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Acquisition of NodeOne Group AB has been concluded

Digitalist Group Plc (“Digitalist Group”) and the owners of NodeOne Group AB have concluded the transaction (“Transaction”) on 24 August 2017, in which Swedish NodeOne Group AB has become a part of Digitalist Group. The transaction was announced as a stock exchange release on 6 July 2017.

NodeOne Group AB’s consolidated group revenue per 31 December 2016 was SEK 37.3 million, EBITDA SEK 2.77 million and profit SEK 2.74 million.

In the transaction, all NodeOne Group AB’s shares were transferred to the ownership of Digitalist Group. As consideration, Digitalist Group issued a total of 37,500,000 new Digitalist Group shares (“Consideration Shares”) in a directed share issue (“Share Issue”) to be subscribed for by owners of NodeOne Group AB (“Owners”). The Owners have subscribed the Consideration Shares in total and the Board of Directors of Digitalist Group has accepted the share subscription made in the Share Issue.

The subscription price of the Consideration Shares (“Subscription Price”) in the Share Issue is EUR 0.1166 per Consideration Share. The amount of the Company’s Shares issued for the payment of the purchase price is determined by dividing the sum of the purchase price (EUR 4,371,352.33) by the mean price of Digitalist Group Plc’s share weighted with the trading amounts of the period of 50 trading days in the Nasdaq Helsinki Ltd stock exchange before the Closing. If the amount of Shares to be offered to the subscriber has not been a whole number, the number of Shares has been rounded up to the nearest full Share. The total number of Shares issued in the Share Issue has been a maximum of 37 500 000, however, even if more Shares would have been issued on the basis of the above-mentioned calculation formula.

The Share Issue was carried out in derogation from the pre-emptive subscription right of the shareholders by the decision of Digitalist Group’ Board of Directors on the authorisation of the Annual General Meeting held on 29 March 2017. The Consideration Shares issued in the Share Issue were issued in order to develop the group’s business and to finance the corporate transaction, so there is a weighty financial reason for the Share Issue and the deviation from the pre-emptive right of the shareholders within the meaning of the Finnish Limited Liability Companies Act.

The Consideration Shares represent approximately 9.19 per cent of Digitalist Group's shares and votes after the Share Issue. The Consideration Shares will entitle to full dividends possibly distributed by Digitalist Group and to other distribution of assets as well as carry other shareholder rights in the company starting from when the Consideration Shares have been entered in the Trade Register and the shareholders' register of the company. 60 per cent of the Consideration Shares are subject to a lock-up period of twelve (12) months – three (3) years as of their issuance as separately agreed.

Digitalist Group's largest shareholder Tremoko Oy Ab has given at closing a conditional commitment limited to a period of ten trading days from the listing of the Consideration Shares to buy a maximum of altogether 11,250,000 Consideration Shares, EUR 0.12164 per Consideration Share, from three designated Sellers as agreed separately.

The terms and conditions for the Share Issue are appended to this stock exchange release.

DIGITALIST GROUP PLC

Board of Directors

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TERMS AND SUBSCRIPTION OF THE SHARE ISSUE

1 New shares

Digitalist Group Plc (“**Company**”) issues 37 500 000 new Company shares (“**Share**”) in the share issue (“**Share Issue**”).

The Shares issued in the Share Issue are equivalent to approximately 10.12 per cent of all of the Company’s shares and votes before the Share Issue and approximately 9.19 per cent of all of the Company’s shares and votes after the Share Issue, provided that the Share Issue is subscribed for in full.

2 Subscription right and deviation from shareholder’s pre-emptive subscription right

All new Shares are offered for subscription by the following subscribers in derogation from the pre-emptive subscription right of the shareholders in the following amounts:

Subscriber	Shares issued for subscription, pcs	Subscription price, EUR
Holy Yodel Holding AB	8,655,576	1,008,975.26
Seeheim Holding AB	8,655,576	1,008,975.26
Tomper00 AB	5,170,864	602,764.49
Magnus Leijonborg Holding AB	3,754,496	437,659.33
Helena Nordenfelt Consulting AB	3,754,496	437,659.33
Inowat AB	3,754,496	437,659.33
Krumelur AB	3,754,496	437,659.33
Yhteensä / Total	37,500,000	4,371,352.33

The purpose of the Share Issue is to carry out the purchase of the shares of the Swedish NodeOne Group AB (“**Transaction**”) between the Company and the aforementioned

shareholders of NodeOne Group AB in accordance with the purchase agreement concerning the shares of NodeOne Group AB (“**Purchase Agreement**”) by paying the purchase price with new Shares issued by the Company. The Shares are issued in order to develop the group’s business and to finance the corporate transaction, so the Company has a weighty financial reason for the Share Issue and for the deviation from the pre-emptive right of the shareholders within the meaning of Chapter 9 Section 4(1) of the Finnish Limited Liability Companies Act.

The subscription right to the Shares under these terms may not be transferred or assigned to a third party.

3 Subscription and subscription period of the shares

The subscription of the Shares will take place in connection with the closing (“**Closing**”) of the corporate acquisition set out in the Purchase Agreement. The Board of Directors may extend the share subscription period. The Shares must be subscribed for by 31 August 2017 at the latest, however.

The subscription is binding, and it cannot be altered or cancelled.

4 Subscription price of the Shares and payment of the subscription price

The subscription price of the Shares shall be paid by a contribution in kind by placing in the Company the object of purchase which is determined in the Purchase Agreement and consists of altogether 1 668 NodeOne Group AB (Swedish business identity code: 556688-6460) shares. The total subscription price of the Shares is altogether EUR 4,371,352.33, i.e. approximately EUR 0.1166 per Share. The non-cash consideration and the payment it covers have been specified and factors affecting the valuation of the assets as well as methods used in the valuation have been described in the report issued by the Company’s Board of Directors.

The number and subscription price of the Shares are based on the Purchase Agreement between the Company and the subscriber of the Shares, under which the amount of the Company’s Shares issued for the payment of the purchase price is determined by dividing the sum of the purchase price (EUR 4,371,352.33) by the mean price of Digitalist Group Plc’s share weighted with the trading amounts of the period of 50 trading days in the Nasdaq Helsinki Ltd stock exchange before the Closing. If the amount of Shares to be offered to the subscriber has not been a whole number, the number of Shares has been rounded up to the nearest full Share. The total number of Shares issued in the Share Issue may be a maximum

of 37 500 000, however, even if more Shares would be issued on the basis of the above-mentioned calculation formula.

The non-cash consideration forming the subscription price of the Shares shall be assigned to the Company on the terms set out in the Purchase Agreement. The non-cash consideration comprising 1 668 NodeOne Group AB shares is transferred to the Company in connection with the subscription of the Shares. The Board of Directors may extend the subscription price's term of payment.

The subscription price of the shares shall be credited in full to the Company's reserve for invested unrestricted equity.

5 Right to dividend and other shareholder rights

Subscribed Shares entitle to dividends possibly distributed by the Company and carry other shareholder rights starting from when the Shares have been entered in the Trade Register and in the shareholders' register of the Company.

6 Entry of new Shares in book-entry accounts

The Shares subscribed for in the Share Issue will be entered in the subscriber's book-entry account once the new Shares have been entered in the Trade Register.

7 Approval of subscriptions

The Share Issue is conditional upon that the other terms of the closing of the Transaction set out in section 5 of the Purchase Agreement together with the subsections thereof have been fulfilled, or that they have been waived in accordance with the terms of the Purchase Agreement, and that the closing of the Transaction takes place and the Board of Directors has accepted the subscriptions. If the Transaction has not taken place by 31 August 2018, this decision of the Board of Directors on a directed Share Issue will cease to be in effect. The Board of Directors of the Company will accept all subscriptions made in accordance with these terms and conditions of the Share Issue as well as in accordance with the laws and provisions governing share subscription.

8 Sales prohibition concerning Shares (Lock-up)

Shares subscribed for by each subscriber in the Share Issue will be subject to restrictions on sale so that 60 per cent of the Shares are subject to a lock-up (“**Lock-up**”). The Lock-up will dissolve gradually over three years in accordance with the lock-up agreement (“**Lock-up Agreement**”) related to the Purchase Agreement and concerning the Shares.

9 Information

The documents referred to in Chapter 5 Section 21 of the Finnish Limited Liability Companies Act will be on view as of the start of the subscription period at the Company’s head office at Arkadiankatu 2, FI-00100 Helsinki, Finland.

10 Note to investors and governing law and dispute resolution

The Shares may not directly or indirectly be offered, sold, resold, transferred or delivered to Australia, Japan, Canada, Hong Kong, South Africa, the United States or any other country where offering the Shares would be illegal. Documents related to the Share Issue may not be delivered to persons in these countries. No actions have been taken to register the Shares or the Share Issue or to generally offer the Shares in other countries than Finland.

The Company’s shareholder or other investor is considered to have accepted the aforementioned limitations to the Share Issue. The Share Issue and Shares shall be governed by Finnish law. Any possible disputes arising from the Share Issue shall be resolved in a competent court in Finland.

11 Other matters

The Board of Directors of the Company shall decide upon other matters related to the share issue and practical measures arising therefrom.