



## **Nexstim Plc's resolutions of the Annual General Meeting of Shareholders**

*Company announcement, Helsinki, 31 March 2022 at 10:30 AM (EEST)*

Nexstim Plc (NXTMH:HEX, NXTMS:STO) ("Nexstim" or "Company"), announces that the following resolutions were adopted at its Annual General Meeting of Shareholders held today on 31 March 2022.

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

The Annual General Meeting of Shareholders adopted the Company's financial statements, including the consolidated financial statements for the year 2021 and resolved that no dividend is paid for the financial year 1 January – 31 December 2021 and that the loss of the financial year is recorded to the retained losses 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 2021.

### **2 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 2023:

- for the Chairman of the Board of Directors: EUR 36,000
- for a Member of the Board of Directors: EUR 25,200
- 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 he is a member of the Board. According to the company's policy, the cash remuneration is paid in four instalments.

### ***RESTRICTED SHARE UNIT PLAN***

In accordance with the proposal of the Nomination Board, the Annual General Meeting decided that

- the restricted share unit plan implemented first in 2016 shall be continued for one year for the seventh vesting period (2022- 2023) in respect of the elected members of the Board of Directors of Nexstim Plc on the terms and conditions of which can be found from [www.nexstim.com](http://www.nexstim.com).
- The target group of the plan will be those members of the Board of Directors who are independent of the Company. Such member is however not required to be independent from the shareholders of the Company.
- The reward allocations in 2022 will be determined as a Euro value.

The aim of the plan is to commit the participants to the Company, align the objectives of shareholders and participants thereby increasing the value of the Company and to offer the participants a reward plan based on receiving and accumulating the Company's shares.

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## *ALLOCATION FOR BOARD MEMBERS FOR THE VESTING PERIOD 2022—2023*

In accordance with the proposal of the Nomination Board, the Annual General Meeting decided that for a Board member, the gross value of the reward for the vesting period 2022—2023 will be as follows:

- For Chairman of the Board of Directors: EUR 24,000
- For a Member of the Board of Directors: EUR 16,800

The granted reward will be converted into restricted share units at the beginning of the vesting period in 2022. The conversion of the granted reward into restricted share units will be based on the trade volume weighted average quotation of the Company's share on Nasdaq Helsinki Ltd during the 20 trading days following the release date of the Company's Annual Accounts of the year 2021. In the plan, one restricted share unit corresponds to one Company share. The value of the payable reward will be determined on the basis of the share price on the book-entry registration date of the paid shares.

The rewards from the plan will be paid to the Board Members in the Company's shares within a month of the Annual General Meeting of Shareholders in 2023. The Company will withhold taxes and employment related expenses from the cash proportion of the reward as per the law in force. Should a Board member cease to be a member of the Board before the end of a vesting period, no reward will be paid to him on that basis.

## *OWNERSHIP RECOMMENDATION*

It is strongly recommended that the participants hold shares paid as reward as long as their mandate as a member of the Board continues.

## *TRAVEL EXPENSES*

Reasonable travel expenses are reimbursed against receipts to the members of the Board, following the principles of the Company's Travel Policy. This applies both to members of the Board of Directors and, to the extent applicable, Board members acting as members of the Nomination Board of Shareholders.

## **3 ELECTION AND NUMBER OF THE MEMBERS, AND ELECTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

In accordance with the proposal of the Nomination Board, the Annual General Meeting of Shareholders resolved that:

- The number of members in the Board of Directors is to be four (4);
- Tero Weckroth, Timo Hildén, Martin Forss ja Leena Niemistö are re-elected as members of the Board of Directors in accordance with their consents.
- Leena Niemistö shall, in accordance with her consent, be elected as the Chair of the Board of Directors.

## **4 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.

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## 5 ELECTION OF AUDITOR

The Annual General Meeting decided that PricewaterhouseCoopers Oy, Authorised Public Accountants, which has appointed APA Enel Sintonen as responsible auditor, is appointed as the auditor to serve for a term ending at the end of the next Annual General Meeting of Shareholders. The auditor proposed herein has given its consent for the election.

## 6 EXTENSION OF THE AUTHORISATION GIVEN TO BOARD OF DIRECTORS AT THE ANNUAL GENERAL MEETING OF 2021 TO DECIDE ON ISSUANCE OF SHARES AS WELL AS ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

The current authorisation of the Board of Directors decided at last year's Annual General Meeting was decided to be extended and the Board of Directors was authorised to decide on (i) the issuance of new shares and/or (ii) the transfer of the Company's own shares 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
- 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, 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 weighty 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 authorisation, 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 authorisations of the authorisation decided at the Annual General Meeting of 2021.

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 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 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:

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

The authorisations are valid until the next Annual General Meeting from the decision of this Annual General Meeting. The proposed authorisation does invalidate the authorisation resolved at the Annual General Meeting of 2021 in the amount corresponding to this resolution regarding share issue, issuing of option rights and other special rights entitling to shares but no other authorisations.

## 7 MINUTES OF THE ANNUAL GENERAL MEETING

The minutes of the annual general meeting will be published by April 14 2022 on Nexstim's website.

Helsinki, 31 March 2022

Board of Directors

NEXSTIM PLC

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

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## 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 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 Navigated Brain Therapy (NBT®) system, which is FDA cleared for marketing and commercial distribution for the treatment of major depressive disorder (MDD) in the United States. In Europe, the NBT® system is CE marked for the treatment of major depression and chronic neuropathic pain.

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

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