

Notice of the Annual General Meeting of Shareholders of Nixu Corporation

Notice is hereby given to the shareholders of Nixu Corporation to attend the Annual General Meeting of Shareholders to be held on Tuesday, June 20, 2023, beginning at 3:00 PM EEST at Life Science Center at the following address: Keilaranta 14, 02150 Espoo, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will begin at 2:00 PM EEST. Coffee will be served prior to the meeting.

A. Matters on the agenda of the Annual General Meeting

At the general meeting, 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 the votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Financial Statements, Report of the Board of Directors and Auditor's Report for the year 2022**
 - Presentation of the CEO's Review
- 7. Adoption of the Financial Statements**
- 8. Resolution on the use of the profit shown on the Balance Sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that, based on the balance sheet to be adopted for the financial year of January 1 to December 31, 2022, the loss of the company for the financial year, EUR 1,560,329.94, shall be transferred to the retained earnings / loss account and that no dividend shall be paid to the shareholders of the company.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Handling of the Remuneration Report for Governing Bodies**

The company's Remuneration Report for the Governing Bodies has been published in the Annual Report 2022 by stock exchange release on March 8, 2023 and is available on the company's website at <https://www.nixu.com/investors/nixu-agm-2023>.

The Annual General Meeting shall adopt a resolution on the approval of the Remuneration Report. The resolution on the Remuneration Report is advisory in accordance with Chapter 5, Section 3 b of the Finnish Limited Liability Companies Act.

11. Resolution on the remuneration of the members of the Board of Directors

DNV AS has made a voluntary recommended public cash tender offer for all the issued and outstanding shares and stock options in Nixu Corporation (the "**Tender Offer**"). The offer period under the Tender Offer commenced on February 28, 2023 and is pending on the date of this notice. The offer period is expected to expire on June 5, 2023, and DNV AS is expected to announce the final result of the Tender Offer on or about June 8, 2023. In accordance with its statement in the tender offer document, should DNV AS obtain more than 90 percent of all the shares and voting rights carried by the shares in Nixu Corporation after the completion of the Tender Offer, DNV AS will commence mandatory redemption proceedings in accordance with the Finnish Companies Act as soon as practically possible.

Due to the pending Tender Offer, agenda item 14 in this notice of the General Meeting contains two different proposals for the composition of the Board of Directors for terms of office that are determined depending on whether the right and obligation of DNV AS to redeem minority shares in Nixu Corporation has been registered with the Finnish Trade Register. Therefore, this notice also contains two proposals tied to different terms of office for the remuneration (this agenda item 11) and number (agenda item 13) of the members of the Board of Directors.

It is possible that the redemption right and obligation of DNV AS will be registered with the Finnish Trade Register already before the beginning of the Annual General Meeting of 2023, but there is no certainty of this on the date of this notice of the General Meeting. If the redemption right and obligation were to be registered with the Finnish Trade Register already before the beginning of the Annual General Meeting of 2023, the proposals under agenda items 11a, 13a and 14a of the notice of the General Meeting would expire as unnecessary. It is also possible that the redemption right and obligation of DNV AS is never registered.

11a Resolution on the remuneration of the members of the Board of Directors for the term of office running until the registration of the redemption right and obligation or until the end of the Annual General Meeting of 2024

Shareholders representing approximately 18% of the outstanding shares and votes in the company have notified the Board of Directors of Nixu Corporation that they will propose to the Annual General Meeting of 2023 that the remuneration of the members

of the Board of Directors, elected in accordance with agenda item 14a of this notice of the General Meeting, shall be paid in cash as follows:

- The Chairman of the Board of Directors shall be paid a total of EUR 4,000 as a fixed monthly remuneration,
- the Deputy Chairman of the Board of Directors shall be paid a total of EUR 2,750 as a fixed monthly remuneration, and
- other Members of the Board of Directors shall be paid a total of EUR 1,833 as a fixed monthly remuneration.

If the term of office of a member of the Board of Directors ends before the Annual General Meeting of 2024, the monthly remuneration will be paid to the member of the Board of Directors in proportion to the length of their term.

In addition to the monthly remuneration mentioned above, a meeting specific remuneration of EUR 300 shall be paid in cash for attendance in person at a meeting held outside of the member's country of residence.

In addition, as a remuneration for the work in the Audit Committee, the members of the Board of Directors shall be paid as follows:

- The Chair of the Audit Committee shall be paid in cash a fixed annual remuneration of EUR 4,000; and
- other Members of the Audit Committee shall be paid in cash a fixed annual remuneration of EUR 2,000.

As a remuneration for the work in the Personnel and Remuneration Committee, the members of the Board of Directors shall be paid as follows:

- The Chair of the Committee shall be paid in cash a fixed annual remuneration of EUR 2,000; and
- other Members of the Committee shall be paid in cash a fixed annual remuneration of EUR 1,000.

If the term of office of a member of the Committee ends before the Annual General Meeting of 2024, the annual remuneration will be paid to the member in proportion to the length of their term.

In addition, travel expenses of the members of the Board of Directors shall be reimbursed in accordance with the company's travel policy.

If the redemption right and obligation of DNV AS has been registered with the Finnish Trade Register already before the beginning of the Annual General Meeting of 2023, the shareholders' proposal under this agenda item will expire as unnecessary and

remuneration will be decided on solely on the basis of the proposal under agenda item 11b.

11b Resolution on the remuneration of the members of the Board of Directors for the term of office that begins conditional on the registration of the redemption right and obligation

The Board of Directors proposes to the Annual General Meeting on DNV AS's request that the remuneration of the members of the Board of Directors, elected in accordance with agenda item 14b of this notice of the General Meeting, shall be paid in cash as follows:

- The Chairman of the Board of Directors shall be paid a total of EUR 57,600 as a fixed annual remuneration,
- the Deputy Chairman of the Board of Directors shall be paid a total of EUR 39,600 as a fixed annual remuneration, and
- other Members of the Board of Directors shall be paid a total of EUR 26,400 as a fixed annual remuneration.

If the term of office of a member of the Board of Directors ends before the Annual General Meeting of 2024, the annual remuneration will be paid to the member of the Board of Directors in proportion to the length of their term.

In addition to the annual remuneration mentioned above, a meeting specific remuneration of EUR 360 shall be paid in cash for attendance in person at a meeting held outside of the member's country of residence.

In addition, as a remuneration for the work in the Audit Committee, the members of the Board of Directors shall be paid as follows:

- The Chair of the Audit Committee shall be paid in cash a fixed annual remuneration of EUR 4,800; and
- other Members of the Audit Committee shall be paid in cash a fixed annual remuneration of EUR 2,400.

As a remuneration for the work in the Personnel and Remuneration Committee, the members of the Board of Directors shall be paid as follows:

- The Chair of the Committee shall be paid in cash a fixed annual remuneration of EUR 2,400; and
- other Members of the Committee shall be paid in cash a fixed annual remuneration of EUR 1,200.

If the term of office of a member of the Committee ends before the Annual General Meeting of 2024, the annual remuneration will be paid to the member in proportion to the length of their term.

In addition, travel expenses of the members of the Board of Directors shall be reimbursed in accordance with the company's travel policy.

Liv A. Hovem ja Thor H.B. Winther have indicated that they will abstain from receiving the remuneration of a member of the Board of Directors and Committees.

12. Resolution on the one-off additional fee for the members of the Board of Directors from April 27, 2023 to June 20, 2023

Shareholders representing approximately 18% of the outstanding shares and votes in the company have notified the Board of Directors of Nixu Corporation that they propose that the current Chairman, Deputy Chairman and members of the Board of Directors be paid a one-off additional fee for the board membership from April 27, 2023 to June 20, 2023.

The additional fee proposed to be paid is EUR 8,000 for the Chairman, EUR 5,500 for the Vice Chairman and EUR 3,666 for each member of the Board of Directors.

The additional fee would be paid as the company's Annual General Meeting 2022 resolved on a fixed annual remuneration of the Board of Directors and, in accordance with the stock exchange release published by the company on November 28, 2022, the company's Annual General Meeting 2023 was planned to be held on April 27, 2023. Thus, without the now proposed additional fee, the current members of the Board of Directors would not be compensated for their work conducted during the time period after April 27, 2023. This is because of the ongoing tender offer by DNV AS, the date of the Annual General Meeting has been postponed and the term of office of the current board members has thus been extended beyond what could reasonably have been expected based on customary practice.

13. Resolution on the number of members of the Board of Directors

As described in agenda item 11 of this notice of the General Meeting, due to the pending Tender Offer, this agenda item 13 of this notice of the General Meeting contains two different proposals for the number of members of the Board of Directors for the different terms of office. The terms of office are determined depending on whether the right and obligation of DNV AS to redeem minority shares in Nixu Corporation has been registered with the Finnish Trade Register.

13a Resolution on the number of members of the Board of Directors for the term of office running until the registration of the redemption right and obligation or until the end of the Annual General Meeting of 2024

Shareholders representing approximately 18% of the outstanding shares and votes in the company have notified the Board of Directors that they will propose to the Annual General

Meeting that the number of members of the Board of Directors would be five for the term of office running until the right and obligation of DNV AS, who has made the Tender Offer, to redeem minority shares in Nixu Corporation is registered with the Finnish Trade Register or, if the redemption right and obligation is not registered with the Finnish Trade Register before the Annual General Meeting of 2024, until the end of the following Annual General Meeting to be held in 2024.

If the redemption right and obligation has been registered already before the beginning of the Annual General Meeting of 2023, this proposal 13a will expire as unnecessary and the number of the members of the Board of Directors will be decided on solely on the basis of the proposal 13b.

13b Resolution on the number of members of the Board of Directors for the term of office that begins conditional on the registration of the redemption right and obligation

The Board of Directors proposes to the Annual General Meeting on DNV AS's request that the number of members of the Board of Directors would be four for the term of office beginning when the right and obligation of DNV AS, who has made the Tender Offer, to redeem minority shares in Nixu Corporation is registered with the Finnish Trade Register and running until the end of the following Annual General Meeting to be held in 2024. If the redemption right and obligation has been registered before the beginning of the Annual General Meeting of 2023, the term of office referred to herein would begin immediately upon the end of the General Meeting.

14. Election of the members and the Chairman of the Board of Directors

As described in agenda item 11 of this notice of the General Meeting, due to the pending Tender Offer, this agenda item 14 of this notice of the General Meeting contains two different proposals for the composition of the Board of Directors for the different terms of office. The terms of office are determined depending on whether the right and obligation of DNV AS to redeem minority shares in Nixu Corporation has been registered with the Finnish Trade Register.

14a Election of the members and the Chairman of the Board of Directors for the term of office running until the registration of the redemption right and obligation or until the end of the Annual General Meeting of 2024

Shareholders representing approximately 18% of the outstanding shares and votes in the company have notified the Board of Directors that they will propose to the Annual General Meeting that the current members of the Board of Directors Kati Hagros, Joakim Karske, Marko Kauppi, Jari Niska and Anders Silwer would be re-elected. In addition, the shareholders in question propose that Jari Niska is elected as the Chairman of the Board of Directors.

The term of office of the proposed members of the Board of Directors would run until the right and obligation of DNV AS, who has made the Tender Offer, to redeem minority shares in Nixu Corporation is registered with the Finnish Trade Register or, if the redemption right and obligation is not registered with the Finnish Trade Register, until the end of the following Annual General Meeting to be held in 2024. If the redemption right and obligation has been registered already before the beginning of the Annual General Meeting of 2023, this proposal 14a will expire and only proposal 14b will be handled at the General Meeting.

The CVs and independence assessments for each current member of the Board of Directors are available on the company's website at <https://www.nixu.com/investors/board-directors>.

All the nominees have given their consent for the position.

14b Election of the members and the Chairman of the Board of Directors for the term of office that begins conditional on the registration of the redemption right and obligation

The Board of Directors proposes to the Annual General Meeting on DNV AS's request that the current members of the Board of Directors Joakim Karske and Anders Silwer would be re-elected and Liv A. Hovem and Thor H.B. Winther would be elected as new members of the Board of Directors. In addition, the Board of Directors proposes on DNV AS's request that Thor H.B. Winther is elected as the Chairman of the Board of Directors.

The term of office of the proposed members of the Board of Directors would begin once the right and obligation of DNV AS, who has made the Tender Offer, to redeem minority shares in Nixu Corporation is registered with the Finnish Trade Register and run until the end of the following Annual General Meeting to be held in 2024. If the redemption right and obligation has been registered before the beginning of the Annual General Meeting of 2023, the term of office of the proposed members of the Board of Directors will begin immediately upon the end of the General Meeting.

The CVs and independence assessments for each current member of the Board of Directors are available on the company's website at <https://www.nixu.com/investors/board-directors>.

The CVs and independence assessments for each new member of the Board of Directors are available on the company's website at <https://www.nixu.com/investors/nixu-agm-2023>. As at the date of this notice of the General Meeting, the proposed new members of the Board of Directors are independent of the company and of the company's major shareholders. The proposed new members of the Board of Directors are not independent of DNV AS.

All the nominees have given their consent for the position.

15. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting in accordance with the recommendation of the Audit Committee of the Board of Directors that the remuneration of the auditor to be elected shall be paid according to a reasonable invoice of the auditor approved by the company.

16. Election of the auditor

The Board of Directors proposes to the Annual General Meeting in accordance with the recommendation of the Audit Committee of the Board of Directors that the audit firm PricewaterhouseCoopers Oy shall be re-elected as the auditor of the company for the Financial Year 2023. PricewaterhouseCoopers Oy has announced that Panu Vänskä, Authorized Public Accountant, would act as the auditor in charge.

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

The Board of Directors proposes that the Annual General Meeting 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 744,569 shares can be repurchased 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. Repurchases under the authorization are proposed to be carried out on a marketplace the rules of which 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 for the shares to be repurchased shall be based on the market price.

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

The shares may be repurchased to implement arrangements in relation to the company's business operations, to implement the company's share-based incentive programs or to be otherwise transferred or cancelled. In addition, the company can repurchase shares from the marketplace for the account of individual members of the Board of Directors in order to pay the remuneration of the members of the Board of Directors, either in whole or in part. The repurchased shares 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 end of the next Annual General Meeting, however, until June 30, 2024 at the latest, and it would replace the previously granted authorization regarding the repurchase of the company's own shares.

18. Authorizing the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares and the disposal of the company's own shares

The Board of Directors proposes that the Annual General Meeting resolves to authorize the Board of Directors to resolve on the issuance of new shares through a share issue or the issuance of special rights entitling to shares, referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, and/or disposal of the company's own shares held by the company as follows:

The Board of Directors may, in one or more tranches, issue new shares or special rights entitling to shares in accordance with Chapter 10, Section 1 of the Finnish Limited Liability Companies Act and dispose treasury shares. The total number of shares to be issued under the authorization may not exceed 1,489,138. The authorization includes the right to resolve to issue either new shares or to transfer 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 the shareholders of the company.

The Board of Directors is authorized to resolve on all other conditions and matters related to the issuance of shares, option rights and other special rights entitling to shares as well as the disposal of treasury shares.

The authorization may be exercised inter alia to develop the capital structure, to 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 programs so that the shares would be 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 all the registered shares in the company and out of this authorization, a number of shares corresponding up to 5 per cent of all the registered shares in the company can be used as an incentive for the personnel.

The authorization is proposed to remain in force until the end of the next Annual General Meeting, however, until June 30, 2024 at the latest, and it would replace the previously granted authorizations to resolve on the issuance of shares and special rights entitling to shares.

19. Closing of the meeting

B. Documents of the Annual General Meeting

The above-mentioned proposals for the resolutions on the matters on the agenda of the Annual General Meeting and this notice of the Annual General Meeting are available on the Nixu Corporation's website at <https://www.nixu.com/investors/nixu-agm-2023>. Nixu Corporation's Financial Statements, Report of the Board of Directors and the Auditor's Report as well as the Remuneration Report are available on the above-mentioned website on May 30, 2023 at the latest. The documents will also be available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the above-mentioned website no later than July 4, 2023.

C. Instructions for the participants in the Annual General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered in the shareholders' register of the company held by Euroclear Finland Ltd. on the record date of the General Meeting June 8, 2023, has the right to attend the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

Registration for the General Meeting starts on May 29, 2023. A shareholder registered in the shareholders' register of the company, who wants to attend the Annual General Meeting, shall register for the Annual General Meeting no later than June 15, 2023 at 10:00 AM EEST by giving a prior notice of participation which shall be received by the company no later than at the time mentioned above.

Shareholders can register for the Annual General Meeting:

- Via the company's website at <https://www.nixu.com/investors/nixu-agm-2023>. Electronic registration requires strong identification of the shareholder or their legal representative or proxy representative with a Finnish or Swedish bank ID or mobile certificate.
- By mail or email. Shareholders registering by mail or email shall submit the registration form available on the company's website at

<https://www.nixu.com/investors/nixu-agm-2023> or corresponding information to Innovatics Oy by mail to Innovatics Oy, General Meeting / Nixu Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki or by email to agm@innovatics.fi.

In connection with the registration, shareholders shall provide the requested information, such as the shareholder's name, date of birth or business ID, contact information and the name of an assistant or proxy representative, if applicable, and the date of birth of the proxy representative. The personal data provided by shareholders to Nixu Corporation is only processed in connection with the Annual General Meeting and the registrations necessary for the Annual General Meeting. Shareholders, their representatives, or proxy representatives present at the meeting shall, when required, be able to prove their identity and/or right of representation.

Additional information on the registration is available from Innovatics Oy during the registration period of the Annual General Meeting by telephone at +358 10 2818 909 from Monday to Friday during 9:00 AM until 12:00 noon and from 1:00 PM until 4:00 PM EEST.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to attend the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the general meeting, June 8, 2023, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The right to attend the general meeting requires in addition that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register maintained by Euroclear Finland Ltd. at the latest by 10:00 AM EEST on June 15, 2023. As regards nominee registered shares this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

Holders of nominee registered shares are advised to request well in advance that their custodian bank provides the necessary instructions concerning the temporary registration in the shareholder's register of the company, the issuing of proxy documents, and registration for the general meeting. The account management organization of the custodian bank has to temporarily register a holder of nominee registered shares, who wants to attend the Annual General Meeting, into the shareholders' register of the company at the latest by the time stated above.

Further information on these matters can also be found on the company's website <https://www.nixu.com/investors/nixu-agm-2023>.

3. Use of a proxy representative and powers of attorney

Shareholders have the right to participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation. Proxy representatives must use strong electronic identification to identify themselves in the electronic registration service, after which they can register on behalf of the shareholder that they represent. A proxy representative shall present a dated proxy document or otherwise be able to verify, in a reliable manner, his/her right to represent the shareholder at the general meeting. Right of representation may be demonstrated by using the suomi.fi e-Authorisations service which is in use in the online registration service. If a shareholder participates in the general meeting 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 general meeting.

Possible proxy documents should be delivered primarily as an attachment in connection with the online registration or alternatively by email to agm@innovatics.fi or by regular mail to Innovatics Oy, Annual General Meeting / Nixu Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy representative must register for the General Meeting as described above in this notice.

4. Other instructions and information

The meeting language is Finnish.

Pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act, shareholders present at the Annual General Meeting have the right to request information on the matters to be considered at the Annual General Meeting.

Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes held by a shareholder.

On the date of this Notice, May 29, 2023, Nixu Corporation has a total of 7,447,219 shares and the same number of votes. On May 29, 2023, the company holds 1,526 shares in the company without voting rights at the general meeting.

In Espoo, on May 29, 2023

NIXU CORPORATION
Board of Directors

Further information:
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Distribution:

Nasdaq Helsinki Ltd

Main media

www.nixu.com

Nixu in Brief:

Nixu is a cybersecurity services company that has been shaping the future through cybersecurity for over three decades. We make cyberspace a secure place and help our clients ensure business resilience with peace of mind. Nixu has Nordic roots, and we employ around 400 of the best professionals in Finland, Sweden, the Netherlands, Denmark, and Romania. Our experts are safeguarding the most demanding environments of some of the largest organizations in the world across all industries. Nixu shares are listed on the Nasdaq Helsinki Stock Exchange.

www.nixu.com