

ANNUAL GENERAL MEETING OF OPTOMED PLC

Time: Friday 10 May 2024 at 10:00 a.m. (EEST)

Place: Life Science Center Keilaniemi, Keilaranta 16 C, Espoo

Present: The shareholders set out on the list of votes (Appendix 1) adopted at the meeting were present at the meeting, in person or represented.

Present at the meeting were, in addition, the Chairman of the Board of Directors, the CEO of the company, the CFO of the company, the company's principal auditor as well as technical personnel.

1 Opening of the meeting

The Chairman of the Board of Directors, Petri Salonen, opened the meeting.

2 Calling the meeting to order

Attorney-at-law Antti Kuha was elected as Chairman of the General Meeting, and he invited Sofi Lehtinen, LL.M., to act as secretary of the meeting.

The Chairman explained the procedures for considering the items on the agenda of the meeting.

It was noted that the meeting would be conducted in Finnish.

It was noted that the shareholders had had the opportunity to exercise their voting rights by voting in advance on certain agenda items. The proposals subject to advance voting were considered to have been presented without amendments at the General Meeting.

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

Juho Himberg and Sakari Knuutti were elected to scrutinize the minutes and supervise the counting of votes.

4 Recording the legality of the meeting

It was noted that the notice to the meeting had been published on the company's website and as a stock exchange release on 12 April 2024 and that the proposed resolutions to the General Meeting were included in the notice to the meeting.

It was noted that the documents that must be held on display pursuant to the Finnish Companies Act had been published on the company's website at least three weeks before the General Meeting.

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

The notice to the meeting was attached to the minutes (Appendix 2).

5 Recording the attendance at the meeting and adopting the list of votes

A list recording the attendance and the list of votes at the beginning of the meeting were presented, according to which 39 shareholders were represented at the meeting either having voted in advance or present at the meeting venue in person, by statutory representative or by proxy ([Appendix 1](#)). It was noted that 4,884,490 shares and votes in total were represented at the beginning of the meeting.

It was recorded that the list of votes would be adjusted to correspond to the attendance at the beginning of a possible vote.

A summary of the distribution of the votes cast in the advance voting was attached to the minutes ([Appendix 3](#)).

6 Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2023

It was noted that the company's Annual Report 2023, which includes the Report of the Board of Directors, the company's Financial Statements and the Auditor's Report, the Corporate Governance Statement as well as the Remuneration Report for Governing Bodies, had been available on the company's website as of 29 February 2024 when it was published as a stock exchange release.

The CEO of the company, Juho Himberg, gave a presentation on the company's operations in 2023. In addition, the CEO Mr. Himberg presented the Financial Statements for the financial year 2023. The company's principal auditor, Authorized Public Accountant Heidi Hyry, presented the Auditor's Report.

The Financial Statements documents were attached to the minutes ([Appendix 4](#)).

7 Adoption of the Financial Statements

The General Meeting adopted the Financial Statements for the financial period 2023.

8 Resolution on the use of profit shown on the balance sheet and the distribution of funds

It was noted that the company's net profit for the financial period 2023 was negative. It was further noted the Board of Directors had proposed to the General Meeting that no dividend be paid for the financial period ended on 31 December 2023.

The General Meeting decided in accordance with the proposal of the Board of Directors that no dividend shall be paid.

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

It was noted that the discharge from liability for the financial period 1 January – 31 December 2023 concerned the following persons:

- Petri Salonen, Chairman of the Board of Directors;
- Seppo Mäkinen, member of the Board of Directors;

- Reijo Tauriainen, member of the Board of Directors;
- Anna Tenstam, member of the Board of Directors;
- Catherine Calarco, member of the Board of Directors as of 10 May 2023;
- Ty Lee, member of the Board of Directors as of 10 May 2023;
- Mars Duan, member of the Board of Directors until 10 May 2023;
- Seppo Kopsala, CEO until 1 October 2023; and
- Juho Himberg, CEO as of 1 October 2023.

The General Meeting decided to discharge the members of the Board of Directors and the persons who served as CEO from liability for the financial year 1 January – 31 December 2023.

10 Adoption of the Remuneration Report for Governing Bodies

It was noted that the Remuneration Report for Governing Bodies for the year 2023 had been available on the company's website as of 29 February 2024 when it was published as a stock exchange release.

It was noted that the Board of Directors had proposed that the General Meeting adopts the Remuneration Report for Governing Bodies through an advisory decision.

The Remuneration Report was attached to the minutes ([Appendix 5](#)).

The General Meeting decided to adopt the Remuneration Report for Governing Bodies.

11 Adoption of the Remuneration Policy for Governing Bodies

It was noted that the remuneration policy for Governing Bodies had been available on the company's website since 12 April 2024.

It was noted that the Board of Directors had proposed that the General Meeting adopts the Remuneration Policy for Governing Bodies through an advisory decision.

It was noted that no material changes had been proposed to the Remuneration Policy.

The Remuneration Policy was attached to the minutes ([Appendix 6](#)).

The General Meeting decided to adopt the Remuneration Policy for Governing Bodies.

12 Resolution on the remuneration of the members of the Board of Directors

It was noted that the Shareholders' Nomination Board of the company had proposed to the General Meeting that the annual remuneration payable to the members of the Board of Directors to be elected at the General Meeting for the term until the end of the Annual General Meeting in 2025 be as follows:

- EUR 36,000 for the Chairman of the Board of Directors
- EUR 18,000 for each member of the Board of Directors.

In addition, the Shareholders' Nomination Board had proposed that a meeting fee in the amount of EUR 300 is paid to the committee chairmen and EUR 200 to committee members for each committee meeting. The Shareholders' Nomination Board had proposed that 40 percent of the Board remuneration is paid in company shares and 60 percent in cash. The part of the Board remuneration paid in the company's shares would, if possible, be conveyed from the treasury shares of the company in accordance with the proposed authorization of the Board of Directors to resolve on the issuance of shares and special rights entitling to shares as set out in agenda item 19 below. The remuneration will be paid once a year in August, after company's H1 report has been published.

The General Meeting decided on the remuneration of the members of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

13 Resolution on the number of members of the Board of Directors

It was noted that according to the Articles of Association in force at the time of the meeting, the Board of Directors of the company comprises a minimum of four (4) and a maximum of eight (8) members. The term of the Board of Directors shall expire at the end of the Annual General Meeting following the election.

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the number of members of the Board of Directors shall be six (6).

The General Meeting decided that the number of members of the Board of Directors shall be six (6) for the next term of office in accordance with the proposal of the Shareholders' Nomination Board.

14 Election of the members of the Board of Directors

It was noted that according to the Articles of Association, the term of the Board of Directors shall expire at the end of the first Annual General Meeting following the election.

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that all the current members of the Board of Directors, Catherine Calarco, Ty Lee, Seppo Mäkinen, Petri Salonen, Reijo Tauriainen and Anna Tenstam be re-elected as Board members.

The General Meeting decided to re-elect Catherine Calarco, Ty Lee, Seppo Mäkinen, Petri Salonen, Reijo Tauriainen and Anna Tenstam as members of the Board of Directors in accordance with the proposal of the Shareholders' Nomination Board.

15 Resolution on the remuneration of the auditor

It was noted that upon the recommendation of the Audit Committee, the Board of Directors had proposed to the General Meeting that the remuneration of the auditor be paid according to an invoice approved by the company.

The General Meeting decided on the remuneration of the auditor in accordance with the proposal of the Board of Directors.

16 Election of the auditor

It was noted that upon the recommendation of the Audit Committee, the Board of Directors had proposed to the General Meeting that KPMG Oy Ab be re-elected as the company's auditor for a term

that ends at the end of the next Annual General Meeting. KPMG Oy Ab had informed the company that Authorized Public Accountant Heidi Hyry would act as the auditor with principal responsibility.

The General Meeting decided on the election of the auditor in accordance with the proposal of the Board of Directors.

17 Amendment of the terms and conditions of Stock Option Plans 2017B, 2018C, 2019A and 2019C

It was noted that the Board of Directors had proposed that the General Meeting resolves to amend the terms and conditions of the company's Stock Option Plans 2017B, 2018C, 2019A and 2019C so that the subscription periods for shares pursuant to all option rights granted under each plan would end on 31 December 2027. It was recorded that in the view of the Board of Directors, the proposed extensions of the subscription periods would enhance the continuous incentive effect of the granted option rights, and the amendments would therefore be in the interest of the company.

It was noted that the terms and conditions of the above-mentioned Stock Option Plans, including the amendments proposed by the Board of Directors, had been published as a stock exchange release as an appendix to the notice of the General Meeting and had been available on the company's website since 12 April 2024. The terms and conditions were attached to the minutes ([Appendix 7](#)).

The General Meeting decided on the amendment of the terms and conditions of the Stock Option Plans 2017B, 2018C, 2019A and 2019C in accordance with the proposal of the Board of Directors.

18 Authorization of the Board of Directors to resolve on the repurchase as well as on the acceptance as pledge of the company's own shares

It was noted that the Board of Directors had proposed to the General Meeting that the General Meeting authorizes the Board of Directors to resolve on the repurchase as well as on the acceptance as pledge of the company's own shares in one or several tranches as follows.

The number of own shares to be repurchased or accepted as pledge by virtue of the authorization shall not exceed 1,813,039 shares, which corresponds to approximately 10 percent of all shares in the company, subject to the provisions of the Finnish Companies Act on the maximum number of shares owned by or pledged to a company and its subsidiaries. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or at a price otherwise formed on the market.

The Board of Directors decides how own shares will be repurchased or accepted as pledge. Own shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders (directed repurchase).

The authorization was proposed to be valid until the earlier of (i) the end of the next Annual General Meeting of the company or (ii) 18 months from the resolution of the General Meeting of the company. The authorization shall revoke previous unused authorizations for the repurchase as well as for the acceptance as pledge of the company's own shares.

The General Meeting decided to authorize the Board of Directors to resolve on the repurchase as well as on the acceptance as pledge of the company's own shares in accordance with the proposal of the Board of Directors.

19 Authorization of the Board of Directors to resolve on the issuance of shares and special rights entitling to shares

It was noted that the Board of Directors had proposed that the General Meeting authorizes the Board of Directors to resolve on the issuance of shares and/or special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act, in one or several instalments, either against payment or without payment. The authorization would consist of a maximum of 1,813,039 shares in the aggregate (including shares to be received based on special rights), which corresponds to approximately 10 percent of all the company's shares at the time of the proposal. The Board of Directors would be authorized to resolve to issue either new shares or dispose of the treasury shares in the possession of the company.

The authorization could be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, for paying the part of the Board remuneration consisting of the company's shares, or for other purposes determined by the Board of Directors.

The authorization also includes the right to decide on a share issue without consideration to the company itself, subject to the provisions of the Finnish Companies Act on the maximum number of shares that a company or its subsidiaries can hold.

The Board of Directors would be authorized to resolve on all terms and conditions of the issuance of shares and special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders.

The authorization was proposed to be valid until the earlier of (i) the end of the next Annual General Meeting of the company or (ii) 18 months from the resolution of the General Meeting of the company. The authorization shall revoke previous unused share issue authorizations.

The General Meeting decided to authorize the Board of Directors to resolve on the issuance of shares and special rights entitling to shares in accordance with the proposal of the Board of Directors.

20 Closing of the meeting

The Chairman noted that all items on the agenda had been considered and that the minutes of the meeting would be available on the company's website as from 24 May 2024 at the latest.

The Chairman closed the meeting at 11:29 a.m. (EEST).

[Signatures on the following page]

OPTOMED PLC
Business ID: 1936446-1

UNOFFICIAL TRANSLATION

MINUTES 1/2024

7 (8)

Annual General Meeting 10 May 2024

In case of discrepancy, the Finnish language version is prevailing.

Chairman of the General Meeting:

/s/ ANTTI KUHA

Antti Kuha

In fidem:

/s/ SOFI LEHTINEN

Sofi Lehtinen

Minutes reviewed and approved:

/s/ JUHO HIMBERG

Juho Himberg

/s/ SAKARI KNUUTTI

Sakari Knuutti

APPENDICES

Appendix 1	List of votes
Appendix 2	Notice to the General Meeting
Appendix 3	Summary of the distribution of votes cast in advance voting
Appendix 4	The Financial Statements documents
Appendix 5	Remuneration Report
Appendix 6	Remuneration Policy
Appendix 7	Terms and Conditions of Stock Option Plans 2017B, 2018C, 2019A and 2019C (as amended)