



Notice to the Annual General Meeting of NANOFORM FINLAND Plc

NOTICE TO THE ANNUAL GENERAL MEETING OF NANOFORM FINLAND PLC

The shareholders of **Nanoform Finland Plc** (the “**Company**”) (business ID: 2730572-8) are hereby invited to the Annual General Meeting to be held on Tuesday 15 April 2025 at 10:00 a.m. (Finnish time) at Viikinkaari 4, FI-00790 Helsinki, Finland (meeting room 105, 1. floor) (“**AGM**”).

The reception of those who have registered for the meeting and distribution of voting tickets will start at 9:30 a.m. at the meeting venue.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are set out in Part C. “Instructions for the participants in the Annual General Meeting” of this notice to the General Meeting.

A. AGENDA OF THE GENERAL MEETING

The following matters will be considered at the Annual 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. Presentation of the Financial Statements and the Auditor’s Report for the year 2024**

The Annual Report, including financial statements, consolidated financial statements, report of the Board of Directors and the auditor’s report, which have been published by the Company on 27 February 2025 are available on the Company’s website at www.nanoform.com.

- 7. Adoption of the Financial Statements**
- 8. Measures required by the profit or loss according to the adopted balance sheet**

The Board of Directors proposes that based on the balance sheet to be adopted for the financial period ended on 31 December 2024 no dividend is distributed by a resolution of the Annual General Meeting.

- 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**
- 10. Addressing the Remuneration Report**

The Remuneration Report for 2024 is presented. The Report can be found on the Company’s website at www.nanoform.com/en/remuneration/.

- 11. Resolution on the remuneration of the members of the Board of Directors**

The Board of Directors proposes that the monthly remuneration payable to the members of the Board of Directors to be elected at the Annual General Meeting for the term until the end of the Annual General Meeting in 2026 be as follows:

- EUR 8,000 per month for the Chairperson of the Board of Directors;
- EUR 5,000 per month for the other members of the Board of Directors;
- EUR 2,500 per month for the Chairperson of the Audit and Compensation Committee; and
- EUR 1,500 per month for the other members of the Audit and Compensation Committee.

The remuneration will be paid in one (1) instalment during the term, after the publication of the interim report for the period 1 January 2025 – 31 March 2025.

The travel expenses of the members of the Board of Directors are compensated in accordance with the Company's travel rules.

According to the Remuneration Policy adopted by the Company, the members of the Board of Directors are recommended to hold a certain number of shares in the Company. The Company recommends each board member to use approximately 50% of the aforementioned remuneration to subscribe for shares in the Company. Therefore, the members of the Board of Directors will be offered a possibility to subscribe for shares at a price corresponding to volume-weighted average share price over ten (10) trading days following the publication of the interim report of the Company for 1 January 2025 – 31 March 2025.

12. 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 shall be confirmed to three (3) persons.

13. Election of members of the Board of Directors

The Board of Directors proposes that Miguel Calado (chairperson), Jeanne Thoma (ordinary member) and Albert Hæggröm (ordinary member) be elected as the members of the Board of Directors.

The aforementioned candidates have given their consent for election. Information on the candidates for Directors of the Board is available at the Company's website <http://nanoform.com/en/board-of-directors-corporate-governance/>.

14. Resolution on the remuneration of the Auditor

The Board of Directors proposes that the auditor shall be remunerated and the auditor's travel expenses shall be compensated as per reasonable invoice approved by the Company.

15. Election of the Auditor

The Board of Directors proposes that PricewaterhouseCoopers Oy with Tomi Moisio as the auditor in charge shall continue as the auditor of the Company in accordance with the consent given.

16. Authorising the Board of Directors to resolve upon the repurchase of the Company's own shares

The Board of Directors proposes to the AGM that the Board of Directors be authorised to decide on the repurchase of Nanoform Finland Plc shares as follows:

The amount of shares to be repurchased shall not exceed 8,400,000 shares, which corresponds to approximately 9.8 % of all shares in the Company. The Company's own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). The Company's own shares can be repurchased using the unrestricted equity of the Company at a price formed in public trading on the date of the repurchase or otherwise at a price determined by the markets.

The repurchased shares may be held by the Company for reissue, cancelled or transferred further.

The Board of Directors decides on all other matters related to the repurchase of the Company's own shares. The authorisation is effective until the beginning of the next Annual General Meeting.

17. Authorising the Board of Directors to resolve upon issuances of new shares and special rights

The Board of Directors proposes that the annual general meeting authorizes the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act by one or several decisions.

The Board of Directors proposes that the amount of the shares to be issued pursuant to the authorization and the amount of the shares issued by virtue of the authorization to issue special rights entitling to shares would not exceed 8,400,000 shares, which corresponds to approximately 9.8 % of all of the shares in the Company.

The Board of Directors proposes the Board of Directors to be authorized to decide on all the conditions of the issuance of shares and special rights entitling to shares, including the right to deviate from the pre-emptive right of shareholders to subscribe to shares to be issued and amount of consideration or on the issuance of shares or special rights free of charge. The authorisation is proposed to be in force until 15 April 2030. The authorization replaces and revokes all previous unused authorizations of the Board of Directors to resolve on the issuance of shares, issuance of share options and issuance of other special rights entitling to shares. For clarity, subject to the approval by the AGM of the above proposal, the full authorization amount regarding issuance of shares and special rights available to the Board of Directors is at maximum 8,400,000 shares in total.

18. Amendments to the Articles of Association

Background: Due to the amendments to the Securities Markets Act (746/2012) of April 2024, the obligation to notify major shareholdings and proportions of voting rights (flagging obligation) became applicable to Nasdaq First North Growth Market Finland companies. In addition, a shareholder's obligation to make a public bid in case the shareholder's voting rights exceed 30% or 50% in a company (obligation to launch a bid) became applicable to First North companies as well.

The Board of Directors proposes that, since the two obligations referred to above are now applicable to the Company by law, section 11 (Notification on the change of holdings) and section 12 (Obligation to purchase shares) are removed from the Articles of Association of the Company. The current Articles of Association is attached to this notice as Appendix 3.

19. Closing of the meeting

B. DOCUMENTS OF THE ANNUAL GENERAL MEETING

The proposals for the resolutions on the matters on the agenda of the Annual General Meeting set out above and this notice as well as Nanoform Finland Plc's financial statements, the report of the Board of Directors, the auditor's report, remuneration report and corporate governance statement for 2024 are available on Nanoform Finland Plc's website nanoform.com/en/section/corporate-governance/general-meetings/ no later than on 25 March 2025. 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 website nanoform.com/en/section/corporate-governance/general-meetings/ at the latest on 29 April 2025.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on the record date of the general meeting, i.e. 3 April 2025 in the shareholders' register of the Company held by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on the shareholder's personal Finnish book-entry account or equity savings account, is registered in the shareholders' register of the Company. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

The registration period commences on 18 March 2025 at 10:00 a.m. (Finnish time). A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the AGM, must register for the AGM by no later than on 7 April 2025 at 11:59 p.m. (Finnish time).

Such notice of registration can be given:

- a. On the Company's website (www.nanoform.com). Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate;
- b. By email. Shareholders registering by email must submit the registration form attached to this notice as Appendix 2 or equivalent information to Innovatics Oy at agm@innovatics.com; or
- c. By regular mail. Shareholders registering by mail must submit the registration form attached to this notice as Appendix 2 or equivalent information to Innovatics Oy, General Meeting / Nanoform Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki.

When registering, requested information such as the name, date of birth and contact information of the shareholder, the name of any assistant or proxy representative and the proxy's date of birth and contact information must be notified. The personal data given will be used only in connection with the AGM and with the processing of related necessary registrations.

The shareholder or their legal representative or proxy representative must, if necessary, be able to prove their identity and/or right of representation at the meeting venue.

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 p.m. and from 1:00 p.m. to 4:00 p.m.

2. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the AGM by virtue of such shares based on which they 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. 3 April 2025. The right to participate in the Annual 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 10 April 2025 at 10:00 a.m. (Finnish time). As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

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, voting instructions and registration for the Annual General Meeting from their 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 Annual General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares.

3. Proxy representatives and powers of attorney

A shareholder may participate in the Annual General Meeting and exercise their 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 their right to represent the shareholder. When a shareholder participates in the Annual 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 each proxy representative's registration for the AGM.

Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting / Nanoform Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice. A model of a power or attorney has been attached to this notice as Appendix 1.

4. Shares registered at Euroclear Sweden AB

A shareholder whose shares are registered in the securities system of Euroclear Sweden AB and who wants to participate in the Annual General Meeting and vote must:

- Be registered in the shareholders' register maintained by Euroclear Sweden AB on the record date of the general meeting, i.e. 3 April 2025 at the latest.
- Request temporary registration in the shareholder's register of Nanoform Finland Plc maintained by Euroclear Finland Ltd. Such request shall be submitted in writing to Innovatics Oy by a form attached to this notice as Appendix 2 no later than on 7 April 2025 at 12:00 noon (Swedish time).
- Further, 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 must request that their shares are temporarily registered under their 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 7 April 2025 at the latest, and therefore a shareholder shall make the request to their custodian bank in good time prior to the above date.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the General Meeting.

5. Advance voting

Shareholders may also vote in advance on certain agenda items of the AGM in accordance with the following instructions.

Shareholders with a Finnish book-entry account or equity savings account may vote in advance on certain agenda items during the period between 18 March 2025 (10:00 a.m.) – 7 April 2025 (11:59 p.m.) in the following manners:

- a. On the Company's website (www.nanoform.com). Login to the service is done in the same way as for registration in section C.1 of this notice;
- b. By e-mail by submitting the advance voting form attached to this notice as Appendix 2 or equivalent information to Innovatics Oy at agm@innovatics.fi; or
- c. By mail by submitting the advance voting form attached to this notice as Appendix 2 or equivalent information to Innovatics Oy, General Meeting / Nanoform Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

Shareholders with a Swedish book-entry account may vote in advance on certain agenda items of the AGM during the period between 18 March 2025 (10:00 a.m.) – 7 April 2025 (11:59 p.m.) in the following manners:

- a. Shareholders who are natural persons, on the Company's website (www.nanoform.com).

The electronic voting in advance requires secured strong electronic authentication and the shareholder may register and vote by logging in with their Swedish online banking credentials.

Shareholders who are legal entities shall proceed as set out in b) or c) below and deliver the advance voting form attached to this notice as Appendix 2 to Innovatics Oy by e-mail or regular mail.

- b. By e-mail by submitting the advance voting form attached to this notice as Appendix 2 or equivalent information to Innovatics Oy at agm@innovatics.fi; or
- c. By mail by submitting the advance voting form attached to this notice as Appendix 2 or equivalent information to Innovatics Oy, General Meeting / Nanoform Finland Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

A representative of the shareholder must in connection with delivering the voting form produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the AGM.

Advance votes must be received by the time the advance voting ends. If a shareholder participates in the AGM by delivering votes in advance in accordance with the above instructions, the delivery of the votes shall constitute due registration for the AGM.

6. Other instructions and information

Pursuant to Chapter 5 Section 25 of the Finnish Limited Liability Companies Act, a shareholder who is present at the Annual 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 Annual General Meeting, the total number of shares and votes in Nanoform Finland Plc is 85,531,236.

In Helsinki, 17 March 2025

NANOFORM FINLAND PLC

Board of Directors

ADDITIONAL INFORMATION

Director of Investor Relations Henri von Haartman

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APPENDICES

1. Power of Attorney
2. Registration and advance voting form
3. Articles of Association

About Nanoform

Nanoform is the medicine performance-enhancing company that leverages best-in-class innovative nanoparticle engineering technologies, expert formulation, and scalable GMP API manufacturing to enable superior medicines for patients. The company focuses on reducing clinical attrition and on enhancing drug molecules' performance through its nanoforming technologies and formulation services, from pre-formulation to commercial scale. Nanoform will help improve bioavailability and drug delivery profiles, drive differentiation, patient adherence and extend the lifecycle potential of products. Nanoform's shares are listed on the Premier-segment of Nasdaq First North Growth Market in Helsinki (ticker: NANOFH) and Stockholm (ticker: NANOFS). Certified Adviser: Carnegie Investment Bank AB (publ), +46 8-588 68 570. For more information, please visit www.nanoform.com.