



## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V. OF 23 JUNE 2022

The annual general meeting of shareholders of European Healthcare Acquisition & Growth Company B.V. ("**Company**") was held electronically by means of a video conference enabled by Webex, in accordance with the bill on temporary provisions in the area of the Dutch Ministry of Justice and Security in connection with the coronavirus (COVID-19) outbreak on 23 June 2022 (the meeting of the persons entitled to be present at the annual general meeting as well as the corporate body consisting of the shareholders present thereat both called: "**Meeting**").

### The Meeting agenda reads as follows:

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

### 1. Opening

Mr. Stefan Winners, non-executive director and the chairman of the board of the Company ("**Board**"), acted as chairman of the Meeting ("**Chairman**"). At the request of the Board, Professor Paul Pieter de Vries, civil-law notary in Amsterdam, attended the Meeting with the intent to make records of the Meeting ("**Secretary**").

The Chairman opened the Meeting at 10:02 hours Amsterdam time, and welcomed the attendants joining by video conference, and proposed that the language of the Meeting be English.

The Chairman also confirmed and advised the following:

- Shareholders have been requested to exercise their voting rights electronically or by means of the proxy form to one of the representatives of the Company as published on the Company's website. It will not be possible to vote during the Meeting.
- Shareholders have been requested to apply in writing whether they wished to attend the Meeting and to follow the Meeting real time. They received a link to access the Meeting.
- Shareholders have been granted the opportunity to submit questions relating to the business of the Meeting prior to the Meeting to the Company. However, none of the shareholders used this opportunity.
- All statutory requirements have been met with respect to the convocation of this Meeting. This Meeting has been convened by the Board on 11 May 2022, all in accordance with applicable law.
- On 11 May 2022, the Company also published the agenda of the Meeting and the explanatory notes thereto and the proxy form and made these documents available on the Company's website. The Annual Report 2021 including, *inter alia*, the report of the Board, the remuneration report, the Financial Statements 2021 and the independent auditor's report have been published and have been made available on the Company's website on 26 April 2022.
- In addition, copies of all documents have been made available free of charge by persons entitled to attend the Meeting at the Company's offices upon appointment.
- The minutes of this Meeting will be published on the Company's website within the period of publication in accordance with the Dutch Corporate Governance Code.
- As at the date of this Meeting, the total number of shares of the Company outstanding is 170,000,000 class A ordinary shares, of which 150,000,000 class A ordinary shares are being held in treasury by the Company, and 6,666,666 class B ordinary shares. The aggregate number of votes that could be cast was 26,666,666. According to the list of shareholders who have registered to attend the Meeting with ABN AMRO Bank N.V., 5.7% of the issued share capital of the Company is represented at the Meeting. 10,091,466 shares in turn representing 10,091,466 votes, are present or represented at this Meeting. This means that 37.8% of the votes was present or represented of the outstanding shares (excluding the shares held in treasury by the Company).
- All requirements have been met so that this Meeting might validly adopt the proposed resolutions as set out in the agenda for this Meeting.

Subsequently, the Chairman made some practical announcements:

- The following members of the Board were present at the Meeting:

- Dr. Cornelius Baur, an executive director and Chief Executive Director of the Company;
- Dr. Thomas Rudolph, an executive director, Chief Investment Officer and Company Secretary of the Company;
- Dr. Axel Herberg, a non-executive director, vice-chairman and chair of the audit committee of the Company; and
- Peer Schatz, a non-executive director of the Company.
- Dr. Stefan Oschmann, a non-executive director of the Company, was unfortunately not able to attend the Meeting.
- Dr. Thomas Rudolph acted as additional secretary of the Meeting.
- Ms. Petra Böhler, one of the proxy holders, was also present at this Meeting. Ms. Petra Böhler acted as the voting agent of our shareholders who have granted a proxy to her to vote on their behalf. She has collected the votes from the ABN AMRO e-voting platform and any proxy granted directly to her. Ms. Petra Böhler confirmed the votes as cast by the shareholders of the Company.
- Ms. Sofia Weirich, one of the proxy holders and senior associate at the Company, was also present at this Meeting.
- Civil-law notary and legal adviser to the Company, Prof. Paul de Vries, was present to take minutes of this Meeting, for which purposes this Meeting will also be recorded.
- Legal adviser to the Company, Alexander Kaarls was also present at the Meeting.
- Our independent external auditor, Deloitte Accountants B.V., represented by Mr. Jan Hendriks, was present during this Meeting. The Company has granted the independent external auditor with a temporary waiver of his confidentiality obligations in order to answer questions during this Meeting.

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

Then, the Chairman moved on to agenda item 2, and proposed the following: 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 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, and for the balance sheet items for the financial statements in accordance with article 2:362, paragraph 7, of the Dutch Civil Code.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the Meeting and the issued proxies, Ms. Petra Böhler, as voting agent, confirmed that 10,091,466 votes in favor and zero votes against this proposal have been cast. Zero shareholders have abstained from voting.

**The Chairman established that the Meeting has adopted the resolution to prepare the report of the Board and the financial statements in the English language.**

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

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

The Chairman moved on to agenda item 3, which is the Annual Report 2021. The Chairman gave a short summary of the Annual Report 2021 and the Financial Statements 2021, as described in the Annual Report 2021.

The Chairman briefly explained the profit or loss and other comprehensive income, statement of the financial position of the Company, changes in equity, the cash flow including the amount on the escrow account.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

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

The Chairman continued with the sub-item 3.b., concerning the remuneration report for the members of the Board, which is an advisory vote item. The remuneration report, which can be found in the relevant section of the report of the Board included in the Annual Report 2021, has been made available on the Company's website.

The remuneration report summarizes the guidelines and the principles followed by the Company in order to define and implement the remuneration policy of the Company. In addition, the remuneration report provides the remuneration paid to the executive directors and the non-executive directors for the year ended 31 December 2021.

The non-executive directors are responsible for the implementation and monitoring of the remuneration policy. In 2021, the Company has complied with the remuneration policy.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

Pursuant to applicable law shareholders have the opportunity to render an advisory vote regarding the remuneration report. Shareholders could either vote in favor of, or against, a positive advice with respect to the remuneration report. Any votes "against" would qualify as a negative advice. The results of the voting will be regarded as an advisory, non-binding, vote with respect to the remuneration report and in the remuneration report for 2022 the Company will explain how the vote in this Meeting has been taken into account.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the Meeting and the issued proxies, Ms. Petra Böhler, as voting agent, confirmed that 10,091,466 advisory votes in favor and zero advisory votes against this proposal have been cast. Zero shareholders have abstained from advisory voting.

**The Chairman established that the Meeting has advised in favor of the remuneration report.**

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

The Chairman moved on to agenda item 4 relating to the reservation and dividend policy and explained that the Company has not paid any dividends to date and will not pay dividend prior to the business combination.

The Chairman further explained that the Company may only pay dividends or distributions from its reserves to its shareholders to the extent the shareholders' equity 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 Meeting. The holders of warrants will not be entitled to receive dividends.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

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

The Chairman moved on to agenda item 5 and 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 on 26 April 2022.

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.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the Meeting and the issued proxies, Ms. Petra Böhler, as voting agent, confirmed that 10,091,466 votes in favor and zero votes against this proposal have been cast. Zero shareholders have abstained from voting.

**The Chairman established that the Meeting has adopted the resolution to adopt the Financial Statements 2021.**

## 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

The Chairman explained that this agenda item is a standard item in an annual general meeting of shareholders in the Netherlands. A discharge 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 Meeting prior to the adoption of the Financial Statements 2021. In addition, the principles of reasonableness and fairness may prevent reliance on a discharge under certain circumstances.

Thereafter, the Chairman separately addressed each of the two proposals of this voting item.

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

The Chairman 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 Meeting.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the Meeting and the issued proxies, Ms. Petra Böhler, as voting agent, confirmed that 10,091,466 votes in favor and zero votes against this proposal have been cast. Zero shareholders have abstained from voting.

**The Chairman established that the Meeting has adopted the resolution to grant 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 Meeting.**

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

The Chairman 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 Meeting.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the Meeting and the issued proxies, Ms. Petra Böhler, as voting agent, confirmed that 10,091,466 votes in favor and zero votes against this proposal have been cast. Zero shareholders have abstained from voting.

**The Chairman established that the Meeting has adopted the resolution 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 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)**

The Chairman declared that 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.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the Meeting and the issued proxies, Ms. Petra Böhler, as voting agent, confirmed that 10,091,466 votes in favor and zero votes against this proposal have been cast. Zero shareholders have abstained from voting.

**The Chairman established that the Meeting has adopted the resolution to appoint Deloitte Accountants B.V. as independent external auditor responsible for auditing the Company's financial statements for the financial year 2022.**

#### **8. Any other business**

Finally, the Chairman turned to agenda item 8, which is the update on the target selection process and gave the floor to Thomas Rudolph.

Thomas Rudolph explained the composition of the executive team of the Company. Subsequently, Mr Rudolph clarified what the Company can bring to the target in terms of capital, team, investor base, control and governance, and stock-listing. In addition, he highlighted the investment principles of the Company, which enable an efficient early selection process in screening for a target that meetings the investors' goals. The Company has set up a streamlined target selection process based on its broad knowledge of the target universe and objective investment criteria. The team learned from the target search that there are three deal archetypes (i) very robust well run and profitable family-owned businesses, (ii) corporate carve-outs: huge potential for standalone value creation, and (iii) very selectively if the Company has angles: companies in sale processes.

The Chairman stated that no questions related to this agenda item have been received ahead of the Meeting and no follow-up questions have been received during the Meeting. The Chairman explained that the end of the agenda items has been reached.

#### **9. Closing of the Meeting**

There being no further questions, the Chairman thanked all attending the Meeting for their presence and closed the Meeting.