

## PROPOSALS OF NEXSTIM CORPORATION'S BOARD OF DIRECTORS AND THE NOMINATION BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MARCH 2024

### RESULT OF THE FINANCIAL YEAR

The Board of Directors proposes to the Annual General Meeting that no dividend be paid for the financial period 1 Jan – 31 Dec 2023 and that the result for the financial year be recorded in the retained earnings account.

### RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Board of Shareholders ("Nomination Board") representing the largest shareholders proposes to the Annual General Meeting that the Board shall have four (4) members.

### ELECTION OF THE CHAIR AND THE MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Board proposes to the Annual General Meeting that:

- in accordance with their consents to serving on the Board, Martin Forss, Leena Niemistö, Tero Weckroth and Timo Hildén shall be re-elected as members of the Board
- Leena Niemistö is elected as Chair of the Board.

Leena Niemistö is independent of the Company but not independent of Company's major shareholders due to the fact that she together with Kaikarhenni Oy, a company controlled by Ms. Niemistö, together hold approximately 15,38% (on 31 December 2023) of all registered shares and voting rights of the Company. Other proposed members of the Board are independent of the Company and its major shareholders.

The mutual view of the Nomination Board is that the entire Board are suitable for the roles individually and collectively, and Leena Niemistö is suitable to act as the Chair of the Board.

### RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND REIMBURSEMENT OF TRAVEL EXPENSES

The Nomination Board proposes to the Annual General Meeting that the members of the Board of Directors chosen in the Annual General Meeting be remunerated for the period ending at Annual General Meeting 2025 as follows:

- €24,000 and 12,000 option rights for the Chair of the Board of Directors;
- €12,000 and 8,500 option rights for other members;
- That no member of the Board of Directors acting in the Nomination Board of the Shareholders shall receive any fees based on such membership;
- That a member of the Board of Directors will be entitled to remuneration only for the period during which he/she is working as a member of the Board of Directors;
- that the company establish an option program for the members of the Board of Directors, priced 20 trading days after the date of the Annual General Meeting for trading on the VWAP Helsinki list, with a subscription period of 1 July 2025-15 December 2030;
- that the target group of the binding stock option plan is the members of the Board of Directors who are independent of the company. However, the target group member does not have to be independent of the company's shareholders; and



PROPOSALS OF NEXSTIM CORPORATION'S BOARD OF DIRECTORS AND THE NOMINATION BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MARCH 2024

- that the amount of the remunerations for 2024 will be determined in euro.

It is resolved that according to the Company's policy, the cash remuneration is paid in four installments.

The purpose of the option plan to be established is to commit the participants to the company, to combine the objectives of the shareholders and participants and thus to increase the value of the company.

#### Ownership recommendation

The Nomination Board proposes that,

- the General meeting of Shareholders recommends that the members of the Board of Directors hold options given as reward as long as their mandate as a member of the Board of Directors continues.

#### Travelling expenses

In addition the Nomination Board proposes that,

- reasonable travel expenses are reimbursed against receipts to the members of the Board of Directors, following the principles of the company's travel policy. This applies both to members of the Board of Directors and, to the extent applicable, members of the Board of Directors acting as members of the Nomination Board of the Shareholders.

### **ELECTION OF AUDITOR**

The Board of Directors proposes that PricewaterhouseCoopers Oy, Authorized Public Accountant, which has appointed Authorized Public Accountant Tiina Puukkoniemi as the principal auditor, be elected as the Company's auditor for the period ending at the end of the next Annual General Meeting. The proposed auditor has given their consent to the election.

### **RESOLUTION ON THE REMUNERATION OF THE AUDITOR**

The Board of Directors proposes that the auditor be paid reasonable remuneration in accordance with the invoice approved by the Company.

### **EXTENSION OF THE AUTHORISATION GIVEN TO BOARD OF DIRECTORS AT THE ANNUAL GENERAL MEETING OF 2021, AS EXTENDED IN THE ANNUAL GENERAL MEETING 2022 AND 2023 TO DECIDE ON THE ISSUANCE OF SHARES AS WELL AS ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES**

The Board of Directors proposes to the Annual General Meeting that the current authorization as granted in the annual general meeting 2021 and as extended in the annual general meeting 2022 and in the annual general meeting 2023 be extended and that the Board of Directors be authorized to decide on (i) the issuance of new shares and/or (ii) the transfer of the Company's own shares and/or (iii) the



PROPOSALS OF NEXSTIM CORPORATION'S BOARD OF DIRECTORS AND THE NOMINATION BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MARCH 2024

issuance of special rights referred to in Chapter 10, Section 1 of the Companies Act with the following terms:

Right to shares:

New shares may be issued and the Company's own shares transferred

- to the Company's shareholders in proportion to their current shareholdings in the Company; or
- deviating from the shareholders' pre-emptive right through one or more directed share issue, if the Company has a weighty financial reason to do so, such as the use of shares as consideration for possible acquisitions or other arrangements related to the company's business or financing of investments.

The new shares can also be issued to the Company itself free of charge. Share issue against payment and without payment: New shares may be issued and treasury shares held by the Company may be transferred either against payment (Share issue against payment) or free of charge (Share issue without payment). A directed share issue can only be without payment if there is a very serious financial reason for it from the Company's point of view and taking into account the interests of all its shareholders.

Maximum number of shares:

Pursuant to the authorization, the Board of Directors is entitled to decide on the issuance of new shares and/or the transfer of the Company's own shares so that the total number of issued and/or transferred shares does not exceed 1,300,000 shares, which corresponds to the number of remaining authorizations of the authorization decided at the Annual General Meeting of 2023.

Issuance of special rights:

The Board of Directors may issue special rights referred to in Chapter 10, Section 1 of the Companies Act, which entitle the holder to receive new shares or the Company's own shares in against payment. The right may also be granted to the Company's creditor in such a way that the right is subject to the condition that the creditor's claim is used to set off the share subscription price (convertible bond).

The number of new shares to be subscribed to under the special rights granted by the Company and the number of treasury shares to be transferred held by the Company may not exceed a total of 1,300,000, which is included in the maximum number mentioned in the "Maximum number of shares" -section above.

Recording of the subscription price in the balance sheet:

The subscription price of the new shares and the amount to be paid for the Company's own shares must be entered in the invested unrestricted equity fund.

Other terms and validity:

The Board of Directors decides on all other matters related to the authorizations.

The authorizations are valid until the next Annual General Meeting from the decision of this Annual General Meeting. The proposed authorization does invalidate the authorization resolved at the Annual



PROPOSALS OF NEXSTIM CORPORATION'S BOARD OF DIRECTORS AND THE NOMINATION BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON 28 MARCH 2024

General Meeting of 2023 in the amount corresponding to this resolution regarding share issue, issuing of option rights and other special rights entitling to shares but no other authorizations.

**AUTHORIZATION INTENDED TO BE USED FOR THE LONG-TERM INCENTIVE PLANS FOR THE MEMBERS OF THE BOARD OF DIRECTORS, MANAGEMENT AND THE PERSONNEL OF THE COMPANY**

The Board of Directors proposes that the Annual General Meeting of Shareholders authorizes the Board of Directors to decide on share issues as well as issues of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Finnish Limited Liability Companies Act as follows:

The shares issued under the authorization are new shares or treasury shares in the Company's possession. Based and within the limits of this authorization, the Board of Directors can also decide on issuance(s) of option rights or other special rights set forth in Chapter 10 the Limited Liability Companies Act complementing or replacing issuance(s) of shares. New shares can also be issued as a free share issue to the Company itself.

Share issue against payment and without payment:

New shares can be issued and the company's own shares can be transferred either against payment (paid share issue) or without payment (free share issue). A directed share issue can only be free of charge if there is a very serious financial reason for it from the Company's point of view and taking into account the interests of all its shareholders.

Under the authorization, a maximum of 37,500 shares may be issued, which corresponds to approximately 0.55 percent of all the shares in the Company after the share issue, provided that new shares are issued, considering all registered shares of the Company.

The shares, option rights and/or other special rights entitling to shares can be issued in one or more tranches. The Board of Directors is authorized to resolve on all terms for the share issues and the terms for the granting of the option rights and other special rights entitling to shares.

The Board of Directors is authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a serious financial reason for the Company to do so.

The authorization is valid for five (5) years from the decision of the Annual General Meeting of Shareholders. The authorization may be used for the implementation of long-term incentive plans for the members of the Board of Directors, management, and the personnel of the Company. The authorization can also be used for incentive arrangements and payment of the Board fees.

Authorizations do not revoke previously granted and registered authorizations on the issuance of shares and the issuance of special rights entitling to shares or issuance of option rights.