

## CHARTER FOR NEXSTIM PLC'S SHAREHOLDERS' NOMINATION BOARD ("Nomination Board")

### 1. Role and duties of the Nomination Board

Nomination Board of Nexstim Plc (the "Company") is founded by the General Meeting of the Shareholders of the Company. The Nomination Board shall serve until further notice until the General Meeting of the Shareholders decides otherwise.

Nomination Board is responsible for:

- preparation of the proposal to the Annual General Meeting of the Shareholders (or if required to the Extraordinary General Meeting) relating to the composition and remuneration of the Board of Directors;
- identification of prospective members of the Board of Directors;
- ensuring that the above proposals are forwarded to the Board of Directors in time for them to be included in the invitation to the respective meeting sent out to the shareholders;
- ensuring that the Board of Directors and its members have sufficient level of knowledge and experience for the needs of the Company and be able to devote sufficient time to carrying out their duties.

The Nomination Board shall act in accordance with the Finnish Limited Liability Companies Act, Securities Markets Act and other applicable laws and regulations, the Nasdaq First North Growth Market Rulebook and similar regulations applicable from time to time to the Company.

The Nomination Board shall meet when needed. The meetings shall be recorded in the minutes by a secretary appointed by the meeting. The minutes shall be signed by the Chairman of the Nomination Board and a Nomination Board member appointed to sign the minutes. The Chairman of the Board of Directors reports to the Nomination Board the matters pertaining to the Nomination Board. The Nomination Board may invite members of the management of the Company to its meetings.

In carrying out its duties, the Nomination Board can make use of outside experts, at the Company's expense and with its approval, to identify and evaluate potential new members for the Board of Directors.

### 2. Composition of the Nomination Board and election of its members and Chairman

The Nomination Board shall consist of three to four (3 - 4) members, three (3) of which shall be appointed by the Company's three largest shareholders, who shall appoint one member each. The Chairman of the Company's Board of Directors may act as a fourth member of the Nomination Board. If the Chairman of the Company's Board of Directors is entitled to a membership of Nomination Board based on his/her ownership, or if he is appointed to the Nomination Board by a shareholder, the Nomination Board can consist of three members. The member appointed by the largest shareholder shall be the Chairman of the Nomination Board. Nomination Board's members shall be elected annually and their term of office shall end when new members are elected to replace them.

The Company's largest shareholders entitled to elect members to the Nomination Board shall be determined annually on the basis of the registered holdings in the Company's list of shareholders held by Euroclear Finland Ltd. and Euroclear Sweden AB as of the last working day in August in the year concerned. Holders of nominee-registered shares and shareholders whose holdings should, according to shareholding disclosure rules, be added together shall be taken into account in the appointment process, if such shareholders have requested this in writing by a written notice (e.g. an e-mail) sent to the Secretary of the Company's Board of Directors not later than on the last working day of August in the year concerned.

The secretary of the Nomination Board shall request each of the three largest shareholders established on this basis to nominate one member to the Nomination Board. If a shareholder does not exercise his or her right to appoint a representative, the right shall be passed to the next largest shareholder who would not otherwise be entitled to appoint a member to the Nomination Board. The Company will issue a Company Announcement when the Nomination Board has been appointed.

Shareholders shall be entitled to replace the members that they have elected during the latter's term of office, should they so wish, by informing the Chairman of the Nomination Board. A member appointed by a shareholder must resign from the Nomination Board forthwith if the shareholder concerned is no longer one of the Company's ten largest shareholders, unless the other members of the Nomination Board unanimously decide otherwise. The Nomination Board shall offer the vacant place to the largest Company shareholder, who, at the time in question, has not appointed a member to the Nomination Board.

The majority of the members of the Nomination Board shall be independent of the Company.

The members of the Nomination Board shall not be entitled to any remuneration from the Company based on their membership. Reasonable travelling costs of members to the Nomination Board meetings or otherwise based on the membership shall be reimbursed in accordance with the Company's travel policy.

### **3. Decision-making**

The Nomination Board constitutes a quorum when more than half of its members are present. No decision may be made unless all members have been invited and provided an opportunity to participate in the meeting. Unanimous resolutions may be passed in writing by all members executing such resolution.

Decisions are made, if not an unanimous resolution required herein, by a simple majority of votes, and the Chairman of the Nomination Board having the casting vote.

### **4. Chairman of the Nomination Board**

Besides duties set forth in other Sections of this Charter, the Chairman of the Nomination Board shall:

- invite the second and the following meetings of the Nomination Board and act as Chairman of such meetings; the Chairman of the Board of Directors shall convene the first meeting of the Nomination Board.

- procure that the meetings are held as planned in due course and invite any additional meetings if considered necessary or requested by an individual member of the Nomination Board at least fourteen (14) days before such meeting.

## **5. Amendments to this Charter**

This Charter has been approved by the General Meeting of the Shareholders of the Company, and any amendments must be approved accordingly. Notwithstanding this, amendments caused by changes of law and similar technical changes may be approved by the Nomination Board by a unanimous resolution.

## **6. Confidentiality**

The Nomination Board shall keep its proposals intended for the General Meeting of the Shareholders confidential until they have been published by the Company. Members of the Nomination Board shall attend to the confidentiality of all Company information that they receive. The regulations of the Finnish Securities Markets Act shall be applied to any insider information that the Nomination Board might receive.