



# 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 12 April 2022 (EET) at 10:00am at Viikinkaari 4, FI-00790 Helsinki, Finland (“AGM”).

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the temporary legislative act to limit the spread of the Covid-19 pandemic (375/2021). The Company has resolved to take actions enabled by the above-referred act in order to hold the meeting in a predictable manner, taking into account the health and safety of the Company’s shareholders, personnel and other stakeholders.

Shareholders of the Company and their proxy representatives may participate in the meeting and exercise their rights as shareholders only through voting in advance as well as by making counterproposals and presenting questions in advance. Instructions for shareholders are presented in this notice under section C “Instructions for the participants in the AGM”.

### **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**

Mika Puitinen, Attorney-at-law, will act as the Chair of the AGM. If Mika Puitinen is not able to act as Chair due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as Chair. The Chair of the AGM may nominate a secretary for the meeting.

- 3. Election of persons to scrutinize the minutes and to supervise the counting of votes**

Tom Blomqvist will act as the person to scrutinize the minutes and supervise the counting of votes. If Tom Blomqvist is unable to act as the person to scrutinize the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as a person to scrutinize the minutes and 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**

Shareholders who have voted in advance within the advance voting period and have the right to attend the AGM under Chapter 5, Section 6 and Chapter 5, Section 6a of the Finnish Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on information delivered by Euroclear Finland Ltd.

- 6. Presentation of the Financial Statements and the Auditor’s Report for the year 2021**

The Annual Review, 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 22 February 2022

and which are available on the Company's website shall be deemed to have been presented to the AGM.

#### **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 2021 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 2021 for Governing Bodies can be found on the Company's website at: <https://nanoform.com/en/remuneration/>.

As the participation in the General Meeting is possible only through advance voting, the Remuneration Report 2021 is deemed to have been presented to the General Meeting.

#### **11. Handling of the remuneration policy for governing bodies**

The updated remuneration policy approved by the Company's Board of Directors on 17 March 2022 is presented. The updated policy is available on the Company's website at: <https://nanoform.com/en/remuneration/>.

The material changes in the policy are summarized below:

- Board members are in the future recommended to hold shares in the Company corresponding to a total of three years cash remuneration for the board work. It is recommended that the shares are accumulated during no less than three years from the beginning of the first term on the Board.
- Changes to reflect that the Company would (according to the proposal to the AGM) cease from issuing stock options to the members of the Board of Directors as part of their remuneration.
- Increase the portion of the variable remuneration of the CEO in comparison to the fixed salary from 0 – 50 of the fixed salary, to 0 – 100 %.
- Changes to simplify the language and help the readability of the policy.

#### **12. 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 2023 be as follows:

- EUR 10,000 per month for the Chairman of the Board of Directors;
- EUR 6,000 per month for the other members of the Board of Directors;
- EUR 3,000 per month for the Chairman of the Audit and Compensation Committee; and
- EUR 2,000 per month for the other members of the Audit and Compensation Committee.

The Board of Directors propose that approximately 50% of the aforementioned remuneration be paid in Company's shares and approximately 50% be paid in cash, both in one instalment. The part of the remuneration paid in shares will be paid by either purchasing shares from the public market, or by transferring Company's own shares. The shares will be delivered to the Board members within two (2) weeks from the day following the publication of the Company's interim report for 1 January 2022–31 March 2022 or as soon as possible in accordance with applicable legislation.

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

#### **13. 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 four (4).

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

The Board of Directors proposes that Miguel Calado (chairperson), Mads Laustsen (ordinary member), Jeanne Thoma (ordinary member) and Albert Hæggström (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 <https://nanofarm.com/en/board-of-directors-corporate-governance/>.

#### **15. Resolution on the remuneration of the Auditor**

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

#### **16. Election of the Auditor**

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

#### **17. Amendment of the Articles of Association**

The Board of Directors proposes the below amendments to Articles 11 and 12 of the Articles of Association of the Company. The current Articles of Association of the Company is attached to this notice as appendix 1.

To the Article 11:

*"This Article 11 of the Articles of Association ceases to apply in its entirety in the event that the shares of the company are admitted to trading on a regulated market as referred to in Chapter 2, Section 5 of the Finnish Securities Markets Act. Thereafter, an obligation to notify major holdings and share of votes shall be determined in accordance with Chapter 9 of the Finnish Securities Markets Act."*

To the Article 12:

*"This Article 12 of the Articles of Association ceases to apply in its entirety in the event that the shares of the company are admitted to trading on a regulated market as referred to in Chapter 2, Section 5 of the Finnish Securities Markets Act. Thereafter, the procedure for a public offer and an obligation to make an offer shall be determined in accordance with Chapter 11 of the Finnish Securities Markets Act."*

In addition, the Board of Directors proposes that Article 7 will be modified so that current wording "*The shares of the company belong to the book-entry securities system after the expiry of the registration period decided by the Board of Directors*" will be changed to form "*The shares of the company belong to the book-entry securities system*".

#### **18. 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 Nanofarm Finland Plc shares as follows:

The amount of shares to be repurchased shall not exceed 7,000,000 shares, which corresponds to approximately 9.7 % of all shares in the Company. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase). 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 for reissue, cancelled or transferred further.

The Board of Directors decides on all other matters related to the repurchase of own shares. The authorisation is effective until the beginning of the next Annual General Meeting. Except as to the time of the validity of the authorization, the proposed authorization remains unchanged from that currently in force.

#### **19. Authorising the Board of Directors to resolve upon the directed issuance 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 7,000,000 shares, which corresponds to approximately 9.7 % 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 12 April 2027. 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. Except as to the time of the validity of the authorization, the proposed authorization remains unchanged from that currently in force.

#### **20. 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 2021 are available on Nanoform Finland Plc's website [nanoform.com/en/section/corporate-governance/general-meetings/](https://nanoform.com/en/section/corporate-governance/general-meetings/) no later than on Wednesday 23 March 2022. 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/](https://nanoform.com/en/section/corporate-governance/general-meetings/) as of Tuesday 26 April 2022.

##### **C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE ANNUAL GENERAL MEETING**

In order to prevent the spread of the Covid-19 pandemic, the AGM will be arranged so that a shareholder or his/her proxy representative may not be present at the venue of the meeting. It is also not possible for a shareholder or his/her proxy representative to participate in the AGM by means of real-time telecommunications. Shareholders and their proxy representatives may participate in the AGM and exercise their rights at the AGM only by voting in advance as well as by making counterproposals and presenting questions in accordance with the instructions presented below.

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

Each shareholder, who is registered on the record date of the general meeting, i.e. Thursday 31 March 2022 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 his/her/its personal Finnish book-entry account, is registered in the shareholders' register of the Company. A shareholder may not participate in the AGM in any other manner than by voting in advance in the manner described below and by making counterproposals and presenting questions in advance.

###### **2. Notice of participation and voting in advance**

The registration period and advance voting period commence on Wednesday 23 March 2022 at 2 p.m. (EET), when the deadline for delivering counterproposals to be put to a vote has expired. A shareholder, who is registered in the Company's shareholders' register and who wishes to participate in the AGM by voting in advance, must register for the AGM by giving a prior notice of participation and by delivering his/her votes in advance. Both the notice of participation and votes have to be received by no later than on Monday 4 April 2022 at 4 p.m. (EET).

When registering, requested information such as the name, personal identification number and contact information of the shareholder must be notified. The personal data given to Euroclear Finland Ltd or the Company will be used only in connection with the AGM and with the processing of related registrations.

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the period 23 March 2022 at 2 p.m. (EET) – 4 April 2022 at 4 p.m. (EET) in the following manners:

a. on the website

Voting in advance requires shareholder's or his/her proxy representative's strong electronic authentication with his/her Finnish online banking codes or a mobile certificate.

For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must notify their book-entry account number and other required information. Should a shareholder that is a legal person utilize a Suomi.fi e-Authorization, registration requires strong electronic authentication from the authorized representative, which can be conducted with online banking codes or a mobile certificate.

The terms and other instructions concerning the electronic voting are available on the Company's website [nanoform.com/en/section/corporate-governance/general-meetings/](https://nanoform.com/en/section/corporate-governance/general-meetings/).

b. by email or regular mail

A shareholder may deliver an advance voting form available on the Company's website to Euroclear Finland Ltd by e-mail to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by regular mail to Euroclear Finland Ltd, Yhtiökokous, PL 1110, FI-00101 Helsinki, Finland. The advance voting form will be available on the Company's website [nanoform.com/en/section/corporate-governance/general-meetings/](https://nanoform.com/en/section/corporate-governance/general-meetings/) no later than on Wednesday 23 March 2022 at 2 p.m. (EET).

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 his/her right to represent the shareholder at the AGM.

If a shareholder participates in the AGM by delivering votes in advance to Nanoform Finland Plc, the delivery of the votes shall constitute due registration for the AGM.

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her/its rights at the meeting by way of proxy representation. A proxy representative of a shareholder must also vote in advance in the manner described in this notice.

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 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 the registration for the AGM.

Delivery of a proxy authorization document and votes in advance to Euroclear Finland Ltd before the expiration of the period for the notice of participation constitutes due registration for the AGM if the information required for registering for the meeting set out in C.2. above is included in the documents. A model of a power or attorney has been attached to this notice as appendix 2.

Shareholders that are legal persons can also use the electronic Suomi.fi authorization service in Euroclear Finland's general meeting service instead of the traditional proxy authorization. In this case, the shareholder that is legal person authorizes an assignee nominated by it in the Suomi.fi service at [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations) using the authorization topic "Representation at the General Meeting". The assignee must identify himself or herself with strong electronic authentication in Euroclear Finland's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with personal banking IDs or a mobile certificate. More information on [suomi.fi/e-authorizations](https://suomi.fi/e-authorizations).

### **4. 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 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. Thursday 31 March 2022. 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 Thursday 7 April 2022 at 10.00 a.m (EET). As regards nominee registered shares, this constitutes due registration for the Annual 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 Annual 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 Annual General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above.

## **5. 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 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. Thursday 31 March 2022 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 Monday 4 April 2022 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.

Shareholders, whose shares are registered in the securities system of Euroclear Sweden AB and who intends to participate in the Annual 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 Monday 4 April 2022 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 Annual General Meeting.

Shareholders, whose shares are registered in the shareholders' register maintained by Euroclear Sweden AB may only participate in the meeting and exercise their rights as shareholders through voting in advance. Holders of nominee registered shares shall request necessary instructions regarding temporary registration to shareholders' register, granting powers of attorney and due registration for the AGM from his/her/its custodian bank in good time prior to the above dates.

Shareholders with a Swedish book-entry account can register and vote in advance on certain matters on the agenda during the period 23 March 2022 – 4 April 2022 in the following manners:

- a. By email or regular mail

A shareholder may deliver an advance voting form available on the Company's website to Nanoform Finland Plc by email to [agm@nanoform.com](mailto:agm@nanoform.com) or by using the following postal address: Cultivator II, Viikinkaari 4, FI-00790 Helsinki, Finland. The advance voting form will be available on the Company's website [nanoform.com/en/section/corporate-governance/general-meetings/](http://nanoform.com/en/section/corporate-governance/general-meetings/) no later than on Wednesday 23 March 2022 at 2 p.m. (EET).

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 his/her right to represent the shareholder at the AGM.

If a shareholder participates in the AGM by delivering votes in advance to Nanoform Finland Plc, the delivery of the votes shall constitute due registration for the AGM.

## **6. Other instructions and information**

Shareholders holding at least one hundredth of all of the shares in the Company have the right to make a counterproposal to the proposals for resolutions on the agenda of the AGM, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to [agm@nanoform.com](mailto:agm@nanoform.com) by no later than Tuesday 22 March 2022 at 4 p.m. (EET). Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of his/her shareholdings. The counterproposal will be considered at the AGM, provided that the shareholder has the right to participate in the AGM and that the shareholder holds shares corresponding to at least one hundredth of all of the shares in the Company on the record date of the AGM. If the counterproposal will not be taken up for consideration at the AGM, the votes given in favour of the counterproposal will not be taken into account. The Company will publish possible counterproposals to be put to a vote on the Company's website [nanoform.com/section/corporate-governance/general-meeting](http://nanoform.com/section/corporate-governance/general-meeting) by no later than 23 March 2022.

A shareholder may present questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act until 28 March 2022 at 4 p.m. by sending the questions to the Company by email to [agm@nanoform.com](mailto:agm@nanoform.com). Such questions by shareholders, responses to such questions by the Company's management as well as other counterproposals than those put up to a vote on are available on the on the Company's website [nanoform.com/en/section/corporate-governance/general-meetings/](http://nanoform.com/en/section/corporate-governance/general-meetings/) by no later than 31 March 2022. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the Company of his/her shareholdings.

The information concerning the AGM required under the Companies Act and the Securities Market Act is available on the Company's website [nanoform.com/en/section/corporate-governance/general-meetings/](http://nanoform.com/en/section/corporate-governance/general-meetings/).

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Nanoform Finland Plc is 72,535,146.

Helsinki, 17 March 2022

NANOFORM FINLAND PLC

Board of Directors

#### **ADDITIONAL INFORMATION**

Director of Investor Relations Henri von Haartman

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#### **APPENDICES**

1. Articles of Association
2. Power of Attorney
3. Notice of attendance