

**Nexstim Plc: The Board of Directors of Nexstim Plc decided on a subscription rights issue and publishes the issue terms and basic information document**

*Company announcement, inside information, Helsinki, 30 April 2020 at 7.00 pm (EET)*

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Nexstim Plc (NXTMH:HEX, NXTMS:STO) ("**Nexstim**" or "**Company**") announces, that pursuant to the authorisation granted by the Annual General Meeting of the Company on 30 April 2020, the Board of Directors of the Company has today decided to arrange a rights issue of approximately EUR 2.3 million (the "**Offering**"). Nexstim will today publish the Terms and Conditions of the Offering approved by the Board of Directors.

## **Summary of the Offering**

- Nexstim's EUR 2.3 million issue of new shares ("**Offer Shares**") is a subscription rights issue, in which current shareholders have a pre-emptive right.
- Each shareholder of Nexstim receives one (1) book-entry subscription right which entitles to subscribe Offer Shares ("**Subscription Right**") against each of the Company's share held by a shareholder on 6 May 2020 ("**Record Date**").
- Each one (1) Subscription Right grants a right to subscribe for six (6) Offer Shares at the subscription price of EUR 0.006 per Offer Share ("**Subscription Price**"). The Subscription Price for the Offer Shares that are registered with Euroclear Sweden and listed on the First North Sweden marketplace which is maintained by Nasdaq Stockholm AB, is 0.06 SEK per Offer Share.
- The subscription period for the Offer Shares begins on 11 May 2020 at 9.30 am Finnish time (8.30 Swedish time) and ends on 27 May 2020 16.30 Finnish time (15.30 Swedish time) in Finland and 25 May 2020 at 16.30 Finnish time (15.30 Swedish time) in Sweden.
- The Subscription Rights are freely transferable and are expected to be traded on the First North Finland marketplace (trading symbol NXTMHU0120) which is maintained by Nasdaq Helsinki Ltd ("**First North Finland**") and on the First North Sweden marketplace which is maintained by Nasdaq Stockholm AB ("**First North Sweden**") (trading symbol NXTMS TR) between 11 May 2020 and 20 May 2020.

## **Terms and conditions of the Offering**

A total of approximately EUR 2.2 million can be collected with the Offering after deducting the costs of the Offering if the Offering is subscribed in full.

Of the Company's major shareholders, Capricorn Healthtech Fund, Kaikarhenni Oy and Ossi Haapaniemi with his related-party companies, and the Company's management team and certain Board members are, subject to certain terms and conditions, committed to subscribing for approximately 28% of the Offer Shares of the amount of approximately EUR 0.634 million.

# Nexstim

Nexstim will give all shareholders registered in Nexstim's shareholder register maintained by Euroclear Finland Oy ("Euroclear Finland") or Euroclear Sweden AB ("Euroclear Sweden") one (1) book-entry subscription right ("Subscription Right") per each share held on the Record Date. The Record Date is 6 May 2020. Each Subscription Right entitles the holder to subscribe for 6 Offer Shares. The Company thus offers its shareholders a maximum of 376,719,780 new shares to be subscribed for in accordance with the pre-emptive subscription right of the shareholders. If all Offer Shares have not been subscribed for on the basis of the Subscription Rights, the Board of Nexstim will decide on the allocation of the Offer Shares in question as follows: a) first to those who have subscribed for the Shares on the basis of the Subscription Right and b) secondarily to those who have subscribed for the Shares without Subscription Rights (in case of over-subscription the situation is settled in proportion to the Subscription Rights / subscriptions which have been made and if that is not possible, by lot).

The following function as subscription locations: a) In Finland, custodians and account operators and b) In Sweden, custodians and for the subscriptions without subscription rights, the Company's website at [www.nexstim.com/investors/rights-issue-2020](http://www.nexstim.com/investors/rights-issue-2020) (which includes instructions).

## Reasons for the Offering and use of proceeds

The intention is to use the funds raised by the Offering to strengthen the Company's balance sheet, to enable the investments compliant with the Company's strategy, e.g. in sales, product development and clinical research and in other general requirements of the Company's ordinary operations.

In particular, Nexstim intends to use the proceeds of the Offering to:

- Support existing NBS Pre-surgical mapping business by ensuring installed base service business
- Support NBT business revenue growth mainly through better utilization of existing system installed base
- Repayments of existing loans of the Company
- Start new pilot clinical trials in the possible areas of new accelerated treatment protocols in both severe (suicidal) depression and chronic neuropathic pain
- Finance its R&D and other working capital need
- General corporate purposes

## The planned schedule for the Offering is:

6 May 2020	Record Date of the Offering
11 May - 20 May 2020	Trading in Subscription Rights in Finland and Sweden
11 May - 25 May 2020	Subscription period in Sweden
11 May - 27 May 2020	Subscription period in Finland
11 May 2020	Trading in the temporary shares commences
1 June 2020	Preliminary result of the Offering is announced (estimated)
8 June 2020	The final date (due date) for payment of the Subscription Price of Offers Shares subscribed for without Subscription Rights in Sweden
10 June 2020	Final result of the Offering is announced (estimated)

# Nexstim

12 June 2020	Last day of trading in the Temporary Shares on First North Finland (estimated)
16 June 2020	Last day of trading in the Temporary Shares on First North Sweden (estimated)
12 June 2020	Offer Shares registered with the Finnish Trade Register (estimated)
15 June 2020	Offer Shares will be subject to trading in Finland (estimated)
15 June 2020	The delivery of the Offer Shares in the book-entry system maintained by Euroclear Finland (estimated)
16 June 2020	Offer Shares will be subject to trading in Sweden (estimated)
18 June 2020	The delivery of the Offer Shares in the book-entry system maintained by Euroclear Sweden (estimated)

## Basic information document and Terms and Conditions of the Offering

For the purposes of the Offering, the Company has prepared a basic information document in accordance with chapter 3, section 2 of the Regulation of the Finnish Ministry of Finance regarding basic information document (1281/2018), which document will be kept available at the Company's website [www.nexstim.com/investors/right-sissue-2020](http://www.nexstim.com/investors/right-sissue-2020) from on or about 30 April 2020 until the end of the Offering period.

The Terms and Conditions of the Offering are attached to this company announcement.

## Advisors

In the Offering, Attorneys at Law Trust Ltd acts as a legal advisor of the Company in matters pertaining to Finnish law and Wistrand Advokatbyrå in matters pertaining to Swedish law.

**Further information is available on the website [www.nexstim.com](http://www.nexstim.com), or by contacting:**

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## About Nexstim Plc

Nexstim is a Finnish, globally operating medical technology company. Our mission is to enable personalized and effective therapies and diagnostics for challenging brain diseases and disorders.

Nexstim has developed a world-leading non-invasive brain stimulation technology called SmartFocus®. It is a navigated transcranial magnetic stimulation (nTMS) technology with highly sophisticated 3D navigation providing accurate and personalized targeting of the TMS to the specific area of the brain.

SmartFocus® technology is used in Nexstim's proprietary Navigated Brain Therapy (NBT®) system, which is FDA cleared for marketing and commercial distribution for the treatment of major depressive disorder (MDD) in the United States. In Europe, the NBT® system is CE marked for the treatment of major depression and chronic neuropathic pain.

# Nexstim

In addition, Nexstim is commercializing its SmartFocus® based Navigated Brain Stimulation (NBS) system for diagnostic applications. The NBS system is the only FDA cleared and CE marked navigated TMS system for pre-surgical mapping of the speech and motor cortices of the brain. Nexstim shares are listed on the Nasdaq First North Growth Market Finland and Nasdaq First North Growth Market Sweden.

For more information please visit [www.nexstim.com](http://www.nexstim.com)

## Note

The information contained in this announcement is not intended to be published or distributed, directly or indirectly, in Australia, South Africa, Hong Kong, Japan, Canada, Singapore or the United States of America. The information contained in this announcement does not constitute an offer for the sale of securities in the United States, and the securities may not be offered or sold in the United States unless they are registered in accordance with the United States Securities Act of 1933 (as amended) and regulations and regulations issued under it, or unless there is an exemption from registration. Nexstim Plc ("the Company") does not intend to register any part of the Offering in the United States and does not intend to provide securities to the public in the United States.

There are specific legal or regulatory limitations on the issue, offering, use and / or sale of securities in certain countries. The Company is not liable if such restrictions are violated.

The information contained in the announcement does not constitute an offer to sell or bid for the securities listed in the announcement, and the securities are not sold or offered in areas where the offering, acquisition or sale of such securities would be unlawful prior to their registration or exemption from registration or other approval under the Securities Act of the respective areas.

With the exception of Finland and Sweden, in any other member state of the European Economic Area, this announcement is addressed solely to such parties considered as qualified investors under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (so-called Prospectus Regulation).

The information presented here is for (i) persons outside of the UK or (ii) for persons with professional experience of investing in accordance with the Financial Services and Markets Act (2000 - Financial Promotion), and the rule set forth in 2005 ("the Rule") and as described in article 19(5) of the Act and (iii) high net worth entities pursuant to Rule 49 (2) or other persons to whom the document may be lawfully communicated (all the above mentioned persons together referred to as: "Relevant Persons"). All investment activities related to this announcement are only available to Relevant Persons and will only be undertaken with Relevant Persons. Anyone who is not a Relevant Person should not act on the basis of this document or rely on its contents.

## APPENDIX – NEXSTIM PLC – TERMS AND CONDITIONS OF OFFERING