

Notice to Convene Herantis Pharma Plc's Extraordinary General Meeting of Shareholders

Herantis Pharma Plc | Company Release | October 27, 2023 at 10:45:00 EEST

Notice is given to the shareholders of Herantis Pharma Plc to the Extraordinary General Meeting of the Company to be held on 17 November 2023, commencing at 10.00 a.m. (Eastern European Time) at Studio Stage / Inderes, Itämerentori 2, Helsinki, Finland. Reception of those registered for the meeting starts at 9.30 a.m. at the meeting venue. Instructions to the shareholders can be found below in this notice in section C Instructions for the participants in the General Meeting of Shareholders.

The General Meeting will be held as a hybrid meeting in accordance with Chapter 5, Section 16, Subsection 2 of the Finnish Companies Act. As an alternative to participating in the General Meeting at the meeting venue, shareholders can fully exercise their rights during the meeting also via remote connection. Instructions for remote participation are presented in this notice under section C. Instructions for the participants in the General Meeting of Shareholders.

Shareholders can also exercise their voting rights by voting in advance. Instructions for advance voting are presented in this notice under section C. Instructions for the participants in the General Meeting of Shareholders.

Shareholders can ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act about the matters to be discussed at the meeting, also in writing before the meeting. Instructions for submitting written questions are presented in this notice under section C. Instructions for the participants in the General Meeting of Shareholders.

The Board of Directors of Herantis Pharma plc proposes, among other things, that the Extraordinary General Meeting of Shareholders authorize the Board of Directors to decide on the issuance of shares as set out in details below under section A. Matters on the agenda of the General Meeting of Shareholders. Following the announcement of the positive topline data from the Phase 1a clinical trial of HER-096 on 25 October 2023, the purpose of the authorization is to enable the Company to raise funds for further research, development and general corporate purposes.

A Matters on the agenda of the General Meeting of Shareholders

At the General Meeting of Shareholders, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of person to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Authorization of the board of directors to decide on issuing shares

1. Background

Following the announcement of the positive topline data from the Phase 1a clinical trial of HER-096 on 25 October 2023, the purpose of the authorization is to enable the Company to raise funds for further research, development and general corporate purposes.

1. Proposal

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders authorize the Board of Directors 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 percent 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.

1 Amendment of the articles of association

The Board of Directors proposes that the Extraordinary General Meeting of Shareholders resolves to amend Section 6 of the Articles of Association of the Company 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. Following the amendment, Section 6 of the Articles of Association of the Company would read as follows (*added paragraphs in italics*):

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).

2 Closing of the meeting

B Documents of the General Meeting of Shareholders

The proposals of the Board of Directors on the agenda of the General Meeting of Shareholders and this notice are available on Herantis Pharma Plc's website at <https://herantis.com/investors/general-meetings/>.

The minutes of the meeting will be available on the abovementioned website as from 1 December 2023 at the latest.

C Instructions for the participants in the General Meeting of Shareholders

1. Shareholders registered in the shareholders' register

Each shareholder being registered on 7 November 2023 in the shareholders' register of the Company held by Euroclear Finland Oy has the right to participate in the General Meeting of Shareholders. A shareholder whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the Company.

Registration to the General Meeting of Shareholders and advance voting commences on 30 October 2023 at 10.00 a.m. (Eastern European Time). A shareholder, who wants to participate in the General Meeting of Shareholders, must register for the meeting no later than 10 November 2023 at 4.00 p.m. (Eastern European Time) by giving a prior notice of participation. Such notice can be given:

(a) by email, by sending the registration form available on the Company's website at <https://herantis.com/investors/general-meetings/> no later than on 30 October 2023 at 10.00 a.m. (Eastern European Time) or corresponding information to egm@innovatics.fi;

(b) by regular mail, by sending the registration form available on the Company's website at <https://herantis.com/investors/general-meetings/> no later than on 30 October 2023 at 10.00 a.m. (Eastern European Time) or corresponding information to the address Innovatics Ltd, General Meeting / Herantis Pharma Plc, Ratamestarinkatu 13 A, FI-00520, Helsinki, Finland; or

(c) via the Company's website at <https://herantis.com/investors/general-meetings/>. Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a bank ID or mobile certificate.

In connection with the registration, a shareholder shall notify his/her name, date of birth or business ID, address, telephone number, email address and the name of a possible assistant or proxy representative. In addition, the shareholder shall inform whether the shareholder or its representative will participate in the EGM at the meeting place or via a remote connection. The personal data given to Herantis Pharma Plc is used only in connection with the General Meeting of Shareholders and with the processing of related registrations.

The shareholder and his/her representative or proxy must be able to prove their identity and/or right of representation at the meeting place, if necessary.

Further information on registration and advance voting is available by telephone during the registration period of the General Meeting by calling Innovatics Ltd at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and from 1.00 p.m. to 4.00 p.m (Eastern European Time).

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she would on the record date of the General Meeting, i.e., on 7 November 2023 be entitled to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder, on the basis of such shares, has been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 14 November 2023 by 10.00 a.m. (Eastern European Time). As regards nominee registered shares this constitutes due registration for the General Meeting. Changes in the ownership of shares after the record date of the General Meeting do not affect the right to participate in the EGM nor the number of votes of the shareholder.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the General Meeting of Shareholders, remote participation and advance voting from his/her custodian bank. The account management organization of the custodian bank shall register a holder of nominee registered shares to participate in the General Meeting into the temporary shareholders' register of the Company at the latest by the time stated above, and if necessary, see to advance voting on behalf of the nominee registered shareholder prior to the end of the registration period for nominee registered shareholders.

3. Proxy representatives and powers of attorney

A shareholder may participate in the General Meeting of Shareholders and exercise his/her rights at the meeting by way of proxy representation. A proxy representative may also vote in advance as described in this notice, if they wish to do so. A proxy representative shall present a dated proxy

document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting of Shareholders. A template proxy document and voting instructions will be made available at the Company's website at <https://herantis.com/investors/general-meetings/> as of the beginning of the registration and advance voting at the latest.

When a shareholder participates in the General Meeting of Shareholders by means of several proxy representatives representing the shareholder with shares on different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting of Shareholders.

Proxy documents should be delivered preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Ltd, General Meeting / Herantis Pharma Plc, Ratamestarinkatu 13 A, FI-00520, Helsinki, Finland or by email to egm@innovatics.fi before the last date for registration, by which time the proxy documents must be received. Delivering a proxy document to the Company prior to the end of the registration period constitutes due registration for the General Meeting, provided that the above information required for registration is provided.

4. Remote participation in the meeting

A shareholder who has the right to participate in the General Meeting can participate in the meeting and use his/her rights in full during the meeting not only by participating in the EGM at the meeting venue but also via remote connection.

The shareholder's or proxy's notification of participation in the EGM via remote connection is binding, and the shareholder or proxy does not have the right to change the method of participation or participate in the meeting at the meeting place after the registration period has expired. However, the shareholder's representative's notification of participation via remote connection does not limit the right of shareholder's other representatives to participate in the meeting at the meeting place.

A shareholder or proxy who has registered to participate in the EGM at the meeting venue can change their participation to remote participation. There is no need to inform the Company about this separately. Remote participation takes place via the remote participation link sent to the phone number and/or email address provided when registering for the EGM.

The remote connection to the EGM is provided through Inderes Plc's virtual general meeting service on the Videosync platform, which includes a video and audio connection to the General Meeting. Using the remote connection does not require paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound reproduction and a microphone for asking oral questions or speaking turns. To participate, it is recommended to use the latest versions of the most common browser programs in use.

The participation link and password for remote participation will be sent by email and/or text message to the email address and/or mobile phone number provided during registration to all those shareholders registered for the General Meeting no later than the day before the meeting. Therefore, even shareholders who have physically registered for the EGM can, if they wish, participate in the EGM remotely using a telecommunications connection. It is recommended to log into the meeting system well in advance of the meeting's start time.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://vagm.fi/support>. The link to test the compatibility of a computer, smartphone or tablet and the network connection can be found at <https://demo.videosync.fi/agm-compatibility?language-fi>. It is recommended that you familiarize yourself with the more detailed participation instructions before the start of the EGM.

5. Advance voting

Shareholders with a Finnish book-entry account can register and vote in advance on certain matters on the agenda during the time period from 30 October 2023 at 10.00 a.m. (Eastern European Time) to 10 November 2023 at 4.00 p.m. (Eastern European Time) in the following ways:

- a) by email, by sending the registration and advance voting form available on the Company's website at <https://herantis.com/investors/general-meetings/> no later than on 30 October 2023 at 10.00 a.m. (Eastern European Time) or corresponding information to egm@innovatics.fi;
- b) by mail, by sending the registration and advance voting form available on the Company's website at <https://herantis.com/investors/general-meetings/> no later than on 30 October 2023 at 10.00 a.m. (Eastern European Time) or corresponding information to the address Innovatics Ltd, General Meeting / Herantis Pharma Plc, Ratamestarinkatu 13 A, FI-00520, Helsinki, Finland; or
- c) via the Company's website at <https://herantis.com/investors/general-meetings/>. Login to the service is done in the same way as for registration, as described in section C.1 of this notice.

A shareholder's advance votes must be received by the Company by the time advance voting ends. Sending in a duly populated advance voting form as set out above will be deemed to constitute both registration and voting in advance, provided that the above information required for registration is provided.

Unless shareholders voting in advance are present at the meeting in person or by remote connection or by way of proxy representation, they will not be able to use their rights under the Finnish Companies Act to request a vote or present questions at the General Meeting, and if decision proposals have changed after the beginning of the advance voting period, their possibility to vote on an such item may be restricted.

The account management organization of the custodian bank shall see to advance voting on behalf of nominee registered shareholders. The account management organization may vote in advance on behalf of the nominee registered shareholders it represents in accordance with these voting instructions during the registration period for nominee registered shareholders.

An agenda item subject to advance voting is considered to have been presented at the General Meeting unchanged. The advance voting form will be available on the Company's website at as of the beginning of the advance voting at <https://herantis.com/investors/general-meetings/> at the latest.

6. Other instructions and information

A shareholder who is present at the General Meeting has the right to present questions referred to in Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the meeting.

Shareholders may also use their right to present questions at the meeting in writing. The General Meeting may, in accordance with the requirements set out in Chapter 5, Section 25 a of the Finnish Companies Act, resolve on principles whereby questions presented in writing may be combined and amended. The responses of the Company's management to the questions presented in writing will be published on the Company's website at <https://herantis.com/investors/general-meetings/> within two (2) weeks from the meeting date. The General Meeting may however resolve that a question shall be answered at the General Meeting.

Shareholders may also present questions referred to in Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the meeting until 3 November 2023 also by email to egm@herantis.com or by mail to the address Herantis Pharma Plc, "Extraordinary General Meeting", Bertel Jungin aukio 1, FI-02600, Espoo, Finland. The Company's management will respond to such questions presented in advance in writing at the General Meeting. A shareholder shall present adequate proof of their shareholding in connection with presenting questions.

Changes in shareholding after the record date of 7 November 2023 do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

On the date of this notice to the General Meeting of Shareholders the total number of shares and votes in Herantis Pharma Plc is 16,941,594. The Company does not hold any treasury shares on the date of this notice to the General Meeting of Shareholders.

In Helsinki on 27 October 2023

HERANTIS PHARMA PLC

The Board of Directors

For more information, please contact:

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About Us

About Herantis Pharma Plc

Herantis Pharma Plc is a clinical-stage biotechnology company developing disease modifying therapies for Parkinson's disease. Herantis' lead product HER-096, is an advanced small synthetic chemical peptidomimetic molecule developed based on the active site of the CDNF protein. It combines the compelling mechanism of action of CDNF with the convenience of subcutaneous administration. A Phase 1a clinical trial has demonstrated a good safety and tolerability profile, and efficient blood-brain barrier penetration of subcutaneously administered HER-096 in humans.

The shares of Herantis are listed on the Nasdaq First North Growth Market Finland.

Company website: www.herantis.com

Attachments

[Notice to Convene Herantis Pharma Plc's Extraordinary General Meeting of Shareholders](#)