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## EEVIA HEALTH ABP – ANNEX IX (EXEMPTION DOCUMENT)

<b>Issuer information</b>	Name: Eevia Health Abp (“Eevia” or the “Company”) Organization number: 2825194-4 LEI-code: 743700NO7D0UA8J1MQ31 Country of registration: Finland Website: <a href="http://www.eeviahealth.com">www.eeviahealth.com</a>
<b>Declaration of responsibility</b>	<p>The Board of Directors of Eevia is responsible for the contents of this document. To the best of the Board of Directors' knowledge, the information given in the document is in accordance with the facts and no information likely to affect them has been omitted. The members of the Board of Directors are presented below.</p> <p style="padding-left: 40px;">Terry Virtts, Chairman of the Board Per Benjaminsen, Board member Diane E. Clayton, Board member Anders Eriksson, Board member Oskar Wegelius, Board member</p>
<b>Authority</b>	<p>This document does not constitute a prospectus under the regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EG, as amended (the ‘Prospectus Regulation’). This document has been prepared in accordance with Article 1.4 db of the Prospectus Regulation and drafted in accordance with the requirements set out in Annex IX of that Regulation. The Finnish Financial Supervisory Authority (“FIN-FSA”), as the national competent authority, has not authorised or reviewed this document. Each investor is invited to make its own judgement as to whether it is appropriate to invest in the Company. This document and any related legal matters shall be subject to the exclusive jurisdiction of the Finnish courts.</p>
<b>Compliance with reporting obligations and published information</b>	<p>The Board of Directors of Eevia hereby certifies that the Company has complied with its reporting and public disclosure obligations on a continuous basis throughout the period that the Company's securities have been admitted to trading, including Directive 2004/109/EG, where applicable, Regulation (EU) No 596/2014 and, where applicable, Delegated Regulation (EU) 2017/565.</p> <p>The regulated information published by Eevia pursuant to ongoing disclosure obligations is available at <a href="http://www.eeviahealth.com">www.eeviahealth.com</a>.</p> <p>At the time of the Offering Eevia is not delaying the disclosure of inside information pursuant to Regulation (EU) No 596/2014.</p>
<b>Background, motive and use of funds</b>	<p>On 17 January 2025 the Board of Directors of Eevia resolved, based on authorization granted by the Extraordinary General Meeting on 17 January 2025, on a rights issue with preferential rights for the Company’s existing shareholders of maximum 134,111,190 new shares corresponding to maximum proceeds of approximately SEK 12.1 million / EUR 1.05 million (the “<b>Offering</b>”).</p> <p>Eevia Health Abp, founded in March 2017, addresses global health challenges with bioactive compounds sustainably extracted from renewable plant materials, with a focus on gut and related health areas, including kidney and urinary health. Eevia is a manufacturer of 100% organically certified plant extracts. The materials are primarily wild harvested from the pristine Finnish and Swedish forests near or above the Arctic Circle. The extracts are sold B2B as ingredients to dietary supplements and food brands globally. These global brands utilize the ingredients in their consumer product formulas.</p>

	<p>On 7 October 2024, the former Board of Directors of Eevia decided to initiate a comprehensive turnaround planning process with external expert support to facilitate a strategic reorientation towards capturing significant emerging opportunities. The resulting plan was approved by the new Board on 6 November 2024. The plan focuses on launching new health solutions towards gut and related health areas as a primary focus, with a secondary focus on cognitive and eye-health.</p> <p>The new products will feature scientific substantiation of the positive health effects provided by proprietary higher-margin products. The change will leverage the existing products with products in development, e.g. MaxBIOME™, a new gut health product), ProURO™, a urinary health product, and ProRENIS™, a new Kidney health product.</p> <p>Eevia is working on non-dilutive funding actions to enable the commercialization of the plan. The shift in product mix will deflect recent challenging developments in compendial products and enable higher-margin products while allowing for cost reductions and a safer path to profitability.</p> <p>The Offering is intended to provide the Company with capital to implement the turnaround plan, undertake restructuring activities including divestments, and recreate Eevia towards a high growth and profitable company.</p> <p>Upon a fully subscribed Offering the Company will receive approximately SEK 12.1 million / EUR 1.05 million before deduction of transaction-related costs of approximately SEK 1.9 million / EUR 165 thousand. Net proceeds from the Offering will primarily be allocated to the following activities:</p> <ul style="list-style-type: none"> <li>• Repayment of bridge loan and other debt SEK 3.2 million</li> <li>• Working capital SEK 3.9 million</li> <li>• Equity part in product research and development projects SEK 2.0 million</li> <li>• Equity part in equipment investments SEK 1.0 million</li> </ul>
<p><b>Risks</b></p>	<p>An investment in Eevia is associated with several risk factors. The risk factors outlined below are limited to those risks that Eevia considers to be material and specific to Eevia's business and securities. The risk factors described below are based on the Company's assessment and information available as of the date of publication of this document.</p> <p><b><i>It is not certain that the Company can execute the turnaround plan</i></b></p> <p>During the fall of 2024 Eevia initiated a turnaround plan and a strategic reorientation towards capturing significant emerging opportunities. The plan focuses on marketing specific human health solutions that feature scientific substantiation of the positive health effects provided by proprietary higher-margin products. This will allow Eevia to better differentiate its product offering and core values.</p> <p>For the Company to successfully execute the turnaround plan, Eevia relies on several key actions as described below.</p> <ul style="list-style-type: none"> <li>• Pausing production and initiating layoffs of personnel to drive down inventory levels to free up capital to cash and improve the cash position.</li> <li>• Reducing some services (external services, use of systems, consultants) to reduce the cost base to improve liquidity.</li> <li>• Negotiating reorganization of maturity dates on debt with creditors.</li> <li>• Setting clear targets for the development of product health claims and acquiring supporting human clinical data for these claims.</li> <li>• Consider the sales and marketing resources and structure, including possible new distributors.</li> <li>• Adding scientific advisors to build a thought-leader position within gut health and eye health.</li> <li>• Divesting non-core assets into two new companies and use partial cash proceeds to regulate debt, and partial share proceeds as dividends to shareholders.</li> <li>• The plans for divestments are based on assumptions of funding in the new companies, that will allow for payments back to Eevia.</li> <li>• Comprehensive negotiations with current unsecured creditors to consent to the distribution of assets as well as longer term payment profiles on the maturity of the unsecured debt.</li> </ul>

There is a risk that one or more of the above actions will not be achieved or will not be completed as planned. In such a case, the turnaround plan may be delayed or not implemented as the Company foresees.

***Clinical studies are needed for the Company's new products. It is uncertain whether the Company will obtain sufficient funding for the clinical studies. Also, it is uncertain whether the study results are received in the estimated time schedule and whether the study outcome will be positive.***

The strategic reorientation of Eevia includes a primary focus on health solutions towards gut and related health areas as a primary focus, with a secondary focus on cognitive and eye-health. For Eevia and its customers to claim a health benefit of the products certain clinical studies must be performed. Such studies include healthy people that will participate in the study organized by a professional CRO (Contract Research Organization). The first study is assessed to be completed by November 2025 if non-dilutive funding is achieved by March 2025. Early results are expected in July 2025.

Although the studies are considered to have a low clinical risk since they are known substances, there is a risk that the study outcome is negative and may in that case have a negative impact on the Company's sales.

***It is not certain that there will be commercial demand for Company's new products within gut and eye health***

The market for gut health is large and growing. Eevia's new value proposition is covering unmet needs by consumers. However, Eevia will launch new ingredients as B2B products and therefore the launches are dependent on decision making in other companies. There is no guarantee that prospective customers will decide and launch in the timeframe desired by Eevia.

***It is not certain that Eevia's products are compliant with all regulations globally and there may be regulatory changes in the future that may have adverse effects for the Company***

Eevia operates in a highly regulated market. The products Eevia manufactures and sells are consumed in many different territories, with different regulatory requirements. Eevia mainly must ensure that it is meeting the regulatory requirements for manufacturing stemming from laws in Finland and the European Union. Unless Eevia agrees to in writing, to also accept compliance with regulations in other territories, Eevia is not legally bound to be compliant beyond EU law. However, the Company is audited by FDA (US Food and Drug Administration) and observes the cGMP rules of the US including the Food Safety Modernization Act. Future changes in regulatory requirements both in Europe and in other territories, may affect Eevia. Even if Eevia is not required to be compliant with non-EU territories, non-compliance may have adverse effect on sales. Hence, there is a risk that the ability of Eevia to be fully compliant with regulations globally, is insufficient.

Furthermore, there is a risk of adverse effects of future changes in the regulations related to manufacturing ingredients, also from non-EU territories. Furthermore, even though Eevia does not make consumer products and even though there is no knowledge of any toxic effects or other safety risks to consumers from Eevia products, there is a risk that if any consumer will be harmed by consumer products, in which Eevia ingredients are included, and a liability arises from such harmful event, that the event itself indirectly will adversely affect the sales of such products also for Eevia.

***Eevia has a dependence on a limited number of key customers***

Eevia is a growing company with a developing customer base. In the short term, Eevia has a dependence on a few key customers for both sales and raw material financing related to these sales. As a result, Eevia is exposed to the decision-making and sales development of these customers. This dependence is substantial, and there is a risk that if sales to any of these key customers diminish or cease rapidly, Eevia may not be able to replace the lost revenue with new sales contracts at the same pace as the decline occurs. This could impact Eevia's financial development.

***Eevia has dependence on its key employees***

Eevia is dependent on key persons to conduct its business and maintain permits. There is a risk that a loss of one or more key employees would have adverse consequences for the Company's business operations and its financial results. There is a risk that Eevia needs to recruit staff to replace key personnel, which can be a costly process, both in terms of time and cost. There is a risk that Eevia will incur increased expenses as a result.

***Some of the equipment in the Eevia's production site can break down***

There is a risk that some of the equipment in the production site can break down. This could have a large impact on operations due to the equipment's long lead times and high costs. In the worst case, it could halt production for a longer period. Commercially, there is a risk that such an occurrence will affect Eevia negatively.

***Eevia may become subject to product liability claims***

Given that Eevia sells ingredients for products which are consumed orally by humans, risks are raised with product liability due to breach of food safety or illegal health claims. If anyone consuming a product containing Eevia ingredients experiences health problems, injury or even death, a claim may arise for the liability related to the product. Especially, if Eevia would be negligent in its management of regulatory status or food safety related quality controls for aspects such as microbiology, foreign objects, contaminants, or compounds, which may be toxic or allergenic to a consumer, a product liability may arise. Eevia is insured against product liability claims also in the US, but there is a risk that the Company's insurance coverage would not be sufficient to cover any future legal requirements. There is a risk that this will affect Eevia negatively, both in reputation and financially.

***Eevia's intellectual property rights may not be sufficient to adequately protect the Company's products, the Company may fail to obtain new necessary intellectual property rights or the Company may fail to defend its intellectual property rights***

Eevia's intellectual property rights consist of trademarks, licenses, domain names and unregistered intellectual property rights, such as know-how and trade secrets. Eevia continuously assesses the adequacy of the protection provided by its intellectual property rights for its products and files new applications if they are considered to provide strategically valuable protection for Eevia's innovations. However, there is no assurance that Eevia will be successful in its assessments and it may fail to adequately protect its products, allowing third parties to benefit from Eevia's innovations. In this case, Eevia could lose some of its competitive advantage relative to its competitors, which would have an adverse effect on the Company's financial condition. Even if the Company were to successfully identify the need for a new intellectual property right, there is also no assurance that any application made by the Company or filed by the Company in the future for an intellectual property right will be successful and that the intellectual property right subject to the application will be granted to the Company. There is also no assurance that the Company will be able to maintain the intellectual property rights once granted to it, and it is possible that the Company will lose any of the intellectual property rights previously granted to it, for example as a consequence of third-party claims.

Despite Eevia's protective measures, its competitors and other third parties may use Eevia's intellectual property rights without right, and disputes may arise regarding the ownership of the intellectual property rights. In such a case, the Company may have to defend its intellectual property rights, for example in court, which may require the Company to expend significant human, time and financial resources. There is also no assurance that the Company will be able to defend its intellectual property rights effectively. The Company may also decide to take measures to prevent its competitors from obtaining intellectual property rights protection. Such measures may require significant resources and incur significant costs. There can be no assurance in advance that the Company will have all the necessary resources to defend its intellectual property rights, pursue legal actions or take other necessary measures in the aforementioned situations.

Failure to protect intellectual property rights, acquire new intellectual property rights or defend intellectual property rights could have a material adverse effect on Eevia's business, financial condition, results of operations and prospects, including through difficulties in product development and sales of existing products.

***Eevia's operations are dependent on certain certifications***

Eevia operates in a highly regulated market with products consumed globally, requiring compliance with various certification standards. Key certifications, such as Kosher and ISO 22 000, are essential for market access and customer trust. Maintaining these certifications requires ongoing adherence to evolving standards. The loss of these certifications could result from changes in certification requirements or non-compliance, leading to decreased sales and marketability.

***Eevia may suffer from raw material shortage in the future***

Even though Eevia operates a strong and active supply chain, there is a risk that in the future certain events or situations may lead to insufficient access to required volumes of raw materials. Such events may be anything from an environmental catastrophe (another Chernobyl event, earthquake, etc.) or a catastrophic harvest season due to drought, catastrophic events on insects which affect pollination of the plants or extreme weather condition (drought, heath wave combined with risk of forest fires, which may limit access to the forest by government authorities). Eevia is working with natural raw materials and are therefore dependent that the natural biomasses are intact and that the conditions of the natural areas of harvest are managed in a sustainable and prudent manner. Misbehavior from actors in the industry may also affect government regulations, which can impact raw material harvest though restrictions in use of foreign labor. There is a risk that events occur, which may lead to raw material shortages, affecting Eevia's ability to sell products.

***The Company may need more capital in the future which may cause dilution***

Eevia is a growth company that is not yet cash-flow positive. The Company has historically financed its deficits through share issues and debt. Assuming a successful implementation of the impending strategic reorientation and turnaround plan of the Company and successful negotiations with creditors, the Company expects to achieve a positive EBITDA for the full year 2025. Although, the Company is sensitive to any adverse changes in financial planning that can be out of the Company's control. There is a risk that the Company will fail with deliver positive cash-flow and negotiate with creditors which could face liquidity challenges in the future, requiring further financing.

Eevia may need additional capital to finance its operations. The Company may need to make investments in research and development, production equipment, regulatory approval processes, product development, etc. and may therefore need to raise capital in the future through, for example, the issue of shares, equity-related instruments or debt instruments. Eevia may also end up in situation with creditors that are unwilling to negotiate payment terms which can force the Company to debt-to-equity conversion or issue of shares. There is a risk that additional financing on acceptable terms will not be available to the Company when required or will not be available at all. In case of future share issues, additional dilution will occur for shareholders that for any reason do not participate in such share issue or if such share issue is addressed to other than the Company's existing shareholders.

***Eevia is exposed to currency volatility***

Part of Eevia's net sales will be exposed to changes in international currency exchange rates. Eevia's purchases and operating expenses are mostly in euros, but some invoices are often in different currencies e.g., US dollars. This implies a risk as, for example, a quick weakening of the US dollars against the EUR would reduce the Company's EBITDA or net results. The same event could negatively impact on the raised capital, which is in SEK, while the Company mostly operates in EUR.

***Risks related to trading in subscription rights and temporary shares (BTA)***

Persons registered in Eevia's shareholder register maintained by Euroclear Finland or Euroclear Sweden on the record date will receive subscription rights in relation to their existing shareholdings. Subscription rights are expected to have an economic value that the holder only can benefit from if the holder either utilizes them to subscribe for new shares no later than on 11 February 2025 in Sweden and 13 February 2025 in Finland or sells them no later than 6 February 2025. Unused subscription rights will be removed from the holder's securities account after 11 February 2025 in Sweden and 13 February 2025 in Finland, without notification, whereby the holder loses the expected economic value of the subscription rights. Subscription rights and the temporary shares ("BTA") registered in Euroclear Sweden will be traded on Spotlight Stock Market ("Spotlight") during a limited time period. The trading in these instruments may be limited and there is a risk that there will not be an active trading in the subscription rights or the BTAs or that the subscription rights or the BTAs cannot be traded. The subscription rights and BTAs registered in Euroclear Finland can be freely assigned, but they cannot be traded on Spotlight. Investors risk not being able to realize the value of their subscription rights or BTAs. Limited liquidity may also create large fluctuations in the market price of subscription rights and/or BTAs. Consequently, the price for these instruments may be incorrect or misleading.

***Shareholders who do not participate in the Offering are affected by dilution***

If shareholders choose not to exercise or sell their subscription rights in the Offering in with the procedure described in this Exemption Document, the subscription rights will expire without value and the holder will not be entitled to compensation. Consequently,

	<p>the proportional ownership and voting rights of such shareholders will be reduced. Furthermore, such shareholders are not compensated for the dilution of the Company's earnings per share that the Offering entails. Their relative share of the Company's equity will also decrease. If shareholders choose to sell the subscription rights they did not exercise or if the subscription rights are sold on behalf of the shareholder, there is a risk that the compensation the shareholder receives for the subscription rights in the market will not be equivalent to the financial dilution of the shareholders' holding in the Company after the completion of the Offering.</p> <p><b><i>The underwriting commitments that Eevia has obtained for the Offering are not secured</i></b>  A consortium of external investors has entered top-down underwriting commitments for a total of approximately 27 per cent of the Offering, corresponding to approximately SEK 3.25 million. The underwriting commitments have not been confirmed or secured through advance transaction, bank guarantee or similar. Consequently, there is a risk that one or several of said parties will not fulfil their respective commitments and obligations. If one or more of those who submitted an underwriting commitment do not fulfil their contractual commitments, there is a risk that the Offering will be adversely affected, which in turn may adversely affect Eevia's operations through reduced financial resources to drive the business forward.</p> <p><b><i>Holders of Company shares registered in custodial nominee accounts may not be able to exercise their voting rights</i></b>  Beneficial owners of shares in the Company whose shares are registered in a custodial nominee account will not be able to exercise their voting right unless their ownership is re-registered in their names with Euroclear Finland prior to the General Meeting of the Company. The same applies to those shareholders whose shares are registered with Euroclear Sweden. There can be no assurance that beneficial owners of shares in the Company will receive the notice for a General Meeting in time to instruct their nominees to either effect a re-registration of their shares or otherwise exercise their voting right in the manner desired by such beneficial owners. There can further be no assurance that the nominees in fact do carry out all necessary measures to enable such investors to attend a General Meeting, even where properly instructed by such investors.</p> <p><b><i>Investors participating the Offering may be adversely affected by fluctuations in foreign exchange rates</i></b>  Eevia's reporting currency is euro. However, the shares will be traded and settled in SEK. Further, any potential future dividends will be denominated and distributed by the Company in EUR. However, as regards to shares held on book-entry accounts in the system of Euroclear Sweden, investors would receive the dividends in SEK after currency conversion from euro. Consequently, the market price of the shares and the dividends received in SEK are affected by the changes in the exchange rate of the SEK and EUR. Therefore, as the SEK is not fixed against EUR, any change in the exchange rate between SEK and EUR may affect the shareholder's return on investment in shares in the Company. The value of dividends and other distributions received in SEK and the value of shares in the Company quoted in SEK could increase or decline as a result. This may have a material adverse effect on the market price of the Company's shares and the future cash flows from dividends of the investors with shares registered with Euroclear Sweden.</p>
<p><b>Name and ISIN code of the security</b></p>	<p>Share  Trading symbol (ticker): EEVIA  ISIN code: FI4000496658</p> <p>Temporary share (BTA)  Trading symbol (ticker): EEVIA BTA  ISIN code: SE0023847629 (Euroclear Sweden) and FI4000583182 (Euroclear Finland)</p> <p>Subscription right  Trading symbol (ticker): EEVIA TR  ISIN code: SE0023847611 (Euroclear Sweden) and FI4000583174 (Euroclear Finland)</p>
<p><b>Dilution</b></p>	<p>Upon fully subscribed Offering the number of shares in Eevia will increase with 134,111,190 new shares from 67,055,595 to 201,166,785. All capital from the Offering will go to the reserve for invested unrestricted equity and the share capital will be unchanged.</p> <p>The maximum dilutive effect for the shareholders who choose not to participate in the Offering amounts to approximately 66.67 percent of the shares and votes (calculated by dividing the maximum number of new shares through the Offering with the total number</p>

of shares in the Company after a fully subscribed Offering). Shareholders who do not participate in the Offering can partially compensate themselves for the financial dilution effect by selling their subscription rights no later than 6 February 2025.

**Terms for the offering**

**TERMS AND CONDITIONS OF THE OFFERING**

**The Offering and Subscription Rights**

In accordance with the shareholders' pre-emptive subscription right, Eevia Health Abp ("Eevia Health" or the "Company") is offering up to 134,111,190 new shares in the Company for subscription (the "Offer Shares") (the "Offering").

Eevia Health will give all shareholders registered in Eevia Health's shareholder register maintained by Euroclear Finland Ltd ("Euroclear Finland") or Euroclear Sweden Ltd ("Euroclear Sweden") one (1) book-entry subscription right (the "Subscription Right") per each share held on the Offering record date 24 January 2025 (the "Record Date"). One (1) Subscription Right entitles the holder to subscribe for two (2) Offer Shares. Fractions of Offer Shares will not be given. The Subscription Rights will be registered in shareholders' book-entry accounts in the book-entry system maintained by Euroclear Finland approximately on 27 January 2025 and in the book-entry system maintained by Euroclear Sweden approximately on 28 January 2025. The Subscription Rights registered in Euroclear Sweden can be freely assigned and they will be traded on Spotlight Stock Market ("Spotlight") (trading symbol EEVIA TR, ISIN: SE0023847611 between 28 January 2025 and 6 February 2025. The Subscription Rights registered in Euroclear Finland (ISIN: FI4000583174) can be freely assigned, but they cannot be traded on Spotlight. If a Company share entitling to a Subscription Right is subject to a pledge or another such restriction, the Subscription Right may not be exercisable without the consent of the pledgee or other rights holder.

**The right to subscribe for unsubscribed Offer Shares without Subscription Rights**

The Board of Directors of the Company shall resolve on offering any unsubscribed Offer Shares secondarily to shareholders and other investors who have submitted a subscription application concerning the Offer Shares during the Subscription Period without Subscription Rights. See subsequently "*Subscription for Offer Shares without Subscription Rights and allocation*".

**Underwriting commitments**

A consortium of external investors has entered top-down underwriting commitments for a total of approximately 27 per cent of the Offering, corresponding to approximately SEK 3.25 million. The Company has received the following binding underwriting commitments to subscribe for Offer Shares in the Offering:

<b>External investor</b>	<b>Underwriting commitment (SEK)</b>
Orcator AS (SUS)	2,294,000
SAVE Oy	206,460
Yhteismetsä Oy	292,500
Erik Eide	458,800
<b>Total</b>	<b>3,251,745</b>

If the Offering is subscribed to less than 100 per cent, the Board of Directors of the Company shall allocate an amount of Offer Shares to the providers of underwriting commitments in accordance with the terms of the underwriting agreements that is equal to the amount that the total amount of subscriptions of other subscribers than the providers of underwriting commitments has come short from 100 per cent, however up to the maximum amount of the underwriting. The allocation between the underwriters is made in proportion to the underwriting commitments given. A fee, the size of which is 12.0 per cent of the amount of the given underwriting commitment, is paid for the underwriting commitments to their providers in cash. The payment of the fee to an underwriter is always conditional on the underwriter subscribing and paying the amount of any Offer Shares possibly allocated to it in the Offering. The underwriting commitments are conditional to beginning of the Offering's subscription period at the latest on 1 February 2025.

**Subscription Price**

Subscription Price of Offer Shares is SEK 0.09 or EUR 0,0077 per Offer Share (the “Subscription Price”). The Subscription Price for the Offer Shares will be recorded in the reserve for invested unrestricted equity. The Subscription Price has been set based on negotiations with the guarantors in December 2024 and it is approximately 44 per cent lower than the closing price of the Company’s share on Spotlight on 30 December 2024 (SEK 0.16).

**Subscription Period**

The subscription period for the Offer Shares (the “Subscription Period”) will commence on 28 January 2025 at 9.00 CET in Sweden and on 29 January 2025 at 9.00 EET in Finland and is expected to end on 11 February 2025 at 16.00 CET in Sweden and 13 February 2025 at 16.00 EET in Finland.

The Board of Directors may, at its sole discretion, extend the Subscription Period. The Subscription Period may be extended once or several times, however not past 28 February 2025. Any extensions of the Subscription Period will be announced by way of a press release before the end of the Subscription Period.

If the Subscription Period is extended, the allocation date, the payment due dates and the dates of delivery of Offer Shares will be changed accordingly.

Subscription locations, account operators, custodians and nominees may require their customers to submit subscription orders on a certain day prior to the end of trading on the Subscription Rights or before the Subscription Period ends.

**Subscription locations**

The following function as subscription locations:

- a) In Finland, account operators and custodians.
- b) In Sweden, Aqurat Fondkommission AB’s website at [www.aqurat.se](http://www.aqurat.se) and Aqurat Fondkommission AB’s premises at Kungsgatan 58, Box 7461, 103 92 Stockholm (info@aqurat.se, tel. +46 (0)8-684 05 800).

Subscription orders of the providers of underwriting commitments that are paid means of set-off shall be delivered directly to the Company.

Investors shall comply with the instructions issued by account operators and the subscription location.

**Exercising Subscription Rights**

A shareholder may participate in the Offering by subscribing for the Offer Shares by using the Subscription Rights on the shareholder’s book-entry account and by paying the Subscription Price. To participate in the Offering, a shareholder shall make a subscription order in accordance with the instructions given by the shareholder’s custodian or account operator.

The holders of purchased Subscription Rights shall submit their subscription order according to the instructions issued by their custodian or account operator.

Such shareholders and other investors participating in the Offering whose Company shares, or the Subscription Rights are registered in the name of a nominee shall submit their subscription order according to the instructions given by their nominee.

The subscription orders must be submitted separately for each book-entry account.

Deficient or erroneous subscription orders may be rejected. If the Subscription Price is not paid according to these terms and conditions or the payment is insufficient, the



subscription order may be rejected. In such a situation, the Subscription Price will be refunded to the subscriber approximately three (3) local banking days from the date when the Board of Directors of the Company has decided on the allocation of the Offer Shares. No interest will be paid for such payment.

Any subscriptions made are binding, and they cannot be changed or cancelled.

Unexercised Subscription Rights will expire and have no value when the Subscription Period ends.

#### **Dilution of the shareholding**

As a result of the Offering, the number of the Company's shares may rise from 67,055,595 to a maximum of 201,166,785 shares. The Offer Shares correspond to 200 percent of all the Company's shares immediately before the Offering and about 66.7 percent of the Company shares after the Offering, assuming that the Offering is fully subscribed.

#### **Subscription for Offer Shares without Subscription Rights and allocation**

The subscription of the Offer Shares without the Subscription Rights by a shareholder and/or another investor is performed by submitting a subscription order and by paying the Subscription Price on 13 February 2025 at the latest in Finland and by submitting a subscription order on 11 February 2025 at the latest and by paying the Subscription Price on 11 February 2025 at the latest in Sweden accordance with the instructions provided by the subscriber's account operator, custodian or, in the case of investors entered into the nominee register, the nominee. A subscription order in Sweden which is sent by mail has to be submitted in good time before the last day for subscription. In Sweden, only one (1) subscription order without Subscription Rights can be done. If multiple subscription orders are given, only the last one is taken into account. An incomplete or incorrect subscription order may be ignored. The subscription order is binding.

The custodian, account operator or nominee of the shareholder and/or investor, whose subscribed Offer Shares are delivered through the book-entry system maintained by Euroclear Finland, shall receive the subscription order and the payment no later than on 13 February 2025 or at an earlier time according to the instructions given by the custodian, account operator or nominee.

The custodian, account operator or nominee of the shareholder and/or investor, whose subscribed Offer Shares are delivered through the book-entry system maintained by Euroclear Sweden shall receive the subscription order no later than on 11 February 2025 and the payment no later than on 11 February 2025 or at an earlier time according to the instructions given by the custodian, account operator or nominee.

The Board of Directors may, at its sole discretion, extend the payment period.

If all the Offer Shares have not been subscribed on the basis of the Subscription Rights, Eevia Health's Board of Directors will decide on the allocation of the Offer Shares subscribed for without the Subscription Rights as follows:

- a) First to those who also have subscribed for the Offer Shares on the basis of the Subscription Rights. If the subscribers in question oversubscribe the Offering, the allocation to such subscribers will be determined in a book-entry account-specific manner in proportion to the number of the Subscription Rights used for the subscription for the Offer Shares and, if this is not possible, by drawing lots; and
- b) Secondly to those who have subscribed for the Offer Shares only without the Subscription Rights, and if the subscribers in question oversubscribe the Offering, the allocation to such subscribers will be determined in a book-entry account-specific manner in proportion to the number of the Offer Shares which the subscribers have subscribed for and, if this is not possible, by drawing lots; and
- c) Thirdly, any remaining Offer Shares shall be allocated to those who have provided underwriting commitments to subscribe for Offer Shares, pro-rata on

the basis of their underwriting commitment and, to the extent that this cannot be done, through drawing of lots.

Eevia Health will confirm the approval of the subscription of the Offer Shares subscribed for without the Subscription Rights, if approved, for all investors who have submitted a subscription order to subscribe for the Offer Shares without the Subscription Rights. Investors who subscribe for the Offer Shares without Subscription Rights through their account operators receive information regarding their subscription according to the routines of the account operator.

If the Offer Shares subscribed for without the Subscription Rights are not allocated in the number referred to in the subscription order, the paid Subscription Price corresponding to the Offer Shares not obtained will be refunded to the subscriber approximately on 19 February 2025. No interest will be paid on such a payment.

#### **Approval and payment of subscriptions**

The Company's Board of Directors will approve all the subscriptions made on the basis of the Subscription Rights and in accordance with the terms and conditions of this Offering and the applicable laws and regulations approximately on 17 February 2025. In addition, the Company's Board of Directors will approve the subscriptions made without the Subscription Rights and in accordance with the terms and conditions of the Offering applicable laws and regulations pursuant to the allocation principles presented above in the section "*Subscription for Offer Shares without Subscription Rights and allocation*". The Board of Directors may, based on its own consideration, resolve to reject a subscription made by an investor in the Offering inter alia,

- a) if the Board of Directors considers that the subscription breaches an applicable law or regulation; or
- b) there is reason to believe that it would require other measures from the Company than publication of the document in the form prescribed by Regulation (EU) 2024/2809 of the European Parliament and of the Council of 23 October 2024 amending Regulations (EU) 2017/1129, (EU) No 596/2014 and (EU) No 600/2014 to make public capital markets in the Union more attractive for companies and to facilitate access to capital for small and medium-sized enterprises, Annex IX (the "Exemption Document") in order for the transfer of the Offer Shares to the investor to be permitted.

The Subscription Price of the Offer Shares subscribed for in the Offering must be paid in full in euro in Finland or Swedish krona in Sweden. The Subscription Price of the Offer Shares can be also paid by the providers of underwriting commitments by setting of bridge loan or other receivables that they have from the Company. The Subscription Price of the Offer Shares subscribed for in the Offering based on the Subscription Rights must be paid in connection with the submission of the subscription order according to the instructions given by the subscription location, the custodian or the account operator. For payment of subscriptions of the Offer Shares without the Subscription Rights, please see section "*Subscription for Offer Shares without Subscription Rights and allocation*" above. The Board of Directors may, at its sole discretion, extend the payment period.

By subscribing, the subscriber authorizes his / her account operator to disclose the necessary personal data, the number of his / her book-entry account and the details of the subscription to the parties involved in the order or the execution of the order to allocate and settle the Offer Shares.

#### **Announcement of outcome of the Offering**

Provided that no changes are made to the Subscription Period, the Company will announce the outcome of the Offering approximately on 17 February 2025 by way of a press release.

#### **Registration and delivery of the Offer Shares**

The Offer Shares subscribed for in the Offering will be issued as book entries in the book-entry system of Euroclear Finland and delivered to the investors through the book-entry systems of Euroclear Finland and Euroclear Sweden.

	<p>After the subscription, temporary shares corresponding to the Offer Shares subscribed for based on the Subscription Rights (the “Temporary Shares”) will be entered in the subscriber’s book-entry account. In Finland, this is estimated to be the next day, in accordance with Euroclear Finland’s clearing timetable. Trading in the Temporary Shares registered in Euroclear Sweden will commence on Spotlight (trading symbol EEVIA BTA, ISIN: SE0023847629 as their own special share class approximately on 28 January 2025. The Temporary Shares registered in Euroclear Finland (ISIN: FI4000583182) cannot be traded on Spotlight. The Temporary Shares will be combined with current shares after the Offer Shares have been registered in the Trade Register. The delivery and combination will take place approximately on 28 February 2025, in the book-entry system maintained by Euroclear Sweden, and the Offer Shares will be subject to trading together with the Company’s existing shares approximately on 4 March 2025 on Spotlight. The delivery and combination will take place approximately on 24 February 2025, in the book-entry system maintained by Euroclear Finland.</p> <p>The Offer Shares subscribed for without the Subscription Rights will be delivered at the same time as the ones that have been subscribed for with the Subscription Rights, and no Temporary Shares will be delivered in respect to these.</p> <p><b>Shareholder rights</b></p> <p>The Offer Shares will confer all shareholder rights from their registration with the Trade Register and delivery to the investors. Each Share in the Company confers one vote at the Company's General Meetings.</p> <p><b>Governing law</b></p> <p>The Offering and the Offer Shares shall be governed by Finnish law. The courts of Finland have exclusive jurisdiction to settle any dispute which may arise out of or in connection with the Offering.</p> <p><b>Other matters</b></p> <p>The Company’s Board of Directors may make decisions on other matters related to the Offering.</p>
<p><b>Spotlight Stock Market</b></p>	<p>The Company’s shares are traded on Spotlight Stock Market AB (“Spotlight”). Spotlight is a securities company under supervision of the Swedish Financial Supervisory Authority. Spotlight operates a so-called MTF platform. Companies listed on Spotlight have undertaken to comply with Spotlight's listing agreement. The agreement aims, among other things, to ensure that shareholders and other market participants receive accurate, immediate and simultaneous information about all circumstances that may affect the company's share price. Companies whose shares are traded on Spotlight are not subject to all the legal rules that apply to a company listed on a so-called regulated market. Through its regulatory framework, Spotlight has chosen to apply most of these legal rules. Trading on Spotlight takes place in an electronic trading system that is accessible to the banks and stockbrokers connected to Spotlight Stock Market. This means that anyone wishing to buy or sell shares listed on Spotlight can use their usual bank or stockbroker. The listing agreement and share prices can be found on Spotlight's website (<a href="http://www.spotlightstockmarket.com">www.spotlightstockmarket.com</a>).</p>