

Statement of the Board of Directors Technopolis Plc Regarding the Voluntary Public Cash Tender Offer by Kildare Nordic Acquisitions S.à r.l.

Tender Offer in Brief

Kildare Nordic Acquisitions S.à r.l (the “**Offeror**”), a private limited company ultimately owned by Kildare European Partners II, L.P., a fund which is advised by an affiliate of Kildare Holdings, Ltd. (together with their consolidated group entities, “**Kildare Partners**”), and Technopolis Plc (“**Technopolis**” or the “**Company**”) announced on August 28, 2018 that the Offeror makes a voluntary public cash tender offer to acquire all issued and outstanding shares in Technopolis that are not held by Technopolis or any of its subsidiaries (the “**Shares**”) (the “**Tender Offer**”).

On August 28, 2018, the Offeror and Technopolis entered into a combination agreement (the “**Combination Agreement**”) setting out, among other things, the main terms and conditions pursuant to which the Tender Offer shall be made by the Offeror.

The Tender Offer will be made in accordance with the terms and conditions of the tender offer document expected to be published by the Offeror on or about September 7, 2018 (the “**Tender Offer Document**”).

The price offered for each Share validly tendered in the Tender Offer is EUR 4.65 in cash (the “**Offer Price**”). The Offer Price represents a premium of approximately:

- 13.7 percent compared to the closing price (EUR 4.09) of the Technopolis share on the official list of Nasdaq Helsinki Ltd (“**Nasdaq Helsinki**”) on August 27, 2018, the last trading day immediately before the announcement of the Tender Offer;
- 19.5 percent compared to the volume-weighted 3-month average trading price (EUR 3.89) of the Technopolis share on Nasdaq Helsinki immediately preceding the announcement of the Tender Offer;
- 18.6 percent compared to the volume-weighted 12-month average trading price (EUR 3.92) of the Technopolis share on Nasdaq Helsinki immediately preceding the announcement of the Tender Offer;
- 14.8 percent compared to the EPRA NNNAV (adjusted net asset value) based on the unaudited half-year financial report of Technopolis as at and for the six months ended June 30, 2018; and
- 14.0 percent compared to the equity per share (IFRS NAV) based on the unaudited half-year financial report of Technopolis as at and for the six months ended June 30, 2018.

The Offer Price corresponds to Technopolis’ most recent reported EPRA NAV based on the unaudited half-year financial report of Technopolis as at and for the six months ended June 30, 2018.

The largest shareholders of Technopolis, Varma Mutual Pension Insurance Company and Mercator Capital Ab, together representing approximately 34.5 percent of all of the shares and votes in Technopolis, have irrevocably undertaken to accept the Tender Offer except in the event that a public tender offer is announced in accordance with the Finnish Securities Markets Act (746/2012, as amended) by a third party with regard to all Shares with consideration of at least EUR 5.12 per Share and that the Offeror does not match or exceed the consideration offered in such public tender offer within three days from the first public announcement of such public tender offer.

The completion of the Tender Offer is subject to certain conditions to be fulfilled (or waived by the Offeror) on or by the date of the Offeror’s announcement of the final result of the Tender Offer, including, among others, all necessary regulatory approvals having been received by the Offeror and the Tender Offer having been validly accepted with respect to Shares representing, together with any Shares otherwise held by the Offeror prior to the announcement of the final result of the Tender Offer, on a fully diluted basis more than 90 percent of the Shares and voting rights in the Company.

The Offeror has, and will have on the completion date of the Tender Offer, access to capital in sufficient amount for the financing of the payment of (i) the aggregate Offer Price for all of the Shares in connection with the Tender Offer (including any redemption proceedings in accordance with Finnish Companies Act (624/2006, as amended)), and (ii) certain other amounts payable in connection with the performance of the Offeror's obligations under the Combination Agreement, as confirmed in an equity commitment letter executed by Kildare Holdings, Ltd, acting as the general partner of Kildare GenPar II, L.P., in turn acting as the general partner of Kildare European Partners II, L.P., and addressed to the Offeror and Technopolis. The Offeror's obligation to complete the Tender Offer is not conditional upon receipt of external financing (assuming that all the conditions to completion of the Tender Offer are otherwise satisfied or waived by the Offeror) and no third party consent is required by the Offeror for the drawdown of funds pursuant to the equity commitment letter.

The offer period for the Tender Offer is expected to commence on or about September 7, 2018 and to expire on or about October 8, 2018. The Offeror has reserved the right to extend the offer period from time to time in accordance with the terms and conditions of the Tender Offer.

Background for the Statement

Pursuant to the Finnish Securities Markets Act, the Board of Directors of Technopolis must prepare a public statement regarding the Tender Offer.

The statement must include a well-founded assessment of the Tender Offer from the perspective of Technopolis and its shareholders as well as of the strategic plans presented by the Offeror in the Tender Offer Document and their likely effects on the operations of, and employment at, Technopolis.

For the purposes of issuing this statement, the Offeror has submitted to the Board of Directors of Technopolis a draft version of the Finnish language Tender Offer Document in the form in which the Offeror has filed it with the Finnish Financial Supervisory Authority for approval on August 29, 2018 (the "**Draft Tender Offer Document**").

In preparing its statement, the Board of Directors of Technopolis has relied on information provided in the Draft Tender Offer Document by the Offeror and has not independently verified this information. Accordingly, the Board of Directors' assessments of the consequences of the Tender Offer on Technopolis' business and employees should be treated with caution.

Assessment Regarding Strategic Plans Presented by the Offeror in the Tender Offer Document and Their Likely Effects on the Operations of, and Employment at, Technopolis

Information given by the Offeror in the Tender Offer Document

The Board of Directors of Technopolis has assessed the Offeror's strategic plans based on the statements made in the Company's and the Offeror's announcement regarding the Tender Offer published on August 28, 2018 and the Draft Tender Offer Document.

Kildare Partners is a real estate investment firm, founded in 2013, that has raised over EUR 3.5 billion of discretionary equity capital commitments from an institutional group of investors, which includes pension funds, endowment funds and sovereign wealth funds. Since its inception, Kildare Partners has acquired circa EUR 4.4 billion of real estate assets across the United Kingdom, Germany, the Netherlands, Ireland, Italy, Sweden, Norway, France, Portugal and Belgium.

Kildare Partners has stated that it is impressed by Technopolis' successful development of its operations and building of a modern and diverse real estate portfolio, together with a strong platform, and considers that working together presents an opportunity for both parties. The transaction is expected to provide a platform for Technopolis to deliver on the next stage of its development leveraging Kildare Partners' pan-European reach. The Offeror believes that Technopolis' shared workspace and services business model can be further accelerated and expanded internationally with the appropriate support. Furthermore, the Offeror considers that Technopolis would benefit from operating outside of the public market context, allowing for a complete focus on its long-term development and expansion.

The completion of the Tender Offer is not expected to have any immediate material effects on Technopolis' operations or assets, the position of Technopolis' management or employees or the location of its offices. The Offeror, however, intends to change the composition of the Board of Directors of Technopolis after the completion of the Tender Offer.

Board Assessment

The Board of Directors of Technopolis believes that Kildare Partners' broad experience in investing in real estate assets in Europe will benefit the activities of Technopolis. With the support and experience of Kildare Partners, the Board of Directors of Technopolis believes that the Technopolis concept can be further expanded internationally, which could be more risky with Technopolis' resources alone. The Board of Directors of Technopolis further believes that Kildare Partners' potential to contribute further capital to the business of Technopolis will benefit the activities of Technopolis in the future. In addition, the Board of Directors of Technopolis considers the Offer Price and the credibility of Kildare Partners as an investor to positively affect the ability of the Offeror to gain control of more than 90 percent of the Shares, an indication of which has already been seen in the form of the undertakings by the two largest shareholders, and thereby help successfully complete the Tender Offer.

The Board of Directors of Technopolis considers that the information on the Offeror's strategic plans concerning Technopolis included in the Draft Tender Offer Document is of a general nature. However, based on the information presented to Technopolis and its Board of Directors, the Board of Directors of Technopolis believes that the completion of the Tender Offer is not expected to have any immediate material effects on Technopolis' operations and business locations or on the number of employees at Technopolis.

On the date of this statement, the Board of Directors of Technopolis has not received any formal statements as to the effects of the Tender Offer to the employment at Technopolis from Technopolis' employees.

Assessment of the Tender Offer from the Perspective of Technopolis and its Shareholders

When evaluating the Tender Offer, analyzing alternative opportunities available to Technopolis and concluding on its statement, the Board of Directors has considered several factors, including, but not limited to, Technopolis' recent financial performance, current position and future prospects, and the historical performance of the trading price of Technopolis' share.

The Board of Directors' assessment of continuing the business operations of Technopolis as an independent company has been based on reasonable future-oriented estimates, which include various uncertainties, whereas the Offer Price and the premium included therein is not subject to any uncertainty other than the fulfillment of the conditions to completion of the Tender Offer.

In order to support its assessment of the Tender Offer, the Board of Directors of Technopolis has received a fairness opinion, dated August 28, 2018, concerning the Offer Price (the "**Fairness Opinion**") from Technopolis' financial advisor, Skandinaviska Enskilda Banken AB (publ) Helsinki Branch. The Fairness Opinion is attached as Appendix 1 to this statement.

The Board of Directors of Technopolis believes that the consideration offered by the Offeror to the shareholders is fair to the shareholders based on its assessment of the matters and factors, which the Board of Directors has concluded to be material in evaluating the Tender Offer. These matters and factors include, but are not limited to:

- the premium being offered for the Shares;
- historical trading price of Technopolis' share;
- the information and assumptions on the business operations and financial condition of Technopolis as at the date of this statement and their expected future development;

- valuation multiples of Technopolis' share compared to the industry multiples before the announcement of the Tender Offer;
- valuations and analysis made and commissioned by the Board of Directors as well as discussions with external financial advisors;
- the support of Technopolis' two largest shareholders for the Tender Offer; and
- the Fairness Opinion issued by Skandinaviska Enskilda Banken AB (publ) Helsinki Branch.

The Board of Directors of Technopolis has concluded that the relevant business prospects of Technopolis would provide opportunities for Technopolis to develop its business as an independent company for the benefit of Technopolis and its shareholders. However, taking into consideration the risks and uncertainties associated with such stand-alone approach as well as the terms and conditions of the Tender Offer included in the Draft Tender Offer Document, the Board of Directors has concluded that the Tender Offer is a favorable alternative for the shareholders.

Recommendation of the Board of Directors

The Board of Directors of Technopolis has carefully assessed the Tender Offer and its terms and conditions based on the Draft Tender Offer Document, the Fairness Opinion, and other available information.

Based on the foregoing, the Board of Directors of Technopolis considers that the Tender Offer and the amount of the Offer Price are, under the prevailing circumstances, fair to Technopolis' shareholders.

Given the above-mentioned viewpoints, the Board of Directors of Technopolis unanimously recommends that the shareholders of Technopolis accept the Tender Offer.

All members of the Board of Directors of Technopolis have participated in the decision-making concerning this statement. The evaluation of independence of the members of the Board of Directors of Technopolis is available on the website of Technopolis.

Certain Other Matters

The Board of Directors of Technopolis notes that the transaction may, as is common in such processes, involve unforeseeable risks.

The Board of Directors of Technopolis notes that the shareholders of Technopolis should also take into account the potential risks related to non-acceptance of the Tender Offer. If the acceptance condition of more than 90 percent of the Shares and votes is waived, the completion of the Tender Offer would reduce the number of Technopolis' shareholders and the number of shares, which would otherwise be traded on Nasdaq Helsinki. Depending on the number of Shares validly tendered in the Tender Offer, this could have an adverse effect on the liquidity and value of the shares in Technopolis. Furthermore, pursuant to the Finnish Companies Act, a shareholder that holds more than two-thirds of the shares and voting rights carried by the shares in a company has sufficient voting rights to decide upon certain corporate transactions, including, but not limited to, a merger of the company into another company, an amendment of the articles of association of the company and an issue of shares in the company in deviation from the shareholders' pre-emptive subscription rights.

Pursuant to Chapter 18 of the Finnish Companies Act, a shareholder that holds more than 90 percent of all shares and votes in a company shall have the right to acquire and, subject to a demand by other shareholders, also be obligated to redeem the shares owned by the other shareholders. In such case, the Shares held by Technopolis' shareholders, who have not accepted the Tender Offer, may be redeemed through redemption proceedings under the Finnish Companies Act in accordance with the conditions set out therein.

Technopolis has undertaken to comply with the Helsinki Takeover Code referred to in Chapter 11, Section 28 of the Finnish Securities Markets Act.

This statement of the Board of Directors of Technopolis does not constitute investment or tax advice, and the Board of Directors of Technopolis does not specifically evaluate herein the general price development or the risks relating to the shares in general. Shareholders must independently decide whether to accept the Tender Offer, and they should take into account all the relevant information available to them, including information presented in the Tender Offer Document and this statement as well as any other factors affecting the value of the shares.

Technopolis has appointed Skandinaviska Enskilda Banken AB (publ) Helsinki Branch as financial adviser and White & Case LLP as legal adviser in connection with the Tender Offer.

September 4, 2018

The Board of Directors of Technopolis Plc

Appendix 1: Fairness Opinion