



ALISA BANK PLC

APPROVED BY THE BOARD ON 24 OCTOBER 2024

TERMS AND CONDITIONS OF THE PERSONNEL SHARE ISSUE

1 GENERAL DEFINITIONS

(1)	Board	means the Board of Directors of the Company.
(2)	Company	means Alisa Bank Plc.
(3)	Employment/to be Employed	means a person's employment with a Group Company or a position as the CEO/Managing Director of a Group Company.
(4)	Group	means the Company and its subsidiaries collectively.
(5)	Group Company	means the Company or any of its subsidiaries individually.
(6)	Share	means the share of the Company.

2 SHARE ISSUE AUTHORISATION GRANTED BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting of Shareholders of Alisa Bank Plc, held on 20 March 2024, has authorised the Board to resolve on a share issue and an issue of special rights entitling to Shares, as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or more issues. Based on the authorisation, a maximum total of 4,416,609 Shares can be issued in the share issue, which corresponds to approximately five (5) per cent of all the Shares in the Company at the date of the notice of the General Meeting. The authorisation includes the right to resolve on all the terms of the share issue and of the issue of special rights entitling to Shares, including the right to deviate from the shareholders' pre-emptive subscription rights. The authorisation is valid until the end of the next Annual General Meeting, but no later than 30 June 2025.

3 BOARD DECISION ON SHARE ISSUE DIRECTED TO PERSONNEL

(1) Based on the authorisation given by the Annual General Meeting of Shareholders, the Board has on 24 October 2024 resolved on a share issue in which the Company offers, in deviation from the shareholders' pre-emptive subscription rights, a maximum total of 1,807,229 new Shares in the Company for subscription by the Group's personnel in accordance with these terms and conditions (**Personnel Share Issue**).

- (2) The purpose of the Personnel Share Issue is to encourage the personnel to acquire and own the Company's Shares on a long-term basis and commit them to work for the Group. The Board sees that the directed Share issue is in the best interests of the Company and that the Company has a weighty financial reason for deviating from the shareholders' pre-emptive subscription rights.
- (3) The Personnel Share Issue involves a Matching Share Plan, in which a subscriber in the Personnel Share Issue has the opportunity to receive Matching Shares gratuitously after the Matching Period, which ends on 31 December 2027, in accordance with the terms and conditions of the Matching Share Plan.

4 SUBSCRIPTION RIGHT

- (1) In the Personnel Share Issue, a maximum total of 1,807,229 new Shares in the Company are offered for subscription. Personnel employed by or in a service relationship with a Group Company to the extent resolved by the Board, including the CEO and members of the Management Team, have subscription rights in the Personnel Share Issue.
- (2) Persons whose Employment has started during the subscription period may participate in the Personnel Share Issue, provided that their Employment has not been terminated by the employee or the employer. In addition, their Employment must be in force when the Board approves the subscriptions. The right to participate in the Personnel Share Issue is personal and cannot be transferred. The Share subscription is binding and cannot be changed or cancelled.
- (3) The minimum subscription is 3,012 Shares per person, which equals in value a subscription price of approximately 500 euros.
- (4) The maximum subscription is 120,482 Shares per person, which equals in value a subscription price of approximately 20,000 euros. The aggregate maximum subscription is 1,807,229 Shares, which equals in value a subscription price of approximately 300,000 euros.
- (5) The Board decides who has the right to subscribe for any Shares not subscribed in the Personnel Share Issue. In case of oversubscription, the Board resolves on the procedure.

5 SUBSCRIPTION PERIOD AND SUBSCRIPTION PLACE

- (1) The subscription period for the new Shares begins on 25 October 2024 at 10:00 (UTC+3) and ends on 15 November 2024 at 23:59 (UTC+2). The Board has the right to extend the subscription period.

(2) The place of subscription is Evli Plc. Subscription orders on behalf of Evli Plc are received by Allshares Oy, which acts as Evli Plc's tied agent. The subscriptions will be made electronically on Allshares Oy's website during the subscription period in accordance with the more detailed instructions given by Allshares Oy.

6 SUBSCRIPTION PRICE AND PAYMENT OF SUBSCRIPTIONS

(1) The subscription price is 0.1660 euros per Share. The subscription price is based on the trade volume weighted average price of the Company's Share on Nasdaq Helsinki Ltd between 1 September 2024 and 30 September 2024 and on a discount of 10 per cent calculated thereof.

(2) The subscription price will be credited to the Company's reserve for invested unrestricted equity.

(3) The subscriptions will be paid in full in connection with the subscription.

7 APPROVAL OF SUBSCRIPTIONS

(1) The Board resolves on the approval of subscriptions and the number of new Shares issued in the Personnel Share Issue after the close of the subscription period. Subscribers will be informed of the approved subscriptions electronically. The notice will be sent by e-mail to the e-mail address provided by the subscriber in connection with the subscription.

(2) The Board may approve a subscription as such, reduce the size of the subscription or to reject the subscription outright. The Board has the right to reject an already approved subscription if the subscription payment does not appear in the indicated bank account as required by the payment instructions.

8 RIGHT TO CANCEL THE SHARE ISSUE

(1) The Board has the right to cancel the Personnel Share Issue until the Board has resolved on the approval of subscriptions. The Board may cancel the Personnel Share Issue due to, among other things, the market situation, the Company's financial position or a material change in the Company's business operations, or other similar reasons.

(2) If the Board resolves to cancel the Personnel Share Issue, the paid subscription price will be returned to the subscriber after approximately five (5) banking days from the Board's cancellation decision. No interest is paid on the returned funds.

9 SHAREHOLDER RIGHTS

- (1) The new Shares will carry a right to dividend and other shareholder rights once the Shares are fully paid, entered into the Finnish Trade Register and registered in the subscriber's book-entry account.
- (2) Once the new Shares have been registered, they carry the same rights as the Company's existing Shares. Each new Share entitles to one vote in the Company's General Meeting of Shareholders.

10 REGISTERING NEW SHARES IN BOOK-ENTRY ACCOUNTS

- (1) The new Shares subscribed in the Personnel Share Issue will be incorporated as book entries into the book-entry system maintained by Euroclear Finland Ltd. The new Shares will be registered in the subscriber's personal book-entry account once the Shares have been fully paid and entered into the Finnish Trade Register. The Shares will be applied for public trading on a marketplace maintained by Nasdaq Helsinki Ltd.
- (2) The ticker symbol and the ISIN code of the Company's Share are ALISA and FI4000170915 respectively.

11 DATA PROTECTION

The Company processes personal data of the employees for the operational purposes of the Personnel Share Issue. This includes providing information to the subscription place. When registering at the subscription place's website, a subscriber confirms having acknowledged that their data will be processed and transferred for the operational purposes of the Personnel Share Issue. Further information on processing of personal data is available from the person responsible for the Company's HR issues.

12 APPLICABLE LAW AND SETTLEMENT OF DISPUTES

The Personnel Share Issue is governed by the laws of Finland. Any disputes arising in respect of the Personnel Share Issue will be resolved in a competent court in Finland.

13 OTHER MATTERS

- (1) The documents referred to in Chapter 5, Section 21 of the Finnish Limited Liability Companies Act are available at the Company's headquarters at Bulevardi 21 A 00180 Helsinki, Finland.

- (2) The Board resolves on other matters related to the issue of new Shares and the Personnel Share Issue as well as on other practical measures arising thereof.
- (3) These terms have been prepared in Finnish. In case of any discrepancy between the Finnish version and any translations, the Finnish language prevails.