



## AGENDA AND EXPLANATORY NOTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V.

Agenda and explanatory notes for the annual general meeting of shareholders of European Healthcare Acquisition & Growth Company B.V. ("**Company**"), to take place on 23 June 2022 at 10:00 CEST ("**AGM**").

In accordance with the temporary Dutch COVID-19 Act (*Tijdelijke wet COVID-19 Justitie en Veiligheid*) ("**COVID-19 Act**"), the AGM will be held virtually and the shareholders cannot attend the AGM in person. The Company aims to assist its shareholders who wish to attend the AGM by providing the opportunity to participate in the AGM by way of electronic means of communication. The Company urges the shareholders to cast their votes online or by proxy.

The logistics and procedures, including the address of the meeting location, set forth in this notice are subject to the COVID-19 Act. The Company may furthermore deviate from such logistics and procedures in the interest of the orderly conduct of the AGM. Shareholders are advised to regularly check the Company's website for updated until the date of the AGM.

### AGENDA

The AGM agenda includes the following items:

1. Opening
2. Language of financial reporting (*voting item*)
3. Annual report for the financial year 2021 ("**Annual Report 2021**")
  - a. Annual Report 2021 (*discussion*)
  - b. Remuneration report (*advisory vote*)
4. Reservation and dividend policy (*discussion*)
5. Adoption of the financial statements for the financial year 2021 ("**Financial Statements 2021**") (*voting item*)
6. Discharge from liability of the executive directors and the non-executive directors in respect of the exercise of their duties for the financial year 2021
  - a. Discharge from liability of the executive directors (*voting item*)
  - b. Discharge from liability of the non-executive directors (*voting item*)

7. Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2022 (*voting item*)
8. Any other business
9. Closing of the Meeting

## EXPLANATORY NOTES TO THE AGENDA

### 1. Opening

The AGM will be opened by Mr. Stefan Winners, a non-executive director of the board of the Company ("**Board**") and the chairman of the Board ("**Chairman**") in accordance with article 24, paragraph 1, of the Company's articles of association.

### 2. Language of financial reporting (*voting item*)

Due to the international nature of the Company, it is proposed to prepare the report of the Board and the financial statements in the English language. The general meeting of shareholders of the Company ("**General Meeting**") should approve the use of the English language for the report of the Board in accordance with article 2:391, paragraph 1, of the Dutch Civil Code ("**DCC**"), and for the balance sheet items for the financial statements in accordance with article 2:362, paragraph 7, of the DCC.

### 3. Annual report for the financial year 2021 ("**Annual Report 2021**")

#### a. Annual Report 2021 (*discussion*)

Mr. Stefan Winners, Chairman, gives a presentation on the Annual Report 2021 and the Financial Statements 2021, as described in the Annual Report 2021.

#### b. Remuneration report (*advisory vote*)

The remuneration report, which can be found in the relevant section of the report of the Board included in the Annual Report 2021. An explanation will be provided on this. The Company's remuneration report is available on the Company's website [www.ehc-company.com](http://www.ehc-company.com). The part of the remuneration report relating to the implementation of the remuneration policy in the financial year 2022 will be submitted to the General Meeting for an advisory vote.

### 4. Reservation and dividend policy (*discussion*)

The Company has not paid any dividends to date and will not pay dividend prior to the business combination.

The Company may only pay dividends or distributions from its reserves to its shareholders to the extent the shareholders' equity (*eigen vermogen*) exceeds the reserves the Company must maintain by Dutch law or by the Company's articles of association from time to time (if any at all). Under Dutch law, a resolution to make a distribution shall not take effect as long as the Board has not given its approval. The Board shall only refuse approval if it is aware or should reasonably foresee that after such distribution the Company will not be able to continue to pay its due and payable debts. The Board determines which part of the profits will be added to the

reserves, taking into account the Company's general financial condition, revenues, earnings, cash need, working capital developments, (if any) capital requirements (including requirements of its subsidiaries) and any other factors that the Board may deem relevant in making such a determination. The remaining part of the profits after the addition to reserves will be at the disposal of the General Meeting. The holders of warrants will not be entitled to receive dividends.

#### 5. Adoption of the financial statements for the financial year 2021 ("**Financial Statements 2021**") (*voting item*)

It is proposed to adopt the Financial Statements 2021. The IFRS Financial Statements 2021 were approved by the Board on 26 April 2022 and published on the Company's website.

The Financial Statements 2021 are included in the relevant section of the Annual Report 2021. Deloitte Accountants B.V., the independent external auditor, has audited the Financial Statements 2021. Deloitte Accountants B.V. will answer any questions about their audit.

#### 6. Discharge from liability of the executive directors and the non-executive directors in respect of the exercise of their duties for the financial year 2021

This agenda item is a standard item in an annual general meeting of shareholders in the Netherlands. A discharge (*decharge*) granted to members of the Board, consisting of executive directors and non-executive directors, means a release from actual or potential liability. The discharge does not cover facts that were not disclosed to the General Meeting prior to the adoption of the Financial Statements 2021. In addition, the principles of reasonableness and fairness (*redelijkheid en billijkheid*) may prevent reliance on a discharge under certain circumstances.

##### a. Discharge from liability of the executive directors (*voting item*)

It is proposed to grant a discharge to the executive directors in respect of the exercise of their duties throughout the financial year 2021, to the extent that such exercise is apparent from the Annual Report 2021 or from information otherwise disclosed to the General Meeting.

##### b. Discharge from liability of the non-executive Directors (*voting item*)

It is proposed to grant a discharge to the non-executive directors in respect of the exercise of their duties throughout for the financial year 2021, to the extent that such exercise is apparent from the Annual Report 2021 or from information otherwise disclosed to the General Meeting.

#### 7. Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2022 (*voting item*)

Pursuant to article 30.1 of the Company's articles of association, the General Meeting is required to (re)appoint the external auditor.

It is proposed to reappoint Deloitte Accountants B.V. as the independent external auditor responsible for auditing the Company's financial statements for the financial year 2022.

#### 8. Any other business

The Chairman will invite the attendees of the meeting to raise any other matters.

## 9. Closing of the Meeting

The Chairman will close the AGM.