

APPENDIX 1: TERMS AND CONDITIONS OF THE DIRECTED SHARE ISSUE

The Board of Directors of FIFAX Plc (the “**Company**”) has in its meeting on 5 December 2023 by virtue of the authorization granted by the Extraordinary General Meeting of the Company on 4 December 2023, resolved to issue a maximum of 25,000,000 new shares in the Company (the “**Shares**”) in a directed share issue (the “**Share Issue**”). The Shares will be issued on the following terms and conditions:

1. SUBSCRIPTION

A maximum of 25,000,000 new Shares will be issued in the share issue. The Shares will be offered to investors obtained by the Sole Lead Manager of the Share Issue, Aktia Alexander Corporate Finance Oy, in a directed share issue in deviation from the pre-emptive subscription rights of the shareholders set forth in Chapter 9, Section 3 of the Finnish Companies Act.

2. SUBSCRIPTION PRICE AND ITS ENTRY INTO THE BALANCE SHEET

The subscription price for the Shares is EUR 0.183 per Share. The subscription price for the Shares is based on the price determined in the accelerated book building procedure, which the Board of Directors of the Company considers to represent the fair value of the Shares.

The subscription price shall be recorded in its entirety to the fund for invested unrestricted equity of the Company.

3. SUBSCRIPTION PERIOD AND PLACE OF SUBSCRIPTION

The subscription period for the Shares commences on 5 December 2023 at 6:30 p.m. (EET) and ends no later than on 5.12.2023 at 11:59 p.m (EET). The subscription price of the Shares shall be paid to the bank account of the Company designated by the Company no later than by 8 December 2023 at 4 p.m. (EET), at which time the subscription price shall be received by the recipient. The Board of Directors of the Company reserves the right to extend or suspend the subscription period.

4. TERMS OF PAYMENT

The subscription price of the Share shall be paid by 8 December 2023 at 4 p.m. (EET), at which time the subscription price shall be received by the recipient.

5. RIGHT TO DIVIDEND AND OTHER RIGHTS

The Shares carry a right to dividend and other shareholder rights as from their registration with the Finnish Trade Register.

6. REASONS FOR DEVIATING FROM THE PRE-EMPTIVE SUBSCRIPTION RIGHTS OF THE SHAREHOLDERS

There is a weighty financial reason for the Company to deviate from the pre-emptive subscription rights of shareholders stipulated in the Finnish Companies Act, as the Share Issue strengthens the Company’s balance sheet in a rapid and cost-effective manner and provides equity financing on terms (including the timetable and price) that, in the assessment of the Board of Directors, would otherwise not be available for the Company.

7. REGISTRATION OF SHARES ON BOOK-ENTRY ACCOUNTS AND TRADING

The Shares subscribed for in the Share Issue shall be issued as book-entries in the book-entry system maintained by Euroclear Finland Oy.

The Shares are expected to be registered with the Finnish Trade Register on or about 12 December 2023. The new Shares are freely transferable.

The Company will apply for the new Shares subscribed for in the Share Issue to be admitted to public trading on the First North Growth Market Finland -marketplace maintained by Nasdaq Helsinki Oy, and as shares of same share class as the other shares of the Company. Trading in new Shares is expected to commence on or about 13 December 2023.

8. OTHER ISSUES

The Board of Directors of the Company will decide on other matters related to the share issue and practical arrangements resulting therefrom.