

## **SHARE ISSUE OF PLC UUTECHNIC GROUP OYJ**

**OFFER, 6 JUNE 2016**

### **Issuer**

Plc Uutechnic Group Oyj (hereinafter "Company")  
Domicile: Uusikaupunki, Finland  
Address: Muottitie 2, 23500 Uusikaupunki  
Business identity code: 0520181-3

More information about Plc Uutechnic Group Oyj is available on the Company's website:

[www.uutechnicgroup.fi/investors/administration/](http://www.uutechnicgroup.fi/investors/administration/)  
[www.uutechnicgroup.fi/news-and-media/stock-exchange-releases/](http://www.uutechnicgroup.fi/news-and-media/stock-exchange-releases/)

The Company advises prospective investors duly examine the information related to the Company on the Company's website. In particular, Company advises the prospective investors to examine Company's Annual Report for fiscal period between 1 January 2015 and 31 December 2015 as well as stock exchange releases from the present fiscal period. The Company also advises to pay special attention to those significant risks and uncertainty factors mentioned in the Annual Report.

The documents referred to in the Subsection 2 of the Section 21 of the Chapter 5 of the Finnish Limited Liability Companies Act are available for review at the Company's head office at Muottitie 2, 23500 Uusikaupunki.

### **Share Issue**

#### Authorization of Share Issue by Annual General Meeting

At the Annual General Meeting, held 28 April 2016, it was resolved to authorize the Board of Directors to decide on a Share Issue regarding new shares. The authorization remain in effect until the next Annual General Meeting.

#### The Board of Directors' decision on the Share Issue

The Board of Directors resolved at the meeting, held 6 June 2016, in accordance with above-mentioned authorization, on an issue of maximum 1,000,000 new shares of the Company. These shares shall be directed to the employees of the Company Group and to the ordinary members of the Board of Directors of the Company, according to the terms and conditions presented hereinafter.

The objective of the Share Issue is to engage the Company's employees and the Company's management as well as to encourage them to acquire and own Company's shares. The Share Issue is in the interest of the Company. Aforementioned matters constitute a weighty financial reason referred to in the Subsection 1 of the Section 4 of the Chapter 9 of the Finnish Limited Liability Companies Act to derogate from the shareholders' pre-emptive subscription right.

## Subscription right

The employees of the Company Group and the members of the Board of Directors of the Company have the right to subscribe for the shares. The employees of the Company Group have the right to subscribe an aggregate amount of 800,000 new shares at maximum. Members of the board of the Company have the right to subscribe an aggregate amount of 200,000 new shares at maximum. The subscription right is not transferable.

Each subscriber may subscribe any number of shares, however, the minimum subscription per subscriber shall be 1,000 shares. In case of over-subscription the Board of Directors resolves on how the shares shall be divided between the subscribers.

## Subscription period

The subscription period of the new shares shall begin 20 June 2016 and end 12 August 2016. Subscription shall be performed by returning a signed subscription list according to the detailed information given by the Company to the Company's head office, Muottitie 2, 23500 Uusikaupunki.

The information required for transferring the shares to the subscriber's book-entry account shall be stated in the subscription list. In addition, the subscriber shall authorize the Company to apply for registration of the shares to the subscriber's book entry-account.

## Subscription price

The subscriber shall pay to the Company 0.50 euro as the subscription price for each new share. The subscription price shall be recorded into the Company's invested unrestricted equity reserve in its entirety.

The subscription price of the share is equivalent to the approximate price of the Company's share in the trade of NASDAQ OMX Helsinki ("Nasdaq Helsinki Stock Exchange") counted during the preceding one calendar month before this decision and reduced by ten percent.

The shares shall be paid by 12 August 2016. The receipt of the payment shall be enclosed to the subscription list.

## Approval of subscriptions

The Board of Directors shall resolve on the approval of the subscriptions after the subscription period ends. The subscriber shall be informed of the approved subscription in writing. The announcement shall be sent by e-mail if the subscriber has given his/her e-mail at the subscription list.

The Board of Directors may accept the subscription as it is or reject it partially or in whole.

The Board of Directors shall have right to reject the subscription partially or in whole if the subscription price has not been paid according to these terms and conditions or the instructions given by the Board of Directors.

#### Shareholder's rights

The new shares shall entitle their holders to dividend and other shareholder rights in the Company as of their registration with the Trade Register.

As of their registration, the new shares shall entitle their holders to the rights equivalent with the right of the other shares in the Company. Each new share entitles to one vote at the Company's general meeting.

#### Registration of the new shares to the book-entry account

New shares subscribed in the Share Issue shall be issued into circulation as book-entries in the book-entry system that Euroclear Finland Oy maintains. New shares shall be registered to the subscriber's personal book-entry accounts as of their registration with the Trade Register. The Company shall apply for the shares to be taken subject to public trading in NASDAQ OMX Helsinki Oy.

The trading code of the shares is UUTEC and the ISIN code FI0009900708.

#### Applicable law and resolution of disputes

The Share Issue shall be governed by the laws of Finland. Any disputes arising from the Share Issue shall be settled by the court of jurisdiction in Finland.

#### Language versions

This offer has been drafted in Finnish and English versions. In case of any discrepancy between the language versions, the Finnish version shall prevail.

#### **Application of prospectus exemption**

The prospectus referred to in the directive 2003/71/EC of the European Parliament and of the Council on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC, shall not be published in liaison with the Share Issue and listing of the shares based on the Sub-section e) of the Section 1 of the Article 4 and in the Sub-section f) of the Section 2 of the Article 4 of the said directive.