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Ixonos Group acquires Cresense and strengthens its user research and design know-how

Ixonos Plc (“Ixonos”) has signed an agreement to acquire the Finnish privately owned company Cresense Oy. The acquisition will strengthen Ixonos’ position as an innovative digitalization and transformation partner. Cresense’s competence will ideally support Ixonos’ strategy, which was renewed in July, by enforcing the company’s user research and design know-how. The corporate transaction requires the fulfillment of certain conditions and is expected to be completed during the third quarter of 2015.

Cresense is a company that excels in user-centric service design. The company represents leading expertise in seamlessly combining user research, user experience and service design. Cresense has a strong customer base and references in fields of both B2B and B2C services. As part of the company reorganization, a total of 27 employees from Cresense offices in Helsinki, Singapore, Shanghai and San Jose will join Ixonos.

"Together we can now offer leading expertise to our customers who seek answers for digital disruptions on a global scale. Cresense will bring a new dimension to our competence portfolio with their strong user research competence. In addition to this, Cresense’s design expertise will further strengthen our design team. We warmly welcome our new colleagues from Cresense to join Ixonos. Together we’ll have the best opportunity to create digital success stories for our clients and challenge the future with a new way of thinking and distinctive services,” says CEO **Sami Paihonen** of Ixonos.

”Merger with Ixonos offers us an outstanding possibility of growing and innovating on the next-generation user insight based service design. Thanks to Ixonos’ long and successful experience on both technology and design we can now integrate user research seamlessly with service design and technology solution, throughout the whole service lifecycle. This is the recipe for how our customers can introduce innovative services, devices and experiences representing the new era - embracing user experience as the key element to brand engagement and business success,” emphasizes **Marko Rapeli**, the CEO of Cresence.

In the transaction, all Cresense shares apart from shares owned by the company itself will be transferred to the ownership of Ixonos. As compensation, Ixonos will issue a total of 7,142,857 new Ixonos shares (“Consideration Shares”) in a directed share issue (“Share Issue”) to be subscribed by the existing owners of Cresense Oy. Cresense Oy is owned by nine private persons (“Sellers”), eight out of which are committed to continuing their work as the company’s employees. The Share Issue shall be carried out in derogation from the pre-emptive subscription right of the shareholders by the decision of Ixonos’ Board of Directors on the authorisation of the Annual General Meeting held on 29 April 2015. The Consideration Shares issued in the share issue are carried out in order to develop the group’s business and finance the corporate transaction so there is a weighty financial reason for the Share Issue and the deviation from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act. The Share Issue is conditional upon the execution of the corporate transaction and the approval of the share subscriptions. The subscription price of the Consideration Shares (“Subscription Price”) in the Share Issue is EUR 0.07 per Consideration Share. The Subscription Price has been defined as the mean price weighted with the trading amounts of the Ixonos share of the period 26 June 2015 – 25 August 2015. The subscription will take place and Cresense Oy shares will be transferred to Ixonos in connection with the execution of the corporate transaction.

The Consideration Shares will represent 3.4 per cent of Ixonos shares and votes after the Share Issue. The Consideration Shares will entitle to full dividends possibly distributed by Ixonos and to other distribution of assets as well as carry other shareholder rights in the company starting from when the Consideration Shares have been entered in the Trade Register and the shareholders’ register of the company. The Consideration Shares of the Sellers continuing to work for the group are subject to a lock-up period of six (6) months to two (2) years starting from the issue of such shares. If certain prerequisites are met, the Sellers will be entitled to an additional purchase price of EUR 350,000 at most. Ixonos may pay the possible additional purchase price in cash or as Ixonos shares at its option.

The terms and conditions for the Share Issue are appended to this stock exchange release.

IXONOS PLC

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TERMS OF THE SHARE ISSUE

1 New shares

The company issues 7,142,860 new company shares in the share issue.

The shares issued in the share issue are equivalent to approximately 3.5 per cent of all of the company’s shares and votes before the share issue and approximately 3.4 per cent of all of the company’s shares and votes after the share issue, provided that the share issue is subscribed for in full.

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

All new shares are offered for subscription by the following persons in derogation from the pre-emptive subscription right of the shareholders in the following amounts:

Subscriber	*Shares offered for subscription, pcs*	*Subscription price in EUR*
Matti Kilponen	388,199	27,173.93
Marika Koskenkanto	388,199	27,173.93
Taina Martikainen	388,199	27,173.93
Petteri Mäki	1,552,795	108,695.65
Hannele Piirainen	776,398	54,347.86
Marko Rapeli	1,086,957	76,086.99
Veikko Savijoki	388,199	27,173.93
Raisa Suihkonen	1,086,957	76,086.99
Simo Säde	1,086,957	76,086.99
Total	**7,142,860 shares**	**500,000**

The purpose of the directed share issue is to carry out the purchase of the shares of Cresense Oy in accordance with the shares purchase agreement concerning the shares of Cresense Oy, concluded between the company and the aforementioned shareholders of Cresense Oy ("Share Purchase Agreement"), by paying the first instalment of the purchase price with new company shares issued. Hence, the Company has a weighty reason for acting in derogation from the pre-emptive subscription right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Limited Liability Companies Act.

The subscription right to the shares under these terms may not be transferred to a third party.

3 Subscription and subscription period of the shares

The subscription of the shares will take place in connection with the Closing of the corporate acquisition set out in the Share Purchase Agreement. The

Board of Directors may extend the subscription period. The shares must be subscribed for by 30 September 2015 at the latest, however.

The shares shall be subscribed for using the purchase agreement on the transfer of Cresense Oy shares appended to the Share Purchase Agreement as appendix 6.2 (a).

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 shall be paid by a contribution in kind by placing in the company the object of purchase which is set out in the Share Purchase Agreement (appendix A) and consists of altogether 1,840 Cresense Oy shares. The total subscription price of the shares is five hundred thousand euros (EUR 500,000), i.e. approximately seven euro cents (EUR 0.07) per share. The non-cash consideration and the payment it covers have been specified and factors affecting the valuation of the assets as well as methods used in the valuation have been described in the report issued by the company's Board of Directors (appendix D).

The subscription price of the shares is based on the Share Purchase Agreement between the company and the subscriber of the shares, under which the amount of the company's consideration shares required for the payment of the first instalment of the purchase price is determined by dividing the sum of the first instalment of the purchase price (EUR 500,000) with the mean price of Ixonos Plc weighted with the trading amounts of the period of two months in the Nasdaq OMX preceding the signature of the Share Purchase Agreement. If the amount of shares to be offered to the subscriber is not a whole number, the number of shares shall be rounded up to the nearest full share.

The non-cash consideration forming the subscription price of the shares shall be assigned to the company on the terms set out in the Share Purchase Agreement. The non-cash consideration comprising 1,840 Cresense Oy shares is transferred to the company in connection with the subscription of the shares. The Board of Directors may extend the subscription price's term of payment.

The subscription price of the shares shall be credited [in full to the reserve for invested unrestricted equity].

5 Right to dividend and other shareholder rights

The 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 the shareholders' register of the company.

6 Entry of new shares in book-entry accounts

The shares subscribed for in the share issue are entered in the subscriber's book-entry account when the new shares have been entered in the Trade Register.

7 Accepting the subscriptions

The share issue is conditional upon that the other terms of the conclusion of the transaction set out in section 6 of the Share Purchase Agreement have been fulfilled, or that they have been relinquished in accordance with the terms of the Share Purchase Agreement, that the transaction is executed, and that the Board of Directors accepts the subscriptions. If the transaction has not been carried out within 30 days of the signature of the Share Purchase Agreement, this decision of the Board of Directors on a directed share issue will cease to be in effect. The Board of Directors of the Company shall 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 Lock-up

A lock-up during which the shares may not be transferred shall be applied to shares subscribed for in the share issue by others than Taina Martikainen. The lock-up shall dissolve gradually during the period of two years as set out in the Lock-Up Agreement pertaining to the shares and related to the Share Purchase Agreement.

9 Information

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act are on view since the start of the Subscription Period in the Company's head office at Hitsaajankatu 24, FI-00810 Helsinki, Finland.

10 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 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 are considered to have accepted the aforementioned limitations to the Share Issue and the Shares shall be governed by Finnish law. Any possible disputes arising from the Share Issue will be resolved in a competent court in Finland.

11 Other matters

The Board of Directors of the Company shall decide upon other matters related to the Share Issue and practical measures arising thereof.