

**APPENDIX: TERMS OF BIOHIT OYJ'S OPTION SCHEMES I 2013 AND II 2013****OPTION SCHEME I 2013**

In the event of conflict between the Finnish and English language versions of these terms and conditions, the Finnish language version shall prevail.

*Biohit Oyj's ("Company") General Shareholders' Meeting of 13 April 2011 has decided to authorise the Board of Directors ("Board") to decide on 12 April 2014 at the latest on issuance of shares and granting special rights entitling to shares. Pursuant to this authorization, the Board meeting of June 19, 2013 has decided to grant option rights as follows:*

**TERMS OF OPTION SCHEME****I GRANTING OF OPTION RIGHTS****1. Number of option rights**

*The maximum total number of the option rights to be granted is 500.000 option rights. The option rights entitle to subscribe a maximum total amount of 500.000 B-shares in the Company.*

**2. Option rights**

*100.000 of the option rights is called as "I 2013A", 100.000 of the option rights is called as "I 2013B", 100.000 of the option rights is called as "I 2013C", 100.000 of the option rights is called as "I 2013D" and 100.000 of the option rights is called as "I 2013E". The Board shall have the right to convert option rights possessed by the Company or its group of companies from a one option class to another option class.*

**3. Directing option rights**

*The option rights are granted, in exception to the shareholders' pre-emptive subscription right, to be subscribed free-of-charge by the management and employees of the Company or its group of companies in order to strengthen their commitment and enhance their motivation. Options can also be directed to a fully owned subsidiary of the Company to be held only for a later distribution to management and employees.*

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*The shareholders' pre-emptive subscription right is deviated because the option rights are meant to be a part of the Company's and its group of companies' motivation and reward system and therefore the deviation is justified because of a weighty financial reason of the Company.*

**4. Granting of option rights**

*The Board decides on the granting of option rights to the management and employees of the Company or its group of companies. The board also decides on the re-granting of option rights that have been restored to the Company.*

*The Board will in written inform the persons to whom option rights are offered. The option rights are considered to have been granted when the person has in written accepted the receipt of the option rights. The persons to whom option rights are offered shall inform the Company of acceptance within 60 days from the date when Company offered the option rights for approval.*

**5. Storage and transfer or pledge of option rights**

*No option certificates are issued for the option rights. The Board has the right to later decide on issuance of option certificates. The Company will keep records on the option rights or store the option certificates on behalf of the holder of the option rights. The Board has the right to decide on the transfer of option rights to book-entry system. In case the option rights are transferred to book-entry system, the option right holder hereby authorizes and thus Company has the right to apply and have all lost option rights transferred from option holder's book-entry account to book-entry account appointed by the Company without later consent of the holder of option rights. In addition, the holder authorizes and thus Company has the right to register possible transfer restrictions and other restrictions concerning the option rights to holder's book-entry account without later consent of the option right holder.*

*The option right holder is not entitled to transfer or pledge the option rights without the prior written consent of or decision by the Board before the beginning of the share subscription period. Option right holder shall without delay in written inform the Board in case the holder transfers or pledges its option rights.*

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*If an option right subscriber deceases, the option rights pass on to holder's beneficiaries.*

**6. Loss of option rights**

*If the employment or management position of option right holder in the Company ceases before the beginning of subscription period defined in section II:2 for other reasons than (i) due to retirement, permanent disability to work or death or (ii) due to the Company terminating the employment or management position in breach of the law or due to economic and production reasons, the option right holder shall be obliged to return those option rights whose subscription period has not begun when the employment or management position ceases to the Company or a third party nominated by the Company without any compensation. If the holder does not return the option rights in such a situation within fourteen (14) days of the termination of the employment or management position, the option rights shall be automatically returned to the Company. The same applies in case the rights and obligations derived from employment or management position relationship of the option right holder are transferred in connection with transfer of business to new a new owner or holder of the business. Notwithstanding the aforesaid, if the Board considers such decision appropriate, the Board has the right to decide that the option right holder may fully or partly keep its option rights.*

*The Board has the right to make decisions deviating from the rules set out above.*

**II TERMS OF SHARE SUBSCRIPTION****1. Right to subscribe new shares**

*Each option right entitles its holder to subscribe one (1) new B-share in the Company. The subscription price shall be entered into Company's reserve for invested unrestricted equity.*

*The right to subscribe to shares with options belongs only to persons who have received the options in accordance with and also otherwise complied with the terms of this option scheme.*

**APPENDIX: TERMS OF BIOHIT OYJ'S OPTION SCHEMES I 2013 AND II 2013****2. Share subscription period**

*Share subscription periods for shares subscribed based on the option rights are:*

- *for option right class I 2013A during 1 June 2014 – 31 May 2019;*
- *for option right class I 2013B during 1 June 2015 – 31 May 2019;*
- *for option right class I 2013C during 1 June 2016 – 31 May 2019;*
- *for option right class I 2013D during 1 June 2017 – 31 May 2019;*  
*and*
- *for option right class I 2013E during 1 June 2018 – 31 May 2019.*

*In case the last day of the subscription period is not a bank day, the subscription can be made on the first bank day following the last day of the subscription period.*

*The Board has the right to restrict the subscription right within the defined subscription period, for instance, by limiting the possibility to subscribe shares only within a set time frame set by the Board, for instance, on the basis of insider trading information available to option right holders.*

*Subscription of the share shall take place in Company's principal office (Laippatie 1, 00880 Helsinki). The shares shall be paid in connection with the share subscription to bank account appointed by the Company. The Board decides on any required actions related to the share subscriptions.*

*Subscribed and fully paid shares are entered into option right holder's book-entry account.*

**3. Subscription price of shares**

*Share subscription price for shares subscribed based on the option rights is 3,00 euros. The subscription price has been determined by the Board in order to strengthen the commitment and enhance the motivation of the recipients of the option rights. The subscription price can be amended in accordance with provisions in section II:5. The subscription price shall however be at least 0,01 euros.*

**4. Rights attached to shares**

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*The shares entitle to dividend and other rights attached to shares begin as the shares have been registered in the Trade Register.*

**5. Share issuances, option rights and other special rights entitling to shares and other special situations**

*If the Company decides on share issuance or grants new option rights or other special rights entitling to shares in accordance with shareholders' pre-emptive right before the beginning of the subscription period according to section II:2, the option right holders has the similar or equal right with the shareholders. Equality with shareholders is implemented, as decided by the Board, by granting the option right holder the right to subscribe one share against one option right or amending the number of shares to be subscribed, the subscription price or both. If the Company makes the above-mentioned decision after the beginning of subscription period stipulated in section II:2, the option right holders will be given an opportunity to use their subscription right stipulated in section II:1 during a time period set by the Board. After the time frame set by the Board, no subscription right exists.*

*If the Company decides on share issuance or on granting new option rights or other special rights entitling to shares deviating from shareholders' pre-emptive right, such decision does not affect to option right holder position or terms and conditions of holder's option rights.*

*If the Company reduces its share capital, the option right holders' right to subscribe shares will be adjusted accordingly as closer defined in the decision on share capital reduction.*

*If the Company distributes dividend or assets from the reserve for invested unrestricted equity, the subscription price for shares subscribed using the option right is reduced by the amount of distributed dividend or assets on the reconciliation date of respective distribution of dividend or assets.*

*If Company's total stock of shares is being sold to a third party, the option right holders will be given an opportunity to use their subscription right, during a time period set by the Board, according to section II:1 before such transfer. After the time frame set by the Board, no subscription right exists.*

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*If the Company is placed in liquidation, the option right holders will be given an opportunity to use their subscription right according to section II:1 during a time period set by the Board. After the time frame set by the Board, no subscription right exists. In case the Company is removed from trade register, the option right holder has a similar or equal right with the shareholders.*

*If the Company decides to merge in another company as a company being acquired, or in a company formed in a combination merger, or if the Company decides to demerge; the Company, the acquiring company (absorption merger), or the company to be established (combination merger or demerger) may decide to offer exchange of option rights in corresponding terms as those regarding the Company shares. In connection with merger or demerger the Board may also decide that the option right holders will have an opportunity to use their subscription right, during a time period set by the Board, according to section II:1 before the merger or demerger is implemented. After the time frame set by the Board, no subscription right exists.*

*If the Company decides to acquire its own shares, option rights or other special rights entitling to shares with an offer directed to all the shareholders after the subscription period has commenced, the option right holders will be reserved an opportunity to subscribe to shares in the Company so that such subscribed shares will be taken into account in such offer. If the Company acquires or redeems its own shares or option rights or other special rights entitling to shares by another means, no procedure related to option right holders is induced.*

*If a shareholder has a right to redeem the shares of other shareholders according to Companies Act Chapter 18 Paragraph 1, the option right holders will be given an opportunity to subscribe shares with all of their option rights during a time period set by the Board. After the time frame set by the Board, no subscription right exists.*

*The subscription right attached to the option rights is not affected if the Company is converted into a private company.*

*Option right holder does not have any right to any compensation on any grounds during or after his/her employment or management position in case of loss of option rights effected in accordance with these option scheme terms and conditions.*



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### 6. Dispute resolution

*Any disputes relating to the option rights are settled in arbitration proceeding in Helsinki using one arbitrator according to the rules of the Arbitration Institute of the Finnish Central Chamber of Commerce.*

### 7. Other issues

*The Board may later decide to enter the option rights in the book-entry system and amend these terms and conditions to the extent technical adjustments are required based on such decision. The Board may decide also on other issues relating to subscription of the option rights and shares. In addition to the specific authorizations given to the Board to make amendments to these terms and conditions set forth elsewhere herein, the Board is authorized to make other than material amendments to these terms and conditions. The Board shall resolve on all other matters relating to the option rights granted under these terms and conditions and it may also give binding instructions to the holders of the option rights.*

*All documents relating to the option rights are available for review in the Company's principal office.*

*The Company has the right to redeem all option rights without consideration from the option right holder prior the share subscription, in case the holder acts in breach of these terms and conditions, instructions given by the Company under the terms and conditions or in breach of applicable law or instructions of public authority.*

## **OPTION SCHEME II 2013**

In the event of conflict between the Finnish and English language versions of these terms and conditions, the Finnish language version shall prevail.

### **TERMS OF OPTION SCHEME**

#### **I GRANTING OF OPTION RIGHTS**

##### **1. Number of option rights**

*The maximum total number of the option rights to be granted is 420.000 option rights. The option rights entitle to subscribe a maximum total amount of 420.000 B-shares in the Company.*

##### **2. Option rights**

*All 420.000 option rights are called as "II 2013".*

##### **3. Directing option rights**

*The option rights are granted, in exception to the shareholders' pre-emptive subscription right, to be subscribed free-of-charge by Mikko Salaspuro and Martti Marvola. Mikko Salaspuro is granted 320.000 option rights and Martti Marvola is granted 100.000 option rights. Granting the option rights is based on strengthening their commitment to the product development performed for the Company and intellectual property rights received by the Company and existing contractual obligations that are waived by the recipients when receiving the granted option rights.*

*The shareholders' pre-emptive subscription right is deviated because the grant of option rights is based on strengthening persons' commitment to the product development and receipt of intellectual property rights by the Company and the option rights will replace existing contractual obligations of the Company towards the receivers of option rights and therefore the deviation is justified because of a weighty financial reason of the Company.*



**APPENDIX: TERMS OF BIOHIT OYJ'S OPTION SCHEMES I 2013 AND II 2013****4. Granting of option rights**

*The Board will in written inform the persons to whom option rights are offered. The option rights are considered to have been granted when the person has in written accepted the receipt of the option rights. The persons to whom option rights are offered shall inform the Company of acceptance within 60 days from the date when Company offered the option rights for approval.*

**5. Storage and transfer or pledge of option rights**

*No option certificates are issued for the option rights. The Board has the right to later decide on issuance of option certificates. The Company will keep records on the option rights or store the option certificates on behalf of the holder of the option rights. The Board has the right to decide on the transfer of option rights to book-entry system. In case the option rights are transferred to book-entry system, the option right holder hereby authorizes and thus Company has the right to apply and have all lost option rights transferred from option holder's book-entry account to book-entry account appointed by the Company without later consent of the holder of option rights. In addition, the holder authorizes and thus Company has the right to register possible transfer restrictions and other restrictions concerning the option rights to holder's book-entry account without later consent of the option right holder.*

*The option right holder is not entitled to transfer or pledge the option rights without the prior written consent of or decision by the Board before the beginning of the share subscription period. Option right holder shall without delay in written inform the Board in case the holder transfers or pledges its option rights.*

*If an option right subscriber deceases, the option rights pass on to holder's beneficiaries.*

**II TERMS OF SHARE SUBSCRIPTION****1. Right to subscribe new shares**

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*Each option right entitles its holder to subscribe one (1) new B-share in the Company. The subscription price shall be entered into Company's reserve for invested unrestricted equity.*

*The right to subscribe to shares with options belongs only to persons who have received the options in accordance with and also otherwise complied with the terms of this option scheme.*

**2. Share subscription period**

*Share subscription period for shares subscribed based on the option rights is during 1 July 2013 – 30 June 2015. In case the last day of the subscription period is not a bank day, the subscription can be made on the first bank day following the last day of the subscription period.*

*The Board has the right to restrict the subscription right within the defined subscription period, for instance, by limiting the possibility to subscribe shares only within a set time frame set by the Board, for instance, on the basis of insider trading information available to option right holders.*

*Subscription of the share shall take place in Company's principal office (Laippatie 1, 00880 Helsinki). The shares shall be paid in connection with the share subscription to bank account appointed by the Company. The Board decides on any required actions related to the share subscriptions.*

*Subscribed and fully paid shares are entered into option right holder's book-entry account.*

**3. Subscription price of shares**

*Share subscription price for shares subscribed based on the option rights is 3,00 euros. The subscription price has been determined by the Board in order to strengthen persons' commitment to product development performed for the Company and based on the value of the intellectual property rights received by the Company and existing contractual obligations of the Company. The subscription price can be amended in accordance with provisions in section II:5. The subscription price shall however be at least 0,01 euros.*

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### 4. Rights attached to shares

*The shares entitle to dividend and other rights attached to shares begin as the shares have been registered in the Trade Register.*

### 5. Share issuances, option rights and other special rights entitling to shares and other special situations

*If the Company decides on share issuance or grants new option rights or other special rights entitling to shares in accordance with shareholders' pre-emptive right before the beginning of the subscription period according to section II:2, the option right holders has the similar or equal right with the shareholders. Equality with shareholders is implemented, as decided by the Board, by granting the option right holder the right to subscribe one share against one option right or amending the number of shares to be subscribed, the subscription price or both. If the Company makes the above-mentioned decision after the beginning of subscription period stipulated in section II:2, the option right holders will be given an opportunity to use their subscription right stipulated in section II:1 during a time period set by the Board. After the time frame set by the Board, no subscription right exists.*

*If the Company decides on share issuance or on granting new option rights or other special rights entitling to shares deviating from shareholders' pre-emptive right, such decision does not affect to option right holder position or terms and conditions of holder's option rights.*

*If the Company reduces its share capital, the option right holders' right to subscribe shares will be adjusted accordingly as closer defined in the decision on share capital reduction.*

*If the Company distributes dividend or assets from the reserve for invested unrestricted equity, the subscription price for shares subscribed using the option right is reduced by the amount of distributed dividend or assets on the reconciliation date of respective distribution of dividend or assets.*

*If Company's total stock of shares is being sold to a third party, the option right holders will be given an opportunity to use their subscription right, during a time period set by the Board, according to*

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*section II:1 before such transfer. After the time frame set by the Board, no subscription right exists.*

*If the Company is placed in liquidation, the option right holders will be given an opportunity to use their subscription right according to section II:1 during a time period set by the Board. After the time frame set by the Board, no subscription right exists. In case the Company is removed from trade register, the option right holder has a similar or equal right with the shareholders.*

*If the Company decides to merge in another company as a company being acquired, or in a company formed in a combination merger, or if the Company decides to demerge; the Company, the acquiring company (absorption merger), or the company to be established (combination merger or demerger) may decide to offer exchange of option rights in corresponding terms as those regarding the Company shares. In connection with merger or demerger the Board may also decide that the option right holders will have an opportunity to use their subscription right, during a time period set by the Board, according to section II:1 before the merger or demerger is implemented. After the time frame set by the Board, no subscription right exists.*

*If the Company decides to acquire its own shares, option rights or other special rights entitling to shares with an offer directed to all the shareholders after the subscription period has commenced, the option right holders will be reserved an opportunity to subscribe to shares in the Company so that such subscribed shares will be taken into account in such offer. If the Company acquires or redeems its own shares or option rights or other special rights entitling to shares by another means, no procedure related to option right holders is induced.*

*If a shareholder has a right to redeem the shares of other shareholders according to Companies Act Chapter 18 Paragraph 1, the option right holders will be given an opportunity to subscribe shares with all of their option rights during a time period set by the Board. After the time frame set by the Board, no subscription right exists.*

*The subscription right attached to the option rights is not affected if the Company is converted into a private company.*

**6. Dispute resolution**

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*Any disputes relating to the option rights are settled in arbitration proceeding in Helsinki using one arbitrator according to the rules of the Arbitration Institute of the Finnish Central Chamber of Commerce.*

### 7. Other issues

*The Board may later decide to enter the option rights in the book-entry system and amend these terms and conditions to the extent technical adjustments are required based on such decision. The Board may decide also on other issues relating to subscription of the option rights and shares. In addition to the specific authorizations given to the Board to make amendments to these terms and conditions set forth elsewhere herein, the Board is authorized to make other than material amendments to these terms and conditions. The Board shall resolve on all other matters relating to the option rights granted under these terms and conditions and it may also give binding instructions to the holders of the option rights.*

*All documents relating to the option rights are available for review in the Company's principal office.*

*The Company has the right to redeem all option rights without consideration from the option right holder prior the share subscription, in case the holder acts in breach of these terms and conditions, instructions given by the Company under the terms and conditions or in breach of applicable law or instructions of public authority.*