

SUPPLEMENT TO NEXSTIM PLC'S PROSPECTUS OF 10 OCTOBER 2014

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE USA, AUSTRALIA, CANADA, HONG KONG, JAPAN OR SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE SUCH PUBLICATION OR DISTRIBUTION IS UNLAWFUL.

Nexstim Plc (the "**Company**") supplements the Company's prospectus of 10 October 2014 (the "**Prospectus**") relating to its initial public offering with the information set out below following a resolution of the Company's board of directors passed on 30 October 2014. The capitalised terms used in this supplement have the same meaning as in the Prospectus unless stated otherwise.

This document is an unofficial English translation of the Finnish-language supplement. In the event of any discrepancies, the Finnish-language supplement shall prevail.

Summary of the amendments

The maximum number of Offer Shares that may be issued in the Offering is increased to 3,937,007 new Shares.

The Indicative Price Range of the Offering is decreased to EUR 6.35–6.40 per Offer Share. The Offer Price may not be higher than EUR 6.40.

The Subscription Period is extended until 3 November 2014 at 16:30 Finnish time (15:30 Swedish time).

The investors subscribing for Offer Shares in the Finnish Retail Offering subsequent to the publication of this supplement must pay, when placing the subscription, an initial subscription price per Offer Share of EUR 6.40, i.e., the high point of the amended Indicative Price Range.

Amendments to the Prospectus

The Prospectus is amended as set out below.

The introduction, the first sentence of the first paragraph and the first sentence of the third paragraph of the cover page of the Prospectus are amended to read as set out below:

"Up to 3,937,007 shares – Additional share allotment up to 431,034 shares – Indicative price range EUR 6.35–6.40 per share"

–

"Nexstim Plc ("**Company**") is offering up to 3,937,007 shares ("**Offer Shares**"). The Offer Shares will constitute up to 45.5 % of all shares in the Company (the "**Shares**") should the Offering be subscribed in its entirety."

–

"The initial price range in the Offering is EUR 6.35–6.40 per Offer Share ("**Indicative Price Range**"), applicable to all tranches."

The first sentence of the Element "*E.1 – Net proceeds and costs of the offer*" and the first sentence of the first paragraph of the section "*Description of the Offering Terms – General terms of the Offering*", the second and third paragraph of the section "*Description of the Offering Terms – General terms of the Offering – Number of Offer Shares and Additional Share Allotment*", the first paragraph of the section "*Description of the Offering Terms – General terms of the Offering – Pricing and book-building*", the first paragraph and the second sentence of the second paragraph of the section "*Description of the Offering Terms – General terms of the Offering – Subscription period*" and the first sentence of the fifth paragraph of the section "*Description of the Offering Terms – Terms specific to the Finnish Retail Offering*" in the Element "*E.3 – Terms and conditions of the offer*" as well as the second paragraph of the Element "*E.6 – Dilution*" of the summary of the Prospectus, and the Swedish-language translation thereof, are amended to read as set out below:

E.1	Net proceeds and costs of the offer	The Company expects that the total proceeds of the Offering are at maximum EUR 25 million based on the maximum number of Offer Shares (3,937,007 Shares) and the low point of the Indicative Price Range (EUR 6.35). –
E.3	Terms and conditions of the offer	Description of the Offering terms General terms of the Offering The Company offers up to 3,937,007 new Shares in the Company (" Offer Shares ") for subscription (" Offering "). –

Number of Offer Shares and Additional Share Allotment

–

Assuming that 3,937,007 Offer Shares are issued in the Offering, the Offer Shares will upon consummation of the Offering constitute approximately 45.5 % of the outstanding Shares in the Company.

If the Offering is oversubscribed, the board of directors of the Company may increase the number of Offer Shares by an additional share allotment of up to 431,034 additional new Shares in the Company ("**Additional Share Allotment**"). Assuming that the Additional Share Allotment is exercised in full, in aggregate up to 4,368,041 Offer Shares may be issued in the Offering and in such case the Offer Shares will upon consummation of the Offering constitute approximately 48.1 % of the outstanding Shares in the Company.

Pricing and book-building

The Company has, together with the Joint Arrangers, set an indicative price range of EUR 6.35 to EUR 6.40 per Offer Share ("**Indicative Price Range**"). To achieve a market-based pricing of the Shares offered for sale, institutional investors will be afforded the opportunity to participate in a form of book-building process by submitting an application to subscribe. The book-building process will take place during the Subscription Period (as defined below). The final subscription price per Offer Share ("**Offer Price**") will be determined on the basis of the book-building process for institutions and the subscriptions placed in the Finnish Retail Offering and the Swedish Retail Offering, and may be set within or below the Indicative Price Range. However, the Offer Price may not exceed EUR 6.40.

–

Subscription Period

The subscription period (the "**Subscription Period**") for the Offer Shares will commence on 15 October 2014 at 09:30 Finnish time (08:30 Swedish time), and was according to the original timetable expected to end on 24 October 2014 at 16:30 Finnish time (15:30 Swedish time). The board of directors resolved on 30 October 2014 to extend the Subscription Period so that the Subscription Period ends on 3 November 2014 at 16:30 Finnish time (15:30 Swedish time).

–

Changes to the Subscription Period may be made one or several times, provided, however, that the Subscription Period can end at earliest on 22 October 2014 at 16:30 Finnish time (15:30 Swedish time) and it will not be extended beyond 3 November 2014 at 16:30 Finnish time (15:30 Swedish time).

–

Terms specific to the Finnish Retail Offering

–

The investors subscribing for Offer Shares in the Finnish Retail Offering must pay, when placing the subscription, an initial subscription price per Offer Share of EUR 6.40, i.e., the high point of the Indicative Price Range.

–

E.6 Dilution

–

Following the completion of the Offering, the immediate dilution of the ownership of the Company for a shareholder holding Shares prior to the Offering and not subscribing for Shares in the Offering will be approximately 45.5 % based on the issuance of 3,937,007 Offer Shares (i.e., assuming that the Offering is fully subscribed) and without taking into account the dilutive effect of the stock option rights. Such amount will increase to 48.1 % if the Additional Share Allotment is exercised in full.

E.1 Nettoliquid och emissionskostnader

Bolaget förväntar sig att den totala likviden från Erbjudandet är maximalt 25 miljoner EUR baserat på det maximala antalet Erbjudandeaktier (3 937 007 Aktier) och den lägsta nivån av det Indikativa Prisintervallet (6,35 EUR).

E.3 Villkor för erbjudandet

–
Beskrivning av villkoren för Erbjudandet

Allmänna villkor för Erbjudandet

Bolaget erbjuder upp till 3 937 007 nya Aktier i Bolaget ("**Erbjudandeaktierna**") till teckning ("**Erbjudandet**").

–
Antalet Erbjudandeaktier och Tilldelning av Ytterligare Aktier

–
Förutsatt att 3 937 007 Erbjudandeaktier emitteras i Erbjudandet, kommer Erbjudandeaktierna vid fullbordning av Erbjudandet utgöra cirka 45,5 % av de utestående Aktierna i Bolaget.

Om Erbjudandet övertecknas, får Bolagets styrelse öka antalet Erbjudandeaktier genom en tilldelning av ytterligare aktier om upp till 431 034 ytterligare nya Aktier i Bolaget ("**Tilldelning av Ytterligare Aktier**"). Förutsatt att Tilldelningen av Ytterligare Aktier utnyttjas fullt ut, får ett samlat antal av upp till 4 368 041 Erbjudandeaktier emitteras under Erbjudandet och då kommer Erbjudandeaktierna, efter Erbjudandets fullföljande, att utgöra cirka 48,1 % av de utestående Aktierna i Bolaget.

Prissättning och book-building

Bolaget har tillsammans med Arrangörerna, angett ett vägledande pris om 6,35 till 6,40 EUR per Erbjudandeaktie (det "**Indikativa Prisintervallet**"). För att uppnå en marknadsmässig prissättning av Aktierna till försäljning, kommer institutionella investerare att ges möjlighet att delta i en form av book-building-process genom att lämna in en teckningsanmälan. Book-buildingen kommer att ske under Teckningstiden (enligt definitionen nedan). Det slutliga teckningspriset per Erbjudandeaktie ("**Teckningspriset**") kommer att fastställas på grundval av book-building-förfarandet för institutioner och teckningarna som gjorts i det Finska Retailerbjudandet och Svenska Retailerbjudandet och kan bestämmas inom eller lägre än det Indikativa Prisintervallet. Teckningspriset får emellertid inte överstiga 6,40 EUR.

–
Teckningstiden

Teckningstiden ("**Teckningstiden**") för Erbjudandeaktierna kommer att inledas den 15 oktober 2014 09:30 finsk tid (08:30 svensk tid), och enligt den ursprungliga tidtabellen förväntades den avslutas 24 oktober 2014 16:30 finsk tid (15:30 svensk tid). Bolagets styrelse beslöt den 30 oktober 2014 om att fortsätta Teckningstiden på så sätt att Teckningstiden avslutas den 3 november 2014 16:30 finsk tid (15:30 svensk tid).

–
Ändringar i Teckningstiden får ske en eller flera gånger, förutsatt att Teckningstiden kan avslutas tidigast den 22 oktober 2014 16:30 finsk tid (15:30 svensk tid) och att den inte kommer att förlängas efter 3 november 2014 16:30 finsk tid (15:30 svensk tid).

–
Särskilda villkor för det Finska Retailerbjudandet

–
Investerarna som tecknar Erbjudandeaktier i det Finska Retailerbjudandet måste, när teckningen görs, betala ett initialt teckningspris per Erbjudandeaktie om 6,40 EUR, det vill säga det högsta priset i det Indikativa Prisintervallet.

E.6 Utspädningseffekt

–
Efter fullföljandet av Erbjudandet kommer den omedelbara utspädning av ägandet i Bolaget för aktieägare som äger aktier före Erbjudandet att vara ca 45,5 % vid emission av 3 937 007 Erbjudandeaktier (dvs. förutsatt att Erbjudandet tecknas till fullo) och utan beaktande av utspädningseffekten av aktieoptionerna. Sådant belopp kommer att öka till 48,1 % om Tilldelningen av Ytterligare Aktier utnyttjas till fullo.

The third sentence of the first paragraph of the risk factor "*The Company's concentrated ownership could affect the market price and liquidity of the Shares; the Company's majority shareholders can significantly influence the governance of the Company, and the interests of the Company's majority shareholders may differ from the interests of the Company's minority shareholders*" on page 10 of the Prospectus is amended to read as set out below:

"Assuming that the Offering is fully subscribed and the Additional Share Allotment is not exercised, HealthCap V, L.P. subscribes for the Offer Shares according to the subscription commitments (see "*Agreements relating to the Offering – Subscription commitments*"), and that the final Offer Price is at the low-point of the amended Indicative Price Range (EUR 6.35), HealthCap V, L.P. will, subsequent to the completion of the Offering, hold 22.0 % of all Shares and votes in the Company."

The first sentence of the third paragraph of the section "*Reasons for the Offering and use of proceeds*" on page 20 of the Prospectus is amended to read as set out below:

"The Company expects that the total proceeds of the Offering are at maximum EUR 25 million based on the maximum number of Offer Shares (3,937,007 Shares) and the low point of the amended Indicative Price Range (EUR 6.35)."

The first sentence of the first paragraph of the section "*Terms and conditions of the Offering – General terms of the Offering – Offer Shares*" on page 21 of the Prospectus is amended to read as set out below:

"The Company offers up to 3,937,007 new Shares in the Company ("**Offer Shares**") for subscription ("**Offering**")."

The second and third paragraph of the section "*Terms and conditions of the Offering – General terms of the Offering – Number of Offer Shares and Additional Share Allotment*" on page 21 of the Prospectus is amended to read as set out below:

"Assuming that 3,937,007 Offer Shares are issued in the Offering, the Offer Shares will upon consummation of the Offering constitute approximately 45.5 % of the outstanding Shares in the Company.

If the Offering is oversubscribed, the board of directors of the Company may increase the number of Offer Shares by an additional share allotment of up to 431,034 additional new Shares in the Company ("**Additional Share Allotment**"). Assuming that the Additional Share Allotment is exercised in full, in aggregate up to 4,368,041 Offer Shares may be issued in the Offering and in such case the Offer Shares will upon consummation of the Offering constitute approximately 48.1 % of the outstanding Shares in the Company."

The first paragraph of the section "*Terms and conditions of the Offering – General terms of the Offering – Pricing and book-building*" on page 21 of the Prospectus is amended to read as set out below:

"The Company has, together with the Joint Arrangers, set an indicative price range of EUR 6.35 to EUR 6.40 per Offer Share ("**Indicative Price Range**"). To achieve a market-based pricing of the Shares offered for sale, institutional investors will be afforded the opportunity to participate in a form of book-building process by submitting an application to subscribe. The book-building process will take place during the Subscription Period (as defined below). The final subscription price per Offer Share ("**Offer Price**") will be determined on the basis of the book-building process for institutions and the subscriptions placed in the Finnish Retail Offering and the Swedish Retail Offering, and may be set within or below the Indicative Price Range. However, the Offer Price may not exceed EUR 6.40."

The first paragraph and the second sentence of the second paragraph of the section "*Terms and conditions of the Offering – General terms of the Offering – Subscription period*" on page 22 of the Prospectus is amended to read as set out below:

"The subscription period (the "**Subscription Period**") for the Offer Shares will commence on 15 October 2014 at 09:30 Finnish time (08:30 Swedish time), and was according to the original timetable expected to end on 24 October 2014 at 16:30 Finnish time (15:30 Swedish time). The board of directors resolved on 30 October 2014 to extend the Subscription Period so that the Subscription Period ends on 3 November 2014 at 16:30 Finnish time (15:30 Swedish time)."

"Changes to the Subscription Period may be made one or several times, provided, however, that the Subscription Period can end at earliest on 22 October 2014 at 16:30 Finnish time (15:30 Swedish time) and it will not be extended beyond 3 November 2014 at 16:30 Finnish time (15:30 Swedish time)."

The first sentence in the second paragraph in the section "*Terms and conditions of the Offering – Terms specific to the Finnish Retail Offering – Payment of the subscription price*" is amended to read as set out below:

"The investors subscribing for Offer Shares in the Finnish Retail Offering subsequent to the publication of a supplement to the Prospectus must pay, when placing the subscription, an initial subscription price per Offer Share of EUR 6.40, i.e., the high point of the Indicative Price Range."

The third paragraph in the section "*Major shareholders and related party transactions – Dilution*" is amended to read as set out below:

"Following the completion of the Offering, the immediate dilution of the ownership of the Company for a shareholder holding Shares prior to the Offering and not subscribing for Shares in the Offering will be approximately 45.5 % based on the issuance of 3,937,007 Offer Shares (i.e., assuming that the Offering is fully subscribed) and without taking into account the dilutive effect of the stock option rights. Such amount will increase to 48.1 % if the Additional Share Allotment is exercised in full."

Availability of certain documents

A copy of this supplement and the Finnish Financial Supervisory Authority's approval of this supplement are available during normal business hours at the Company's head office at Elimäenkatu 9 B, 00510 Helsinki, Finland.

Cancellation of subscriptions

Investors who have subscribed for Offer Shares before the publication of this supplement to the Prospectus may choose to cancel their subscriptions. The cancellation right must be exercised within a cancellation period of two Finnish banking days from the publication of this supplement to the Prospectus, i.e., no later than on 3 November 2014 at 18:00 Finnish time (17:00 Swedish time).

Cancellations must be filed with the office with which the subscription was placed. However, subscriptions placed on the website of UB Securities cannot be cancelled on the website but should be cancelled by contacting UB Securities at dealing@unitedbankers.fi or telephone +358 (0)9 253 80220.

Where an investor has cancelled their subscription, any subscription price already paid by that investor will be returned to the bank account of the investor given by the investor in connection with the subscription. The funds will be repaid within three local banking days of the cancellation of the subscription. No interest will be paid on the amounts returned.