathic pain, major depression and stroke therapy. Nexstim's shares are listed on Nasdaq First North Finland and Nasdaq First North Sweden. For more information please visit www.nexstim.com