

## **APPENDIX 6**

### **Terms of the directed share issue 31 May 2018**

#### **1 New shares**

The Board of Directors of the company has decided to issue up to 22,222,222 new shares in total in derogation from the pre-emptive subscription right of the shareholders in a directed share issue on the authorisation of the Annual General Meeting of 17 April 2018 in accordance with the terms presented below.

The shares issued in the share issue are equivalent to approximately 3.49 per cent of all of the company's shares and votes after the share issue, provided that the share issue directed to the sellers of the shares of Grow Holding AB and Grow Nine AB is subscribed for in full.

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

All new shares will be offered to Tremoko Oy Ab (who is considered a 'qualified investor') for subscription in deviation from the shareholders' pre-emptive subscription right.

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.

#### **1 Subscription and subscription period of the shares**

The subscription will be made in a subscription list which is kept at the company's head office at the address Arkadiankatu 2, 00100 Helsinki.

The shares must be subscribed for by 4 June 2018 at the latest, however. The Board of Directors may extend the share subscription period.

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

#### **4 Subscription price of the shares and payment of the subscription price**

The subscription price of the shares in the share issue is EUR 0.09 per share. The subscription price has been determined on the basis of an agreement between the parties.

The subscription price of the shares subscribed for in the share issue shall be paid by setting off Tremoko Oy Ab's receivables from the company in the amount of EUR 1.6 million, and the remainder of the subscription price, EUR 399,999.98, shall be paid in cash without undue

delay in accordance with the Board's instructions, yet by 4 June 2018 at the latest.

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

## **5 Right to dividend and other shareholder rights**

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 in the shareholders' register of the company.

## **6 Entry of new shares in book-entry accounts and admission of shares to trading**

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.

The company will apply for admission to trading for the shares in the Helsinki Stock Exchange after they have been entered in the Trade Register.

## **7 Approval of subscriptions**

The Board of Directors of the company will 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.

## **8 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.

## **9 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. The Share

Issue and Shares shall be governed by Finnish law. Any possible disputes arising from the Share Issue shall be resolved in a competent court in Finland.

## **10 Other matters**

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