

Nexstim

Company announcement, Helsinki, 25 March 2019, at 12 PM

Nexstim Plc: Resolutions of the annual general meeting of shareholders, 25 March 2019

Nexstim Plc (NXTMH:HEX, NXTMS:STO) (“Nexstim” or “Company”), the targeted neuromodulation company developing and marketing pioneering navigated personalised, non-invasive brain stimulation systems for the treatment of Major Depression Disorder (MDD), announces that the following resolutions were adopted at its annual general meeting of shareholders held today on 25 March 2019:

The annual general meeting of shareholders of Nexstim Plc adopted the Company's financial statements, including the consolidated financial statements for the year 2018, and discharged the members of the board of directors and the chief executive officer from liability.

Dividend and handling of loss

The annual general meeting resolved that no dividend would be paid for the financial year 1 January – 31 December 2018 and that the loss of the financial year be added to the loss account.

Composition and remuneration of the board of directors

The annual general meeting resolved on the number of the members of the board of directors at five. Martin Jamieson, Ken Charhut, Rohan J. Hoare, Juliet Thompson and Tomas Holmberg were elected to the board. Martin Jamieson was elected as the chairman and Juliet Thompson as the deputy chairman.

The remuneration of the members of the board of directors was resolved as follows: €36,000 for the members of the board domiciled in the USA, and €27,000 for the members domiciled in Europe. The annual general meeting recommended that the members of the board invest half of the above-mentioned remuneration in the Company's shares.

Further, the annual general meeting resolved that the members of the board committees shall be paid as follows; €10,000 for the chairman of a committee per year and €5,000 for the members of the committee.

It was decided that reasonable travel expenses be compensated to the board members.

The annual general meeting of shareholders 2016 decided that a restricted share unit plan be implemented to selected members of the board of directors of Nexstim Plc, the terms and conditions which can be found from www.nexstim.com. The plan includes four vesting periods, corresponding to the terms of office 2016—2017, 2017—2018, 2018—2019 and 2019—2020 of the member of the board.

The aim of the plan is to commit the participants to the Company, to align the objectives of the shareholders and the participants in order to increase the value of the Company and to offer the participants a reward plan based on receiving and accumulating the Company's shares.

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The annual general meeting resolved that the target group of the plan will be those members of the board of director's who are independent of the Company. The reward allocations in 2019 will be determined in cash.

Allocation for board members for the vesting period 2019-2020

The annual general meeting decided that for each board member who is independent from the Company the grant gross value of the reward for the vesting period 2019—2020 will be EUR 12,500.

The granted reward will be converted into restricted share units at the beginning of the vesting period, in 2019. The conversion of the granted reward into restricted share units will be based on the trade volume weighted average quotation of the Company's share on Nasdaq Helsinki Ltd during 20 trading days following the release date of the Company's Financial Statements from 2018. In the plan, one restricted share unit corresponds to one Company share. The value of the payable reward will be determined on the basis of the share price on the book-entry registration date of the paid shares.

The annual general meeting decided that rewards from the plan will be paid to the board members in the Company's shares within four weeks of the annual general meeting of shareholders in 2020. The Company will withhold taxes and employment related expenses from the cash proportion of the reward according to law in force. Should a board member cease to be a member of the board before the end of a vesting period, no reward will be paid to him or her on the basis of such vesting period.

Ownership recommendation

The annual general meeting proposes that the participants will be strongly recommended to hold shares paid as reward as long as their mandate as a member of the board continues.

Election of the auditor and auditor's fee

PricewaterhouseCoopers Oy, an authorized Public Accountants was re-elected as the auditor with Martin Grandell acting as the auditor-in-charge. The auditor will be paid a reasonable fee.

Authorisations of the board of directors to decide on the issuance of shares as well as the issuance of other special rights entitling to shares

The annual general meeting of shareholders resolved to authorize the board of directors to decide on new share issues as well as issue of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Companies Act (jointly the **"Share Issue"**) as follows:

In issue(s) of new ordinary shares, the shareholders have the right to subscribe for new shares in proportion to their existing holdings of the shares of the Company. The Board of Directors has the right to decide upon the offering to parties determined by the Board of Directors of any shares that may remain unsubscribed for pursuant to the shareholders' pre-emptive subscription right. In connection with such issue of new ordinary shares, the Board of Directors is authorized to resolve on a directed issue of option rights or the special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for the Company to do so.

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Under the authorization, a maximum of sixty three million (63 000 000) shares may be issued in the Share Issue, which corresponds to approximately 95,09 percent of all the shares in the Company after the Share Issue. The ordinary shares and option rights or other special rights entitling to shares can be issued in one or more tranches.

The Board of Directors is authorized to resolve on all terms for the Share Issue.

The Share Issue authorization of the Board of Directors shall be in force for one (1) year from the decision of the Annual General Meeting of Shareholders and it does not revoke the share issue authorization given by the Extraordinary General Meeting on 21 November 2018.

The Company intends to use this authorization for future financing needs and other corporate purposes.

Authorization to Board of Directors to conclude a sale of assets (diagnostics / mapping business)

The Annual General Meeting of Shareholders included a *proposal of authorizing the Board of Directors to conclude a sale of assets, more precisely the sale of the Diagnostics/ Mapping Business* of the Company.

No decision regarding the sale of assets -matter was made because the Chairman of the Board of Directors concluded that the Board of Directors previously decided, on the date of the annual general meeting on 25 March 2019, to cancel the aforementioned proposal.

Minutes of the annual general meeting

The minutes of the annual general meeting will be published on, or by, April 8, 2019, on Nexstim's website.

NEXSTIM PLC
Martin Jamieson, CEO and Chairman of the Board

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About Nexstim Plc

Nexstim is a medical technology company focused on the development and commercialization of its world-leading SmartFocus™ TMS technology, a non-invasive brain stimulation system for the treatment of Major Depressive Disorder (MDD). The Company's proprietary Navigated Brain Therapy (NBT®) system, a highly sophisticated 3D navigation, is the only personalised, navigated transcranial magnetic stimulation (TMS) approach providing accurate targeting of the TMS to the specific area of the brain associated with MDD.

Nexstim's NBT® system has been launched in the US for the treatment of MDD following clearance from the FDA for marketing and commercial distribution for this indication. The NBT® system is CE marked in Europe for the treatment of major depression and chronic neuropathic pain.

In addition, Nexstim is commercialising its Navigated Brain Stimulation (NBS) system for diagnostic applications, based on the same technology. 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 Finland and Nasdaq First North Sweden.

For more information please visit www.nexstim.com