

Unofficial English translation of the  
Minutes N:o 2/2021

NANOFORM FINLAND PLC  
EXTRAORDINARY GENERAL MEETING  
17 November, 2021

## **EXTRAORDINARY GENERAL MEETING OF NANOFORM FINLAND PLC ON 17 NOVEMBER, 2021 AT 14.00 (EEST).**

**TIME:** 17 November, 2021, 14.00 (EEST)

**PLACE:** Cultivator II, meeting room 105, Viikinkaari 4, 00790 Helsinki

**PRESENT:** The shareholders listed in the register of votes (Appendix 1) confirmed at the meeting were present or represented at the meeting.

Member of the Board of Directors Albert Hæggström, CEO Edward Hæggström, technical meeting staff, and Attorney at Law Mika Puittinen were present at the Meeting. It was noted that due to the ongoing coronavirus pandemic the members of the Board of Directors residing abroad were not able to be present at the Meeting.

### **1 OPENING OF THE MEETING**

Member of the Board of Directors Albert Hæggström opened the Meeting.

### **2 CALLING THE MEETING TO ORDER**

Attorney at law Mika Puittinen was elected as Chairman of the Meeting and he called Juho Jalo as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

### **3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Peter Hänninen and Tom Blomqvist were elected as Scrutiniser of the Minutes and as Supervisor of Counting of the Votes.

### **4 RECORDING THE LEGALITY OF THE MEETING**

It was noted that the Notice to the Meeting had been published on the company's website and as a company release on 18 October, 2021. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 10 November, 2021.

It was noted that the documents of the Meeting have been available on the company's website as of 18 October, 2021. It was noted that the proposals to the Meeting were published as a part of the Notice to the Extraordinary General Meeting on the company's website on 18 October, 2021.

It was noted that the Meeting was duly convened in accordance with the company's Articles of Association and the Companies Act and, thus, the Meeting constituted a quorum.

The Notice to the Meeting was attached to the Minutes (Appendix 2).

## 5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 47 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney (Appendix 1).

At the beginning of the Meeting 46,484,394 shares and votes were represented at the Meeting, representing approximately 64.09 % of all the votes in the company.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

It was noted that certain shareholders who own nominee registered shares had provided voting instructions to the company in advance and that a summary of the voting instructions will be kept as an appendix separate from the minutes.

*The voting instructions from shareholders holding nominee registered shares represented by Marko Vuori (Citibank Europe Plc) included only votes in favor of the proposals.*

*The voting instructions from shareholders holding nominee registered shares represented by Marko Vuori (Nordea Bank Abp) included oppositions, but no deviating proposals.*

*The voting instructions from shareholders holding nominee registered shares represented by Marko Vuori (Skandinaviska Enskilda Banken AB (publ)) included oppositions, but no deviating proposals.*

According to the voting instructions, no voting and full counting of votes is required, if the chairperson of the meeting can, based on the voting instructions provided in advance and the view presented at the meeting, clearly determine that the required majority of the votes (and shares represented at the meeting) supports the proposal made to the meeting.

The above-mentioned representative confirmed, at the request of the chairperson of the meeting, that their principals did not require a vote on the matters where the voting instruction was to oppose the proposal or abstain from voting, but that a note in the relevant item of the minutes would suffice.

## 6 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the General Meeting had previously resolved that the Chairman of the Board would be paid EUR 3,333 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 had 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, in the aggregate a maximum of 450,000 shares in total.

It was noted that the Board of Directors has proposed, that in accordance with the prior resolution of the General Meeting, the new board member elected pursuant to section 8, would be paid as remuneration EUR 1,666 per month and her travel expenses compensated in accordance with the company's travel rules. The Board of Directors further proposed, 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 38,630 shares in the company.

It was noted that the issue of special rights is conditional on the General Meeting's resolution on issue of option rights pursuant to section 9 (Issue of special rights) below.

It was recorded, that according to the voting instructions provided in advance, there were 14,575,840 against votes in respect of the proposal by the Board of Directors in the event of a vote, but no counterproposal. The Chairman of the Meeting noted that, based on the voting instructions provided in advance and the statements presented at the meeting, no vote on the matter is required.

It was resolved that the board member elected pursuant to section 8 be remunerated in accordance with the proposal made to the General Meeting. The issue of special rights is conditional on the General Meeting's resolution on issue of option rights pursuant to section 9 (Issue of special rights) below.

## **7 RESOLUTION ON THE NUMBER OF MEMBERS ON THE BOARD OF DIRECTORS**

It was noted that the Board of Directors has proposed to the Meeting that four (4) members are elected to the Board of Directors

It was resolved in accordance with the proposal of the Board of Directors that four (4) members are elected to the Board of Directors.

## **8 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Board of Directors has proposed to the Meeting that Jeanne Thoma be appointed as a new member of the Board of Directors. Miguel Calado (chairperson), Albert Hæggström (ordinary member) and Mads Laustsen (ordinary member) would continue as members of the Board of Directors.

It was noted that Jeanne Thoma has given her consent to the position.

It was resolved that Jeanne Thoma was elected as a new member of the Board of Directors and that Miguel Calado (ordinary member), Albert Hæggström (ordinary member) and Mads Laustsen (ordinary member) will continue as members of the Board of Directors. The term of office of the members of the Board of Directors will end at the closing of the next Annual General Meeting.

## 9 ISSUE OF SPECIAL RIGHTS

It was noted that the Board of Directors has proposed 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 38,630;
- (ii) The option rights entitle the new member of the Board of Directors Jeanne Thoma to subscribe for a maximum of 38,630 shares;
- (iii) The option rights are issued without payment;
- (iv) The option rights or the subscription right relating thereto may not be transferred;
- (v) The subscription period of the option rights commences immediately and is in force until 17 December, 2021. The options are subscribed by signing an option agreement substantially in the form attached to these Minutes (Appendix 3);
- (vi) The detailed terms and conditions of the options rights are attached to these Minutes (Appendix 4). 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 6 April, 2026;
- (viii) The subscription price of the shares subscribed with the option is EUR 9.00 per share. The payment period for the shares commences immediately and is in force until 6 April, 2026; and
- (ix) The condition for approving the subscription of the options is that the party entitled to subscribe for the options, signs an option agreement substantially in the form of the option agreement attached to these Minutes (Appendix 3).

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.

It was recorded, that according to the voting instructions provided in advance, there were 14,575,840 against votes in respect of the proposal by the Board of Directors in the event of a vote, but no counterproposal. The Chairman of the Meeting noted that, based on the voting instructions provided in advance and the statements presented at the meeting, no vote on the matter is required.

The General Meeting resolved in accordance with the proposal of the Board of Directors to issue special rights.

## 10 CLOSING OF THE MEETING

It was recorded that all resolutions made at the General Meeting were supported by all voting shareholders present at the Meeting, if not stated otherwise.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes and the English translation of the Minutes will be available on the company's website on 1 December, 2021 at the latest.

The Chairman of the Meeting closed the meeting at 14:27.

*[signatures on the following page]*

Unofficial English translation of the  
Minutes N:o 2/2021

NANOFORM FINLAND PLC  
EXTRAORDINARY GENERAL MEETING  
17 November, 2021

**Chairman of the Meeting:**

DocuSigned by:  
  
9BA533E540B54E2...

Name: Mika Puittinen  
Title: attorney at law

**In Fidem**

DocuSigned by:  
  
E9E4A24EC33A47B...

Name: Juho Jalo  
Title: Secretary of the Meeting

**The minutes have been scrutinised  
and approved:**

DocuSigned by:  
  
78C7DF50F34B465...

Name: Peter Hänninen

DocuSigned by:  
  
A13C63E9C3F4446...

Name: Tom Blomqvist