

Remuneration Report

1 July 2024–30 June 2025

Introduction

This Remuneration Report contains information about the remuneration of Nightingale Health Plc's ("Nightingale Health" or "company") Board of Directors and CEO for the financial period 1 July 2024–30 June 2025. The report has been formulated in accordance with the Corporate Governance Code 2025 of the Finnish Securities Market Association.

Nightingale Health's Remuneration Policy was presented to the Annual General Meeting on 28 October 2021. The Annual General Meeting accepted the Remuneration Policy in its advisory resolution.

The Remuneration Report for the financial period 1 July 2024–30 June 2025 includes the principles governing the remuneration of the members of the company's Board of Directors and CEO and a description of the practical implementation of the Remuneration Policy. The Report also includes the remuneration paid to the members of the Board of Directors and CEO in the financial year 1 July 2024–30 June 2025. The advisory vote concerning the Remuneration Report held by the Annual General Meeting on 8 November 2024 did not result in any changes to the content of the Remuneration Report.

The Board of Directors of Nightingale Health has ensured that remuneration practices are aligned with the principles laid out in the company's Remuneration Policy. There were no deviations from the Remuneration Policy in the financial year 1 July 2024–30 June 2025. In addition, no paid remuneration was reclaimed by the company in the financial year 1 July 2024–30 June 2025.

Nightingale Health's key principles in remuneration are transparency, market orientation, and remuneration for good performance of both individual employees and the company. Nightingale Health's remuneration principles concern the entire personnel of the company.

Nightingale Health's Remuneration Policy for management aims to encourage and reward management for work that is in line with the company's strategy at a given time and for compliance with the set rules, as well as to motivate them to strive for the success of the company. The share of the CEO's variable remuneration from the total remuneration is based on the long-term strategic goals as defined by the Board of Directors.

Overview of financial year and the development of remuneration

During the financial year 2024–2025, Nightingale Health focused on increasing sales and expanding its commercial operations, while continuing to invest in long-term growth, including investments in product development as well as the construction and opening of new laboratories in New York and Singapore.

During the financial year, South Savo Wellbeing Services County and Nightingale Health agreed to pilot Nightingale Health's blood analysis technology as part of the wellbeing services county's primary healthcare. As a result of this collaboration, Nightingale Health's disease risk detection test will be made available to over 100,000 people.

Also, Nightingale Health and Enigma Genomics entered into a collaboration to provide Nightingale Remote Health Check to Enigma's customers in the Kingdom of Saudi Arabia and the MENA region.

In Singapore, Nightingale Health received the necessary approvals for healthcare use from Singapore's Health Sciences Authority (HSA), the national body that regulates medical devices, therapeutics, and other healthcare products. In addition, Nightingale Health's Singaporean subsidiary was granted ISO 13485:2016 certification. ISO 13485 is a requirement for medical device distribution in Singapore, and together with Health Sciences Authority approvals, this certification made Nightingale Health ready to launch its blood testing service in Singapore.

The opening ceremony of Nightingale Health's laboratory in Singapore was held in December 2024. Located in the hub of Southeast Asia, the laboratory serves healthcare and medical research customers in the region.

In the United States, Nightingale Health announced in June 2025 the official opening of its U.S. laboratory at the Alexandria Center® for Life Science in Long Island City, New York.

In addition, Nightingale Health introduced two new disease risk assessments in the Health Check product line (fatty liver disease (MASLD) and stroke), and developed an innovative LLM based tool that combines the results of Nightingale Health's blood test with publicly available information about which lifestyle interventions most effectively reduce the risk of each disease.

In March 2025, Nightingale Health transferred from Nasdaq First North Growth Market Finland to the Main Market of Nasdaq Helsinki Ltd. In addition, trading in Nightingale Health's B Shares and ADRs commenced also on the OTCQX International market, managed by the OTC Markets Group Inc. in the United States. The aim of the transfer to the Main Market in Finland and entry to the OTCQX market in the United States is to improve the liquidity of the Shares and to achieve a broader international shareholder base.

During the financial year, Nightingale Health strengthened its regional commercial activities by appointing Minja Salmio, previously Chief Legal Officer and a member of management team, as Chief Commercial Officer for the EMEA region and Satu Saksman, co-founder, previously Chief Operating Officer and member of management team as Chief Commercial Officer for the APAC region. Janna Ranta was appointed as the new Chief Operating Officer and a member of management team.

The table below compares the Board of Directors' and the CEO's remuneration development to the development of the remuneration for an average employee and the financial development of the company over the previous five (5) financial periods. There is no significant change in the remuneration of the Board of Directors and the CEO compared to the previous financial year.

*Remuneration paid and company's financial development over the last five years**

EUR thousand	2024– 2025**	2023– 2024**	2022– 2023**	2021– 2022**	2020– 2021
Board members, total	256	246	1,290	980	56
Of which IFRS 2 related costs***	112	102	1,126	836	-
Of which monthly benefits	144	144	164	168	56
CEO	1,041	1,608	1,503	1,550	219
Of which IFRS 2 related costs	677	1,317	1,204	1,315	-
Of which salary and fringe benefits	364	291	299	290	219
Employees (on average)	81	82	81	88	37
Of which IFRS 2 related costs	10	18	20	25	-
Of which salary and fringe benefits	71	63	61	63	37
Market value	157,844	138,783	52,436	109,216	349,255
Revenue	4,693	4,358	4,182	2,313	2,305

*) The numbers presented in the table represent the whole Nightingale Health Group.

**) The remuneration presented in the table for the financial years 2024–2025, 2023–2024, 2022–2023 and 2021–2022 include the calculated cost of options in accordance with the IFRS 2 standard, and the remuneration is therefore not directly comparable with remuneration of previous financial years. The comparability of the remuneration is also affected by the layoffs implemented in the financial year 2020–2021, which had a downward effect on remuneration.

***) Excluding the CEO.

Board remuneration

The General Meeting resolves annually on the remuneration of the Board of Directors based on the proposal made by the Board of Directors. The remuneration of the Board of Directors is based on the Remuneration Policy presented to the General Meeting on 28 October 2021.

The members of the Board of Directors can be paid, for example, annual or monthly fees and/or fees for Board meetings. The General Meeting or the Board of Directors authorized by the General Meeting resolves on issuing shares, stock options or other special rights entitling to shares.

Monthly remuneration

The Annual General Meeting held on 8 November 2024 decided that each member of the Board of Directors is paid a monthly remuneration of EUR 2,000. The resolved monthly fee is the same as resolved by the General Meeting in November 2023. During the financial year 1 July 2024–30 June 2025, the monthly remuneration has been paid to each Board member.

No separate fees for Board meetings have been paid to Board members during the financial period 1 July 2024–30 June 2025.

Board, the CEO and Key Management Incentive Program

Nightingale Health has a long-term Board, the CEO and Key Management Incentive Program, where the vesting event for stock options is determined based on the company's market value. The stock option program is described on the company's website: <https://ir.nightingalehealth.com/remuneration>.

In all stock option programs that are entitled to Series B shares, the right to subscribe shares is mainly based on the increase in Nightingale Health's market capitalization. The market capitalization steps entitling to subscribe shares remain unchanged. The subscription right based on the increase in market capitalization is a key term in all stock option programs because the increase in market capitalization is in the interest of all the company's shareholders.

Remuneration based on the employment or service contract of the Chairman or members of the Board and advisor remuneration

CEO remuneration is described in section "CEO Remuneration" of the Remuneration Report.

In addition to the incentive programs available to members of the company's Board of Directors and the fixed monthly remuneration, the following Board members are also compensated based on their employment or service contract and advisory duties as follows:

The remuneration based on the employment of Chief Technology Officer Antti Kangas, who is also a member of the company's Board of Directors, consists of a fixed salary, which during the financial period 1 July 2024–30 June 2025 was EUR 108,286. The salary includes vacation pay, holiday compensation and taxable fringe benefits. Kangas has also been rewarded with a bonus of EUR 12,960 EUR, which was paid on 15 August 2025.

CEO remuneration

The CEO's fixed annual salary for the financial period 1 July 2024–30 June 2025 was EUR 280,969 including vacation pay, holiday compensation and taxable fringe benefits.

The CEO does not have a supplementary pension scheme.

Proportional shares of fixed and variable remuneration

The Board of Directors decided at the end of the financial period 1 July 2024–30 June 2025 on paying a short-term incentive bonus to the CEO, in total EUR 82,800. Short-term remuneration is determined

based on annually set targets and is tied to predefined metrics such as revenue and order book growth. The bonus was paid to the CEO on 15 August 2025. The bonus paid in October 2024 for the financial year 1 July 2023–30 June 2024 was EUR 51,000.

In the financial year 1 July 2024–30 June 2025 the variable short-term remuneration was 22.8% of the CEO's total remuneration (17.5% in the financial year 1 July 2023–30 June 2024).

CEO options

The Company's Board of Director resolved to amend the CEO's option program on 20 September 2024 by issuing additional 1,000,000 stock option rights to the CEO. The new options will vest when the Company's market capitalization reaches EUR 1,500 million. Each stock option entitles the CEO to subscribe for one Series B share with the subscription price of EUR 6.75 per share.

The stock options granted to the CEO are described in more detail on the company's website: <https://ir.nightingalehealth.com/remuneration>.