

Notice of the Annual General Meeting of Shareholders of Nixu Corporation

Nixu Corporation
Stock Exchange Release, March 13, 2020 at 14:00

Unofficial translation

Notice is hereby given to the shareholders of Nixu Corporation to attend the Annual General Meeting of Shareholders to be held on Tuesday, April 7, 2020, beginning at 4:00 PM EET at Dipoli at the following address: Otakaari 24, 02150 Espoo, Finland. Reception of registered attendants and the distribution of voting papers will begin at 3:00 PM EET. Coffee will be served prior to the meeting.

Due to the COVID-19 situation, Nixu is exploring the possibilities of providing an opportunity to watch the AGM also online.

A. Matters to be discussed in the AGM

- 1. Opening of the meeting**
- 2. Matters of order for the meeting**
- 3. Selecting the examiners of the minutes and the supervisors for counting the votes**
- 4. Establishing the legality of the meeting**
- 5. Confirmation of shareholders present and the voting list**
- 6. Presentation of the Financial Statements, Report of the Board of Directors and Auditor's Report**
 - Presentation of the CEO's Review
- 7. Adoption of the Financial Statements**
- 8. Use of the profit shown in the Balance Sheet and deciding 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.

- 9. Discharging the members of the Board of Directors and the CEO from liability**
- 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.

11. Deciding the remuneration of the members of the Board of Directors

Shareholders representing over 35% of the shares and votes in the company have notified the Board of Directors that they will propose to the AGM for the remuneration of the members of the Board of Directors to be paid as follows:

The Chairman of the Board of Directors: EUR 3,200 per month, the Deputy Chairman: EUR 2,400 per month, and other Members of the Board: EUR 1,600 per month. In addition to monthly remuneration, a meeting specific remuneration of EUR 300 shall be paid for attendance at meetings outside of the member's country of residence.

For the work of the Audit Committee, the Chair of the Committee will be paid an annual remuneration of EUR 4,000 and each Member shall be paid an annual remuneration of EUR 2,000. In case other Committees are established the Chair of the Committee will be paid an annual remuneration of EUR 2,000 and each Member shall be paid an annual remuneration of EUR 1,000.

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

12. Deciding the number of members of the Board of Directors

Shareholders representing over 35% of the shares and votes in the company have notified the Board of Directors that they will propose to the AGM that the number of members of the Board of Directors would be six (6).

13. Election of the members of the Board of Directors

Shareholders representing over 35% of the shares and votes in the company have notified the Board of Directors that they will propose to the AGM that the following ordinary members of the Board of Directors to be re-elected until the conclusion of the next AGM: Kati Hagros, Marko Kauppi, Kimmo Rasila, Tuija Soanjärvi, Anders Silwer and Jaya Baloo as a new ordinary member. Jaya Baloo's introduction and CV are available at <https://www.nixu.com/investors/AGM-2020>.

The nominees have given their consent for the position.

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 Sintosen, Authorized Public Accountant, will act as the auditor in charge.

16. Authorizing the Board of Director to decide on buying back company 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 shares issue and issue of the special rights entitling to shares on the dispose of own 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.

18. Closing of the meeting

B. AGM documents

The above proposals included in the agenda of the AGM, Remuneration Policy, this notice of the AGM, Nixu Corporation's Financial Statements, Report of the Board of Directors and the Audit Report will be available on the company website at <https://www.nixu.com/investors/AGM-2020> on March 13, 2020. The documents are also available at the AGM, and copies of them and this notice may be sent to shareholders by request. The minutes of the AGM are available on the above websites no later than April 21, 2020.

C. Instructions for those attending the AGM

1. Right to attend the AGM and registration

Shareholders registered in the list of shareholders maintained by Euroclear Finland Ltd. no later than March 26, 2020 have the right to attend the Annual General Meeting. Shareholders with shares registered in his or her personal Finnish book-entry account are automatically registered in the list of the company's shareholders.

Shareholders registered in the list of the company's shareholders wishing to attend the AGM shall register their attendance with the company by 10:00 AM EET on March 30, 2020 at the latest.

Shareholders can register for the AGM:

- online at <https://www.nixu.com/investors/AGM-2020>
- by e-mail at agm@nixu.com
- by letter addressed to Nixu Corporation, Annual General Meeting of Shareholders, P.O. Box 39, FI-02151 Espoo, Finland

When registering, shareholders should provide their name, address, personal identity code or business ID, telephone number and the name of an assistant or proxy representative, if applicable, and the personal identity code of the proxy representative. The personal information provided by shareholders for the Nixu Corporation are only processed in the context of the AGM and the registrations necessary for the AGM. Shareholders, their representatives, or proxy representatives present at the meeting should, where required, be able to prove their identity and/or authorization to represent a shareholder.

2. Shareholders with nominee-registered holdings

Shareholders with nominee-registered holdings are entitled to attend the AGM on the basis of shares held on March 26, 2020, the ownership of which would entitle them to be included in the list of shareholders maintained by Euroclear Finland Ltd. Attendance also requires that these shareholders are included temporarily in the list of shareholders maintained by Euroclear Finland Ltd. by 10:00 AM EET on April 2, 2020 at the latest. This is considered to be registering a shareholder with nominee-registered holdings to attend the AGM.

Shareholders with nominee-registered holdings are encouraged to request well in advance that their custodian bank provide the necessary instructions concerning temporary registration with the list of shareholders, issuing letters of proxy, and registering for the meeting. Account managers at custodian banks should register shareholders with nominee-registered holdings who wish to attend the AGM in the list of Nixu Corporation shareholders on a temporary basis by the date referred to above at the latest.

3. Use of a proxy representative and letters of proxy

Shareholders have the right to participate in the AGM and exercise their rights at the meeting by proxy. The proxy representative should present a dated letter of proxy or otherwise be able to verify, in a reliable manner, the right to act in this capacity on behalf of a shareholder. In the event that a shareholder is represented by more than one proxy representing shares held in different securities accounts, each proxy should, when registering to attend the AGM, state which shares he or she represents.

Originals of shareholders' letters of proxy should be sent to Nixu Corporation, Annual General Meeting of Shareholders, P.O. Box 39, FI-02151 Espoo, Finland before the end of the registration period at 10:00 am EET on March 30, 2020.

4. Other information

Pursuant to Chapter 5, section 25 of the Limited Liability Companies Act, shareholders attending the Annual General Meeting have the right to request information on the matters dealt with by the AGM.

On the date of this Notice, Nixu Corporation has a total of 7,425,219 shares and votes. The company or its subsidiaries own 12,405 company shares without voting rights at the general meeting.

Espoo, March 13, 2020

NIXU CORPORATION
Board of Directors

Further information:

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main media
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Nixu in Brief:

Nixu is a cybersecurity services company on a mission to keep the digital society running. Our passion is to help organizations embrace digitalization securely. Partnering with our clients we provide practical solutions for ensuring business continuity, an easy access to digital services and data protection. We aim to provide the best workplace to our team of over 400 cybersecurity professionals with a hands-on attitude. With Nordic roots we serve enterprise clients worldwide. Nixu shares are listed on the Nasdaq Helsinki stock exchange.
www.nixu.com