



## **Nexstim Plc: Resolutions of the Annual General Meeting of Shareholders**

*Company Announcement, Helsinki, 28 March 2024 at 1 PM (EET)*

Nexstim Plc (NXTMH:HEX) ("Nexstim" or "Company"), announces as follows regarding the resolutions that were adopted at its Annual General Meeting of Shareholders held today on 28 March 2024.

### **1 PRESENTATION OF THE ANNUAL ACCOUNTS AND CONSOLIDATED ACCOUNTS, RESULT OF THE FINANCIAL YEAR AND DISCHARGE FROM LIABILITY.**

The annual general meeting adopted the company's financial statements, including the consolidated financial statements, for the year 2023, and resolved that no dividend is paid for the financial year 1 January – 31 December 2023, and that the result of the financial year is recorded in the retained earnings account.

The annual general meeting discharged the members of the board of directors and the managing director from liability for the financial year 1 January–31 December 2023.

### **2 ELECTION AND NUMBER OF THE MEMBERS, AND ELECTION OF THE CHAIR OF THE BOARD OF DIRECTORS**

In accordance with the proposal of the nomination board, the annual general meeting resolved that:

- The number of members in the board of directors is four (4);
- Tero Weckroth, Timo Hildén, Martin Forss and Leena Niemistö are re-elected as members of the board of directors.
- Leena Niemistö shall, in accordance with her consent, be elected as the chair of the board of directors.

### **3 REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

In accordance with the proposal of the nomination board of shareholders, the annual general meeting resolved that the members of the board of directors who are elected in the general meeting shall be paid as follows for the term ending at the end of the annual general meeting in 2025:

- for the chair of the board of directors: €24,000 and 12,000 option rights
- for each member of the board of directors: €12,000 and 8,500 option rights
- no board member acting in the nomination board of the shareholders shall receive any fees based on such membership.

A member of the board of directors shall be entitled to remuneration only for the period during which they are a member of the board. As per the company's policy, the cash remuneration is paid in four payments.

# Nexstim

The company establishes a share option programme for the members of the board of directors, VWAP-valuated 20 trading days after the date of the annual general meeting for trading on the Helsinki list, with a subscription period of 1 July 2025–15 December 2030. 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. The target group of the committing share option plan is the members of the board of directors who are independent of the company. However, a member of the target group member does not have to be independent of the company's shareholders.

## *OWNERSHIP RECOMMENDATION*

Participants are strongly recommended to hold options paid as reward for as long as their mandate as a member of the board continues.

## *TRAVELLING EXPENSES*

It was also decided that reasonable travel expenses are reimbursed to the members of the board against receipts, following the principles of the company's travel policy. This applies both to members of the board of directors and, to the extent applicable, to board members acting as members of the nomination board of shareholders.

## **4 ELECTION OF AUDITOR**

The annual general meeting decided that PricewaterhouseCoopers Oy, authorized public accountants, which has appointed APA Tiina Puukkoniemi as the responsible auditor, is appointed as the auditor to serve for a term ending at the end of the next annual general meeting. The auditor proposed herein has given its consent for the election.

## **5 REMUNERATION OF THE AUDITOR**

The annual general meeting decided that the auditor shall be paid reasonable remuneration in accordance with the invoice approved by the company.

## **6 EXTENSION OF THE AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS AT A PREVIOUS ANNUAL GENERAL MEETING TO DECIDE ON THE ISSUE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES**

It was decided to renew the previous authorization of the board of directors extended in 2023 at the annual general meeting and the board of directors was authorized to decide on (i) the issuance of new shares and/or (ii) the transfer of shares possessed by the company and/or (iii) the 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

# Nexstim

- deviating from the shareholders' pre-emptive right through one or more directed share issues, if the company has a compelling 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, 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 particularly compelling financial reason for it from the company's point of view and taking into account the interests of all its shareholders.

The 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 possessed by the company so that the total number of issued and/or transferred shares does not exceed 1,300,000, 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 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 be 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 above in section "Maximum number of shares".

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 invalidates the authorization resolved at the annual 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.

**7 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**

# Nexstim

The general meeting decided to authorize the board of directors to decide on (i) the issuance of new shares and/or (ii) the transfer of shares possessed by the company and/or (iii) the issuance of special rights referred to in chapter 10, section 1 of the Companies Act, as follows:

The shares issued under the authorization are new or those in the company's possession. Based on and within the limits of this authorization, the board of directors can also decide on issuance of option rights or other special rights set forth in chapter 10 the Limited Liability Companies Act complementing or replacing any issuance of shares. New shares can also be issued as a free share issue to the company itself.

Paid and free share issue: New shares can be issued and the company's own shares can be transferred either for a fee (Paid share issue) or free of charge (Free share issue). A directed share issue can only be free of charge if there is a particularly compelling 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% 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 batches. The board of directors was 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 was authorized to resolve on a directed share issue and issue of the special rights entitling to shares in deviation from the shareholders' pre-emptive subscription right, provided that there is a compelling financial reason for the company to do so. The authorization is valid for five (5) years from the decision of the annual general meeting. 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.

The authorizations do not revoke previously granted authorizations on the issuance of shares and the issuance of special rights entitling to shares.

## **8 MINUTES OF THE ANNUAL GENERAL MEETING**

The minutes of the annual general meeting will be published by April 11, 2024, on Nexstim's website.

Helsinki, 28 March 2024

Board of Directors

NEXSTIM PLC

Further information is available on the website [www.nexstim.com](http://www.nexstim.com), or by contacting:

# Nexstim

**Leena Niemistö**, Chair of Board of Directors

+358 9 2727 170

[leena.niemisto@nexstim.com](mailto:leena.niemisto@nexstim.com)

The Company's Certified Advisor is Carnegie Investment Bank AB (publ).

## **About Nexstim Plc**

Nexstim is a Finnish, globally operating growth-oriented medical technology company. Our mission is to enable personalized and effective diagnostics and therapies for challenging brain diseases and disorders.

Nexstim has developed a world-leading non-invasive brain stimulation technology for navigated transcranial magnetic stimulation (nTMS) with highly sophisticated 3D navigation providing accurate and personalized targeting of the TMS to the specific area of the brain.

Nexstim's Diagnostics Business focuses on commercialization of the Navigated Brain Stimulation (NBS) system. The NBS System 5 is the only FDA cleared and CE marked navigated TMS system for pre-surgical mapping of the speech and motor cortices of the brain.

Nexstim's Therapy Business markets and sells the NBS System 6 which is FDA cleared for marketing and commercial distribution for the treatment of major depressive disorder (MDD) in the United States. In Europe, the NBS 6 system is CE marked for the treatment of major depression and chronic neuropathic pain.

Nexstim shares are listed on Nasdaq First North Growth Market Finland.

For more information, please visit [www.nexstim.com](http://www.nexstim.com)