



european healthcare  
acquisition & growth company

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V. OF 25 JUNE 2024

The meeting agenda reads as follows:

1. Opening
2. Annual report for the financial year 2023 ("**Annual Report 2023**")
  - a. Annual Report 2023 (*discussion*)
  - b. Remuneration report (*advisory vote*)
3. Reservation and dividend policy (*discussion*)
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 2023, subject to acceptance procedures to be performed by Deloitte Accountants B.V. (*voting item*)
7. Any other business
8. Closing of the General Meeting

### 1. Opening

Mr. Stefan Winners, non-executive director and chairman of the board of the Company ("**Board**"), acted as chairman of the General Meeting ("**Chairman**"). I would hereby like to welcome all those present to this year's annual general meeting of shareholders of European Healthcare Acquisition & Growth Company B.V. (also, the "**Company**").

The Chairman opened the General Meeting at 14:08 hours Amsterdam time, and welcomed the attendants joining by video conference, and proposed that the language of the General Meeting be English.

The Chairman also confirmed and advised the following:

- Shareholders have been requested to exercise their voting rights by means of the proxy form to one of the representatives of the Company as published on the Company's website.
- 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 virtual meeting.
- Shareholders have had the opportunity to submit questions relating to the business of the meeting prior to the meeting to the Company. 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 of the Company on 14 May 2024, all in accordance with applicable law.
- On 14 May 2024, 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 2023 including, *inter alia*, the report of the board of the Company, the remuneration report, the Financial Statements 2023 and the independent auditor's report have been published and have been made available on the Company's website on 25 April 2024.
- In addition, copies of all documents have been made available free of charge by persons entitled to attend the AGM 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 168,761,038 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 7,905,628. According to the list of shareholders who have registered with ABN AMRO Bank N.V., 4.34% of the issued share capital of the Company (including the shares held in treasury by the Company) is represented at the meeting. 7,666,665 shares in turn representing 7,666,665 votes, are present or represented at this meeting. This means that we have 96.98% of the votes present or represented of the outstanding shares (excluding the shares held in treasury by the Company).
- I conclude that all requirements have been met so that this meeting may 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 of the Company were present at the General Meeting via video connection:
  - Dr. Thomas Rudolph, an executive director, Chief Executive Director, Chief Investment Officer and Company Secretary of the Company.
  - Peer Schatz, a non-executive director.
- Unfortunately the following members of the board of the Company were not able to attend:

- Dr. Cornelius Baur, a non-executive director.
  - Dr. Axel Herberg, a non-executive director, vice-chairman and chair of the audit committee of the Company.
  - Dr. Stefan Oschmann, a non-executive director.
- Mr. Stijn de Heer, working at Houthoff, acted as secretary of the General Meeting.
  - Ms. Sofia Weirich, one of the proxy holders and senior associate at the Company, was present at this meeting via video connection.
  - Representatives of Houthoff, the Company's Dutch legal adviser to the Company, were present.
  - Our independent external auditor, Deloitte Accountants B.V., represented by Mr. Tom Bourgonje, was present in this meeting via video connection. 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. Annual report for the financial year 2023 ("**Annual Report 2023**")

### a. Annual Report 2023 (*discussion*)

Then the Chairman moved on to agenda item 2, which is the Annual Report 2023. The Chairman gave a short summary of the Annual Report 2023 and the Financial Statements 2023, as described in the Annual Report 2023.

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.

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

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

The Chairman continued with the sub-item 2.b, concerning the remuneration report for the members of the board of the Company, 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 2023, is 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 2023.

The non-executive directors are responsible for the implementation and monitoring of the remuneration policy. In 2023, the Company has complied with the remuneration policy.

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 2024 the Company will explain how the vote in this meeting has been taken into account.

### 3. 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 General Meeting.

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

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

The Chairman moved on to agenda item 4 and proposed to adopt the Financial Statements 2023. The IFRS Financial Statements 2023 were approved by the board on 25 April 2024 and published on the Company's website on 25 April 2024.

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.

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

Based on the votes that have been cast prior to the meeting and the issued proxies, we have received 7,666,665 votes in favor of this proposal and zero votes against this proposal. Zero shareholders have abstained from voting. Ms. Sofia Weirich, as proxy holder, can confirm these votes.

The Chairman established that the meeting has adopted the resolution to adopt the Financial Statement 2023.

## 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

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 General Meeting prior to the adoption of the Financial Statements 2023. 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 2023, to the extent that such exercise is apparent from the Annual Report 2023 or from information otherwise disclosed to the General Meeting.

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

Based on the votes that have been cast prior to the meeting and the issued proxies, we have received 7,666,665 votes in favor of this proposal and zero votes against this proposal. Zero shareholders have abstained from voting. Ms. Sofia Weirich, confirmed these votes.

The Chairman established that the general meeting of shareholders has adopted the resolution to grant discharge to the 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 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 2023, to the extent that such exercise is apparent from the Annual Report 2023 or from information otherwise disclosed to the General Meeting.

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

Based on the votes that have been cast prior to the meeting and the issued proxies we have received 7,666,665 votes in favor of this proposal and zero votes against this proposal. Zero shareholders have abstained from voting. Ms. Sofia Weirich, as proxy holder, confirmed these votes.

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 2023 or from information otherwise disclosed to the 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, subject to acceptance procedures to be performed by Deloitte Accountants B.V. (voting item)**

The Chairman 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, subject to acceptance procedures to be performed by Deloitte Accountants B.V.

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

Based on the votes that have been cast prior to the meeting and the issued proxies we have received 7,666,665 votes in favor of this proposal and zero votes against this proposal. Zero shareholders have abstained from voting. Ms. Sofia Weirich, as proxy holder, confirmed these votes.

The Chairman established that the General 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 2024, subject to acceptance procedures to be performed by Deloitte Accountants B.V.

**7. Any other business**

Finally, the Chairman turned to agenda item 7, any other business. The Chairman stated that no questions related to this agenda item have been received ahead of the General Meeting, and no follow-up questions have been received during the meeting.

**8. Closing of the Meeting**

The Chairman thanked all attending the meeting for their presence and closed the General Meeting.