



Resolutions of Nanoform Finland Plc's Annual General Meeting on April 12, 2022

Company release

Nanoform Finland Plc

April 12, 2022

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RESOLUTIONS OF NANOFORM FINLAND PLC'S ANNUAL GENERAL MEETING ON APRIL 12, 2022

Nanoform Finland Plc (the "Company" or "Nanoform") held its Annual General Meeting for 2022 on April 12, 2022 at the Company's head office in Helsinki, Finland under special arrangements due to the COVID-19 pandemic. 55 shareholders representing 56,078,641 shares and votes were represented at the meeting (72% of all outstanding shares and votes). The Annual General Meeting supported all the Board of Directors' proposals.

The Annual General Meeting approved the financial statements and discharged the Board of Directors and the CEO of the Company from liability for the financial year 2021. The Meeting decided that no dividend will be paid for the financial year that ended on December 31, 2021 and authorized the Board of Directors to repurchase the Company's own shares and to decide on the issuance of shares as well as special rights entitling to shares. The Meeting also approved the proposals of the Board of Directors regarding the members of the Board of Directors and their remuneration.

FINANCIAL STATEMENTS

The Annual General Meeting approved the financial statements and discharged the members of the Board of Directors and the CEO from liability for the financial year 2021.

DIVIDEND

The Annual General Meeting decided that no dividend will be paid for the financial year that ended December 31, 2021.

HANDLING OF THE REMUNERATION POLICY FOR GOVERNING BODIES

The Annual General Meeting adopted the updated remuneration policy.

BOARD OF DIRECTORS

The Annual General Meeting confirmed the number of members of the Board of Directors to be four (4) and re-elected the current Board of Directors: Miguel Calado (chairperson), Mads Laustsen (ordinary member), Jeanne Thoma (ordinary member), and Albert Hæggström (ordinary member).

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors that the monthly remuneration payable to the members of the Board of Directors 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 Annual General Meeting resolved further 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 Annual General Meeting also resolved that the travel expenses of the members of the Board of Directors are compensated in accordance with the Company's travel rules.

AUDITOR

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors that PricewaterhouseCoopers Oy will continue as the auditor of the Company, with Tomi Moisio as the auditor in charge. The auditor's fee will be paid in accordance with a reasonable invoice approved by the Company.

AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Annual General Meeting resolved in accordance with the proposal of the Board of Directors that the following will be added to Articles 11 and 12 of the Articles of Association of the Company:

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 Annual General Meeting resolved 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"*.

AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE UPON THE REPURCHASE OF THE COMPANY'S OWN SHARES

The Annual General Meeting resolved that the Board of Directors be authorised to decide on the repurchase of the Company's own shares as follows:

The amount of shares to be repurchased shall not exceed 7,000,000 shares, which, after the issuance of new shares registered on 23 March 2022, corresponds to approximately 9.0 % 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.

AUTHORISING THE BOARD OF DIRECTORS TO RESOLVE UPON THE DIRECTED ISSUANCE OF NEW SHARES AND SPECIAL RIGHTS

The Annual General Meeting resolved that the Board of Directors be authorised to decide on the issuance of shares and 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 as follows:

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, after the issuance of new shares registered on 23 March 2022, corresponds to approximately 9.0 % of all of the shares in the Company. The Board of Directors is 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 in force until April 12, 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.

The minutes of the Annual General Meeting will be available on the website of Nanoform Finland Plc as of April 26, 2022, at the latest.

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About Nanoform

Nanoform is an innovative nanoparticle medicine enabling company. Nanoform works together with pharma and biotech partners globally to provide hope for patients in developing new and improved medicines utilizing Nanoform's platform technologies. The Company focuses on reducing clinical attrition and on enhancing drug molecules' performance through its nanoforming technologies and formulation services. Nanoform's capabilities include GMP manufacturing, and its services span the small to large molecule development space with a focus on solving key issues in drug solubility and bioavailability and on enabling novel drug delivery applications. 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: Danske Bank A/S, Finland Branch, +358 40 562 1806. For more information please visit <http://www.nanoform.com>