

PROPOSALS OF NEXSTIM CORPORATION'S BOARD OF DIRECTORS AND THE NOMINATION BOARD TO THE ANNUAL GENERAL MEETING TO BE HELD ON 31 MARS 2022

LOSS OF THE FINANCIAL YEAR

The Board of Directors proposes to the Annual General Meeting that no dividend be paid for the financial period 1 Jan – 31 Dec 2021 and that the loss for the financial year be recorded in the loss account.

RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Board of Shareholders representing the largest shareholders proposes to the Annual General Meeting that the Board shall have four members.

ELECTION OF THE CHAIR AND THE MEMBERS OF THE BOARD OF DIRECTORS

The Nomination Board proposes to the Annual General Meeting that:

- in accordance with their consents to serving on the Board, Tero Weckroth, Timo Hildén, Mr. Martin Forss and Ms. Leena Niemistö shall be re-elected as members of the Board
- Leena Niemistö is elected as Chairman of the Board.

Leena Niemistö is independent of the Company but not independent of Company's major shareholders due to the fact that she together with Kaikarhenni Oy, a company controlled by Ms. Niemistö, together hold approximately 15,5% (on 24 February 2022) of all registered shares and voting rights of the Company. Other proposed members of the Board are independent of the Company and its major shareholders.

The Nomination Board agrees that proposed the entire Board are suitable for the proposed roles individually and collectively, and Leena Niemistö is suitable to act as the Chairman of the Board.

RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS AND REIMBURSEMENT OF TRAVEL EXPENSES

The Nomination Board of Shareholders proposes to the Annual General Meeting that the members of the Board of Directors chosen in the Annual General Meeting be remunerated for the period ending at the end of the 2022 Annual General Meeting as follows:

- €36,000 for the Chairman of the Board;
- €25,200 for other members of the Board; and
- No member of the Board of Directors serving in the Nomination Board of Shareholders will be remunerated for their duties on the Nomination Board of Shareholders. a member of the Board of Directors be entitled to remuneration

only for the period during which they are a member of the Board of Directors.

According to the company's policy, the cash remuneration is paid in four instalments.

Restricted Share Unit Plan and Allocation for Board Members

The Nomination proposes to the Annual General Meeting that

- the restricted share unit plan implemented first in 2016 be continued for one year for the seventh vesting period (2022–2023) with respect to the elected members of the Board of Directors of Nexstim Plc on the terms and conditions, which can be found at www.nexstim.com
- the target group of the plan be those members of the Board of Directors who are independent of the company. Such a member is, however, not required to be independent of the major shareholders of the company
- the rewards allocations in 2022 will be determined as a Euro value

The aim of the plan is to commit the participants to the company, align the objectives of shareholders and participants and thereby increase the value of the company and to offer the participants a reward plan based on receiving and accumulating the company's shares.

Allocation for Board Members for the Vesting Period 2022–2023

The Nomination Board proposes to the Annual General Meeting that:

- for a Board member, the gross value of the compensation for the vesting period 2022–2023 will be as follows:
 - for the chairman of the Board of Directors: €24,000
 - for a member: €16,800

The granted compensation will be converted into restricted share units at the beginning of the vesting period in 2022. The conversion of the granted reward into restricted share units will be based on the trade-volume-weighted average quotation of the company's share on Nasdaq Helsinki Ltd during twenty (20) trading days following the release date of the company's Annual Accounts of the year 2021. In the plan, one restricted share unit corresponds to one company share. The value of the payable compensation will be determined on the basis of the share price on the book-entry registration date of the paid shares.

- The Nomination Board proposes that the compensations pursuant to the plan be paid to the Board Members in the company's shares within one month of the Annual General Meeting of Shareholders in 2023. Should a Board Member cease to be a member of the Board before the end of a vesting period, no compensation will be paid on that basis.

The company will withhold taxes and employment-related expenses from the cash proportion of the compensation as per applicable law.

Ownership recommendation

The Nomination Board of Shareholders proposes that the Annual General Meeting advise the members of the Board to hold the shares paid as compensation as long as their mandate as a member of the Board continues.

Travel expenses

In addition, the Nomination Board proposes that reasonable travel expenses be reimbursed against receipts to the members of the Board, following the principles of the company's Travel Policy. This applies both to members of the Board of Directors and, to the extent applicable, Board members acting as members of the Nomination Board of Shareholders.

ELECTION OF AUDITOR

The Board of Directors proposes that PricewaterhouseCoopers Oy, Authorised Public Accountants, which has appointed Authorised Public Accountant Enel Sintonen as the principal auditor, be elected as the Company's auditor for the period ending at the end of the next Annual General Meeting. The proposed auditor has given their consent to the election.

RESOLUTION ON THE REMUNERATION OF THE AUDITOR

The Board of Directors proposes that the auditor be paid reasonable remuneration in accordance with the invoice approved by the Company.

EXTENSION OF THE AUTHORISATION GIVEN TO BOARD OF DIRECTORS AT THE ANNUAL GENERAL MEETING OF 2021 TO DECIDE ON ISSUANCE OF SHARES AS WELL AS ISSUANCE OF OPTION RIGHTS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES

The Board of Directors proposes to the Annual General Meeting that the current authorisation of the Board of Directors decided at last year's Annual General Meeting be extended and that the Board of Directors be authorised to decide on (i) the issuance of new shares and/or (ii) the transfer of the Company's own shares and/or (iii) the issuance of special rights referred to in Chapter 10, Section 1 of the Companies Act with the following terms:

Right to shares:

New shares may be issued and the Company's own shares transferred

- to the Company's shareholders in proportion to their current shareholdings in the Company; or
- deviating from the shareholders' pre-emptive right through one or more directed share issue, if the Company has a weighty financial reason to do so,

such as the use of shares as consideration for possible acquisitions or other arrangements related to the company's business (including the arrangement described in section 15 above regarding the reducing of the quantity of the Company's shares), financing of investments.

The new shares can also be issued to the Company itself free of charge. Share issue against payment and without payment: New shares may be issued and treasury shares held by the Company may be transferred either against payment (Share issue against payment) or free of charge (Share issue without payment). A directed share issue can only be without payment if there is a particularly weighty financial reason for it from the Company's point of view and taking into account the interests of all its shareholders.

The maximum number of shares:

Pursuant to the authorisation, the Board of Directors is entitled to decide on the issuance of new shares and/or the transfer of the Company's own shares so that the total number of issued and/or transferred shares does not exceed 1.300.000 shares, which corresponds to the number of remaining authorisations of the authorisation decided at the Annual General Meeting of 2021.

Issuance of special rights:

The Board of Directors may issue special rights referred to in Chapter 10, Section 1 of the Companies Act, which entitle the holder to receive new shares or the Company's own shares in against payment. The right may also be granted to the Company's creditor in such a way that the right is subject to the condition that the creditor's claim be used to set off the share subscription price (convertible bond).

The number of new shares to be subscribed to under the special rights granted by the Company and the number of treasury shares to be transferred held by the Company may not exceed a total of 1.300.000, which is included in the maximum number mentioned in the "Maximum number of shares" -section above.

Recording of the subscription price in the balance sheet:

The subscription price of the new shares and the amount to be paid for the Company's own shares must be entered in the invested unrestricted equity fund.

Other terms and validity:

The Board of Directors decides on all other matters related to the authorisations. The authorisations are valid until the next Annual General Meeting from the decision of this Annual General Meeting. The proposed authorisation does invalidate the authorisation resolved at the Annual General Meeting of 2021 in the amount corresponding to this resolution regarding share issue, issuing of option rights and other special rights entitling to shares but no other authorisations.