

# Notice of Biohit Oyj's extraordinary general meeting

Biohit Oyj Stock Exchange Release 9 February 2022 at 2 pm local time (EEST)

Biohit Oyj shareholders are invited to attend the company's Extraordinary General Meeting to be held on Wednesday, 9 March 2022, starting at 11.00 am at the Company's headquarters, at Laippatie 1, 00880 Helsinki. Participation and exercise of shareholder rights in the Meeting by shareholders or their proxy representatives is possible only by voting in advance and by submitting counterproposals and asking questions in advance in accordance with the instructions given in this notice and otherwise by the Company. Instructions for the shareholders can be found in this notice in section "C. Instructions for the participants of the Extraordinary General Meeting". It is not possible to participate in the Meeting at the Meeting venue.

The Board of Directors of the Company has resolved on extraordinary measures based on the 7<sup>th</sup> of May 2021 given temporary legislation on deviating from the Finnish Limited Liability Companies Act (375/2021). In order to limit the spread of the COVID-19 pandemic, the Extraordinary General Meeting will be held without the presence of shareholders or their proxy representatives at the Meeting venue, so that the Extraordinary General Meeting can be held in a predictable manner, taking into account the health and safety of shareholders, Company personnel and other stakeholders.

The management of the Company will not attend the Meeting at the Meeting venue. There will be no addresses by the Board of Directors or the management at the Meeting and no webcast will be provided.

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

1. Opening of the Meeting

2. Calling the Meeting to order

The Chair of the General Meeting will be Mr Markku Korvenmaa, Attorney-at-law. In case Markku Korvenmaa would not be able to act as the Chair of the Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chair.

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

The person to confirm the minutes and to verify the counting of votes will be the Company's Chief Financial Officer Jussi Hahtela. In case Jussi Hahtela would not be able to act as the person to confirm the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording the legality of the meeting

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

The shareholders who have voted in advance and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Limited Liability Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Oy.

#### 6. Authorising the Board of Directors to decide on the acceptance of own shares as pledge

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to decide on the acceptance of a maximum total amount of 3,000,000 class B shares in the company as pledge, from a shareholder or shareholders decided by the Board of Directors and in one or more instalments. The maximum number of class B shares to be accepted as pledge corresponds to approximately 24.85 per cent of all the class B shares in the company on the date of notice to the General Meeting. However, a decision to accept a pledge may not be made in such a way that the aggregate number of own shares held by or pledged to the company and its subsidiaries would exceed one-tenth of all the shares in the company.

Shares may be accepted as pledge for the purposes decided by the Board of Directors. The authorisation entitles the Board of Directors to decide on all the terms and conditions of accepting a pledge.

The authorisation is valid for 18 months from the decision thereon.

#### 7. Authorising the Board of Directors to decide on the issue of shares for the realisation of the own shares pledged to the company

The Board of Directors proposes to the General Meeting that the General Meeting authorises the Board of Directors to decide on the issue of a maximum total amount of 3,000,000 class B shares in the company by way of derogation from the shareholders' pre-emptive subscription rights, either against payment or free of charge and in one or more instalments. The maximum number of class B shares to be issued corresponds to approximately 24.85 per cent of all the class B shares in the company on the date of notice to the General Meeting. The class B shares to be issued must consist of the own shares pledged to the company.

Shares may be issued for the purposes decided by the Board of Directors. The authorisation entitles the Board of Directors to decide on all the terms and conditions of the issue of shares.

The authorisation does not revoke any previous authorisations on making a decision on the issue of shares.

The authorisation is valid for five years from the decision thereon.

#### 8. Closing of the Meeting

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

The above-mentioned proposals for the decisions on the matters of the agenda of the General Meeting as well as this notice are available on Biohit Oyj's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>.

The financial statements, consolidated financial statements, annual report and the auditor's report of Biohit Oyj for the fiscal year 2020 and the half-year report of Biohit Oyj for the period of January 2021 to June 2021 are available for the shareholders on the Company's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>. Biohit Oyj's Board of Director's report on events with substantive effect on the position of the Company after the drafting of the above-mentioned half-year report (1-6/2021) will be included in Biohit Oyj's financial statement release for year 2021, which will be released

on 16 February 2022 at 9.30 am EEST.

Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the meeting will be available on <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/> as from 14 March 2022 at the latest.

### **C. Instructions for the participants of the Extraordinary General Meeting**

In order to prevent the spread of the Covid-19 pandemic, the Extraordinary General Meeting will be arranged so that shareholders or their proxy representatives may not be present at the Meeting venue. It is also not possible for a shareholder or his/her proxy representative to participate in the Extraordinary General Meeting by means of real-time telecommunications. Shareholders and their proxy representatives are allowed to participate in the meeting and use their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance according to the instructions below.

#### **1. The right to participate and registration**

Shareholders who on the Extraordinary General Meeting record date of Friday 25 February 2022 are registered in the shareholder register maintained by Euroclear Finland Oy have the right to participate in the Extraordinary General Meeting. Any shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the Company's shareholder register.

A shareholder can participate in the meeting only by voting in advance as well as by making counterproposals and presenting questions as described below.

Registration for the meeting and advance voting will begin on 21 February 2022 at 12.00 noon EEST following the deadline for submitting counterproposals. A shareholder entered in the Company's shareholder register, who wishes to participate in the Extraordinary General Meeting by voting in advance, must register and vote in advance latest on 2 March 2022 at 4.00 pm EEST, by which time the registration and votes need to be received.

A shareholder, whose shares are registered on his/her Finnish book-entry account can register and vote in advance on certain items on the agenda of the Extraordinary General Meeting from 12.00 noon EEST on 21 February 2022 until 4.00 p.m. EEST on 2 March 2022 by the following means:

- through the Company's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>

If the shareholder is an individual, electronic registration and voting in advance requires strong electronic authentication, which takes place either with a Finnish bank ID or a Finnish mobile certificate. If the shareholder is a legal person, electronic registration and voting in advance requires the book-entry account number of the shareholder. Strong electronic authentication is not used for shareholders who are legal persons. The terms and other instructions concerning the electronic voting are available on the Company's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>

- by mail or email

A shareholder may send the advance voting form available on the Company's website or corresponding information by regular mail to Euroclear Finland Oy, Yhtiökokous Biohit Oyj, PL 1110, 00101 Helsinki, Finland or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu). The advance voting form will be available on the Company's website no later than on 18 February 2022.

If the shareholder participates in the meeting by sending the votes in advance by mail or email to Euroclear Finland Oy, this constitutes registration for the Extraordinary General Meeting, provided that the above-mentioned information required for registration is provided.

Instructions relating to the advance voting may also be found on the Company's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>.

When registering for the meeting, the following details shall be provided: the shareholder's name, personal identity number or business ID, address, telephone number as well as the name of any proxy representative or assistant to be used, and the personal identity number of the proxy representative. The personal data given by shareholders to Biohit Oyj will only be used in connection with the General Meeting and for processing the necessary registrations.

## 2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares, based on which he/she on the record date of the Extraordinary General Meeting, i.e. on Friday 25 February 2022, would be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Ltd. The right to participate in the Extraordinary General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. at the latest by Friday 4 March 2022 by 10.00 a.m. EEST. As regards nominee registered shares this constitutes due registration for the Extraordinary General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholders' register of the Company, the issuing of proxy documents and registration for the Extraordinary General Meeting from his/her custodian bank. The account management organization of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the Extraordinary General Meeting, into the temporary shareholders' register of the Company at the latest by the time stated above. The account management organization of the custodian bank shall also arrange voting in advance on behalf of the holder of nominee registered shares within the registration period applicable to nominee-registered shares. Further information on these matters can also be found on the Company's website <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>.

## 3. Proxy representatives and powers of attorney

A shareholder may participate in the Extraordinary General Meeting by way of proxy representation. The proxy representative of a shareholder is also required to vote in advance in the manner instructed in this notice.

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 Extraordinary General Meeting. When a shareholder participates in the Extraordinary 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 Extraordinary General Meeting.

A power of attorney template and voting instructions will be available on the Company's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/> at the latest on 15 February 2022 once the deadline for delivering counterproposals to be put to a vote has expired. Possible proxy documents should be delivered by regular mail to Euroclear Finland Oy, Yhtiökokous, PL 1110, FI-00101 Helsinki, Finland or by e-mail to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) at the latest by 2 March 2022 at 10.00 am. (EEST), by which time the proxy documents must be received.

Delivery of a power of attorney to Euroclear Finland Oy by the aforementioned deadline constitutes due registration for the Extraordinary General Meeting, if the information required for registering for the meeting set out in Section C.1. above is included in the documents.

#### 4. Other information

Shareholders who hold at least one hundredth of all the shares in the Company have a right to make a counterproposal on the agenda items, to be put to a vote. Such counterproposals are required to be sent to the Company by email to [yhtiokokous@biohit.fi](mailto:yhtiokokous@biohit.fi) no later than by 14 February 2022 at 10.00 am EEST, by which time the counterproposals must have been received. In connection with making a counterproposal, shareholders are required to provide adequate evidence of shareholding. The counterproposal will be put to a vote, provided that the shareholder has the right to participate in the Extraordinary General Meeting and that the shareholder holds at least one hundredth of all shares in the Company on the record date of the Extraordinary General Meeting. Should the counterproposal not be put to a vote at the Meeting, advance votes in favour of the proposal will not be taken into account. The Company will on 15 February 2022 at 12.00 noon EEST publish on its website <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/> the counterproposals, if any, that may be voted on.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act with respect to the matters to be considered at the Meeting. Such questions may be delivered by email to [yhtiokokous@biohit.fi](mailto:yhtiokokous@biohit.fi) by no later than 23 February 2022, by which time the questions must have been received. Such questions from shareholders, the Company's management's answers to them, and any counterproposals that will not be put to a vote will be available on the Company's website <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/> on 1 March 2022 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of shareholding.

The information on the Extraordinary General Meeting required by the Finnish Limited Liability Companies Act and the Securities Market Act is available on the Company's website at <https://www.biohithealthcare.com/en/investors/shareholder-meetings/extraordinary-general-meeting-2022/>

On 9 February 2022, the date of the notice of the Extraordinary General Meeting, the share capital of Biohit Oyj consists of a total of 15,045,593 shares. The shares are divided into Series A and Series B. The total number of Series A shares is 2,975,500 producing a total of 59,510,000 votes, while the total number of Series B is 12,070,093 producing a total of 12,070,093 votes.

Helsinki, 9 February 2022

Biohit Oyj  
Board of Directors

#### **Additional information:**

Chairman of the Board Eero Lehti Biohit Oyj  
puh. +358 9 773 861  
[investor.relations@biohit.fi](mailto:investor.relations@biohit.fi)  
[www.biohit.fi](http://www.biohit.fi)

*Biohit in brief*

*Biohit Oyj is a globally operating Finnish biotechnology company. Biohit's mission is "Innovating for Health" – we produce innovative products and services to promote research and early diagnosis. Biohit is headquartered in Helsinki, Finland, and has subsidiaries in Italy*

and the UK. Biohit's Series B share (BIOBV) is quoted on Nasdaq Helsinki in the Small cap/Healthcare group. [www.biohit.fi](http://www.biohit.fi)