



## **Nexstim Plc: Proposals of the Shareholder's Nomination Board to the Annual General Meeting**

*Company announcement, Helsinki, 28 February 2022 at 10:00 am (EET)*

The Shareholder's Nomination Board of Nexstim Corporation (NXTMH: HEX, NXTMS: STO) ("Nexstim" or the "Company") has today in its meeting resolved its proposal to the Annual General Meeting of Nexstim, which will be held on 31 March 2022. The Nomination Board of Shareholders representing the largest shareholders proposes to the Annual General Meeting that the Board shall have four members.

The Nomination Board proposes to the Annual General Meeting that:

- in accordance with their consents to serving on the Board, Mr. Martin Forss, Ms. Leena Niemistö, Mr. Tero Weckroth and Mr. 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 15,5% (on 24<sup>th</sup> of February, 2022) 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 biographies of Board members are visible in the Company's website.

The Nomination Board agrees that proposed new Board members and the entire Board are suitable for the proposed roles individually and collectively, and Leena Niemistö is suitable to act as the Chairman of the Board.

The Nomination Board proposes that the members of the Board of Directors chosen in the Annual General Meeting be remunerated for the period ending at the end of the 2023 Annual General Meeting as follows:

- €36,000 for the Chairman of the Board;
- €25,200 for other members of the Board; and

No member of the Board of Directors serving in the Nomination Board of Shareholders will be remunerated for their duties on the Nomination Board of Shareholders. A member of the Board of Directors will be entitled to remuneration only for the period (during which they are) working as a member of the Board of Directors.

According to the company's policy, the cash remuneration is paid in four instalments.

### Restricted Share Unit Plan and Allocation for Board Members

The Nomination proposes to the Annual General Meeting that

# Nexstim

the restricted share unit plan implemented first in 2016 be continued for one year for the seventh vesting period (2022–2023) with respect to the elected members of the Board of Directors of Nexstim Plc on the terms and conditions, which can be found at [www.nexstim.com](http://www.nexstim.com)

the target group of the plan be those members of the Board of Directors who are independent of the company. Such a member is, however, not required to be independent of the major shareholders of the company

the rewards 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 and thereby increase the value of the company and to offer the participants a reward plan based on receiving and accumulating the company's shares.

## Allocation for Board Members for the Vesting Period 2022–2023

The Nomination Board proposes to the Annual General Meeting that:

- for a Board member, the gross value of the compensation for the vesting period 2022–2023 will be as follows:
- for the chairman of the Board of Directors: €24,000
- for a member: €16,800

The granted compensation 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 twenty (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 compensation will be determined on the basis of the share price on the book-entry registration date of the paid shares.

The Nomination Board proposes that the compensations pursuant to the plan be paid to the Board Members in the company's shares within one month of the Annual General Meeting of Shareholders in 2023. Should a Board Member cease to be a member of the Board before the end of a vesting period, no compensation will be paid on that basis.

The company will withhold taxes and employment-related expenses from the cash proportion of the compensation as per applicable law.

## Ownership recommendation

The Nomination Board of Shareholders proposes that the Annual General Meeting advise the members of the Board to hold the shares paid as compensation as long as their mandate as a member of the Board continues.

## Travel expenses

In addition, the Nomination Board proposes that reasonable travel expenses be 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.

Helsinki 28 February 2022

NEXSTIM PLC

Nomination Board of the Shareholders

**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)