

# Nightingale

MINUTES  
N:o 1/2021

Unofficial English Translation

NIGHTINGALE HEALTH PLC  
EXTRAORDINARY GENERAL MEETING  
29 JUNE 2022

## EXTRAORDINARY GENERAL MEETING OF NIGHTINGALE HEALTH PLC ON 29 JUNE 2022 AT 4:00 P.M.

**TIME:** 29 June 2022 at 4:00 p.m.

**PLACE:** Borenus Attorneys Ltd, Eteläesplanadi 2, FI-00130 Helsinki

**PRESENT:** The Board of Directors of the company has resolved in accordance with exceptional meeting procedure pursuant to the Act on temporary derogation from the Finnish Companies Act (375/2021, the "Temporary Act"), which entered into force on 8 May 2021. According to the resolution, the company's shareholders and their proxy representatives may participate in the General Meeting and exercise their shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance.

The shareholders set out in the list of votes adopted at the meeting were represented at the meeting ([Appendix 1](#)).

Attorney-at-law Juha Koponen and Attorney-at-law Andreas Doepel were present at the meeting.

### 1 OPENING OF THE MEETING

Attorney-at-law Juha Koponen opened the meeting.

### 2 CALLING THE MEETING TO ORDER

In accordance with the notice to the General Meeting, Juha Koponen, Attorney-at-law, acted as Chair of the General Meeting.

The Chair explained the procedures for discussing the matters on the meeting agenda.

To limit the spread of COVID-19 pandemic, the Board of Directors of the company has resolved on the exceptional procedure for the meeting under the Temporary Act. The company's shareholders and their proxy representatives may participate in the General Meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions, if any, in advance.

It was noted that shareholders had not submitted counterproposals to the proposals of the Board of Directors by the deadline of 13 June 2022 at 4 p.m., nor questions by the deadline of 15 June 2022 at 4.00 p.m. pursuant to Chapter 5, Section 25 of the Finnish Companies Act.

As participation in the General Meeting has been possible only in advance, all agenda items have been subject to voting. It was noted that, in accordance with the Temporary Act, the

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proposals in all agenda items may have been opposed without making a counterproposal. A summary of the votes cast in the advance voting conducted by Innovatics Ltd was attached to the minutes ([Appendix 2](#)).

It was noted that a shareholder may have refrained from providing a proper voting instruction in each agenda item, in which case such shareholder has not been recorded to have been represented at the General Meeting in that specific agenda item. Therefore, the number of shareholders and shares being represented in each agenda item is not necessarily the same.

Furthermore, it was noted that in addition to the Finnish Companies Act and the Temporary Act, recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements.

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

Andreas Doepel acted as the scrutiniser of the minutes and as the supervisor of counting of the votes in accordance with the notice to the General Meeting.

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

It was noted that the notice to the meeting had been disclosed on the company's website and as a company release on 8 June 2022 and that the proposal for the resolution on the matters and the General Meeting documents have been available on the company's website as of 8 June 2022.

It was noted that the General Meeting was duly convened in accordance with the provisions of the Articles of Association, the Finnish Companies Act and the Temporary Act and that therefore, the meeting was legal and constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

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

A list recording the shareholders who had voted in advance either personally or by an authorised proxy representative during the advance voting period, and who have the right to participate in the General Meeting under Chapter 5, Section 6 and 6a of the Finnish Companies Act, was presented. It was recorded that 20 shareholders were represented in the meeting, representing 32,161,936 shares and 199,757,532 votes in total.

The register of votes was adopted based on the information provided by Innovatics Ltd and Euroclear Finland Oy. The attendance status and list of votes was attached to the minutes ([Appendix 1](#)).

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## 6 THE BOARD'S PROPOSAL TO AMEND THE COMPANY'S ARTICLES OF ASSOCIATION IN RESPECT OF GENERAL MEETINGS

It was noted that Board of Directors had proposed to the Extraordinary General Meeting that an addition is made to the Articles of Association concerning remote participation in the General Meeting as an alternative or without convening to a physical meeting.

The amendment would be made to Section 12 of the Articles (Notice to the General Meeting) and would be subject to the entering into force of the governmental proposal 47/2022 relating to the matter.

The Section of the new Articles of Association:

### *12 NOTICE TO GENERAL MEETING, MEETING VENUE AND MEANS OF PARTICIPATION*

*The notice convening the General Meeting shall be delivered to the shareholders no earlier than three (3) months and no later than three (3) weeks prior to the General Meeting, however, no later than nine (9) days before the record date of the General Meeting.*

*The notice shall be delivered to the shareholders by means of a notice published on the company's website or in at least one national daily newspaper designated by the Board of Directors.*

*To be entitled to attend and use their right to speak at the General Meeting, a shareholder must notify the company of its attendance by the date specified in the notice convening the General Meeting, which may not be earlier than ten (10) days prior to the General Meeting.*

*The Board of Directors may decide on alternative additional means of participating in the General Meeting so that shareholders may exercise their decision-making rights prior to or during the General Meeting by use of telecommunication or other technical means. The Board of Directors may also decide that the General Meeting is arranged without a meeting venue so that the shareholders exercise their full decision-making powers in real time by use of telecommunication or other technical means during the meeting.*

It was noted that in accordance with Chapter 5, Section 27 of the Finnish Companies Act a valid resolution requires a qualified majority, meaning that the resolution must be supported by at least two-thirds of the votes cast and the shares represented in the Meeting.

It was recorded that 32,161,936 shares and 199,757,532 votes, representing 53.9 percent of all voting shares and 80.9 percent of all votes in the company, were represented at this agenda

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item. For the proposal of the board of directors 197,207,532 votes were cast, representing 98.7 percent of the total votes cast representing 29,611,936 shares and 92.07 percent of the shares in the Meeting and 2,550,000 votes were cast against the proposal of the board of directors. No shares and votes refrained from voting.

Based on the voting result, the General Meeting resolved, in accordance with the proposal, to amend the Articles of Association.

## **7 CLOSING OF THE MEETING**

The Chair stated that all items on the agenda had been considered and that the minutes of the meeting will be available on the company's website on 13 July 2022 at the latest.

The Chair closed the meeting at 4:20 p.m.

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## Chair of the General Meeting:

Name: [See original minutes for signatures]  
Juha Koponen

## The Minutes scrutinised and approved by:

Name: [See original minutes for signatures]  
Andreas Doepel

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## Appendices

|                   |                                             |
|-------------------|---------------------------------------------|
| <b>Appendix 1</b> | Attendance status and list of votes         |
| <b>Appendix 2</b> | Summary of votes cast in the advance voting |
| <b>Appendix 3</b> | Notice to the General Meeting               |

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