



MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF EUROPEAN HEALTHCARE ACQUISITION & GROWTH COMPANY B.V. HELD ON 15 NOVEMBER 2023 AT 10:00 CET

1. Opening

The chairman of European Healthcare Acquisition & Growth Company B.V. (the "**Chairman**" of the "**Company**") welcomed all those present to the extraordinary general meeting of shareholders of the Company (the "**EGM**"). It is greatly appreciated that the attendees have taken the time to join this meeting. In accordance with Dutch law and the articles of association of the Company, this EGM is held in a hybrid form: shareholders are more than welcome to attend this EGM physically in Amsterdam, however shareholders have also been given the opportunity to attend this EGM by electronic means.

The Chairman provided more details on the conduct of the meeting, which is being conducted in accordance with the requirements of Dutch law.

The Chairman confirmed that this meeting will be held in the English language, because this is the shared language of the majority of shareholders of the Company, the members of the board of the Company and its advisers.

The Chairman also confirmed and advised the following:

- Shareholders who do not physically attend the EGM have been requested to vote electronically or by means of a proxy form in advance of the meeting, as it will not be possible to vote during the meeting for shareholders participating by electronic means. Shareholders physically present at this EGM would be allowed and encouraged to cast their votes orally during the EGM, however no shareholders are physically present at the EGM.
- Shareholders have been requested to apply in writing whether they wished to attend the meeting by electronic means and to participate in the deliberation of the meeting real time. However, unfortunately no shareholders were present at the EGM and no shareholder requested a link to access the meeting by electronic means.
- 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 attendees participating by electronic means, except the speaker, will be on mute and all participants are requested to remain muted throughout the meeting, except in the event that – where appropriate – the participant would like to address the meeting with a question or remark.

- For each agenda item, the Chairman asked the attendees if they would like to speak. If you wish to speak, please virtually raise your hand and if allowed to speak, please state your name, place of residence and company name if applicable, so this can be noted in the minutes of this meeting.
- 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 4 October 2023, all in accordance with applicable law.
- On 4 October 2023, the Company 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.
- Copies of all documents relating to the EGM have been made available free of charge by persons entitled to attend the EGM 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 record date of this meeting, the total number of shares of the Company issued was 170,000,000 class A ordinary shares, of which 150,000,000 class A ordinary shares were 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. 14,982,076 shares in turn representing 14,982,076 votes are present or represented at this meeting. This means that we have 56.18% of the votes present or represented of the outstanding shares (excluding the shares held in treasury by the Company).
- The Chairman concluded 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.

The Chairman liked to make some practical announcements prior to the discussion of the agenda items:

- The Chairman would like to welcome and introduce some members of the board of the Company:
 - Executive directors Dr. Cornelius Baur and Dr. Thomas Rudolph are present in this meeting via video connection.
 - Non-executive director Mr. Peer Schatz is also present in this meeting via video connection.

The Chairman is Stefan Winners, a non-executive director and the chairman of the board.

- Dr. Axel Herberg and Dr. Stefan Oschmann, non-executive directors of the Company, are unfortunately not able to attend today's meeting.
- Dr. Thomas Rudolph will act as secretary of the meeting today.
- Ms. Sofia Weirich, investment manager at the Company and one of the proxy holders, is also present at this meeting. Ms. Sofia Weirich will act 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.
- Representatives of Houthoff, the Company's Dutch legal adviser, are also present.
- Marijn van Horen, working with Houthoff, is present to take minutes of this meeting.

- If allowed to speak during the meeting, the attendee should state his/her name, place of residence and company name, if applicable, so this can be noted in the minutes of this meeting.

Then, the Chairman moved on to agenda item 2, which is the:

2. Extension of the Business Combination Deadline (*voting item*)

It is proposed to the general meeting to extend the original Business Combination Deadline with one year, until 17 November 2024.

As disclosed in the Prospectus, the Company has until the original Business Combination Deadline to complete a Business Combination. In case such a Business Combination does not materialise before the Business Combination Deadline, the Company will be dissolved, unless the shareholders determine the period will be prolonged.

The Chairman explained that the board of the Company believes it would be in the interest of both the Company and its stakeholders to extend the Business Combination Deadline to continue the process and search to successfully complete a business combination and to reclaim some outstanding receivables.

There are no questions or remarks.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the meeting and the issued proxies, the voting results are as follows:

	For	Against	Abstain	Total
Votes	12,479,509	2,502,567	-	14,982,076
%	83.30%	16.70%	-	100%

The Chairman established that the general meeting of shareholders has adopted the proposal to extend the Business Combination Deadline until 17 November 2024.

The Chairman moved on to agenda item 3, which is the:

3. Conditional dissolution (*ontbinding*) of the Company

It is proposed to take a resolution to dissolve (*ontbinden*) the Company, which dissolution shall become effective on the earlier of:

- (a) the end of the extended Business Combination Deadline (i.e. 17 November 2024) without a business combination agreement having been entered into by the Company; and
- (b) 20 trading days on Euronext Amsterdam after the publication by the Company of a written notice on its website, announcing that the resolution to dissolve the Company shall become effective on such 20th trading day after the publication of such written notice.

The resolution to dissolve the Company shall lapse upon the fulfilment of the condition subsequent (*ontbindende voorwaarde*) of the entry into of a business combination agreement by the Company before the end of the extended Business Combination Deadline.

There are no questions or remarks.

Based on the voting instructions that have been given through the ABN AMRO e-voting platform prior to the meeting and the issued proxies, the voting results are as follows:

	For	Against	Abstain	Total
Votes	14,027,902	-	954,174	14,982,076
%	100%	0.00%	-	100%

The Chairman established that the general meeting of shareholders has adopted the proposal to dissolve the Company.

4. Closing of the Meeting

The Chairman concluded the meeting and thanked all of the attendees of the meeting. The Chairman formally closed the meeting.