

Proposals of the Board of Directors' to the Annual General Meeting 2020 of Nixu Corporation

8. Resolution on the use of the profit shown in the Balance Sheet and the payment of a dividend

The Board of Directors proposes to the AGM that the loss of the parent company for the financial year January 1 – December 31 2019, EUR 1,112,783.52, to be transferred to the retained earnings / loss account and that no dividend shall be paid to the shareholders of the company.

10. Handling of Remuneration Policy for Governing Bodies

The Board of Directors presents the Remuneration Policy for Governing Bodies drafted by it to the AGM which is attached to this notice to the general meeting and is available with similar content on the company's website (<https://www.nixu.com/investors/remuneration>). The Remuneration Policy presented at the AGM will be valid and applied up to 2024 unless no substantial changes will be made to it.

The AGM shall make a resolution on the Remuneration Policy represented and drafted by the Board of Directors expressing whether it supports the presented policy or not. The resolution is advisory as provided by the chapter 5, section 3a of the Finnish Limited Liability Companies Act.

14. Deciding the remuneration of the auditor

The Board of Directors proposes that the AGM resolves in accordance with the recommendation of Audit Committee that the remuneration of the auditor to be elected shall be paid according to a reasonable invoice.

15. Selection of the Auditor

The Board of Directors proposes that the AGM resolves in accordance with the recommendation of Audit Committee that the authorized public accountants PricewaterhouseCoopers Oy shall be elected as the auditor of the company for Financial Year 2020. PricewaterhouseCoopers Oy has announced that Ms. Enel Sintonen, Authorized Public Accountant, will act as principal auditor.

16. Authorizing the Board of Directors to resolve on the repurchase of the company's own shares

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to resolve on the repurchase of the company's own shares in one or several instalments as follows:

Up to 730,100 shares can be acquired using funds belonging to the unrestricted equity of the company. The proposed amount corresponds to approximately ten (10) per cent of all the shares in the company on the date of the notice, taking into account the company's own shares already held by the company. Acquisitions under the authorization are proposed to be carry out on the marketplace of which rules allow the company to trade with its own shares. The shares shall be repurchased through public trading on the marketplaces where the shares in the company are admitted to public trading. The consideration to be paid for the purchased shares shall be based on the market price.

The authorization shall also entitle the Board of Directors to resolve on an acquisition of shares otherwise than in proportion to the shares owned by the shareholders (directed purchase). In such event, there must exist weighty financial reasons for the company for the repurchase of its own shares.

The shares may be acquired to implement the company's arrangements in relation to the company's business operations, to the implement the company's share-based incentive programmes or to be to be otherwise transferred or be cancelled. The shares repurchase can also be held by the company itself.

The Board of Directors is authorized to resolve on all other conditions and matters related to the repurchase of the company's own shares. The repurchase of the company's own shares will reduce the unrestricted equity of the company.

The authorization is proposed to remain in force until the next AGM, however, up to June 30, 2021, whichever is the earliest and it would replace the authorization granted by the earlier AGM regarding on the repurchase of the company's own shares.

17. Authorizing the Board of Directors to decide on a share issue, granting of special rights entitling to shares and the disposal of treasury shares

The Board of Directors proposes that the AGM resolves to authorize the Board of Directors to decide on the issuance of new shares through a share issue or by granting other special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Companies Act, and/or disposing shares held by the company as follows:

The Board of Directors may, in one or more tranches, issue new shares or grant special rights entitling to shares in accordance with Chapter 10, Section 1 of the Companies Act and dispose treasury shares. The total number of shares to be issued

under the authorization may not exceed 1,485,000. The authorization includes the right to decide to issue either new shares or treasury shares either against payment or without consideration.

New shares or treasury shares may be issued in deviation from the shareholder's pre-emptive rights, if there exists a weighty financial reason for the company to implement such directed share issue or, in the case of an issue without consideration, an especially weighty financial reason for it both for the company and with regard to the interests of all shareholders in the company.

The Board of Directors is authorized to resolve on the other terms and conditions as well as actions pertaining to the issuance of shares, option rights and to the granting of other special rights entitling to shares as well as the disposal of treasury shares.

The authorization may be exercised to develop the capital structure, expand the ownership base, for the payment of consideration in transactions, when acquiring assets related to the company's business operations and to implement incentive programmes so that the shares are issued directly to the employees and CEOs of the company and its subsidiaries. The proposed maximum number of shares corresponds to approximately 20 per cent of the all the registered of shares in the company.

The authorization is proposed to remain in force until the next AGM, however, up to June 30, 2021, whichever is the earliest, and it would replace the previous authorizations granted regarding a directed share issue and the disposal of treasury shares.