

OPTOMED PLC’S ANNUAL GENERAL MEETING

Time 28 April 2021 at 10:00 a.m.

Place Life Science Center Keilaniemi, Keilaranta 16 B, Espoo, Finland

Present The Board of Directors of Optomed Plc has pursuant to Section 2, Subsection 2 of Act 677/2020 resolved that shareholders may participate in the meeting and use their shareholders’ rights only by voting in advance or through a proxy representative as well as by posing counterproposals and questions in advance. Shareholders and their proxy representatives have not been able to participate in the meeting at the meeting venue.

The shareholders set out in the list of votes adopted at the meeting were represented at the meeting. The list of votes, which includes the shareholders represented at the meeting and their proxy representatives, as well as the number of shares and the number of votes of each shareholder, is enclosed to the minutes ([Appendix 1](#)).

The Chairman of the General Meeting, attorney-at-law Antti Kuha, and the Company’s Chief Legal Officer Sakari Knuutti were present at the meeting venue.

1. Opening of the meeting

Attorney-at-law Antti Kuha, who acted as the Chairman of the Meeting, opened the meeting.

2. Calling the meeting to order

Attorney-at-law Antti Kuha acted as the Chairman of the General Meeting in accordance with the notice to the General Meeting. It was recorded that Antti Kuha also kept the minutes.

It was noted that the proposals of the Shareholders’ Nomination Board to the General Meeting had been published on 14 January 2021, and the amended proposal of the Shareholders’ Nomination Board regarding election of the members of the Board of Directors had been published by a stock exchange release on 30 March 2021. It was also noted that the proposals of the Board of Directors to the General Meeting had been announced in the notice to the General Meeting published on 31 March 2021, which had been published by a stock exchange release and has been available in its entirety on the Company’s website at www.optomed.com/investors/annual-general-meeting-2021/.

It was noted that no shareholders’ counterproposals subject for voting had been received by the deadline of 6 April 2021 at 4:00 p.m. It was also noted that no shareholders’ questions referred to in Chapter 5, Section 25 of the Finnish Companies Act had been received by the deadline of 14 April 2021 at 4:00 p.m.

The Chairman noted that a shareholder or its proxy representative has been able to participate in the General Meeting only through advance voting, and thus a vote has been organized on all decision items on the agenda. The Chairman further noted that pursuant to the temporary legislation, the proposals in all agenda items may have been opposed without having to submit a counterproposal. A summary of the votes cast through advance voting was enclosed to the minutes ([Appendix 2](#)).

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

The Company's Chief Legal Officer Sakari Knuutti acted as the scrutinizer of the minutes and the supervisor of the 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 published by a stock exchange release and on the Company's website on 31 March 2021.

It was noted that the General Meeting had been convened in accordance with the stipulations of the Articles of Association, the Finnish Companies Act and the Act 677/2020, which allows for temporary deviations from certain provisions of the Finnish Companies Act, and that the meeting was therefore lawfully convened and constituted a quorum.

The notice to the General Meeting was enclosed to the minutes ([Appendix 3](#)).

5. Recording the attendance at the meeting and adoption of the list of votes

A list of shareholders who had voted in advance within the advance voting period either in person or by proxy representative and who have the right to attend the General Meeting pursuant to Chapter 5, Sections 6 and 6a of the Finnish Companies Act was presented.

It was recorded that 15 shareholders had participated in the advance voting, representing 3,960,777 shares and votes, which corresponded to approximately 28.28 percent of all shares and votes in the Company.

It was recorded that Euroclear Finland Oy had prepared a list of shareholders who had voted in advance during the advance voting period based on the information provided to Euroclear Finland Oy. The Company had not become aware of any technical or other problems regarding the advance voting. The shareholders' right to participate in the meeting and the correctness of the vote count had thus been reliably verified.

The list of votes was adopted and enclosed to the minutes ([Appendix 1](#)).

6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2020

It was noted that since a shareholder or its proxy representative has only been able to attend the General Meeting through advance voting, the Company's Financial Statements, the Report of the Board of Directors, and the Auditor's Report published inter alia on 31 March 2021 as appendices to the notice to the General Meeting, and which have been available on the Company's website, have been presented to the General Meeting.

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

7. Adoption of the Financial Statements

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The adoption of the Financial Statements was supported by 3,960,777 votes, representing 100 percent of the total votes cast, and 0 votes were cast against the adoption of the Financial Statements. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting adopted the Financial Statements for the financial year 2020.

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

It was noted that the Board of Directors had proposed to the Annual General Meeting that no dividend be paid for the financial period 1 January 2020 – 31 December 2020. As the Company made a loss for the financial period 2020, no minority dividend could be demanded.

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Board of Directors was supported by 3,960,777 votes, representing 100 percent of the total votes cast, and 0 votes were cast against the proposal of the Board of Directors. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that no dividend be paid.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January 2020 – 31 December 2020

It was noted that the discharging of liability for the financial period 1 January 2020 – 31 December 2020 concerned the following persons:

Matthew Hallam, member of the Board of Directors (until 11 June 2020)

Ingo Ramesohl, member of the Board of Directors (until 11 June 2020)

Anders Torstensson, member of the Board of Directors (until 11 June 2020)

Jens Umehag, member of the Board of Directors (until 11 June 2020)

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 (as of 11 June 2020)

Jun Wu, member of the Board of Directors, as well as

Seppo Kopsala, CEO.

It was recorded that 3,445,732 shares were represented in this item, representing approximately 24.61 percent of all shares and votes in the Company.

The discharge from liability was supported by 3,445,712 votes, representing approximately 100 percent of the total votes cast, and 20 votes were cast against the discharge from liability, representing approximately 0.00 percent of the total votes cast. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved to discharge the aforementioned members of the Board of Directors and the CEO from liability for the financial period 1 January 2020 – 31 December 2020.

10. Adoption of the Remuneration Report for Governing Bodies

It was noted that since a shareholder or its proxy representative has only been able to attend the General Meeting through advance voting, the Remuneration Report for Governing Bodies published by the Company on 12 March 2021 as part of the Annual Report, and as an appendix to the notice to the General meeting, and which has been available on the Company’s website, has been presented to the General Meeting. The Board of Directors had proposed that the General Meeting adopts the Remuneration Report for Governing Bodies.

The Remuneration Report for Governing Bodies was enclosed to the minutes ([Appendix 5](#)).

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Board of Directors was supported by 2,969,422 votes, representing approximately 74.97 percent of the total votes cast, and 991,355 votes were cast against the proposal of the Board of Directors, representing approximately 25.03 percent of the total votes cast. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to adopt the Remuneration Report for Governing Bodies. The resolution was advisory.

11. Resolution on the remuneration of the members of the Board of Directors

It was noted that the Shareholders’ Nomination Board had proposed to the Annual General Meeting that the annual 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 2022 be as follows:

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

It was noted that the Shareholders’ Nomination Board had further proposed that a meeting fee in the amount of EUR 500 is paid to the Chairman of the Audit Committee for each Audit Committee meeting. In addition, the Shareholders’ Nomination Board had proposed that 40 percent of the Board remuneration is paid in Optomed shares and 60 percent in cash. The remuneration will be paid once a year in August, after Optomed’s H1 report has been announced.

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Shareholders’ Nomination Board was supported by 3,959,266 votes, representing approximately 100 percent of the total votes cast, and 20 votes were cast against the proposal of the

Shareholders' Nomination Board, representing approximately 0.00 percent of the total votes cast. The number of shares that abstained from voting was 1,491.

Based on the voting result, the General Meeting resolved to adopt the proposal of the Shareholders' Nomination Board on the remuneration of the members of the Board of Directors.

12. Resolution on the number of members of the Board of Directors

It was noted that according to Article 4 of the Articles of Association, the Board of Directors comprises a minimum of five (5) and a maximum of eight (8) members. The current number of members of the Board of Directors is five (5).

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the number of members of the Board of Directors for the term expiring at the end of the Annual General Meeting 2022 shall be five (5).

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Shareholders' Nomination Board was supported by 3,960,777 votes, representing 100 percent of the total votes cast, and 0 votes were cast against the proposal of the Shareholders' Nomination Board. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the number of members of the Board of Directors for the term expiring at the end of the Annual General Meeting 2022 shall be five (5).

13. Election of the members of the Board of Directors

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that Seppo Mäkinen, Petri Salonen, Reijo Tauriainen and Anna Tenstam be re-elected as members of the Board of Directors, and that Xisi Guo be elected as a new member of the Board of Directors.

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Shareholders' Nomination Board was supported by 3,959,286 votes, representing 100 percent of the total votes cast, and 0 votes were cast against the proposal of the Shareholders' Nomination Board. The number of shares that abstained from voting was 1,491.

Based on the voting result, the General Meeting resolved to elect as members of the Board of Directors the persons proposed by the Shareholders' Nomination Board for a term continuing until the end of the Annual General Meeting 2022.

14. Resolution on the remuneration of the auditor

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

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Board of Directors was supported by 3,960,777 votes, representing 100 percent of the total votes cast, and 0 votes were cast against the proposal of the Board of Directors. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the auditor be paid according to an invoice approved by the Company.

15. Election of the auditor

It was noted that according to Article 6 of the Articles of Association, the Company shall have one (1) auditor, which shall be an Authorised Public Accountants firm approved by the Finnish Patent and Registration Office. During the previous financial period, the authorised public accounting firm KPMG Oy Ab had acted as the auditor of the Company.

It was noted that the Board of Directors had, upon the recommendation of the Audit Committee, proposed to the Annual General Meeting that the public accounting firm 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.

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Board of Directors was supported by 3,960,777 votes, representing 100 percent of the total votes cast, and 0 votes were cast against the proposal of the Board of Directors. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the authorised public accounting firm 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. It was recorded that KPMG Oy Ab had informed that Tapio Raappana, Authorised Public Accountant, continues as the auditor with principal responsibility.

16. 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 that the Annual 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 1,400,314 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 had been 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 Annual 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.

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Board of Directors was supported by 3,960,777 votes, representing 100 percent of the total votes cast and 100 percent of the represented shares, and 0 votes were cast against the proposal of the Board of Directors. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, 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.

17. 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 Annual 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 1,400,314 shares in the aggregate (including shares 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, 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 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 had been 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 Annual General Meeting of the Company. The authorization shall revoke previous unused share issue authorizations.

It was recorded that 3,960,777 shares were represented in this item, representing approximately 28.28 percent of all shares and votes in the Company.

The proposal of the Board of Directors was supported by 3,960,777 votes, representing 100 percent of the total votes cast and 100 percent of the represented shares, and 0 votes were cast against the proposal of the Board of Directors. The number of shares that abstained from voting was 0.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorize 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.

18. Closing of the meeting

The Chairman noted that the items on the agenda had been attended to and that the minutes of the meeting will be available on the Company’s website on 12 May 2021 at the latest.

The Chairman announced the meeting closed at 10:18 a.m.

[Signatures on the following page]

Chairman of the General Meeting:

/s/ ANTTI KUHA

Antti Kuha
Chairman

Minutes reviewed and confirmed by:

/s/ SAKARI KNUUTTI

Sakari Knuutti
Scrutinizer of the minutes

APPENDICES

Appendix 1	List of votes
Appendix 2	Summary of votes cast in the advance voting
Appendix 3	Notice to the General Meeting
Appendix 4	The Financial Statements documents
Appendix 5	Remuneration Report for Governing Bodies