



## **Nexstim Plc: Invitation to the Extraordinary General Meeting**

*Company announcement, inside information, Helsinki, 8 February 2021 at 5.35 PM (EET)*

Nexstim Plc (NXTMH:HEX, NXTMS:STO) (“Nexstim” or “Company”) invites shareholders to the Extraordinary General Meeting of the Company to decide on authorizations for the Board of Directors to decide on share issues and issuances of option rights and special rights to shares. The Extraordinary General Meeting will be held on Monday, March 1, 2021 commencing at 1 PM (EET) at the Nexstim Headquarters, Elimäenkatu 9 B (inner court), 4<sup>th</sup> floor, 00510 Helsinki. The reception of persons who have registered for the meeting will commence at 12.30 PM (EET). Since the risk of getting infected by coronavirus is still significant, all shareholders are strongly encouraged to exercise their voting rights by proxy representation by the General Counsel of the Company. More information and instructions on authorising by proxy is available on the Company website [www.nexstim.com/investors/shareholder-meetings/](http://www.nexstim.com/investors/shareholder-meetings/). Anyone with flu symptoms, who has been exposed to the coronavirus, is especially vulnerable to the virus or has travelled outside Finland 14 days prior to the General Meeting, is kindly requested not to attend the General Meeting in person. Due to the restrictions imposed by Finnish authorities, the number of participants allowed to attend the event could be limited.

### **A. Matters on the agenda of the Extraordinary General Meeting of Shareholders**

At the Extraordinary General Meeting of Shareholders, the following matters will be considered:

- 1 OPENING OF THE MEETING
- 2 CALLING THE MEETING TO ORDER
- 3 ELECTION OF PERSONS TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES
- 4 RECORDING THE LEGALITY OF THE MEETING
- 5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES
- 6 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON ISSUANCES OF SHARES AS WELL AS ISSUANCES OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES
- 6.1 **Authorization intended to be used for future financing needs of the Company, developing the equity structure, minimize or reduce debts and possible mergers and acquisitions and other corporate purposes**

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders authorizes the Board of Directors to decide on share issues as well as

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issues of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act, as follows:

The shares issued under the authorization are new or those in the Company's possession. Based and within the limits of this authorization, the Board of Directors can also decide on issuance(s) of option rights or other special rights set forth in Chapter 10 the Limited Liability Companies Act complementing or replacing issuance(s) of shares.

Under the authorization, a maximum of two hundred twenty million (220,000,000) shares may be issued, which corresponds to approximately 33.35 percent of all the shares in the Company after the share issue, provided that new shares are issued, considering all registered shares of the Company.

In issue of new ordinary shares, the shareholders have the right to subscribe for new shares in proportion to their existing holdings of the shares of the Company. The Board of Directors has the right to decide upon the offering to parties determined by the Board of Directors of any shares that may remain unsubscribed for pursuant to the shareholders' pre-emptive subscription right. In connection with any shares which remain unsubscribed in such subscription rights issue, the Board of Directors is authorized to resolve on directed share issues or directed issues of option rights or special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the Company to do so. The shares and option rights or other special rights entitling to shares can hence be issued in one or more tranches.

In the issuance of shares in the subscription rights issue, the Board of Directors proposes that the preliminary subscription price is EUR 0.03. Taking into account such price level, the major shareholders of the Company, Ossi Haapaniemi, Kyösti Kakkonen and Leena Niemistö each jointly with related-party companies/ book-entry accounts controlled by each, as well as certain members of the Company's Board of Directors and management team have provided preliminary commitments to the Company regarding subscription of new shares in such subscription rights issue with certain terms of up to approximately 48% of the authorized amount which would be equal to in aggregate approximately EUR 3,15 million.

The Board of Directors is authorized, at its discretion, to resolve the final subscription price as well as all terms for the share issues and granting of the special rights entitling to shares.

The proposed authorization does not invalidate prior resolved and registered authorizations made at the General Meeting of Shareholders regarding share issues and issuances of option rights and other special rights entitling to shares.

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The authorization is valid for one (1) year from the decision of the Extraordinary General Meeting of Shareholders.

The authorization may be used for the future financing needs of the Company, developing the equity structure, minimize or reduce debts and possible mergers and acquisitions and other corporate purposes.

## **6.2 Authorization intended to be used for the Board's RSU plan and for the long-term incentive plans for the management and the personnel of the Company**

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders authorizes the Board of Directors to decide on share issues as well as issues of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Finnish Limited Liability Companies Act as follows:

The shares issued under the authorization are new or those in the Company's possession. Based and within the limits of this authorization, the Board of Directors can also decide on issuance(s) of option rights or other special rights set forth in Chapter 10 the Limited Liability Companies Act complementing or replacing issuance(s) of shares.

Under the authorization, a maximum of nineteen million five hundred thousand (19,500,000) shares may be issued, which corresponds to approximately 4.25 percent of all the shares in the Company after the share issue, provided that new shares are issued, considering all registered shares of the Company.

The shares, option rights and/or other special rights entitling to shares can be issued in one or more tranches.

The Board of Directors is authorized to resolve on all terms for the share issues and the terms for the granting of the option rights and other special rights entitling to shares. The Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the Company to do so.

The proposed authorization does not invalidate prior resolved and registered authorizations made at the General Meeting of Shareholders regarding share issue, issuing of option rights and other special rights entitling to shares.

The authorization is valid for five (5) years from the decision of the Extraordinary General Meeting of Shareholders.

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The authorization may be used to the implementation of the RSU plan for the members of the Board of Director's and for the long-term incentive plans for the management and the personnel of the Company. The authorization can also be used for incentive arrangements and payment of the Board fees.

## **6.3 Authorization intended to be used for future financing needs of the Company, developing the equity structure, minimize or reduce debts and possible mergers and acquisitions and other corporate purposes**

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders authorizes the Board of Directors to decide on share issues as well as issues of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Finnish Limited Liability Companies Act as follows:

The shares issued under the authorization are new or those in the Company's possession. Based and within the limits of this authorization, the Board of Directors can also decide on issuance(s) of option rights or other special rights set forth in Chapter 10 the Limited Liability Companies Act complementing or replacing issuance(s) of shares.

Under the authorization, a maximum of five million (5,000,000) shares may be issued, which corresponds to approximately 1.12 percent of all the shares in the Company after the share issue, provided that new shares are issued, considering all registered shares of the Company.

The shares, option rights and/or other special rights entitling to shares can be issued in one or more tranches.

The Board of Directors is authorized to resolve on all terms for the share issues and the terms for the granting of the option rights and other special rights entitling to shares. The Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the Company to do so. Such new shares may also be issued without payment, provided that there as a particularly weighty financial reason for the Company and considering the interests of its all shareholders to do so.

The proposed authorization does not invalidate prior resolved and registered authorizations made at the General Meeting of Shareholders regarding share issue, issuing of option rights and other special rights entitling to shares.

The authorization is valid for one (1) year from the decision of the Annual General Meeting of Shareholders.

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The authorization may be used in connection with future financing needs of the Company (e.g. for a payment of fee payable in Nexstim shares for an investor providing a significant subscription commitment in connection with a possible share issue), developing the equity structure, minimize or reduce debts and possible mergers and acquisitions and other corporate purposes.

## 7 CLOSING OF THE MEETING

### **B. Documents of the General Meeting of Shareholders**

The proposals of the Board of Directors and other documents set forth in Chapter 5 Section 21 of the Finnish Act on Limited Liability Companies (21.6.2006/624, as amended) as well as this notice are available on Nexstim Plc's website at [www.nexstim.com/investors/shareholder-meetings/](http://www.nexstim.com/investors/shareholder-meetings/) no later than on 8 February 2021 (as printable PDFs files). Such documents are also available at the General Meeting. The minutes of the meeting will be available on the above-mentioned website as from March 15, 2021 at the latest.

### **C. Instructions for the participants in the Extraordinary General Meeting of Shareholders**

#### **1. Shareholders registered in the shareholders' register**

Each shareholder, who is registered on February 17, 2021 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the Extraordinary General Meeting of Shareholders. A shareholder, whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the Company.

A shareholder, who wants to participate in the Extraordinary General Meeting of Shareholders, shall register for the meeting no later than February 24, 2021 at 10.00 a.m. by giving a prior notice of participation. Such notice can be given:

- (a) on the Company's website: <https://nexstim.com/investors/shareholder-meetings/> ; or
- (b) by mail to address Nexstim Plc, "Extraordinary General Meeting" Elimäenkatu 9B, 00510 Helsinki, Finland

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business ID, address, telephone number and the name of a possible assistant or proxy representative. The personal data given to Nexstim Plc is used only in connection with the General Meeting of Shareholders and with the processing of related registrations.

#### **2. Holders of nominee registered shares**

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A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which he/she on the record date of the Extraordinary General Meeting, i.e. on February 17, 2021, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd at the latest by February 24, 2021 at 10.00 a.m. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the Extraordinary General Meeting of Shareholders from his/her custodian bank. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Extraordinary General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

### **3. Shares registered in Euroclear Sweden AB**

A shareholder with shares registered in Euroclear Sweden AB's Securities System who wishes to attend and vote at the Extraordinary General Meeting must:

- be registered in the shareholders' register maintained by Euroclear Sweden AB no later than on 16 February 2021.
- Shareholders, whose shares are registered in the name of a nominee must, in order to be eligible to request a temporary registration in the shareholders' register of Nexstim Plc maintained by Euroclear Finland, request that their shares are re-registered in their own names in the register of shareholders maintained by Euroclear Sweden AB, and procure that the nominee sends the above mentioned request for temporary registration to Euroclear Sweden AB on their behalf. Such registration must be made at the latest by 16 February 2021 and the nominee should therefore be notified well in advance before said date.
- request temporary registration in the shareholders' register of Nexstim Plc maintained by Euroclear Finland Oy. Such request shall be submitted in writing to Euroclear Sweden AB no later than on 16 February 2021 at 5 p.m. Swedish time.

This temporary registration made through written request to Euroclear Sweden AB is considered a notice of attendance at the General Meeting.

### **4. Proxy representative and powers of attorney**

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A shareholder may participate in the Extraordinary General Meeting of Shareholders and exercise his/her rights at the Meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Extraordinary General Meeting of Shareholders.

When a shareholder participates in the Extraordinary General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Extraordinary General Meeting of Shareholders.

Possible proxy documents should be delivered in originals to Nexstim Plc, "Extraordinary General Meeting" Elimäenkatu 9 B, 00510 Helsinki, Finland before the last date for registration.

## **5. Other instructions and information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the Meeting.

The meeting will be conducted in Finnish language. Part of the material presented at the meeting may be in English language.

On the date of this notice to the Extraordinary General Meeting of Shareholders, dated February 8, 2021, the total number of shares and votes in Nexstim Plc is 439,622,756.

Helsinki, February 8, 2021

NEXSTIM PLC

The Board of Directors

**Further information is available on the website [www.nexstim.com](http://www.nexstim.com), or by contacting:**

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## About Nexstim Plc

Nexstim is a Finnish, globally operating medical technology company. Our mission is to enable personalized and effective therapies and diagnostics for challenging brain diseases and disorders.

Nexstim has developed a world-leading non-invasive brain stimulation technology called SmartFocus®. It is a navigated transcranial magnetic stimulation (nTMS) technology with highly sophisticated 3D navigation providing accurate and personalized targeting of the TMS to the specific area of the brain.

SmartFocus® technology is used in Nexstim's proprietary Navigated Brain Therapy (NBT®) system, which is FDA cleared for marketing and commercial distribution for the treatment of major depressive disorder (MDD) in the United States. In Europe, the NBT® system is CE marked for the treatment of major depression and chronic neuropathic pain.

In addition, Nexstim is commercializing its SmartFocus® based Navigated Brain Stimulation (NBS) system for diagnostic applications. The NBS system is the only FDA cleared and CE marked navigated TMS system for pre-surgical mapping of the speech and motor cortices of the brain. Nexstim shares are listed on the Nasdaq First North Growth Market Finland and Nasdaq First North Growth Market Sweden.

For more information please visit [www.nexstim.com](http://www.nexstim.com)