

*Unofficial translation from
the Finnish original*

Minutes 2/2023

Business ID: 2198665-7

EXTRAORDINARY GENERAL MEETING

Time	17 November 2023, at 10:00 a.m. EET
Place	Studio Stage / Inderes, Itämerentori 2, Helsinki, Finland
Present	<p>The shareholders represented at the meeting were the shareholders set out in the list of votes adopted at the meeting (schedule 3).</p> <p>In addition, the CEO Antti Vuolanto and the CFO Tone Kvåle and technical staff were present at the meeting.</p>

1 OPENING OF THE MEETING

CEO Antti Vuolanto opened the meeting.

2 CALLING THE MEETING TO ORDER

Marko Vuori, attorney-at-law, was elected as the General Meeting Chair. The General Meeting Chair invited Markus Laine, LL.M., to act as a secretary and to keep the minutes.

The General Meeting Chair explained the procedures for addressing the matters on the agenda of the meeting and other practical arrangements related to the meeting.

The General Meeting Chair stated that shareholders registered in the shareholder register on the record date of the General Meeting, 7 November 2023, had had the opportunity to vote in advance on agenda items 6 and 7 of the General Meeting. Asset managers representing certain nominee-registered shareholders had also voted in advance. The General Meeting Chair described the votes cast in the advance voting and also noted that in accordance with the Finnish Companies Act, the proposals for decisions that had been subject to advance voting are deemed to have been presented without amendments at the General Meeting. It was noted that if voting was necessary during the meeting, the advance votes would be taken into account in the voting results.

It was noted that a summary list of the votes cast in advance was appended to the minutes as **schedule 1**.

The agenda of the meeting was adopted.

3 ELECTION OF THE PERSON TO SCRUTINIZE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Henri Huttunen was elected as the scrutinizer of the minutes, and to supervise the counting of votes, if needed.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that in accordance with the Section 6 of the Company's Articles of Association, the notice to the General Meeting of Shareholders shall be delivered to each shareholder to the address or email address notified to the Company by the shareholder, and published on the Company's website or in a newspaper determined by the Board of Directors, at the earliest, three (3) months before the meeting and however no later than nine (9) days before the record date for the General Meeting of Shareholders.

It was noted that the notice to the meeting had been published through a company release and on the Company's website on 27 October 2023. The record date of the meeting was 7 November 2023.

It was noted that the General Meeting had been convened in accordance with the provisions of the articles of association and the Finnish Companies Act and that the meeting has a quorum to deal with the matters specified in the notice of meeting.

The notice to convene the Extraordinary General Meeting was appended to the minutes as **schedule 2**.

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

It was noted that at the opening of the meeting, a total of 33 shareholders were present either physically at the meeting venue, via a remote connection or by voting in advance, representing a total of 9,969,559 shares and votes.

The list of votes, based on the attendance at the opening of the meeting, was appended to the minutes as **schedule 3**.

6 AUTHORIZATION OF THE BOARD OF DIRECTORS TO DECIDE ON ISSUING SHARES

It was noted that following the release of the positive topline data from the Phase 1a clinical trial of HER-096 announced on 25 November 2023, the Board of Directors had decided to seek a share issuance authorization from the General Meeting, the purpose of which is to enable the collection of funds for further research and development work and general financing needs.

It was noted that the Board of Directors had thus proposed to the Extraordinary General Meeting that the Board of Directors be authorized to decide on the issuance of shares as follows:

The shares issued under the authorization may be new shares or treasury shares. Under the authorization, a maximum of 5,082,000 shares may be issued which corresponds to

approximately 30 per cent. of all the shares issued by the Company. The shares may be issued in one or more tranches.

The Board of Directors is authorized to resolve on all other terms and conditions of the share issue. The share issue may be directed, i.e., deviate from the pre-emptive subscription right of shareholders, provided that there is a weighty financial reason.

The proposed authorization does not invalidate any earlier authorizations entitling the Board of Directors to decide on share issues or issues of special rights entitling to shares.

The authorization is valid until the close of next Annual General Meeting, however no longer than until 30 June 2024.

It was recorded that in this agenda item, the advance votes from shareholders in favor of the proposal of the Board of Directors amounted to 8,000,465 votes (corresponding to approximately 91.1% of votes cast and approximately 80.2% of shares represented at the beginning of the meeting) and the number of opposing votes amounted to 778,300 votes.

It was resolved to authorize the Board of Directors in accordance with the proposal.

7

AMENDING OF THE SECTION 6 OF THE ARTICLES OF ASSOCIATION

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that section 6 ("Notice to the general meeting and notice of participation") so that the Board of Directors would be permitted to convene General Meetings of Shareholders as virtual or hybrid meetings in accordance with Chapter 5, Section 16, Subsections 2 and 3 of the Finnish Companies Act. According to the proposal, section 6 would in its entirety read as follows:

6 § Notice to the general meeting and notice of participation

The notice to the General Meeting of Shareholders shall be delivered to each shareholder to the address or email address notified to the Company by the shareholder, published on the Company's website, or published in a newspaper determined by the Board of Directors, at the earliest, three (3) months before the meeting and however no later than nine (9) days before the record date for the General Meeting of Shareholders.

In order to attend the General Meeting of Shareholders the shareholder shall give advance notice of participation to the Company no later than the stated date in the notice to the General Meeting of Shareholders, which may at earliest be ten (10) days before the meeting.

The Board of Directors may decide that the General Meeting of Shareholders will be held without a meeting venue so that shareholders exercise their decision-making powers during the meeting in full and in real time using a remote connection and technical means (virtual meeting).

The Board of Directors may also decide that participation in the General Meeting is also permitted so that a shareholder exercises their full

decision-making powers during the General Meeting using a remote connection and technical means (hybrid meeting).

It was recorded that in this agenda item, the advance votes from shareholders in favor of the proposal of the Board of Directors amounted to 7,251,296 votes (corresponding to approximately 82.6% of votes cast and abstaining votes and approximately 72.7% of votes represented at the beginning of the meeting), the number of opposing votes amounted to 1,494,529 votes and the number of abstaining votes was 32,940.

It was resolved to amend the Articles of Association in accordance with the proposal.

8 CLOSING OF THE MEETING

It was noted that all the items on the agenda of the Extraordinary General Meeting had been handled and that minutes of the Meeting will be drawn up and will be available on the Company's website on 1 December 2023 at the latest.

The General Meeting Chair thanked all the participants on behalf of the Company and declared the Extraordinary General Meeting of Herantis Pharma Plc closed.

signatures on the following page

In fidem

Marko Vuori

General Meeting Chair

Markus Laine

Secretary

**The minutes have been scrutinized
and approved**

Henri Huttunen

Scrutinizer

SCHEDULES

Schedule 1 A summary list of votes cast in the advance voting

Schedule 2 Notice to the General Meeting

Schedule 3 The list of votes