

Time: 17 November 2022 at 4:00 p.m. (EET)

Place: Remote meeting in accordance with Chapter 5, Section 16, Subsection 3 of the Finnish Companies Act

Present: The shareholders and their representatives mentioned in Appendix 2

**1 §****Opening of the Meeting**

Teemu Suna, CEO and a member of the Board of Directors, opened the Meeting and welcomed the shareholders.

**2 §****Calling the Meeting to order**

Attorney-at-law Ari Keinänen was elected as Chair of the Meeting and invited lawyer Lotta Länsman to act as the secretary of the Meeting.

It was noted that according to Section 12 of the Articles of Association, the Board of Directors may decide to arrange a General Meeting without a meeting venue in such a way that the shareholders fully exercise their decision-making powers by the use of telecommunications and technical means during the meeting in real time (remote meeting). The Board of Directors has decided to hold the Annual General Meeting as a remote meeting in accordance with Chapter 5, Section 16, Subsection 3 of the Finnish Companies Act and to convene it in accordance with the notice to the General Meeting published on 14 October 2022.

It was noted that the contents of the proposals for resolutions made to the General Meeting appear from the notice to the General Meeting published on 14 October 2022.

Appendix 1

It was noted that the General Meeting is held in Finnish and that it was also possible to follow the General Meeting with interpretation in English.

It was noted that the shareholders who participate in the remote meeting in real time had all the shareholder rights in use during the meeting (such as the right to present questions orally and the right to vote), apart from the non-voting EMP-series shareholders who had all other shareholder rights in use

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except for the right to vote. In addition, it was noted that there was no written chat function in use at the General Meeting.

It was noted that the shareholders had also had the option to participate in the General Meeting through advance voting with respect to agenda items 7-17. The proposals for resolutions that are subject to the advance voting are deemed to have been presented at the General Meeting as unchanged in accordance with Chapter 5, Section 16, Subsection 5 of the Companies Act and the advance votes are taken into account in the possible voting at the remote meeting also in the situations where an alternative proposal for resolution has been made regarding the matter.

It was noted that holders of nominee-registered shares have notified the company of their votes and that the votes been included in the advance votes given at the Meeting.

It was noted that the company or Innovatics Ltd have not become aware of any technical or other problems or ambiguities related to the advance voting or the meeting procedures in general. It is possible to ascertain the shareholders' right to participate and the correctness of the counting of the votes in a manner comparable to the procedures adhered to at a regular general meeting.

### **3 §**

#### **Election of person to scrutinize the minutes and to supervise the counting of votes**

Satu Sirén-Lähdeaho, a lawyer for the company, was elected as the person to scrutinize the minutes and to supervise the counting of votes.

### **4 §**

#### **Recording the legality of the Meeting**

According to Section 13 of the Articles of Association, the Annual General Meeting must be held annually on a date decided by the Board of Directors within six (6) months from the end of the financial period. According to Section 11 of the Articles of Association, the financial period of the company is from 1 July to 30 June.

According to Section 12 of the Articles of Association, 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.

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It was noted that the notice to the General Meeting ([Appendix 1](#)) had been published on the company's website and as a company release on 14 October 2022.

It was noted that the General Meeting had been convened in accordance with the Articles of Association and the Companies Act and constituted a quorum.

## 5 §

### Recording attendance at the Meeting and list of votes

It was noted that the prerequisite for participating in the General Meeting and exercising the right to vote is that the shareholder was registered in the company's shareholders' register maintained by Euroclear Finland Ltd on 7 November 2022 and had registered for the General Meeting within the time specified in the notice to the General Meeting, i.e. by 10 November 2022 at 4:00 p.m. (EET).

It was noted that a holder of nominee-registered shares had the right to participate in the General Meeting by virtue of the shares based on which the shareholder would be entitled to be registered in the shareholders' register maintained by Euroclear Finland Ltd on 7 November 2022. In addition, it was noted that the participation of a holder of nominee-registered shares requires that the shareholder has, on the basis of such shares, temporarily been registered into the shareholders' register held by Euroclear Finland Ltd by 14 November 2022 at 10:00 a.m. (EET). Such registration is considered registration for the General Meeting.

The real-time participation in the remote meeting has also required shareholders to provide a telephone number and/or email address to Innovatics Ltd in connection with the registration and within the registration period, so that the shareholders could be sent a participation link and password to participate in the remote meeting.

Based on the information received from Innovatics Ltd, the participation link and password to participate in the remote meeting in real time has been sent to shareholders on the day preceding the General Meeting (16 November 2022) to the email address and/or telephone number provided by the shareholder in connection with the registration.

It was noted that, as stated in the notice to the General Meeting, the shareholders who have exercised their right to vote before the Meeting (through the advance voting) or who can exercise their right to vote during the remote meeting shall be considered to be participants in the Meeting in accordance with Chapter 5, Section 16, Subsection 5 of the Companies Act. Participation in the Meeting also requires that the shareholder has a right to

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participate in the General Meeting in accordance with Chapter 5, Sections 6 and 6a of the Companies Act.

According to Section 4 of the Articles of Association, the company has A-series shares, B-series shares and EMP shares. Each A-series share entitles to 10 votes per share at the General Meeting and B-series share entitles to one (1) vote per share at the General Meeting. EMP shares are non-voting shares.

It was noted that 26 shareholders had participated in the advance voting representing 31,151,864 shares and 202,377,520 votes.

At the start of the Meeting, 30 shareholders participated in the Meeting, representing 31,162,836 shares and 202,388,492 votes. These numbers include both the shareholders who voted in advance and shareholders participating in the General Meeting in real time. The numbers also include one EMP-series shareholder and 75,250 shares that do not carry voting rights.

The list of votes for the Meeting's starting time was enclosed to the minutes.

#### Appendix 2

### **6 §**

#### **Presentation of the Financial Statements, Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report for the financial period of 1 July 2021 – 30 June 2022**

It was recorded that the company's Annual Report, including the Financial Statements, Consolidated Financial Statements, the Report of the Board of Directors and the Remuneration Report for the financial period 1 July 2021 – 30 June 2022, has been available on the company's website as of 27 October 2022. In addition, the Auditor's Report of the company has been published as company release and has been available on the company's website as of 7 November 2022.

Teemu Suna, CEO, presented to the General Meeting a review of the financial period 1 July 2021 – 30 June 2022.

The company's Auditor with principal responsibility, Valteri Helenius, Authorized Public Accountant, presented the Auditor's Report to the General Meeting.

It was noted that the Financial Statements, the Consolidated Financial Statements, the Report of the Board of Directors and the Auditor's Report has been presented to the General Meeting.

**7 §****Adoption of the Financial Statements and the Consolidated Financial Statements**

It was noted that a total of 31,151,864 shares and 202,377,520 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 200,622,571 votes representing approximately 99.1% of the votes cast were cast in favor of the adoption and 1,754,949 votes representing approximately 0.9% of the votes cast were cast against the adoption. There were no shares that abstained from voting.

Based on the results of the vote, it was resolved to adopt Nightingale Health Plc's Financial Statements for the financial period of 1 July 2021 – 30 June 2022, including the Consolidated Financial Statements.

Appendix 3**8 §****Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

It was noted that the Board of Directors' proposal for distribution of profit appears from the Annual Report available on the company's website and from the notice to the General Meeting.

It was noted that a total of 31,151,864 shares and 202,377,520 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 202,377,520 votes representing 100.0% of the votes cast were cast in favor of the proposal of the Board of Directors. There were no votes cast against the proposal or shares that abstained from voting.

Based on the results of the vote, it was resolved to approve the Board of Directors' proposal that appears from the notice to the Meeting, according to which, based on the balance sheet adopted for the financial period of 1 July 2021 - 30 June 2022, no dividend is paid and the loss of the financial period is recorded in retained earnings.

**9 §****Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

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It was recorded that the persons who served as members of the Board of Directors and CEO were disqualified from the handling of this matter.

It was noted that a total of 22,076,561 shares and 113,836,411 votes participated in the advance voting in the agenda item, corresponding to approximately 36.2% of the company's total number of shares, 60,918,459 shares, and approximately 46.1% of the company's total number of votes, 246,768,040 votes. 110,005,503 votes representing approximately 98.4% of the votes cast were cast in favor of the discharge from liability and 1,754,949 votes representing approximately 1.6% of the votes cast were cast against the discharge from liability. The number of shares that abstained from voting was 260,929.

Based on the results of the vote, it was resolved to discharge the members of the Board of Directors and the CEO from liability for the financial period 1 July 2021 – 30 June 2022.

## 10 §

### Handling of the Remuneration Report of governing bodies

It was noted that the Remuneration Report of the company's governing bodies for the financial period 1 July 2021 – 30 June 2022 has been published on 27 October 2022 as part of the Annual Report and is also available as a separate document on the company's website.

#### Appendix 4

It was noted that the Remuneration Report had been presented to the General Meeting as part of the CEO's review (in connection with agenda item 6§).

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed the approval of the Remuneration Report, and that the resolution is advisory pursuant to the Companies Act.

It was noted that a total of 31,146,460 shares and 202,372,116 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 192,529,061 votes representing approximately 98.5% of the votes cast were cast in favor of the approval of the Remuneration Report and 3,015,216 votes representing approximately 1.5% of the votes cast were cast against the approval of the Remuneration Report. The number of shares that abstained from voting was 981,817.

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Based on the results of the vote, it was resolved to approve the Remuneration Report of the company's governing bodies for the financial period 1 July 2021 – 30 June 2022 in accordance with the Board of Directors' proposal.

**11 §****Resolution on the remuneration of the members of the Board of Directors**

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed that the members of the Board of Directors are paid a monthly remuneration of EUR 2,000.

It was noted that a total of 31,151,539 shares and 202,377,195 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 195,699,356 votes representing 100.0% of the votes cast were cast in favor of the proposal of the Board of Directors. No votes were cast against the proposal. The number of shares that abstained from voting was 831,817.

Based on the results of the vote, it was resolved to approve the proposal of the Board of Directors regarding the remuneration of the members of the Board of Directors.

**12 §****Resolution on the number of members of the Board of Directors**

According to Section 7 of the Articles of Association, the Board of Directors consists of at least three (3) and not more than ten (10) ordinary members.

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed that the number of members of the Board of Directors is confirmed to be seven (7).

It was noted that a total of 31,151,864 shares and 202,377,520 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 202,377,520 votes representing 100.0% of the votes cast were cast in favor of the proposal of the Board of Directors. There were no votes cast against the proposal or shares that abstained from voting.

Based on the results of the vote, it was resolved that the number of members of the Board of Directors is seven (7) in accordance with the proposal of the Board of Directors.

**13 §****Election of members of the Board of Directors**

According to Section 7 of the Articles of Association, the term of the members of the Board of Directors shall expire at the closing of the Annual General Meeting following the election.

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed that, until the end of the next Annual General Meeting, the current members of the Board of Directors Tom Jansson, Antti Kangas, Olli Karhi, Lotta Kopra, Leena Niemistö, Timo Soininen and Teemu Suna are re-elected as members of the Board of Directors.

It was noted that in accordance with the notice to the General Meeting, the nominated persons have given their consent to the election, and that the presentations of the persons nominated for the Board of Directors have been available on the company's website.

It was noted that in accordance with the notice to the General Meeting, the Board of Directors has proposed that the shareholders take a position on the proposal as a whole with respect of the selection procedure of the members of the Board of Directors.

It was noted that a total of 31,151,864 shares and 202,377,520 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 189,727,346 votes representing approximately 98 % of the votes cast were cast in favor of the proposal of the Board of Directors and 3,955,635 votes representing approximately 2 % of the votes cast were cast against the proposal. The number of shares that abstained from voting was 1,033,487.

Based on the results of the vote, it was resolved to approve the proposal of the Board of Directors, as set out in the notice to the General Meeting, regarding the election of the members of the Board of Directors.

**14 §****Resolution on the remuneration of the Auditor**

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed to the General Meeting that the remuneration of the Auditor is paid in accordance with a reasonable invoice approved by the company.



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It was noted that a total of 31,151,864 shares and 202,377,520 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 200,622,571 votes representing approximately 99.1% of the votes cast were cast in favor of the proposal of the Board of Directors and 1,754,949 votes representing approximately 0.9% of the votes cast were cast against the proposal. There were no shares that abstained from voting.

Based on the results of the vote, it was resolved that the Auditor's remuneration is paid according to a reasonable invoice approved by the company in accordance with the proposal of the Board of Directors.

## **15 §**

### **Election of the Auditor**

According to Section 10 of the Articles of Association, the company shall have an Auditor that is an auditing firm approved by the Finnish Patent and Registration Office. The term of office of the Auditor shall expire at the closing of the Annual General Meeting following the election.

It was noted that in accordance with the notice to the General Meeting, the Board of Directors proposed that Authorized Public Accounting firm PricewaterhouseCoopers Oy is re-elected as the company's Auditor. PricewaterhouseCoopers Oy has informed that it will nominate Valtteri Helenius, Authorized Public Accountant, as the company's Auditor with principal responsibility.

It was noted that a total of 31,151,864 shares and 202,377,520 votes participated in the advance voting in the agenda item, corresponding to approximately 51.1% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 200,622,571 votes representing approximately 99.1% of the votes cast were cast in favor of the proposal of the Board of Directors and 1,754,949 votes representing approximately 0.9% of the votes cast were cast against the proposal. There were no shares that abstained from voting.

Based on the results of the vote, it was resolved, in accordance with the proposal of the Board of Directors, to elect Authorized Public Accounting firm PricewaterhouseCoopers Oy as the company's Auditor, which has informed that it will nominate Valtteri Helenius, Authorized Public Accountant, as the company's Auditor with principal responsibility.

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**16 §****Authorizing the Board of Directors to decide on the repurchase of company's own shares**

It was noted that the proposal of the Board of Directors has been available for shareholders as of 14 October 2022 on the company's website as part of the notice to the General Meeting.

It was noted that the Board of Directors proposed to the General Meeting that the Board of Directors is authorized to decide on the repurchase of the company's own shares on the following terms and conditions:

By virtue of the authorization, the Board of Directors is entitled to repurchase a maximum of 2,078,759 A-series shares and 3,889,210 B-series shares by using the non-restricted equity of the company. The amounts correspond approximately to 10% of both share series' shares and the total amount to 9.8% of the company's total amount of shares calculated by the amount of shares on the date of publication of the notice to the General Meeting. The shares may be repurchased in one or more lots.

The company's own shares shall be repurchased at the market price prevailing at the time of the repurchase through public trading on Nasdaq First North Growth Market Finland marketplace organized by Nasdaq Helsinki Ltd or otherwise at a market price. The authorization entitles the Board of Directors to decide on the repurchase also other than in proportion to the shareholdings of the shareholders (directed repurchase).

The shares may be repurchased to be used in the implementation of possible acquisitions or other arrangements within the company's business, to finance investments, to develop the company's financial structure, as part of the implementation of possible incentive schemes of the company and/or otherwise to be kept by the company, transferred or cancelled.

It is proposed that the authorization includes the right of the Board of Directors to decide on other terms and conditions related to the repurchase of the company's own shares. It is proposed that the authorization is valid for 18 months.

It was noted that the approval of the proposal of the Board of Directors required a qualified majority at the General Meeting in accordance with Chapter 5, Section 27 of the Companies Act. It was noted that, according to Chapter 5, Section 27, Subsection 3 of the Companies Act, the approval of the proposal also required that the proposal has been supported by a qualified majority within each of the share classes (A- and B-series) represented at the Meeting.

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Based on Chapter 3, Section 4, Subsection 1, Paragraph 3 of the Companies Act, non-voting (EMP-series) shares are not taken into account when calculating the majority required for a resolution of the General Meeting.

It was noted that a total of 31,076,289 shares and 202,377,195 votes participated in the advance voting in the agenda item, corresponding to approximately 51.0% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes. 31,076,289 shares corresponding to 100.0% of the shares represented in the item voted in favor of the proposal of the Board of Directors. 202,377,195 votes corresponding to 100.0% of the votes represented in the item were cast in favor of the proposal. There were no shares or votes that voted against the proposal or abstained from voting.

Review by share series:

It was noted that 19,033,434 A-series shares and 190,334,340 A-series votes as well as 12,042,855 B-series shares and votes participated in the advance voting on this agenda item.

It was noted that all the shares and votes in both of the share series that participated in the advance voting in the agenda item voted in favor of the Board of Directors' proposal.

It was noted that the qualified majority accordant with Chapter 5, Section 27 of the Companies Act had been achieved in the advance voting based on each share series as well as the total results of the vote.

Based on the results of the vote, it was resolved to approve the proposal of the Board of Directors, as set out in the notice to the General Meeting, regarding the authorization of the Board of Directors to decide on the repurchase of company's own shares.

**17 §**

**Authorizing the Board of Directors to decide on the share issue and granting of special rights entitling to shares**

It was noted that the proposal of the Board of Directors has been available for shareholders as of 14 October 2022 on the company's website as part of the notice to the General Meeting.

It was noted that the Board of Directors proposed to the General Meeting that the Board of Directors is authorized to decide on issuing new shares, conveying the company's own shares held by the company and/or granting of special rights referred to in Chapter 10, Section 1 of the Companies Act on the following terms and conditions:

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Maximum amount of shares to be issued

By virtue of the authorization, the Board of Directors is entitled to issue and/or convey a maximum of 615,159 A-series shares under one or more decisions. The maximum amount corresponds approximately to 3% of the total amount of A-series shares and approximately to 1% of the company's total amount of shares calculated by the amount of shares on the date of publication of the notice to the General Meeting. The share issue and shares granted under the special rights are included in the specified maximum amount.

The authorization does not apply to the company's B-series or EMP-series shares.

For the sake of clarity it is stated that, on 18 February 2021, the company's Extraordinary General Meeting decided on the Board of Directors' authorization regarding issuing new shares, conveying the company's own shares held by the company and/or granting of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act with regard to the company's A-series and B-series shares, and the authorization is valid until 18 February 2026 ("Valid Authorization"). On the date of the notice to the Annual General Meeting, 1,463,600 A-series shares and 9,100,000 B-series shares remain unused of the Valid Authorization.

The proposed authorization does not revoke the Valid Authorization. By virtue of the proposed authorization and the unused part of the Valid Authorization, the Board of Directors is entitled to issue and/or convey no more than 2,078,759 A-series shares and 9,100,000 B-series shares of the company in total. The share issue and shares granted under the special rights are included in the mentioned maximum amounts.

Other conditions

The shares may be issued either against payment or without payment and they may also be issued to the company itself. The authorization entitles the Board of Directors to implement the share issue also as a directed issue. The authorization may be used in the implementation of possible acquisitions or other arrangements within the company's business, to finance investments, to develop the company's financial structure, as part of the implementation of possible incentive schemes of the company and/or for other purposes decided by the Board of Directors.

It is proposed that the authorization includes the right of Board of Directors to decide on other terms and conditions of the share issue and granting of special rights referred to in Chapter 10, Section 1 of the Companies Act. It is proposed that the authorization is valid for 18 months.

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It was noted that the approval of the proposal of the Board of Directors required a qualified majority at the General Meeting in accordance with Chapter 5, Section 27 of the Companies Act.

Based on Chapter 3, Section 4, Subsection 1, Paragraph 3 of the Companies Act, non-voting (EMP-series) shares are not taken into account when calculating the majority required for a resolution of the General Meeting.

It was noted that a total of 31,076,289 shares and 202,377,195 votes participated in the advance voting in the agenda item, corresponding to approximately 51.0% of the company's total number of shares, 60,918,459 shares, and approximately 82.0% of the company's total number of votes, 246,768,040 votes.

- 27,709,403 shares corresponding to approximately 89.2% of the shares represented in the item voted in favor of the proposal of the Board of Directors. 197,195,279 votes corresponding to approximately 97.4% of the votes represented in the item were cast in favor of the proposal.
- 3,015,216 shares corresponding to approximately 9.7% of the shares represented in the item voted against the proposal of the Board of Directors. 3,015,216 votes corresponding to approximately 1.5% of the votes represented in the item were cast against the proposal.
- 351,670 shares corresponding to approximately 1.1% of the shares represented in the item abstained from voting. The number of empty votes was 2,166,700 votes corresponding to approximately 1.1% of the votes represented in the item.

It was noted that the qualified majority in accordance with Chapter 5, Section 27 of the Companies Act had been achieved in the advance voting.

Based on the results of the vote, it was resolved to approve the proposal of the Board of Directors, as set out in the notice to the General Meeting, regarding the authorization of the Board of Directors to decide on the share issue and granting of special rights entitling to shares.

## **18 §**

### **Closing of the Meeting**

It was noted that all issues pertaining to the Annual General Meeting had been discussed and the minutes of the Meeting will be available for the shareholders on the company's website on 1 December 2022 at the latest.

The Chair thanked the shareholders and the company's management and announced the General Meeting closed.

(signatures on the following page)

In fidem:

*LOTTA LÄNSMAN*  
Lotta Länsman  
Secretary

Examined and confirmed by:

*ARI KEINÄNEN*  
Ari Keinänen  
Chair

*SATU SIRÉN-LÄHDEAHO*  
Satu Sirén-Lähdeaho  
Scrutinizer of the minutes