

## **NOTICE OF THE ANNUAL GENERAL MEETING OF OPTOMED PLC**

Notice is given to the shareholders of Optomed Plc (“**Optomed**” or the “**Company**”) of the Annual General Meeting (the “**General Meeting**”) to be held on Wednesday, 10 May 2023 at 10:00 a.m. (EEST) at Hanaholmen, Congress Hall Tetra, Hanasaarenranta 5, FI-02100 Espoo. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:30 a.m. (EEST).

Shareholders may exercise their voting rights by voting in advance. Instructions for advance voting are presented in the section C of this notice.

### **A. Matters on the agenda of the General Meeting**

At the General Meeting, the following matters will be considered:

- 1 Opening of the meeting**
- 2 Calling the meeting to order**
- 3 Election of persons to scrutinize the minutes and to supervise the counting of votes**
- 4 Recording the legality of the meeting**
- 5 Recording the attendance at the meeting and adoption of the list of votes**
- 6 Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor’s Report for the year 2022**

Review by the CEO.

The Company’s Financial Statements, the Report of the Board of Directors and the Auditor’s Report are available on the Company’s website at [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023).

- 7 Adoption of the Financial Statements**
- 8 Resolution on the use of profit shown on the balance sheet and the distribution of funds**

The Board of Directors proposes to the General Meeting that no dividend shall be paid for the financial period 1 January – 31 December 2022. As the Company made a loss for the financial period 2022, no minority dividend can be demanded.

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

**10 Adoption of the Remuneration Report for Governing Bodies**

The Remuneration Report for Governing Bodies for 2022, prepared in accordance with the Remuneration Policy adopted by the Company's Annual General Meeting on 11 June 2020, is available at the Company's website at [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023).

The Board of Directors proposes that the General Meeting adopts the Remuneration Report for the governing bodies.

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

The Shareholders' Nomination Board proposes 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 2024 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 proposes 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 proposes 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.

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

The Shareholders' Nomination Board proposes to the General Meeting that the number of members of the Board of Directors for the term expiring at the end of the Annual General Meeting 2024 is six (6).

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

The Shareholders' Nomination Board proposes to the General Meeting that:

- the current Board members, Seppo Mäkinen, Petri Salonen, Reijo Tauriainen and Anna Tenstam are re-elected as Board members; and
- Catherine Calarco and Ty Lee are elected as new members.

Mars Duan has notified the Company that he is not available for re-election.

Catherine Calarco (MBA, BS) is currently a member of the Board of Advisors of Astia and a member of the Leadership Committee of How Women Lead. She has most recently been Vice President, Global Go to Market, Innovation Evangelism of Automation Anywhere. She is independent of the Company and its significant shareholders.

Ty Lee (MSc, MLA, MBA) is currently the Group President, North America of Demant as well as a member of the North America Compensation Committee of Demant and the Chair of the Board of Birdsong Hearing Benefits. He is independent of the Company and its significant shareholders.

The CVs of all persons proposed as members of the Board of Directors are available on the Company's website at [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023).

**14 Resolution on the remuneration of the auditor**

Upon the recommendation of the Audit Committee, the Board of Directors proposes to the General Meeting that the remuneration of the auditor be paid according to an invoice approved by the Company.

**15 Election of the auditor**

Upon the recommendation of the Audit Committee, the Board of Directors proposes 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 has informed the Company that Authorized Public Accountant Heidi Hyry would act 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**

The Board of Directors proposes 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 1,654,135 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 is 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.

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

The Board of Directors proposes 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 1,654,135 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, 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 is 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.

## **18 Amendment of the Articles of Association**

According to the Articles of Association of the Company currently in force, the Board of Directors comprises of a minimum of five (5) and a maximum of eight (8) ordinary members.

On the recommendation of the Shareholders' Nomination Board, the Board of Directors proposes to the General Meeting that Article 4 of the Articles of Association of the Company be amended to change the minimum number of members of the Board of Directors to be four (4).

In its amended form, said provision of the Articles of Association reads as follows:

*"4 §*

*The Board of Directors shall comprise of a minimum of four (4) and a maximum of eight (8) ordinary members. The term of the Board of Directors shall expire at the closing of the Annual General Meeting following the election."*

It is proposed that the Articles of Association remain unchanged in other respects.

## **19 Closing of the meeting**

### **B. Documents of the General Meeting**

This notice, which includes all the proposals for resolutions on the matters on the agenda of the General Meeting, is available on Optomed's website at [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023). The Company's Financial Statements, the Report of the Board of Directors, the Auditor's Report and the Remuneration Report for Governing Bodies for 2022 are also available on the above-mentioned website. The proposals for resolutions and the other above-mentioned documents will also be available at the General Meeting. A copy of these documents will be sent to shareholders upon request.

The minutes of the General Meeting will be available on the above-mentioned website as from 24 May 2023 at the latest.

### **C. Instructions for the participants in the General Meeting**

#### **1 Shareholders registered in the shareholders' register**

Each shareholder who is registered in the shareholders' register of the Company maintained by Euroclear Finland Oy on the record date of the General Meeting, on 27 April 2023, has the right to

participate in the General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the shareholders' register of the Company. Instructions for holders of nominee-registered shares are set out below under Section C.2. "Holders of nominee-registered shares".

A shareholder who is registered in the shareholders' register of the Company and who wants to participate in the General Meeting, shall register for the meeting no later than on 3 May 2023 at 4:00 p.m. (EEST) by giving a prior notice of participation. The notice must be received by the Company before the end of registration period. Registration for the General Meeting starts on 5 April 2023 at 10:00 a.m. (EEST):

a. through the Company's website at the address [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023). Electronic registration requires that the shareholder or its statutory representative or proxy representative uses strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

b. by regular mail to the address Innovatics Oy, Annual General Meeting/Optomed Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki; or

c. by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi).

In connection with the registration, a shareholder must state his/her name, birth date or business identity code, address, telephone number and the name of a proxy representative or legal representative and the birth date of the proxy representative or legal representative. The personal data given to Optomed by shareholders is used only in connection with the General Meeting and with the processing of related registrations.

The shareholder, his/her proxy representative or legal representative shall, if necessary, be able to prove his/her identity and/or right of representation at the General Meeting.

## **2 Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of such shares based on which he/she on the record date of the General Meeting, i.e. on 27 April 2023, would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder has, on the basis of such shares, been temporarily registered in the shareholders' register maintained by Euroclear Finland Oy at the latest by 5 May 2023 at 10:00 a.m. (EEST). As regards nominee-registered shares, this constitutes due registration for the General Meeting. Changes in the share ownership following the record date of the General Meeting do not have an impact on the right to participate in the General Meeting nor on the number of votes of the shareholder.

A holder of nominee-registered shares is advised to request without delay the necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents, registration for the General Meeting as well as advance voting from his/her custodian bank. The account management organization of the custodian bank shall temporarily register the holder of the nominee-registered shares who wishes to participate in the General Meeting into the shareholders' register of the Company by the time stated above at the latest as well as take care of advance voting on behalf of the nominee-registered shareholder prior to the expiry of the registration period for nominee-registered shareholders.

Further information on these matters can also be found on the Company's website at [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023).

### **3 Proxy representatives and powers of attorney**

A shareholder who has registered for the meeting may participate in and exercise his/her rights at the General Meeting by way of proxy representation. Shareholders' proxy representative may also vote in advance in the manner described in this notice. A proxy representative must use his/her personal strong electronic authentication when registering through the electronic registration service for the meeting and advance voting, after which they can register and vote in advance on behalf of the represented shareholder.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives, representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be notified in connection with registration, and they are requested to be delivered completed and signed by mail to Innovatics Oy, Annual General Meeting/Optomed Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) at the latest by 3 May 2023 at 4:00 p.m. (EEST), by which time the proxy documents must be received. In addition to delivering the proxy documents the shareholder or its proxy representative shall also register to the General Meeting in the manner set out above in this notice.

Shareholders that are legal persons can also use the electronic Suomi.fi authorization service instead of a traditional proxy document. In such a case, the legal person authorizes an assignee nominated by it in the Suomi.fi service at <https://www.suomi.fi/e-authorizations> by using the authorization topic "Representation at the General Meeting". The assignee must identify him/herself with strong electronic authentication when registering, after which they can register and vote in advance on behalf of the shareholder they represent. The strong electronic authentication works with bank codes or Mobile ID. For more information, see <https://www.suomi.fi/e-authorizations>.

### **4 Advance voting**

Shareholders with a Finnish book-entry account may vote in advance on certain matters on the agenda of the General Meeting during the period from 5 April 2023 at 10:00 a.m. (EEST) until 3 May 2023 at 4:00 p.m. (EEST).

Unless a shareholder who has voted in advance is also present in the General Meeting in person or by proxy representation, it is not possible for him/her to pose questions or to request a vote at the General Meeting.

Advance voting can take place:

a. through the Company's website at [www.optomed.com/investors/annual-general-meeting-2023](http://www.optomed.com/investors/annual-general-meeting-2023).

Voting in advance requires that the shareholder or its statutory representative or proxy representative uses strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

b. by regular mail or email.

A shareholder may deliver a registration and an advance voting form available on the Company's website or corresponding information by mail to Innovatics Oy, Annual General

Meeting/Optomed Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki or by email to agm@innovatics.fi.

If a shareholder participates in the General Meeting by submitting advance votes by mail or e-mail to Innovatics Oy, the submission of votes before the due date of the registration period and advance voting constitutes due registration for the General Meeting provided that the aforementioned information required for the registration mentioned above in Section C. 1. is received before the end of the advance voting period.

With regards to holders of nominee-registered shares, the advance voting is performed via the account management organization. The account management organization may vote in advance on behalf of the holders of nominee-registered shares it represents, in accordance with the voting instructions provided by them, during the advance voting period for holders of nominee-registered shares.

A proposal subject to advance voting is considered to have been presented unchanged at the General Meeting. Instructions concerning the voting can be found on the Company's website on 5 April 2023.

## **5 Other instructions and information**

The language of the meeting will be Finnish.

Pursuant to Chapter 5 Section 25 of the Finnish Companies Act, a shareholder who is present at the General Meeting has the right to pose questions with respect to the matters to be considered at the General Meeting.

On the date of this notice of the General Meeting, 3 April 2023, the total number of shares and votes in Optomed Plc is [16,541,355]. Changes in the share ownership following the record date of the General Meeting do not have an impact on the right to participate in the General Meeting nor on the number of votes of the shareholder.

In Espoo, 3 April 2023

OPTOMED PLC

The Board of Directors