

# Notice to the extraordinary General Meeting of NANOFORM FINLAND PLC

The shareholders of **Nanoform Finland Plc** (business ID: 2730572-8) are hereby invited to the Extraordinary General Meeting to be held on 1 September 2020 (EET) at 10:00am at Viikinkaari 4, Helsinki, Finland (Cultivator II, meeting room 105, 1<sup>st</sup> floor).

## A. AGENDA OF THE GENERAL MEETING

The following matters will be considered at the Extraordinary General Meeting:

1. **Opening of the meeting**
2. **Calling the meeting to order**
3. **Election of persons to scrutinize the minutes and to supervise the counting of votes**
4. **Recording the legality of the meeting**
5. **Recording the attendance at the meeting and adoption of the list of votes**
6. **Handling of the remuneration policy for governing bodies**

The remuneration policy approved by the company's board of directors on 7 April 2020 is presented. The policy is available on the address <https://nanoform.com/en/wp-content/uploads/sites/2/2020/04/remuneration-policy-nanoform-finland-plc.pdf>.

## 7. **Resolution on the remuneration of the members of the Board of Directors**

The general meeting has previously resolved that the Chairman of the Board would be paid EUR 3,333 per month as remuneration, the deputy chairman would be paid EUR 2,500 per month as remuneration and the other members of the Board of Directors would be paid EUR 1,666 per month as remuneration for the board work. The travel expenses of the members of the Board of Directors are compensated in accordance with the company's travel rules.

The general meeting as further resolved that the members of the Board of Directors would receive special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, that entitle the Chairman of the Board to subscribe maximum of 150,000 shares and the rest of the Board Members to each subscribe maximum of 100,000 shares.

The Board of Directors proposes, that in accordance with the prior resolution of the general meeting, the new board member elected pursuant to section 9, would be paid as remuneration 1.666 euros per month and her travel expenses compensated in accordance with the company's travel rules. The Board of Directors further propose, that the new board member is issued special rights entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, that entitle the new board member to subscribe a maximum of 59,726 shares in the company.

The issue of special rights is conditional on the General Meeting's resolution on issue of option rights pursuant to section 10 (Issue of special rights) below.

## 8. **Resolution on the number of members of the Board of Directors**

The Board of Directors proposes that the number of members of the Board of Directors would be confirmed to be four (4).

## 9. **Election of members of the Board of Directors**

The Board of Directors proposes that Cynthia Schwalm is elected as an ordinary member of the Board of Directors. Miguel Calado (chairperson), Albert Hæggröm (ordinary member) and Mads Laustsen (deputy chairman) would continue as members of the Board of Directors.

Further details on Cynthia Schwalm may be found on the company's web page at the address [www.nanoform.com](http://www.nanoform.com) from the release published on this date.

## 10. **Issue of special rights**

The Board of Directors proposes that special rights, entitling to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act would be issued on the following terms:

- i. The total number of options rights to be issued is at most 59,726;
- ii. The option rights entitle the new member of the Board of Directors Cynthia Schwalm to subscribe for a maximum of 59,726 shares;
- iii. The option rights are issued without payment;
- iv. The subscription right may not be transferred;
- v. The subscription period of the option rights commences immediately and is in force until 1 October 2020. The options are subscribed by signing an option agreement substantially in the form enclosed to this notice as appendix 1;
- vi. The detailed terms and conditions of the options rights are enclosed as appendix 2 to the notice. Each option right entitles the option holder to subscribe for new ordinary shares of the Company;

- vii. The subscription period for shares based on the option rights shall commence from the registration of the stock options to the Trade Register and is in force until 7 April 2025;
- viii. The subscription price of the shares subscribed with the option is EUR 5.00 per share. The payment period for the shares commences immediately and is in force until 7 April 2025; and
- ix. The condition for approving the subscription of the options is that the party entitled to subscribe for the options, sign an option agreement substantially in the form of the option agreement enclosed to this notice as appendix 1.

The stock options are issued in order to commit the board members of the company. Therefore, there is a weighty financial reason from the company's point of view to issue stock options as provided in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act.

## 11. Closing of the meeting

### B. DOCUMENTS OF THE EXTRAORDINARY GENERAL MEETING

The proposals for the resolutions on the matters on the agenda of the Extraordinary General Meeting set out above as well as this notice are available on the company's website [www.nanoform.com](http://www.nanoform.com). The proposals for the resolutions and the other above-mentioned documents are also available at the Extraordinary General Meeting. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting are available on the company's aforementioned website at latest as of 15 September 2020.

### C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE EXTRAORDINARY GENERAL MEETING

#### 1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the general meeting, i.e. 20 August 2020 in the shareholders' register of the company held by Euroclear Finland Ltd., has the right to participate in the Extraordinary General Meeting. A shareholder, whose shares are registered on his/her/its personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wants to participate in the Extraordinary General Meeting, shall register for the meeting no later than 31 August 2020 at 10.00 a.m. by giving a prior notice of participation, which shall be received by the company no later than the above-mentioned time.

Such notice can be given:

- a. through email [egm@nanoform.com](mailto:egm@nanoform.com); or
- b. by regular mail to Nanoform Finland Plc, Viikinkaari 4, 00790 Helsinki, Finland.

The personal data given to Nanoform Finland Plc is used only in connection with the Extraordinary General Meeting and with the processing of related registrations.

The shareholder, his/her/its authorized representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the meeting.

#### 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares based on which he/she/it would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. on the record date of the general meeting, i.e. 20 August 2020. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. on the basis of such shares at the latest by 27 August 2020 at 10.00 a.m. (EET). As regards nominee registered shares, this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee registered shares is advised to request all necessary instructions regarding the registration in the temporary shareholders' register of the company, the issuing of proxy documents and registration for the Extraordinary General Meeting from his/her/its custodian bank without delay. The account management organization of the custodian bank has to register a holder of nominee registered shares, who wants to participate in the Extraordinary General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above.

#### 3. Shares registered at Euroclear Sweden AB

Shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the Extraordinary General Meeting and use his/her/its voting right shall be registered at the shareholders' register held by Euroclear Sweden AB on the record date of the general meeting, i.e. 20 August 2020 at the latest.

In order to be entitled to request for temporary registration in the shareholders' register of Nanoform Finland Plc held by Euroclear Finland Ltd., a shareholder of nominee-registered shares shall request that his/her/its shares are temporarily registered under his/her/its own name in the shareholders' register held by Euroclear Sweden AB and to ensure that the custodian bank will send the above-mentioned request for temporary registration to Euroclear Sweden AB. The registration shall be made on 20 August 2020 at the latest, and therefore a shareholder shall give the request to his/her/its custodian bank in good time prior to the above date.

Shareholder, whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the Extraordinary General Meeting and use his/her/its voting right, shall request for a temporary registration of his/her/its shares to the shareholders' register of Nanoform Finland Plc held by Euroclear Finland Ltd. The request to Nanoform Finland Plc shall be made in writing at the latest on 21 August 2020 at 10.00 a.m. Swedish time (CET) by a form attached to this notice as appendix 3. The temporary registration through Nanoform Finland Plc constitutes a due registration to the Extraordinary General Meeting.

#### 4. Proxy representatives and powers of attorney

A shareholder may participate in the Extraordinary General Meeting and exercise his/her/its rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. When a shareholder participates in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Extraordinary General Meeting.

Even though Covid-19 pandemic does not currently prevent the general meeting from being held or shareholders from participating in the general meeting by being present at the meeting venue, the situation may change before the meeting. Therefore, the company strongly recommends that its shareholders participate in the general meeting and exercise their rights at the meeting by authorizing the proxy representative appointed by the company, Attorney-at-Law Peter Hänninen, to represent themselves in the general meeting (free of charge). This way we can ensure the health and safety of the shareholders, employees and other stakeholders of the company as well as to organize the meeting in a predictable way allowing equal means for shareholders to participate regardless of the circumstances.

Possible proxy documents should be delivered in originals to address Nanoform Finland Plc, Viikinkaari 4, 00790 Helsinki, Finland before the end of the registration period. A model of a power of attorney has been attached to this notice as appendix 4. A model of a power of attorney to the proxy representative appointed by the company has been attached to this notice as appendix 5.

#### **5. Other instructions and information**

Pursuant to Chapter 5 Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the Extraordinary General Meeting has the right to request information with respect to the matters to be considered at the meeting.

On the date of this notice to the Extraordinary General Meeting, the total number of shares and votes in Nanoform Finland Plc is 66.583.772.

Helsinki, August 6, 2020

NANOFORM FINLAND PLC

Board of Directors

#### **ADDITIONAL INFORMATION**

Director of Investor Relations Henri von Haartman

Tel. +358 29 370 0150

Email: [hvh@nanoform.com](mailto:hvh@nanoform.com)

Attorney-at-Law Peter Hänninen

Tel. +358 50 353 0408

Email: [peter.hanninen@borenius.com](mailto:peter.hanninen@borenius.com)

Certified Adviser: Danske Bank A/S, Finland Branch, +358 40 562 1806

#### **APPENDICES**

1. Option agreement
2. Terms and conditions of the option rights
3. Notice of attendance
4. Power of attorney
5. Power of attorney (representative appointed by the company)

The appendices are available at the company's webpage at [www.nanoform.com](http://www.nanoform.com).