

BOARD RULES

European Healthcare
Acquisition & Growth
Company B.V.

1. Introduction

- 1.1. These board rules (the "**Board Rules**") have been adopted by the board (the "**Board**") of European Healthcare Acquisition & Growth Company B.V. (the "**Company**") pursuant to article 16.1 of the Articles of Association on 16 November 2021.
- 1.2. In these Board Rules, unless where explicitly provided otherwise, capitalised words and expressions have the meaning as set forth in the list of definitions attached as **Schedule 1**.

2. Composition of the Board

2.1. Nomination and appointment

- 2.1.1. The Board will consist of one or more Executive Directors and one or more Non-Executive Directors. The Directors are appointed by the General Meeting upon the binding nomination of the Board. The Board nominates one or more candidates for each vacant seat, with due consideration of the Diversity Policy and, for the Non-Executive Directors, the Board Profile.
- 2.1.2. Upon the appointment of a person as a Director, the General Meeting shall determine whether that person is appointed as Executive Director or as Non-Executive Director. The General Meeting can only appoint individuals as Non-Executive Director.
- 2.1.3. The number of Executive Directors and Non-Executive Directors will be determined by the Board.
- 2.1.4. A proposal, recommendation or binding nomination to the General Meeting to appoint a Director shall state the candidate's age, his or her profession, the amount and number of shares he or she holds in the Company's capital and the positions he or she holds or has held, insofar as these are relevant for the performance of the duties of a Director. Furthermore, the legal entities of those boards he or she is also a member to must be listed; if those include legal entities which belong to the same group, reference to that group is sufficient. The proposal for appointment or reappointment shall state the reasons on which it is based.
- 2.1.5. Executive Directors are appointed for a maximum period of four years ending at the end of the annual General Meeting which is held in the fourth calendar year after the calendar year in which such Executive Director was appointed. An Executive Director whose term ends in accordance with his or her appointment is immediately eligible for reappointment, which reappointment shall be prepared in a timely fashion.
- 2.1.6. Non-Executive Directors are appointed for a maximum of four years ending at the end of the annual General Meeting which is held in the fourth calendar year after the calendar year in which such Non-Executive Director was appointment. A Non-Executive Director can be reappointed once for an additional period of four years and, subsequently, be reappointed again for a period of two years, which appointment can be extended by at most two years. For a reappointment after an eight-year period, reasons must be provided in the Non-Executive Report.

2.1.7. Directors nominated for appointment shall attend the General Meeting at which votes will be cast on their appointment.

2.1.8. The main elements of the agreement of an Executive Director with the Company should be published on the Company's website in a transparent overview after the agreement has been concluded, and in any event no later than the date of the notice calling the General Meeting where the appointment of the Executive Director will be proposed.

2.2. Board Profile and Diversity Policy

2.2.1. The Board and its Committees shall have the appropriate balance of skills, experience, independence and knowledge of the Company to enable them to discharge their respective duties and responsibilities effectively.

2.2.2. The Non-Executive Directors prepare a profile (the "**Board Profile**"), taking account of the nature and the Company's activities. The profile addresses:

- a. the desired expertise and background of the Non-Executive Directors;
- b. the desired composition of the Non-Executive Directors as set out in the Diversity Policy;
- c. the number of the Non-Executive Directors; and
- d. the independence of the Non-Executive Directors.

The current Board Profile is attached as **Schedule 2**.

2.2.3. The Non-Executive Directors shall draw up a diversity policy for the composition of the Board that addresses the concrete targets relating to diversity and the diversity aspects relevant to the Company, such as nationality, age, gender, background of education and professional experience (the "**Diversity Policy**").

2.3. Independence of Non-Executive Directors

- 2.3.1. A Non-Executive Director is not independent if he or she, or one of his or her Relatives:
- a. has been an employee of the Company or an Executive Director or an employee or managing director of an affiliated company in the five years prior to their appointment as Non-Executive Director;
 - b. receives personal financial compensation from the Company, or an affiliated company, other than the compensation received for the work performed as a Non-Executive Director and in so far as this is not keeping with the ordinary business operations;
 - c. has had an important business relationship with the Company or an affiliated company in the year prior to the appointment;
 - d. is a managing director of a company in which an Executive Director is a supervisory director;
 - e. has temporarily managed the Company during the previous twelve months due to vacant seats for the position of Executive Director, or because Executive Directors were unable to perform their duties;

- f. has a shareholding in the Company of at least 10%, taking into account the shareholding of natural persons or legal entities cooperating with him or her on the basis of an express or tacit, verbal or written agreement; or
- g. is a managing director, supervisory director, or a representative in some other way, of a legal entity which holds at least 10% of the Company's shares, unless such entity is a member of the same group as the Company.

2.4. Board positions

- 2.4.1. The Board shall elect a Non-Executive Director as Chairperson for a term to be determined by the Board. The Chairperson shall not be an Executive Director or former Executive Director of the Company.
- 2.4.2. The Chairperson shall ensure that the Non-Executive Directors elect a Non-Executive Director to be Vice-Chairperson.
- 2.4.3. The Board shall elect one of the Executive Directors as CEO. The Board shall elect one of the Executive Directors as CIO and may grant other titles to other Directors.
- 2.4.4. The Board appoints a Company Secretary. The Company Secretary will be appointed with the consent of the majority of the Non-Executive Directors. The Non-Executive Directors may propose the appointment or dismissal of the Company Secretary to the Board.

2.5. Succession and retirement

- 2.5.1. The Non-Executive Directors ensure that the Company has a sound plan in place for the succession of Directors that is aimed at retaining the balance in the requisite expertise, experience and diversity. Due regard is given to the Board Profile in drawing up the plan for Non-Executive Directors.
- 2.5.2. Non-Executive Directors shall retire periodically in accordance with a rotation schedule to be drawn up by the Non-Executive Directors to avoid as much as possible the situation in which many Non-Executive Directors retire at the same time. The current rotation schedule is attached as **Schedule 3**. The Non-Executive Directors are entitled to amend the rotation schedule at any time. Any alteration to the rotation schedule cannot cause a Non-Executive Director to retire against his or her will before the term of his or her appointment has lapsed.
- 2.5.3. Directors shall retire early in the event of inadequate functioning, structural incompatibility of interests, and in other instances in which this is deemed necessary by the Non-Executive Directors. In the event of the early retirement of a Director, the Company will issue a press release mentioning the reasons for the departure.

3. Responsibilities of the Board

3.1. General

- 3.1.1. The Directors are collectively responsible for the Company's management and the general affairs of the Company's business.
- 3.1.2. The Directors divide their tasks by mutual consultation, provided that the day-to-day management of the Company is entrusted to the Executive Directors and the task to supervise the Directors' performance of their duties cannot be taken away from the Non-

Executive Directors. If an Executive Director is absent, his or her duties and powers will be carried out by another Executive Director designated by the Executive Directors. In case of a long-term absence of an Executive Director, the Non-Executive Directors are notified of that designation. Each Director is accountable to the Board for the fulfilment of his or her duties and must therefore report to the Board on a regular basis and in such a manner as to give the Board a proper insight in the performance of his or her duties, the foregoing also in view of the Board's collective responsibility.

3.1.3. The Board focuses on long-term value creation for the Company and takes into account the interests of the Company and its business and the Company's employees, Shareholders, lenders, customers, suppliers and other stakeholders of the Company that are relevant in this context.

3.1.4. The Company shall arrange appropriate insurance cover in respect of legal action against its Directors.

3.2. Responsibilities of the full Board

3.2.1. The Board develops a view on long-term value creation by the Company and formulates a strategy in line with this. Depending on market dynamics, it may be necessary to make short-term adjustments to the strategy. When developing the strategy, attention is, in any event, paid to the following:

- a. the strategy's implementation and feasibility;
- b. the business model applied by the Company and the market in which the Company operates;
- c. opportunities and risks for the Company;
- d. the Company's operational and financial goals and their impact on its future position in relevant markets;
- e. the interests of the stakeholders; and
- f. any other aspects relevant to the Company, such as the environment, social and employee-related matters, the chain within which the enterprise operates, respect for human rights, and fighting corruption and bribery.

3.2.2. The responsibilities of the full Board also include:

- a. enhancing the performance of the Company and ensuring any corrective action is taken where required;
- b. identifying, analysing and managing the risks associated with the strategy and activities of the Company. It is responsible for establishing the risk appetite, and also the measures that are put in place in order to counter the risks being taken;
- c. monitoring the operation of the internal risk management and control systems and carrying out a systematic assessment of their design and effectiveness at least once a year;
- d. ensuring that internal procedures are established and maintained which safeguard that all relevant information is known to the Board in a timely fashion;

- e. discussing the effectiveness of the design and operation of the internal risk management and control systems referred to in best practice provisions 1.2.1 to 1.2.3 of the Dutch Code with the Audit Committee.
- f. discussing the draft audit plan with the External Auditor before the presentation of the plan to the Audit Committee;
- g. discussing the items reported on by the Audit Committee;
- h. establishing and implementing internal procedures which safeguard that all relevant information is known to the Directors in a timely manner;
- i. reviewing, at least annually, the functioning of the Board and each Director and review those aspects which merit further training or education; structuring and managing systems of internal business controls;
- j. drawing up a code of conduct and ethics (the "**Code of Conduct and Ethics**") and monitoring its effectiveness and compliance with the Code of Conduct and Ethics. The Code of Conduct and Ethics is published on the Company's website;
- k. compliance by the Company with applicable laws and regulations;
- l. compliance with and maintaining the corporate governance structure of the Company;
- m. stimulating openness and accountability within the Board, and between the different corporate bodies within the Company;
- n. preparing the Company's Annual Accounts, the annual budget and a list of significant capital expenditures;
- o. ensure that Directors, especially Non-Executive Directors, have access to independent professional advice at the Company's expense where they judge it necessary to discharge their responsibilities as Directors; and
- p. the appointment and removal of the Company Secretary.

3.3. **Responsibilities of the Executive Directors**

- 3.3.1. The Executive Directors are responsible for the day-to-day management of the Company and its affiliated business, including:
 - a. executing the decisions of the Board;
 - b. preparing proposals to the Board concerning the appointment and evaluation of the members of the Company's management team;
 - c. managing the members of the Company's management team as they discharge their individual responsibilities;
 - d. establishing the remuneration of the members of the Company's management team;
 - e. at least once annually, evaluating both the functioning of the Executive Directors as a whole and that of the individual Executive Directors;
 - f. determining the objectives to be achieved by the Company's management; and

- g. providing the Non-Executive Directors in good time with the information necessary for the performance of their duties, both solicited and unsolicited.

3.4. **Responsibilities of the CEO**

3.4.1. The CEO must enable the members of the Board to exercise their responsibilities as Directors. The CEO must therefore:

- a. prepare proposals on topics for which decision-making is the preserve of the Board;
- b. meet the Chairperson at regular intervals, consult the Chairperson and involve the Chairperson in strategic projects from the outset;
- c. provide the Board with all the possible relevant information required to exercise its powers;
- d. be responsible for the operational management of the Company;
- e. be responsible for the profit of the Company;
- f. manage the business performance of the Company;
- g. set up, chair and lead the Company's management team;
- h. provide input to the Board's agenda from himself or herself and the other members of the Company's management team;
- i. ensure that the Company's management team gives appropriate priority to providing reports to the Board which contain accurate, timely and clear information;
- j. ensure that he or she and the Company's management team comply with the approved procedures, including the schedule of matters reserved to the Board;
- k. ensure that the Non-Executive Directors are alerted to forthcoming complex, contentious or sensitive issues affecting the Company;
- l. ensure that the development needs of the Executive Directors and other senior management reporting to him or her are identified and met;
- m. upon request of the Audit Committee, participate in meetings with the Audit Committee;
- n. ensure that performance reviews are carried out once a year for each of the Executive Directors and provide input to the wider Board evaluation process; and
- o. promote and conduct the affairs of the Company with the highest standards of integrity, probity and corporate governance.

3.5. **Responsibilities of the Non-Executive Directors**

3.5.1. As Directors, the Non-Executive Directors share full responsibility for the execution of the Board's duties. Within this broad responsibility the role of the Non-Executive Directors is, essentially, a supervisory one, having the following key elements:

- a. regularly discuss the strategy, the implementation of the strategy and the principal risks associated with it;
- b. supervise the manner in which the Board implements the long-term value creation strategy;

- c. focus on the effectiveness of the Company's internal risk management and control systems and the integrity and quality of the financial reporting;
- d. determine appropriate levels of remuneration of Executive Directors (in accordance with the Remuneration Policy and any arrangements for remuneration in the form of Shares and rights to subscribe for Shares as approved by the General Meeting);
- e. ensure that the Company has a sound plan in place for the succession of Directors that is aimed at retaining the balance in the requisite expertise, experience and diversity and, for the Non-Executive Directors, with due regard to the Board Profile;
- f. draw up the Diversity Policy;
- g. give the External Auditor a general idea of the content of the reports relating to their functioning;
- h. supervise the relations with Shareholders;
- i. communicate to the General Meeting the main conclusions of the Non-Executive Directors regarding the External Auditor's nomination and the outcomes of the External Auditor selection process;
- j. draw up, adopt, amend or revoke the Company's policy on related party transactions (the "**Related Party Transactions Policy**") as well as any authorities resulting from this Related Party Transactions Policy;
- k. have a prime role in nominating and, where necessary, suspending or removing Executive Directors;
- l. supervise the relation with the Shareholders and the compliance with laws and regulations.

3.6. Responsibilities of the Chairperson

3.6.1. The Chairperson of the Board is primarily responsible for:

- a. convening meetings of the Board and determining the time and place of such meetings and the matters to be considered;
- b. chairing meetings of the Board;
- c. confirming minutes of the Board;
- d. ensuring that the Board as a collective, as well as the Committees, have a balanced composition and function properly;
- e. ensuring that the Non-Executive Directors are involved closely, and at an early stage, in any merger or takeover processes;
- f. determining whether a proposed resolution should be brought to the Board for a vote;
- g. in the event that a Director is uncertain whether or not he or she has a conflict of interest with respect to a proposed Board resolution, determining if such Director has a conflict of interest;
- h. ensuring an effective communication with Shareholders;

- i. involving the Non-Executive Directors at an early stage in any merger or takeover process;
- j. convening General Meetings and determining the matters to be considered; and
- k. chairing and conducting General Meetings and ensuring that General Meetings proceed in an orderly and efficient manner and a meaningful discussion at the meeting is promoted.

3.7. Responsibilities of the Company Secretary

- 3.7.1. The Company Secretary is primarily responsible for:
 - a. ensuring that the correct procedures are followed by the Board and that the obligations of the Board under Dutch law, the Articles of Association and these Board Rules are complied with;
 - b. assisting the CEO and the Chairperson in the organisation of the affairs of the Board including the provision of information, meeting agenda's and evaluations;
 - c. facilitating the provision of information of the Board; and
 - d. attending meetings of the Board.
- 3.7.2. The Company Secretary is entitled to delegate his or her duties under these Board Rules, or parts thereof, to one or more deputies appointed by him or her in consultation with the CEO or the Chairperson.
- 3.7.3. If the Company Secretary notes that the interests of the Executive Directors and the Non-Executive Directors diverge, as a result of which it is unclear which interests the Company Secretary should represent, he or she should report this to the Chairperson.

4. Board Committees

4.1. Board Committees

- 4.1.1. The Board is entitled to appoint standing and/or ad hoc Committees which are charged with tasks specified by the Board. The composition of any Committee is determined by the Board. The Board shall, in any event, establish an Audit Committee.
- 4.1.2. The Board shall establish the committees which the Company is required to have and otherwise such committees as are deemed to be appropriate by the Board.
- 4.1.3. The Board remains collectively responsible for resolutions prepared by the Committees. The Board is entitled to delegate powers to a Committee. A Committee is only entitled to exercise such powers as are explicitly delegated to it and is never entitled to exercise powers beyond those exercisable by the Board as a whole. The Board can, partially or fully, revoke any power delegated to a Committee.

4.2. Committee reports

Each Committee must clearly and timely inform the Board of how it has used its delegated authority and of any major development in the area of its responsibilities. All Directors have unrestricted access to all Committee meetings and records. The Board shall, within

the term specified in the rules of the Committee concerned, receive a report from each Committee of its deliberations and findings.

4.3. **Regulations**

The Board shall establish rules for each Committee and is entitled to amend these at any time. The rules shall indicate the role and responsibility of the Committee concerned, its composition and the manner in which it performs its duties.

5. Remuneration

5.1. **Remuneration Policy**

The Company must establish a remuneration policy in respect of the remuneration of the Board (the "**Remuneration Policy**"), with due observance of the relevant statutory requirements. The Remuneration Policy is adopted by the General Meeting by Simple Majority.

5.2. **Executive Directors**

- 5.2.1. The Remuneration Policy applicable to Executive Directors shall be clear and understandable, shall focus on long-term value creation, and consider the internal pay ratios within the business.
- 5.2.2. The remuneration of the Executive Directors shall be determined by the Non-Executive Directors with due observance of the Remuneration Policy.
- 5.2.3. When drafting the proposal for the remuneration of Executive Directors, the Non-Executive Directors shall take note of individual Executive Directors' views considering the amount and structure of their own remuneration.
- 5.2.4. The Non-Executive Directors shall have the power to adjust upwards or downwards the value of a variable remuneration component conditionally awarded to an Executive Director in a particular financial year if payment thereof is unacceptable according to standards of reasonableness and fairness.
- 5.2.5. The Non-Executive Directors shall have the power to claim back from an Executive Director the variable remuneration component in part or in whole, in so far as payments were made on the basis of inaccurate information about the realisation of targets, or circumstances that such remuneration was made conditional to, that underlie the variable remuneration.

5.3. **Non-Executive Directors**

- 5.3.1. The remuneration of the Non-Executive Directors is determined by the General Meeting. The Non-Executive Directors shall from time to time submit clear and understandable proposals on their remuneration to the General Meeting.
- 5.3.2. The remuneration of a Non-Executive Director cannot depend on the results of the Company. A Non-Executive Director cannot be awarded remuneration in the form of shares and/or rights to shares in the Company's capital.

5.4. Compensation Arrangements

- 5.4.1. The Board shall submit proposals concerning compensation arrangements for the Executive Directors in the form of Shares or rights to subscribe for Shares to the General Meeting for approval. This proposal must at least include the number of Shares or rights to subscribe for Shares that may be awarded to the Executive Directors and which criteria apply for such awards or changes thereto. The absence of the approval of the General Meeting shall not affect the powers of representation.

5.5. Loans and guarantees

The Company does not grant Directors personal loans, guarantees or the like unless in the normal course of business and on terms applicable to the personnel as a whole, and after approval of the Board. Remission of loans shall not be granted.

5.6. Remuneration report

- 5.6.1. The Non-Executive Directors shall annually, on behalf of the Board, prepare a remuneration report, in which the Board renders account of the implementation of the Remuneration Policy in a transparent manner. This report will in any event describe, in a transparent manner, in addition to the matters required by law:
- a. how the Remuneration Policy has been implemented in the past financial year;
 - b. how the implementation of the Remuneration Policy contributes to long-term value creation;
 - c. that scenario analyses have been taken into consideration;
 - d. the pay ratios within the Company and its affiliated enterprise and, if applicable, any changes in these ratios in comparison with the previous year;
 - e. in the event that an Executive Director receives variable remuneration, how this remuneration contributes to long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance; and
 - f. in the event that a current or former Director receives a severance payment, the reason for this payment.

The remuneration report will be posted on the Company's website.

6. Other positions

- 6.1. Directors shall report any other positions they may have to the Board in advance and, at least annually, the other positions are discussed at the Board meeting.
- 6.2. Executive Directors shall not without prior permission of the Board accept:
- a. a membership of a non-executive/supervisory board position;
 - b. any other remunerated employment position, including in an advisory capacity; or
 - c. any non-remunerated employment position.

- 6.3. An Executive Director will hold no more than two supervisory directorships of Dutch large companies or large foundations. An Executive Director cannot concurrently serve as chair of the supervisory board or one tier board of a large company or a large foundation.
- 6.4. A Non-Executive Director will hold no more than five supervisory directorships of Dutch large companies or large foundations, whereby chairmanship counts twice.

7. Training and evaluation

7.1. Induction programme

All Directors follow an induction programme geared to their role.

7.2. Ongoing training and education

The Board conducts an annual review for the Board to identify any aspects with regard to which the Directors require training or education.

7.3. Evaluation

- 7.3.1. At least once per year, outside the presence of the Executive Directors, the Non-Executive Directors evaluate their own functioning, the functioning of the various Committees and that of the individual Non-Executive Directors and discuss the conclusions that are attached to the evaluation.
- 7.3.2. At least once per year, outside the presence of the Executive Directors, the Non-Executive Directors evaluate both the functioning of the full Board and that of the individual Executive Directors and discuss the conclusions that must be attached to the evaluation, such also in light of the succession of Executive Directors.
- 7.3.3. At least once annually, the Executive Directors, too, evaluate their own functioning as a whole and that of the individual Executive Directors.

8. Board meetings

8.1. Meetings and location

- 8.1.1. The Board shall meet as often as deemed necessary for the proper functioning of the Board. Meetings shall be scheduled annually as much as possible in advance. The Board shall meet earlier than scheduled if this is deemed necessary by the Chairperson, the CEO or any two Directors jointly.
- 8.1.2. Meetings of the Board are in principle called by the Company Secretary, in consultation with the Chairperson. Save in urgent cases to be determined by the Chairperson, the agenda for the meeting shall be sent to all Directors at least one week before the meeting. Whenever possible, an explanation in writing and/or other related documentation shall be attached for each item on the agenda. The Chairperson shall in principle consult on the content of the agenda with the CEO prior to convening the meeting.
- 8.1.3. Board meetings shall generally be held at the business address of the Company in Munich, Germany, but may also take place elsewhere or by means of audio-communication or audio-visual-communication facilities, unless a Director objects thereto and provided that all Directors participating in the meeting can hear each other simultaneously and none of them has objected to this way of decision-making.

- 8.1.4. Each Director has the right to request that an item is placed on the agenda for a Board meeting.
- 8.1.5. Non-Executive Directors meet independently at least once a year to consider agenda items set by them.

8.2. **Chairperson**

The Chairperson, and in his or her absence or if he or she is unwilling to chair, the Vice-Chairperson shall lead the meeting. If the latter is absent or unwilling to take the chair, the meeting shall appoint one of the Non-Executive Directors or, in the event all Non-Executive Directors in office are absent, one of the Executive Directors, as chair of the meeting.

8.3. **Attendance**

- 8.3.1. The Directors must attend the meetings of the Board and of the Committees of which they are a part. Where they are unable to attend and the minutes require explanation, the chair of the meeting shall inform the absent Director about the resolutions passed and the discussions held in the meeting in question. Non-Executive Directors who are frequently absent during meetings of the Board shall be asked by the Chairperson to explain their absence. The Non-Executive Report states the absenteeism rate from Board and Committee meetings of each Non-Executive Director.
- 8.3.2. A Director may be represented by another Director authorised in writing.
- 8.3.3. The Board may require that certain officers and external advisers attend the meetings of the Board and of the Committees.

9. Decision-making and conflicts of interest

9.1. **Decision-making**

- 9.1.1. Board resolutions may at all times be adopted outside of a meeting, in writing or otherwise, provided that the proposal concerned is submitted to all Directors then in office and none of them objects to this manner of adopting resolutions.
- 9.1.2. The Board can also adopt resolutions without convening a meeting, provided that all Directors entitled to vote have been consulted and none of them have raised an objection to adopt resolutions in this manner. Written decision making takes place by means of written statements of all Directors entitled to vote.
- 9.1.3. Each Director shall be entitled to cast one vote. In case of a tie of votes, the proposal shall be deemed to have been rejected.
- 9.1.4. Unless a Director has a conflict of interest with regard to a proposed resolution, a Directors can be represented in meetings of the Board. Such representation can only be made by another Director who does not have a conflict of interest and pursuant to a written power of attorney and within the limits of such power of attorney. The existence of such power of attorney must be proved satisfactorily to the chair of the meeting.
- 9.1.5. Unless the law, the Articles of Association or these Board Rules provide otherwise, resolutions of the Board shall be adopted by a Simple Majority. The Directors shall take

into account that certain resolutions of the Board are subject to the consent of the majority of the Non-Executive Directors as referred to in **Schedule 4**.

- 9.1.6. The minutes of meetings of the Board shall be kept by the Company Secretary. The minutes shall be adopted by the Board at the same meeting or at a subsequent meeting and as evidence thereof signed by the Chairperson, or in his or her absence the Vice-Chairperson, and the Company Secretary. If the Board has adopted resolutions without holding a meeting, the Company Secretary shall keep a record of each resolution adopted without holding a meeting. Such record shall be signed by the Chairperson and the Company Secretary. The Company Secretary may also sign together with any Executive Director an extract of such minutes.
- 9.1.7. The External Auditor shall be requested to attend each Board meeting at which the examination, adoption and, if applicable, approval of the Annual Accounts are discussed.

9.2. Conflicts of interest

- 9.2.1. A Director shall not participate in the discussions and/or decision-taking process on a subject or transaction in relation to which he or she has a conflict of interest with the Company.
- 9.2.2. A Director shall in any case not:
- a. enter into competition with the Company;
 - b. demand or accept (substantial) gifts from the Company for himself or herself or for his or her Relatives;
 - c. provide unjustified advantages to third parties to the detriment of the Company; and
 - d. take advantage of business opportunities to which the Company is entitled for himself or herself or for his or her Relatives.
- 9.2.3. An Executive Director shall not:
- a. participate in the decision-making concerning the determination of the compensation of the Executive Directors; and
 - b. participate in the decision-making concerning the instruction of an External Auditor to audit the Annual Accounts if the General Meeting has not granted such instruction.
- 9.2.4. A conflict of interest may exist if the Company intends to enter into a transaction with a legal entity:
- a. in which a Director personally has a material financial interest, or
 - b. in which a Relative of a Director is a managing or supervisory director.
- 9.2.5. A Director shall without delay report any conflict of interest or potential conflict of interest in a transaction that is of material significance to the Company and/or to the Director concerned, to the Board and shall provide all relevant information, including information concerning his or her Relative. The Non-Executive Directors shall decide, without the Director concerned being present, whether there is a conflict of interest.
- 9.2.6. A Director shall not take part in the deliberation and decision-making that involves a subject or transaction in relation to which he or she has a conflict of interest with the

Company. If, as a result, no Board resolution can be adopted, the resolution may be adopted by the Board as if none of the Directors has a conflict of interests.

9.2.7. All transactions in which there are conflicts of interest with Directors shall be agreed on terms that are customary in the market. Decisions to enter into transactions in which there are conflict of interest with Directors that are of material significance to the Company and/or to the relevant Directors require the approval of the Non-Executive Directors.

9.2.8. All transactions between the Company and individuals or legal entities who hold at least 10% of the shares in the Company must be agreed on terms that are customary in the market. Decisions to enter into transactions in which there are conflicts of interest with such persons that are of material significance to the Company and/or to such persons require the approval of the Non-Executive Directors.

9.3. **Related Party Transactions Policy**

The Board shall adopt a Related Party Transactions Policy to provide adequate safeguards in the interest of the Company and its stakeholders with regard to instances in which promoting the interests of the Company and its stakeholders may be compromised.

10. **Misconduct and irregularities**

10.1. **Whistleblower Policy**

The Board establishes a procedure for reporting actual or suspected irregularities within the Company (the "**Whistleblower Policy**"). The Whistleblower Policy is published on the Company's website. The Board ensures that any person who, whether or not based on an employment contract with the Company or with another organisation, works for or works at the Company and reports actual or suspected irregularities in accordance with the Whistleblower Policy, has the opportunity to file a report without jeopardising their legal position.

10.2. **Informing the Chairperson**

The Board informs the Chairperson without delay of any signs of actual or suspected material misconduct or irregularities within the Company. However, if the actual or suspected misconduct or irregularity pertains to the functioning of a Director, employees can report this directly to the Chairperson.

10.3. **Notification by External Auditor**

The External Auditor informs the chair of the Audit Committee without delay if, during the performance of his or her duties, he or she discovers or suspects an instance of misconduct or irregularity. If the actual or suspected misconduct or irregularity pertains to the functioning of an Executive Director, the External Auditor reports this directly to the Chairperson.

10.4. **Oversight by Non-Executive Directors**

The Non-Executive Directors monitor the operation of the procedure for reporting actual or suspected misconduct or irregularities, appropriate and independent investigations into signs of misconduct or irregularities, and, if an instance of misconduct or irregularity has

been discovered, an adequate follow-up of any recommendations for remedial actions. In order to safeguard the independence of the investigation in cases where the Board itself is involved, the Non-Executive Directors have the option of initiating its own investigation into any irregularities that have been discovered and to coordinate this investigation.

11. Internal audit function

11.1. Absence of internal audit department

If there is no separate department for the internal audit function, the Non-Executive Directors will assess annually whether adequate alternative measures have been taken and will consider whether it is necessary to establish an internal audit department. The Non-Executive Directors should include the conclusions, along with any resulting recommendations and alternative measures, in the Directors' report. The following provisions apply to the extent it has been resolved by the Board to install an internal audit function.

11.2. Duties

The duty of the internal audit function is to assess the design and the operation of the internal risk management and control systems. The internal audit function shall have sufficient resources to execute the internal audit plan and shall have direct access to the Audit Committee and the External Auditor. The Board is responsible for the internal audit function.

11.3. Appointment and dismissal

Following the recommendation issued by the Audit Committee, the Board appoints and dismisses the senior internal auditor, with the affirmative vote of the Non-Executive Directors.

11.4. Assessment of the internal audit function

The Board shall assess the way in which the internal audit function fulfils its responsibility annually, taking into account the Audit Committee's opinion.

11.5. Internal audit plan

The internal audit function shall draw up an audit plan, involving the Board, the Audit Committee and the External Auditor in this process. The audit plan is submitted to the Board for approval. In this internal audit plan, attention is paid to the interaction with the External Auditor.

11.6. Performance of work

The internal audit function shall have sufficient resources to execute the internal audit plan and access to information that is important for the performance of its work. The internal audit function shall have direct access to the Audit Committee and the External Auditor. Records shall be kept of how the Audit Committee is informed by the internal audit function.

11.7. Report of findings

The internal audit function shall report its audit results to the Board and the essence of its audit results to the Audit Committee and inform the External Auditor. The research findings of the internal audit function include, at least, the following:

- a. any flaws in the effectiveness of the internal risk management and control systems;
- b. any findings and observations with a material impact on the risk profile of the Company; and
- c. any failings in the follow-up of recommendations made by the internal audit function.

12. Relation with the External Auditor

- 12.1.1. The Board maintains contact with the External Auditor on a regular basis. In its contact with the External Auditor the Board shall discuss the draft audit plan before presenting it to the Audit Committee.
- 12.1.2. The Board ensures that the External Auditor receives all information that is necessary for the performance of his or her work in a timely fashion. The Board gives the External Auditor the opportunity to respond to the information that has been provided.
- 12.1.3. The Non-Executive Directors are permitted to examine the most important points of discussion arising between the External Auditor and the Executive Directors based on the draft management letter or the draft audit report.
- 12.1.4. The Company will publish a press release in the event of the early termination of the relationship with the external audit firm. The press release will explain the reasons for this early termination.
- 12.1.5. The External Auditor attends the meeting of the Non-Executive Directors at which the report of the External Auditor on the audit of the financial statements is discussed.

13. Relation with Shareholders

13.1. Agenda and provision of information

- 13.1.1. The Board shall ensure that the General Meeting is adequately provided with information.
- 13.1.2. When providing information, the Board shall treat Shareholders who are in similar circumstances the same.
- 13.1.3. The agenda of the General Meeting shall list which items are for discussion and which items are to be voted on. In particular, the following items shall be dealt with as separate agenda items:
 - a. material changes to the Articles of Association;
 - b. proposals relating to the appointment of Directors;
 - c. the policy of the Company on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend);
 - d. any proposal to pay out dividend;

- e. resolutions to approve the management conducted by the Board (discharge of Executive Directors for their duties conducted in the past year);
 - f. resolutions to approve the supervision exercised by the Board (discharge of Non-Executive Directors for their duties conducted in the past year);
 - g. each substantial change in the corporate governance structure of the Company and in the compliance with the Dutch Code;
 - h. the appointment of the External Auditor; and
 - i. at least once every four years, the Remuneration Policy of the Company (to be discussed by the General Meeting).
- 13.1.4. The Board shall endeavour to procure that the General Meeting is timely provided with all requested information, unless this would be contrary to an overriding interest of the Company or its business. If the Board invokes an overriding interest, it must give the reasons.
- 13.1.5. A proposal for approval or authorisation by the General Meeting shall be explained in writing. The Board shall in this explanation state all the facts and circumstances that are relevant for the approval or authorisation to be granted. The explanation to the proposal shall be posted on the Company's website.
- 13.1.6. If one or more Shareholders have the intention of requesting that an item will be put on the agenda which can result in a change of strategy of the Company, for example as a result of the dismissal of one or several Directors, the Board shall respond to such request within the response time. The opportunity to invoke the response time also applies to an intention for judicial leave to call a General Meeting under Article 2:220 DCC. The response time shall not exceed 180 days, calculated as from the date on which the Board was informed by one or more Shareholders of the intention to put this item on the agenda until the date of the General Meeting at which the item is to be dealt with. The Board shall use this response time for further deliberation and constructive consultation, in any event with the relevant Shareholder(s), and to explore alternatives. The Board shall monitor this.
- 13.2. Attendance General Meeting**
- 13.2.1. The Directors shall be present at the General Meetings, unless they are unable to attend for important reasons. Under certain circumstances, a Director is entitled to attend the General Meeting through electronic means of communication.
- 13.2.2. The Board ensures that the responsible auditor within the External Auditor's organisation is present at the General Meetings and that he or she can address the meeting. The External Auditor can be questioned by the General Meeting in relation to his or her report on the fairness of the Annual Accounts.
- 13.3. Voting proxies or voting instructions**
- 13.3.1. The Company shall provide Shareholders and others who have the right to vote at the General Meeting the possibility to issue, prior to the General Meeting, voting proxies or voting instructions to an independent third party.

13.4. Minutes and voting results

- 13.4.1. The Board shall ensure that minutes on the proceedings of the General Meeting are made available to the Shareholders by publication on the Company's website no later than three months after the end of the meeting, following which the Shareholders have another three months to respond to the minutes. The minutes are then adopted in the manner provided for in the Articles of Association. The provisions of this paragraph 13.4.1 can be disregarded if a notarial deed is drawn up of the minutes of the proceedings. After adoption of the minutes or the inclusion thereof in a notarial deed, the minutes are posted on the Company's website as soon as possible.
- 13.4.2. Results of the voting on resolutions adopted by the General Meeting are posted on the Company's website as soon as possible after the meeting, where they are accessible for at least one year.
- 13.4.3. A resolution of the General Meeting can be disclosed externally through a statement from the chair of the meeting or the Company Secretary.

13.5. Bilateral Contacts Policy

The Board shall adopt a policy in respect of bilateral contacts with the Company's Shareholders (the "**Bilateral Contacts Policy**") and shall post this Bilateral Contacts Policy on its website.

13.6. Takeover situations

- 13.6.1. When a takeover bid for shares in the Company is being prepared, in the event of a private bid for a business unit or a participating interest, where the value of the bid exceeds the threshold referred to in Article 2:107a paragraph 1 sub c DCC, and/or in the event of other substantial changes in the structure of the organisation, each Director shall ensure that the full Board is closely and timely involved in the takeover process and/or the change in structure.
- 13.6.2. If a takeover bid has been announced or made for shares in the Company and a Director receives a request from a third competing bidder for information regarding the Company, the Director shall discuss such request without delay with the Board.
- 13.6.3. If a private bid for a business unit or a participating interest has been made public, where the value of the bid exceeds the threshold referred to in Article 2:107a paragraph 1 sub c DCC, the Board shall, as soon as possible, publicly announce its position on the bid and the reasons for this position.

14. Relation with analysts and investors

- 14.1. The contacts between the Board on the one hand and the press and financial analysts on the other shall be carefully handled and structured with due observance of the applicable statutory regulations and the Company shall not engage in any acts that compromise the independence of analysts in relation to the Company and vice versa.
- 14.2. Events and conference calls organised by the Company open to analysts and investors, and press conferences shall be announced in advance on the Company's website and by means of press releases. These meetings shall not take place shortly before the publication of the regular financial information. Provisions shall be made for all

Shareholders to follow these meetings and presentations in real time, by means of webcasting, telephone or by other means.

- 14.3. The Board shall post and update all information relevant to the Shareholders that the Company is required to publish or deposit pursuant to the applicable provisions of company law or securities law and regulation on a separate part of the Company's website and provide that the information on the website is accessible for at least one year.

15. Holding and trading securities

- 15.1. Any shareholding in the Company by Non-Executive Directors is for the purpose of long-term investment.
- 15.2. If shares are awarded to an Executive Director, the shares shall be held for at least five years after they are awarded. If share options are being awarded to an Executive Director, the options cannot be exercised during the first three years after they are awarded.
- 15.3. The Company draws up regulations governing ownership of, and transactions in, securities by Directors, other than securities issued, by the Company.
- 15.4. A Director shall not own securities issued by entities other than the Company or carry out transactions in those securities, other than in accordance with the Company's Insider Trading Policy. The provisions of the previous sentence shall not apply if a Director holds the securities for investment in listed investment funds or, if investing in other funds, only if he or she has transferred the disposition of his or her securities portfolio to an independent third party by means of a written mandate.
- 15.5. The Board draws up a policy with respect to the ownership of, and transactions in, the securities issued by the Company (the "**Insider Trading Policy**").

16. Miscellaneous

16.1. Confidentiality

Each Director shall treat all information and documentation acquired within the framework of their position as Director with the necessary discretion and, in the case of classified information, with the appropriate secrecy. Classified information shall not be disclosed outside the Board, made public or otherwise made available to third parties, even after resignation from the Board, unless it has been made public by the Company, it has been established that the information is already in the public domain or unless required by law. A Director is allowed to disclose the above information to other Directors as well as to any persons, who, in view of their activities for the Company, shall be informed of the information concerned. A Director shall not in any way whatsoever utilise the information referred to above for his or her personal benefit.

16.2. Amendment and non-compliance

- 16.2.1. The Board may amend or cancel these Board Rules.
- 16.2.2. Without prejudice to the provisions in the Articles of Association, the Board may occasionally decide at its sole discretion not to comply with and adhere to these Board Rules.
- 16.2.3. Where these Board Rules are inconsistent with Dutch law, the latter shall prevail. Where these Board Rules are inconsistent with the Articles of Association, the latter shall prevail.

Where these Board Rules conform to the Articles of Association but are inconsistent with Dutch law, the latter shall prevail.

- 16.2.4. The invalidity of one or more provisions of these Board Rules shall not affect the validity of the remaining provisions. The Board may replace the invalid provisions by provisions which are valid, and the effect of which, given the contents and purpose of these Board Rules is, to the greatest extent possible, similar to that of the invalid provisions.

16.3. Governing law and jurisdiction

These Board Rules shall be governed by and construed in accordance with the laws of the Netherlands. The courts of Amsterdam, the Netherlands, shall have exclusive jurisdiction to settle any dispute arising from or in connection with these Board Rules (including any dispute regarding the existence, validity or termination of these Board Rules).

SCHEDULE 1 LISTING OF DEFINITIONS

In these Board Rules, the following terms have the following meanings:

Annual Accounts	the annual accounts of the Company as referred to in Article 2:210 DCC
Articles of Association	the articles of association (<i>statuten</i>) of the Company
Audit Committee	the audit committee of the Board
Bilateral Contacts Policy	has the meaning attributed thereto in paragraph 13.5
Board	the board (<i>bestuur</i>) of the Company
Board Profile	has the meaning attributed thereto in paragraph 2.2.2
Board Rules	these rules of the Board
Business Combination	the acquisition by the Company of a target business or entity by way of a (cross-border) merger, demerger, share exchange, asset acquisition, share purchase, reorganisation or similar acquisition of a target business or entity
CEO	the Executive Director appointed as chief executive officer of the Company in accordance with paragraph 2.4.3
Chairperson	The Non-Executive Director appointed by the Board as chair of the Board in accordance with paragraph 2.4.1
CIO	the chief investment officer appointed as chief executive officer of the Company in accordance with paragraph 2.4.3
Code of Conduct and Ethics Committee	has the meaning attributed thereto in paragraph 3.2.2.j
Company	European Healthcare Acquisition & Growth Company B.V.
Company Secretary	the person appointed by the Board as company secretary in accordance with paragraph 2.4.4
DCC	the Dutch civil code (<i>Burgerlijk Wetboek</i>)
Director	an Executive Director or Non-Executive Director, as the case may be
Diversity Policy	has the meaning attributed thereto in paragraph 2.2.3
Dutch Code	the Dutch corporate governance code dated 8 December 2016, as amended from time to time

Executive Director	a member of the Board appointed as executive director
External Auditor	a qualified accountant (<i>registeraccountant</i>) or other expert as referred to in Article 2:393, paragraph 1 of the DCC or an organisation in which such experts work together
General Meeting	the general meeting (<i>algemene vergadering</i>) of the Company, meaning the corporate body of the Company that consists of the shareholders and the other persons entitled to vote at such meeting, as well as the meeting in which the shareholders and the other persons entitled to attend such meeting ensemble
Insider Trading Policy	has the meaning attributed thereto in paragraph 15.5
Non-Executive Director	a member of the Board appointed as non-executive director
Non-Executive Report	the report prepared and published by the Non-Executive Directors on their functioning and activities and of the Committees during the preceding financial year
Related Party Transactions Policy	has the meaning attributed thereto in paragraph 9.3
Relative	with respect to a natural person, his or her spouse, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree
Remuneration Policy	has the meaning attributed thereto in paragraph 5.1
Shareholder	a holder of one or more Shares
Shares	the shares in the capital of the Company
Simple Majority	more than half of the votes cast
Vice-Chairperson	the Non-Executive Director from time to time elected by the Board to such position pursuant to paragraph 2.4.2 and
Whistleblower Policy	has the meaning attributed thereto in paragraph 10.1

SCHEDULE 2 BOARD PROFILE

Introduction

The purpose of this profile is to provide guiding principles for the appointment of Non-Executive Directors of the Company. This profile sets out the scope and composition of the Non-Executive Directors, and takes into account the nature of the Company's business and its activities in general. The role of the Non-Executive Directors is to supervise the conduct and policies of the Executive Directors and the general course of affairs of the Company. The Non-Executive Directors also provide advice to the Executive Directors. In performing their duties, the Non-Executive Directors are required to be guided by the interests of the Company, taking into consideration the interests of the Company's stakeholders (which include but are not limited to its customers, its employees and the shareholders). The Non-Executive Directors will also observe the corporate social responsibility issues that are relevant to the Company.

Size, composition and diversity of the Board

The Board will have three or more Non-Executive Directors. The combination of experience, expertise and independence of the Non-Executive Directors will enable the Non-Executive Directors to perform their duties in the best way towards the Company and the stakeholders of the Company. The composition and qualities of the Non-Executive Directors should be in line with the Company's size, portfolio, nature, culture, geographical spread, and its status as a listed Company.

The Non-Executive Directors will meet the following criteria:

- (i) a diverse composition in respect of nationality, experience, expertise, education, cultural background, gender, age, work background and tenure and reflecting a majority diverse team;
- (ii) the capability to evaluate (international) social, economic, political and other developments relevant to the Company;
- (iii) the ability to operate independently and critically in relation to the Executive Directors and other Non-Executive Directors and to take measures in the absence of the Executive Directors to provide for the management of the Company; and
- (iv) all Non-Executive Directors meet the basic requirements including objectivity, integrity, tolerance of other points of view, availability, and commitment.

Desired expertise and background

The Board shall be composed of individuals who are knowledgeable and have relevant experience and expertise in one or more of the following areas: (not exhaustive and not ranked)

- a. general management;
- b. finance, administration and accounting;
- c. strategy;
- d. marketing and sales;
- e. manufacturing and production;
- f. innovation, research and development;
- g. safety and environment;

- h. human resources, personnel and organisation;
- i. information technology; and/or
- j. legal and regulatory affairs.

Each Non-Executive Director should be capable of assessing the broad outline of the Company's overall management.

The following experience and competence and qualities should specifically be covered by the Non-Executive Directors (not exhaustive and not ranked):

- a. knowledge of and experience and affinity with the current or future business of the Company;
- b. experience with (the management or supervision of the management of) a listed company;
- c. national and international experience in scaling organisations and markets;
- d. experience with corporate governance and legal matters;
- e. financial experience including risk management, internal control, financial review and audit;
- f. understanding of human resources, talent management and remuneration related matters;
- g. experience with organisational processes;
- h. knowledge of information and communication technology systems (ICT) and related cyber security risks (disruption, failure or abuse of ICT);
- i. expertise in the field of new business models; and
- j. expertise in the field of sustainability and corporate social responsibility areas.

Each Non-Executive Director shall be expected to have the following competences and qualities:

- a. integrity;
- b. the ability to act critically and independently;
- c. the ability to promote and protect the interests of the Company and its stakeholders;
- d. awareness of international trends in society, economy and politics,
- e. a track record of proven success;
- f. analytical, critical and solution-oriented;
- g. having sufficient time at his or her disposal to perform his or her duties properly
- h. willingness to follow induction and training programmes and to be periodically evaluated;
- i. ambition for continuous improvement; and
- j. willingness to be appointed as a member of one or more Committees.

At least one Non-Executive Director has competence in financial reporting or auditing of financial statements.

Independence of Non-Executive Directors

The Board shall endeavour to ensure, within the limits of its powers, that the majority of the Non-Executive Directors, including the Chairperson and the chair of the Audit Committee, shall be independent within the meaning of the Dutch Code as reflected in paragraph 2.3 of the Board Rules.

Miscellaneous

The Non-Executive Directors discuss at least once a year, without the Executive Directors being present, the composition and competence of the Non-Executive Directors.

This Board Profile must be considered on each (re)appointment of Non-Executive Directors.

SCHEDULE 3 ROTATION SCHEDULE BOARD

Name	Position	First appointed	End of current term
Peer Schatz	Executive Director: Chief Executive Director	2021	2021
Peer Schatz	Non-Independent Non-Executive Director	2021	2025
Dr. Cornelius Baur	Non-Independent Non-Executive Director	2021	2021
Dr. Cornelius Baur	Executive Director: Chief Executive Director	2021	2025
Dr. Thomas Rudolph	Executive Director: Chief Investment Director	2021	2025
Dr. Axel Herberg	Independent Non-Executive Director	2021	2025
Dr. Stefan Oschmann	Independent Non-Executive Director	2021	2025
Stefan Winners	Non-Independent Non-Executive Director	2021	2025

SCHEDULE 4 RESERVED MATTERS

The following resolutions require the consent of the majority of the Non-Executive Directors:

1. the entry into a Business Combination;
2. the allocation of duties of the Board to individual Directors;
3. submitting the nomination for the appointment of the External Auditor to the General Meeting;
4. establishing and amending the rules applicable to an Committee;
5. the amendment of the Board Rules;
6. entering into transactions in which there are conflicts of interest with Directors that are of material significance to the Company and/or the relevant Director(s);
7. entering into transactions with individuals or legal entities who hold at least 10% of the Shares;
8. approving personal loans, guarantees or the like to Directors; and
9. all other acts that require the consent of the majority of the Non-Executive Directors by legislation, the Articles of Association, the Board Rules, the Dutch Code or any other applicable legislation.