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## QT GROUP OYJ STOCK OPTIONS 2016

The Board of Directors of Qt Group Oyj (the Company) has at its meeting on 22 June 2016 decided, by virtue of an authorization granted by the Annual General Meeting of the Company held on 16 March 2015, to issue stock options to the key persons of the Company or its group companies, on the following terms and conditions:

### I STOCK OPTION TERMS AND CONDITIONS

#### 1. Number of stock options

The maximum total number of stock options issued is 2,000,000, and they entitle to subscribe for a maximum total of 2,000,000 new shares in the Company or existing shares held by the Company (share). The Board of Directors shall decide whether new shares in the Company or existing shares held by the Company are given to the subscribers.

#### 2. Stock Options

The stock options are marked with the symbol 2016. No stock option certificates are issued for the stock options.

#### 3. Right to stock options

The stock options shall be issued gratuitously to the Company's key persons. The Company has an especially weighty financial reason for the issue of stock options since the stock options are intended to form part of the long-term incentive and commitment program for the Company's key persons.

#### 4. Distribution of stock options

The Board of Directors shall decide upon measures relating to the distribution of the stock options. The Board of Directors shall also decide upon the further distribution of the stock options possibly returned later to the Company to the key persons of the Company or of a company belonging to the same group of companies (group company) on applicable terms and conditions.

The stock options are discretionary and a nonrecurring part of the incentive. The stock options shall not constitute a part of employment or service contract of a stock option recipient, and they shall not be regarded as salary or fringe benefit. Stock option recipients shall have no right to receive compensation on any grounds on the basis of stock options during employment or service or thereafter.

Stock option recipients shall be liable for all taxes and tax - related consequences arising from receiving or exercising stock options (stock option recipients shall also pay for any transfer tax consequences arising from stock options or shares subscribed based on stock options, if needed). The Company or group company shall be liable for all taxes, tax-related consequences and social security expenses incurred to the Company or a group company as an employer company.

#### 5. Assignment of stock options



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The Company shall hold the stock options on the stock option owner's account until the beginning of the share subscription period. As a starting point, the stock options may be freely transferred and pledged only when the relevant share subscription period has begun. The Board of Directors may, however, decide on country-specific restrictions related to the transfer or pledge of stock options or permit the transfer or pledge of stock options before the subscription period.

#### 6. Termination of employment or service relationship before share subscription period

Should a key person cease to be employed by or in the service of the Company or a group company for any reason other than permanent disability, death, statutory retirement or retirement based on the service agreement, the key person is obliged to immediately assign gratuitously to the Company, or its assignee, such stock options for which the share subscription period has not begun. The Board of Directors has the right to grant an exemption from this obligation at its discretion.

Should the key person's employment or service with the Company or a group company terminate so that the key person gives notice of termination or cancellation of the employment contract or service contract made with the Company or a group company, the last day of such person's employment or service referred to in these terms and conditions shall be the date on which the notice of the termination or cancellation was given.

#### 7. Transfer of the stock options to the book-entry system

The Board of the Directors may decide to transfer the stock options 2016 to the book-entry system. Should the stock options be incorporated into the book - entry securities system, the Company shall have the right to request and get transferred all options within the obligation to be assigned in the a termination event as described above, from the stock option owner' s book - entry account to a book - entry account appointed by the Company without the consent of the stock option holder. In addition, the Company shall be entitled to register transfer restrictions and other corresponding restrictions concerning the stock options on the stock option owner' s book - entry account without the consent of the stock option owner.

## II SHARE SUBSCRIPTION TERMS AND CONDITIONS

### 1. Right to subscribe for shares

Each stock option entitles to subscribe for one (1) new share in the Company or an existing share held by the Company. The share subscription price shall be credited to the Company's reserve for invested unrestricted equity.

### 2. Share subscription and payment

The share subscription period for the stock options shall be 19 December 2019–31 December 2022.

A precondition for the share subscription is that the value of the Company's share based on the trade volume weighted average quotation on the NASDAQ OMX Helsinki Ltd is at least five euros and eighty-five cents (EUR 5.85) between 11 November 2019 and 13 December 2019.

Share subscriptions shall take place at the head office of the Company or possibly at another location and in a manner informed later. Upon subscription, payment for the shares subscribed for shall be made to the bank account designated by the Company.

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The Board of Directors shall decide on all measures concerning the share subscription. Due to local legislation or regulations, the Board of Directors may set more specific conditions or restrictions concerning the share subscription to option holders not tax resident in Finland.

### 3. Share subscription price

The share subscription price for the stock options shall be the trade volume weighted average quotation of the Company's share between 1 June 2016 and 30 June 2016 and the share subscription price shall, nevertheless, always amount to at least the highest share price quoted on the closing day 22 June 2016 when the stock options have been issued and assigned to the key persons added with one euro cent (EUR 0.01).

The share subscription price of the stock options may be decreased in cases mentioned in Section 7.

### 4. Registration of shares

Shares subscribed for and fully paid shall be registered on the book - entry account of the subscriber after the Board of Directors has approved the subscriptions. Approval is made at least once every three months during the subscription period.

### 5. Shareholder rights

The dividend rights of the new shares and other shareholder rights shall commence when the shares have been entered in the Trade Register. Should existing shares, held by the Company, be given to the subscriber of shares, the subscriber shall be given the right to dividend and other shareholder rights after the shares have been recorded in his/her book-entry account.

### 6. Share issues, stock options and other special rights entitling to shares before share subscription

Should the Company, before the share subscription, decide on an issue of shares or an issue of new stock options or other special rights entitling to shares, the Board of Directors of the Company may decide that a stock option owner shall have the same or an equal right as a shareholder. The possible equality is reached in the manner determined by the Board of Directors, for example, by adjusting the number of shares available for subscription, the share subscription prices, terms of subscription on the threshold value as referred to in Section 2. II or of any of these.

### 7. Rights in certain cases

#### 7.1 Distribution of assets

Should the Company distribute dividends or assets from reserves of unrestricted equity, from the share subscription price of the stock options may, by a resolution of the Board of Directors, be deducted the amount of the dividend or the amount of the distributable unrestricted equity per share decided after the resolution by the Board of Directors on the issuance of stock option but before the share subscription, as per the dividend record date or the record date of the repayment of equity.

Should the Company reduce its share capital by distributing share capital to the shareholders, from the share subscription price of the stock options may, by a resolution by the Board of Directors, be deducted the

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amount of the distributable share capital per shares decided after the resolution by the Board of Directors on the issuance of stock option but before the share subscription, as per the record date of the repayment of share capital.

### 7.2 Liquidation and deregistration

Should the Company be placed into liquidation before the share subscription, the Board of Directors may give stock option owner an opportunity to exercise his/her share subscription right, within a period of time determined by the Board of Directors. Should the Company be deleted from the register before the share subscription, the stock option owner shall have the same right as, or an equal right to, that of a shareholder.

### 7.3 Merger, demerger and change of the registered office

Should the Company resolve to merge with another company as a merging company or merge with a new company to be formed in a combination merger, or should the Company resolve to be demerged entirely, the Board of Directors can give a stock option owner the right to convert the stock options into stock options issued by the other company, in a manner determined in the merger or demerger plan, or in a manner otherwise determined by the Board of Directors. Alternatively, the Board of Directors can give a stock option owner the right to subscribe for shares or sell stock options within a period of time determined by the Board of Directors or prior to the registration of the implementation of the merger or demerger taking into account the threshold value of the subscription term as referred in Section II 2. After such period, share subscription right or conversion right shall no longer exist.

The same proceeding shall apply to cross - border merger or demerger. The Board of Directors decides on the effect of any possible partial demerger on the stock options. In the aforementioned cases, the stock option owners shall have no right to require the Company to redeem the stock options from them at their market value.

### 7.4 Acquisition or redemption of the Company's own shares and acquisition of stock options or other special rights entitling to shares

Acquisition or redemption of the Company's own shares or acquisition of stock options or other special rights entitling to shares shall have no impact on the rights of the stock option owner. Should the Company, however, decide to acquire or redeem its own shares from all shareholders, the stock option owners shall be made an equivalent offer.

### 7.5 Redemption right and obligation

Should a shareholder be entitled and obliged to redeem all the shares of the other shareholders before the expiration of the share subscription period, pursuant to the Companies Act Chapter 18 Paragraph 1 §, on the basis that shareholder possesses over 90 per cent of the shares and votes of the shares, the stock option owner shall have an obligation corresponding to the shareholders to assign all the stock options held by him/her provided that redemption price exceeds the threshold value as referred in Section II 2. even if the subscription period and the possible right to transfer had not be begun.

## III OTHER MATTERS



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These terms and conditions shall be governed by and construed in accordance with the laws of Finland. Disputes arising in relation to the stock options shall be finally settled by arbitration in accordance with the Arbitration Rules of the Central Chamber of Commerce. The arbitration proceedings shall take place in Helsinki, and the arbitration tribunal consists of one arbitrator.

The Board of Directors may unilaterally decide on amendments to these terms and conditions due to a justified reason. Such reason might be, for example, a significant change in the Company's financial position or operating environment.

In addition, the Board of Directors may unilaterally decide on technical amendments to the terms and conditions which are due to the incorporation of the stock options into the book - entry securities system as well as on more specific terms and conditions for share subscription in any other country than in Finland as well as on other amendments and specifications to these terms and conditions which are not considered material.

The Board of Directors shall decide on matters related to the stock options and it may also give stipulations binding on the stock option owners. In consequence of a long-term absence (study leave, unpaid leave or long-term sick leave) key person's stock options may be gratuitously redeemed by a unilateral decision of the Board of Directors before the subscription period begins so that the allocated number of stock options will be adjusted to the working time performed before the beginning of the subscription period.

Should the stock option owner act against these terms and conditions, or against the instructions given by the Company on the basis of these terms and conditions, or against applicable law, or against the regulations of the authorities, the Company shall be entitled to gratuitously withdraw the stock options which have not been assigned or with which shares have not been subscribed for, from the stock option owner.

The terms and conditions of the stock options have been prepared separately in English and this is a summary of legal terms of the stock options in English. The English language full stock option terms shall prevail.