

## **OPTOMED PLC’S ANNUAL GENERAL MEETING**

**Time** 10 May 2022 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 375/2021 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 by a stock exchange release on 25 January 2022. 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 7 April 2022, 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-2022/](http://www.optomed.com/investors/annual-general-meeting-2022/).

It was noted that no shareholders’ counterproposals subject for voting had been received by the deadline of 12 April 2022 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 26 April 2022 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 7 April 2022.

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 375/2021, 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 26 shareholders had participated in the advance voting, representing 4,661,200 shares and votes, which corresponded to approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

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 2021**

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 on 4 March 2022, 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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The adoption of the Financial Statements was supported by 4,661,200 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 2021.

## **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 2021 – 31 December 2021. As the Company made a loss for the financial period 2021, no minority dividend could be demanded.

It was recorded that 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 4,661,200 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 2021 – 31 December 2021**

It was noted that the discharging of liability for the financial period 1 January 2021 – 31 December 2021 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  
Jun Wu, member of the Board of Directors (until 28 April 2021),  
Xisi Guo, member of the Board of Directors (as of 28 April 2021), as well as

Seppo Kopsala, CEO.

It was recorded that 4,471,825 shares were represented in this item, representing approximately 31.93 percent of all shares and votes in the Company on the record date of the General Meeting.

The discharge from liability was supported by 4,471,805 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 2021 – 31 December 2021.

## **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 for 2021 appended 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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 3,529,407 votes, representing approximately 75.72 percent of the total votes cast, and 1,131,793 votes were cast against the proposal of the Board of Directors, representing approximately 24.28 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 for 2021. 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 2023 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 300 is paid to the committee chairmen and EUR 200 to committee members for each 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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Shareholders' Nomination Board was supported by 4,661,180 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 0.

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 2023 shall be five (5).

It was recorded that 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Shareholders' Nomination Board was supported by 4,661,200 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 2023 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 all the current members of the Board of Directors, Xisi Guo, Seppo Mäkinen, Petri Salonen, Reijo Tauriainen and Anna Tenstam be re-elected as members of the Board of Directors.

It was recorded that 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Shareholders' Nomination Board was supported by 4,522,156 votes, representing approximately 97.02 percent of the total votes cast, and 139,044 votes were cast against the proposal of the Shareholders' Nomination Board, representing approximately 2.98 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 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 2023.

**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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 4,661,200 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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 4,661,200 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. Amendment of the terms and conditions of Stock Option Plan 2017B**

It was noted that the Board of Directors had proposed that the Annual General Meeting resolves to amend Section II.2.3 of Stock Option Plan 2017B to extend the subscription period for shares by two (2) years, so that the subscription period pursuant to all option rights granted under Stock Option Plan 2017B would end on 1 July 2024. It was recorded that in the view of the Board of Directors, the proposed extension of the subscription period would enhance the continuous incentive effect of the granted option rights, and the amendment would therefore be in the interest of the Company. The terms and conditions of Stock Option Plan 2017B, including the amendment proposed by the Board of Directors, were enclosed to the minutes ([Appendix 6](#)).

It was recorded that 4,659,200 shares were represented in this item, representing approximately 33.27 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 3,914,865 votes, representing approximately 84.02 percent of the total votes cast, and 744,335 votes were cast against the proposal of the Board of Directors, representing approximately 15.98 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, on the amendment of the terms and conditions of Stock Option Plan 2017B.

**17. 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 the Company's shares at the time of the proposal, 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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 4,661,200 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.

**18. 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 4,661,200 shares were represented in this item, representing approximately 33.29 percent of all shares and votes in the Company on the record date of the General Meeting.

The proposal of the Board of Directors was supported by 4,661,180 votes, representing 100 percent of the total votes cast and approximately 100 percent of the represented shares, and 20 votes were cast against the proposal of the Board of Directors, representing approximately 0.00 percent of the total votes cast and approximately 0.00 percent of the represented shares. 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.

## **19. 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 24 May 2022 at the latest.

The Chairman announced the meeting closed at 10:56 a.m.



**OPTOMED PLC** (the “**Company**”)  
Business ID: 1936446-1

**UNOFFICIAL TRANSLATION**  
**MINUTES 1/2022** 9 (10)  
Annual General Meeting 10 May 2022  
In case of discrepancy, the Finnish language version  
is prevailing.

**Chairman of the General Meeting:**

/s/ ANTTI KUHA

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Antti Kuha  
Chairman

**Minutes reviewed and confirmed by:**

/s/ SAKARI KNUUTTI

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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
Appendix 6	Terms and conditions of Stock Option Plan 2017B