

Notice to the BBS-Bioactive Bone Substitutes Plc's Annual General Meeting

BBS-Bioactive Bone Substitutes Plc | Company Release | May 23, 2024 at 17:00:00 EEST

The shareholders of BBS-Bioactive Bone Substitutes Plc are invited to the company's Annual General Meeting, which is held at the company's premises at Kiviharjunlenkki 6, 90220 Oulu, on Thursday 13 June 2024 starting at 2:00 p.m. (EEST).

Reception of those registered for the meeting and distribution of voting tickets will begin at 1:30 p.m.

A. MATTERS TO BE DEALT WITH AT THE ANNUAL GENERAL MEETING

1. Opening of the AGM
2. Election of the chairman and the secretary
3. Election of person to scrutinise the minutes and persons 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. Presentation of the financial statements for the year ended 31 December 2023, the report of the Board of Directors and the Auditor's report. CEO's Review.
7. Decide on the approval of the income statement and balance sheet
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends.

The Board of Directors proposes that the result for the financial year be transferred to the previous profit and loss account and no dividend is distributed

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors

The Board of Directors proposes that the following compensations be paid to the elected Board members for the term of office starting and ending at the end of the 2025 Annual General Meeting: The Chairman of the Board EUR 2,500 per meeting and the other members EUR 1,500 per meeting. There is no compensation for e-mail meetings.

11. Resolution on the number of members of the Board of Directors (3-7)

The board proposes that five (5) members be elected to the board.

12. Election of the members of the Board of Directors

The board proposes that Pekka Jalovaara, Jarmo Halonen, Seppo Nevalainen and Kirk Andriano be re-elected as members, and Gregor Siebert as a new member. Ahti Paananen has informed that he is not available for re-election to the board of directors.

CV - Gregor Siebert (Master of Agriculture, Bonn)

Gregor Siebert is a German citizen and started his career in the pharmaceutical and medical equipment industry in 1985, focusing strongly on the commercialization and marketing of hospital products. He worked for more than 30 years in sales and marketing management positions at Abbott, Hikma, Pfizer, GL-Pharma and Curasan AG companies. His key areas of expertise are marketing and sales strategy and implementation in the bone regeneration market.

13. Resolution on the auditor's remuneration

The board proposes that the auditors' remuneration be paid according to a reasonable invoice approved by the company.

14. Election of the auditor

The board proposes that the auditing firm Ernst & Young Oy be re-elected as the auditor, which has announced that it will nominate KHT Jari Karppinen as the principal auditor.

15. Deciding on the option 1/2024 program

The board of directors proposes to the general meeting that it should decide on the establishment of an option program for the company's key personnel in accordance with the conditions in appendix 1 of the invitation.

16. Authorizing the Board to decide on the issuance of shares and the issuance of special rights entitling to shares.

The Board of Directors proposes to the Annual General Meeting that it decides to authorize the Board of Directors to decide in one or more instalments on share issues and on the issuance of option rights and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act as follows:

The maximum number of shares to be issued pursuant to the authorization shall not exceed 2,500,000 shares.

The Board of Directors decides on all terms and conditions for issuing shares, options and other special rights entitling to shares. Share issues and the issuance of option rights and other special rights entitling to shares may take place in deviation from the shareholders' pre-emptive subscription right

(directed issue) if there is a weighty financial reason for the company to do so. The authorization applies to the transfer of both new shares and own shares held by the company. The authorization cannot be used to establish engagement and reward systems for the company's key personnel or board members.

In the company's share issue, shares may be transferred either in exchange for payment or free of charge. A directed share issue may be free of charge only if there is a particularly significant financial reason for the company and it is in the interests of all its shareholders.

The authorization is valid until 13 June 2029 and it revokes the authorization granted by the Extraordinary General Meeting on 23 October 2023 as it enters into force.

16) Closing of the meeting

B. AGM DOCUMENTS

The Financial Statements, the Auditor's report as well as this Notice to the AGM including board's proposals are available to shareholders at the company's premises at Kiviharjunlenkki 6, 90220 Oulu and on the Company's website at <https://www.bbs-artebone.fi/>. Copies of the documents will be sent to shareholders on request. The minutes of the AGM will be available on the aforementioned website no later than 27 June 2024.

C: INSTRUCTIONS FOR THE PARTICIPANTS IN THE MEETING

1. Shareholders listed in the shareholder register

The right to attend the AGM will be on each shareholder who, on the record date of 3 June 2024 of the AGM, is registered in the company's shareholder register maintained by Euroclear Finland Oy. A shareholder whose shares are subscribed to his or her personal Finnish book-entry account is registered in the company's shareholder register.

A shareholder registered in the Company's Shareholder Register who wishes to attend the AGM must register to the AGM via e-mail at the following address ilmoittautumiset@bbs-artebone.fi or by mail to Kiviharjunlenkki 6, 90220 Oulu. The registration must be received latest by 10 June 2024 at 4:00 p.m. (EEST).

When registering, the name of the shareholder, social security number or company ID, the telephone number and the identity of the potential assistant should be indicated. The disclosure of the personal data of the shareholders to BBS Plc is only used in connection with the AGM and the related necessary registration.

A shareholder, his representative or agent, at the meeting venue, should be able to prove his/her identity and/or the right to represent, where appropriate.

2. Holders of nominee-registered shares

The shareholders of nominee-registered shareholder are entitled to attend at AGM on the basis of the shares entitling him/her to be registered in the Shareholder Register maintained by the Euroclear Finland Oy on 3 June 2024. Participation also requires the shareholder to be temporarily entered into the shareholder register maintained by Euroclear Finland Oy by 10 June 2024 at 10:00 a.m. (EEST) on the basis of these shares. Shares subscribed in the temporary register of nominee-registered shareholders are considered officially registered for the AGM.

The owner of a nominee-registered shareholder is advised to request promptly from his/her custodian the necessary instructions for registration in the company's temporary shareholder register on the issuance of power of attorney and registration for the AGM. The administrator of the custodian shall notify such shareholder of nominee-registered shares who wishes to attend the AGM to be included in the company's temporary shareholder register no later than on the above-mentioned date.

3. The use of agent and proxies

A shareholder may participate in the AGM and exercise his/her rights there through an agent. The shareholder's agent must prove his identity and present dated power of attorney or otherwise provide in a reliable manner that he/she is entitled to represent the shareholder at the AGM. If a shareholder participates in the AGM through multiple agents, representing the shareholder in several securities accounts, at the time of registration must be reported the shares on the basis of which each representative represents the shareholder. Possible proxy documents are requested to be delivered by e-mail to ilmoittautumiset@bbs-artebone.fi or by letter to Kiviharjunlenkki 6, 90220 Oulu by 10 June 2024 at 4:00 p.m. (EEST). The registration by letter must be received before the expiry of the above-mentioned registration period.

5. Other instructions and information

The shareholder present at the Annual General Meeting has the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Limited Liability Companies Act.

BBS-Bioactive Bone Substitutes Plc has a total of 20,297,175 shares on the date of the meeting notice. Each share gives one vote at the Annual General Meeting.

In Oulu, 23 May 2024

BBS-Bioactive Bone Substitutes Plc
Board of Directors

For more information, please contact:

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Company Release
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BBS in brief

BBS -Bioactive Bone Substitutes Plc is an orthobiology company that started its operations in 2003. We have developed a new product for the treatment of complex bone fractures and bone healing issues. Our goal is to provide next-generation medical products for the treatment of bone injuries in orthopedic surgery. In the pharmaceutical industry, the development and research work require perseverance and courage to innovate. We have a track record of over 20 years in this field. Our company is characterized by expertise, innovation, and dedicated employees who are passionate about their work. Our first developed product, ARTEBONE® Paste, is in the final stages of the CE marking process to enable its commercialization in the EU market. We are based in Oulu with a medical manufacturing facility in Reisjärvi, holding a manufacturing license. The company's headquarters are in Oulu, and we employ over 20 people.

BBS has been listed on Nasdaq First North Growth Market Finland since February 2018.

More information: www.bbs-artebone.fi

Attachments

[BBS Bioactive Bone Substitutes Plc Stock Option Plan 1-2024](#)