



european healthcare
acquisition & growth company

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 be held on 25 June 2024 at 14:00 CEST ("**AGM**") at the offices of Houthoff Coöperatief U.A., Gustav Mahlerplein 50, Amsterdam, the Netherlands.

AGENDA

The AGM agenda includes the following items:

1. Opening
2. Annual report for the financial year 2023 ("**Annual Report 2023**")
 - a. Annual Report 2023 (*discussion item*)
 - b. Remuneration report (*advisory vote*)
3. Dividend policy (*discussion item*)
4. Adoption of the financial statements for the financial year 2023 ("**Financial Statements 2023**") (*voting item*)
5. Discharge from liability of the executive directors and the non-executive directors in respect of the exercise of their duties for the financial year 2023
 - a. Discharge from liability of the executive directors (*voting item*)
 - b. Discharge from liability of the non-executive directors (*voting item*)
6. Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2024, subject to acceptance procedures to be performed by Deloitte Accountants B.V. (*voting item*)
7. Any other business
8. 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. Annual report for the financial year 2023 ("**Annual Report 2023**")

a. Annual Report 2023 (*discussion*)

Mr. Stefan Winners, Chairman, gives a presentation on the Annual Report 2023 and the Financial Statements 2023, as described in the Annual Report 2023.

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 2023. An explanation will be provided on this. The Company's remuneration report is available on the Company's website www.ehc-company.com. The part of the remuneration report relating to the implementation of the remuneration policy in the financial year 2024 will be submitted to the General Meeting for an advisory vote.

3. Dividend policy (*discussion item*)

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.

4. Adoption of the financial statements for the financial year 2023 ("**Financial Statements 2023**") (*voting item*)

It is proposed to adopt the Financial Statements 2023. The Financial Statements 2023 were approved by the Board on 25 April 2024 and published on the Company's website.

The Financial Statements 2023 are included in the relevant section of the Annual Report 2023. Deloitte Accountants B.V., the independent external auditor, has audited the Financial Statements 2023. Deloitte Accountants B.V. will answer any questions about their audit.

5. Discharge from liability of the executive directors and the non-executive directors in respect of the exercise of their duties for the financial year 2023

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 2023. 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 current and former executive directors in respect of the exercise of their duties throughout the financial year 2023, to the extent that such exercise is apparent from the Annual Report 2023 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 2023, to the extent that such exercise is apparent from the Annual Report 2023 or from information otherwise disclosed to the General Meeting.

6. Reappointment of Deloitte Accountants B.V. as independent external auditor entrusted with the audit of the financial statements for the financial year 2024 (*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 2024.

7. Any other business

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

8. Closing of the Meeting

The Chairman will close the AGM.