

## NOTICE OF THE ANNUAL GENERAL MEETING OF BIORETEC LTD

The shareholders of Bioretec Ltd are hereby invited to the Annual General Meeting to be held on 8 May 2026 at 11:00 a.m. (Finnish time) at Bioretec premises in the auditorium of Tampark, at the address Yrittäjänkulma 5, FI-33710 Tampere, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 10:30 a.m. (Finnish time) at the meeting venue.

The 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 Annual General Meeting at the meeting venue, shareholders can fully exercise their rights during the meeting also via remote connection. Further instructions for remote participation are presented in part C of this notice.

Shareholders must register for the meeting no later than 30 April 2026 at 4:00 p.m. (Finnish time). Instructions for registration are set out below in section C. "Instructions for the participants".

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

### A. Agenda of the Annual General Meeting

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons 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. Presentation of the financial statements, consolidated financial statements, report of the Board of Directors and auditor's report for the financial period 1 January – 31 December 2025 and the CEO's review for the period
7. Approval of the financial statements, including the consolidated financial statements
8. Treatment of profit

The Board of Directors proposes to the Annual General Meeting that loss of EUR 7,873,906.59 for the financial period from January 1 to December 31, 2025 be credited in the equity as Profit (loss) for previous accounting periods and that no dividend be distributed.

9. Resolution on the discharge from liability of the members of the Board of Directors and the CEOs for the financial period 1 January - 31 December 2025
10. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the following remuneration be paid to the Board members for the term starting at

the end of the Annual General Meeting and ending at the end of the Annual General Meeting in 2027:

- Chairperson of the Board: EUR 3,750 per month (2025: EUR 3,750);
- Deputy Chairperson of the Board: EUR 2,500 per month (2025: EUR 2,500) if the Board of Directors elects a Deputy Chairperson e.g. to support successor planning; and
- Board members: EUR 2,000 per month (2025: EUR 2,000)

In addition, the Nomination Board proposes that the reasonable travel expenses of the members of the Board of Directors be reimbursed in accordance with the maximum amount of the respective travel allowance base approved by the Tax Administration.

## 11. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that six (6) members be elected to the Board of Directors (During 2025, the Board of Directors consisted of six (6) members until 27 August, when Sarah van Hellenberg Hubar-Fisher stepped down from her position as a member of the Board of Directors, in connection with her appointment as the Chief Executive Officer of Bioretec. On 31 December 2025, the Board of Directors consisted of five (5) members).

## 12. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that

- B.Sc. Microbiology, BBA Michael Piccirillo,
- LL.M Päivi Malinen,
- M.Sc. (Econ) Kustaa Poutiainen,
- Doctor of Science (Technology) Antti Vasara, and
- MD Justin Barad be re-elected as members of the Board of Directors.

Furthermore, the Nomination Board proposes that

- MBA, BS David Gill be elected as new member of the Board of Directors.

The Shareholders' Nomination Board has assessed that the proposed members of the Board of Directors are independent of Bioretec and its significant shareholders, except for Kustaa Poutiainen, who is assessed to be independent of Bioretec but not of its significant shareholder, Stephen Industries Inc Oy, due to his role as chairperson of the board of Stephen Industries Inc Oy.

The term of the Board members will end at the conclusion of the Annual General Meeting in 2027.

Presentations of the current members of the Board of Directors are available at [https://investors.bioretec.com/en/corporate\\_governance/board\\_of\\_directors](https://investors.bioretec.com/en/corporate_governance/board_of_directors).

When preparing the proposal, the Nomination Board has taken into account the policy concerning the diversity of the Board of Directors.

Regarding the election procedure of the members of the Board of Directors, the Shareholders' Nomination Board recommends that the shareholders take a position on the proposal regarding election of members of the Board of Directors as a whole

at the Annual General Meeting. This recommendation is based on that Bioretec has a Shareholders' Nomination Board that is separate from the Board of Directors. The Shareholders' Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required competences, is also responsible for making sure that the proposed Board of Directors as a whole has the best possible expertise and experience for the Company.

## 13. Resolution on the remuneration of the auditor

The Board of Directors of the company proposes to the Annual General Meeting that the auditor will be compensated as reasonably invoiced.

## 14. Election of auditor

The Board of Directors of the company proposes to the Annual General Meeting that auditing firm PricewaterhouseCoopers Oy be elected as the company's auditor until the end of the 2027 Annual General Meeting. The auditing firm PricewaterhouseCoopers Oy has informed the company that it will appoint Kalle Laaksonen, Authorized Public Accountant, as the responsible auditor.

## 15. Amendment of the Articles of Association

The Board of Directors proposes that Article 9 of the Articles of Association be amended and clarified by removing the reference to deputy auditor. Pursuant to Article 7 of the Articles of Association, the company's auditor must be an auditing firm approved by the Finnish Patent and Registration Office, in which case a deputy auditor is not required to be elected under Chapter 2, Section 3 of the Finnish Auditing Act.

After the amendment, Article 9 would read as follows:

"9 § Annual General Meeting

The Annual General Meeting must be held each year on a day specified by the Board of Directors, which shall be within six (6) months of the close of the financial period.

At the General Meeting, the following must be:

presented:

1. the financial statements, which shall include the income statement, the balance sheet and the report of Board of Directors;
2. the auditor's report;

decided:

3. the adoption of the income statement and the balance sheet;
4. measures called for by the profit or loss reported in the approved balance sheet;
5. the discharge from liability of the members and deputy members of the Board of Directors and the Chief Executive Officer;
6. the remuneration of members of the Board of Directors and the auditor;
7. the number of members of the Board of Directors;

elected:

8. the members of the Board of Directors; and
9. the auditor."

The Board of Directors further proposes that Article 10 of the Articles of Association be amended to allow the company to hold general meetings also in Helsinki.

After the amendment, Article 10 would read as follows:

"10 § Organization of the General Meeting

General Meetings are held at the company's domicile or in Helsinki.

The Board of Directors may decide that a shareholder may also participate in the General Meeting by fully exercising their right to vote during the meeting by means of a telecommunication connection and a technical aid (hybrid meeting).

The Board of Directors may also decide that the General Meeting shall be held without a meeting place in such a way that the shareholders exercise their voting rights fully and in a timely manner during the meeting by means of a telecommunication connection and a technical aid (remote meeting)."

16. Closing of the meeting

## **B. Documents of the General Meeting**

Documents referred to in Chapter 5, Section 21 of the Finnish Companies Act are available and printable on the company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026) as of 30 April 2026, at the latest.

The meeting minutes of the Annual General Meeting will be available on the company's website no later than 22 May 2026.

## **C. Instructions for the participants**

### Eligibility to attend and registration for the Annual General Meeting

1. Shareholder registered in the shareholders' register

Each shareholder who is registered on 27 April 2026 in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the General Meeting. A shareholder whose shares are registered on his/her/its personal Finnish book-entry account is registered in the shareholders' register of the company.

Registration period for the General Meeting begins on 21 April 2026 at 10:00 a.m. (Finnish time). A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than on 30 April 2026 at 4:00 p.m. (Finnish time), by which time the registration must be received.

The registration may take place by:

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a) via the Company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026). Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate;

b) e-mail to Innovatics Ltd at [agm@innovatics.fi](mailto:agm@innovatics.fi). Shareholders registering by e-mail shall submit the registration form and the possible advance voting form available on the company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026) or equivalent information or;

c) mail to Innovatics Ltd to Innovatics Ltd, General Meeting / Bioretec Ltd, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland. Shareholders registering by mail shall submit the registration form and advance voting form available on the company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026) or equivalent information.

In connection with the registration, a shareholder shall notify his/her/its name, date of birth / business ID, address, phone number and email address, and the name of a possible assistant, proxy representative or legal person's representative and the proxy representative's or legal person's representative's date of birth, email and phone number and information on whether the shareholder or their proxy representative or legal person's representative will attend the General Meeting in person or remotely. A shareholder and his/her/its representative or proxy representative shall, when necessary, be able to prove his/her/its identity and/or right of representation.

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.

## 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 the shareholder on the record date of the General Meeting, i.e. on 27 April 2026 would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The right to participate in the General Meeting requires, in addition, that the shareholder has on the basis of such shares been registered into the temporary shareholders' register of the company held by Euroclear Finland Oy at the latest on 5 May by 10:00 a.m. (Finnish time). As regards nominee-registered shares this constitutes due registration for the General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the registration in the temporary shareholder register of the company, the issuance of proxy documents and voting instructions, and registration for the General Meeting from his/her/its custodian bank as well as participating in the meeting and voting in advance. The account manager of the custodian shall temporarily register a holder of nominee-registered shares, who wants to participate in the Annual General

Meeting, in the shareholders' register of the company at the latest by the time stated above and, if necessary, take care of advance voting on behalf of a holder of nominee-registered shares, at the latest prior to the end of the registration period for the holders of nominee-registered shares. More information on this is available on the company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026).

A holder of nominee-registered shares who has registered for the General Meeting may also participate in the meeting in real time using telecommunication connection and technical means. In addition to the temporary registration in the company's shareholders' register, the real-time participation in the meeting requires the submission of the shareholder's e-mail address and telephone number and, if necessary, a proxy document and other documents necessary to prove the right of representation by regular mail to Innovatics Ltd, General Meeting/Bioretec Ltd, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period for the holders of nominee registered shares, so that the shareholders can be sent a participation link and password to participate in the meeting. If a holder of nominee-registered shares has authorized their custodian to cast advance votes on their behalf, such advance votes will be taken into account as advance votes of the nominee-registered shareholder at the General Meeting, unless the holder of nominee-registered shares votes otherwise during the General Meeting.

### 3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her/its rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise provide reliable evidence of the right to represent the shareholder. The authorization applies to one meeting only unless otherwise stated. If a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at 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. A sample power of attorney is available at the company's website: [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026).

The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which they will be able to register and vote in advance on behalf of the shareholder who they represent. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Ltd, General Meeting / Bioretec Ltd, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to [agm@innovatics.fi](mailto:agm@innovatics.fi) before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

### 4. Remote participation in the meeting

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A shareholder who has the right to participate in the General Meeting can participate in the meeting and use their rights in full and in real-time during the meeting via remote connection.

The shareholder's or proxy's notification of participation in the General Meeting 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 General Meeting at the meeting venue can change their participation to remote participation. This must be informed to the company separately. Remote participation takes place via the remote participation link sent to the phone number and email address provided when registering for the General Meeting.

Remote access to the General Meeting will be provided through Inderes Plc general meeting service on the Videosync platform, which includes video and audio access to the General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone if you wish to speak. One of the following browsers is recommended for participation: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

The participation link and password for remote participation will be sent by email and text message to the email address and mobile phone number provided during registration to all those registered for the general meeting no later than the day before the meeting. Thus, advance voters and shareholders who have registered to attend the general meeting at the venue may also participate in the general meeting remotely via telecommunication if they so wish. The votes cast by advance voters will be taken into account in the decision of the General Meeting, regardless of whether they participate in the General Meeting remotely or not. If they participate remotely, they will be able to change their advance votes during the meeting if they so wish, should a vote take place.

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>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended that you read the detailed participation instructions before the meeting.

## 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 21 April at 10:00 a.m. (Finnish time) to 30 April at 4:00 p.m. (Finnish time) in the following ways:

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(a) via the company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026). Login to the service is done in the same way as for registration in section C.1 of this notice;

(b) by email, by sending the registration and advance voting form available on the Company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026) no later than on 21 April 2026 at 10:00 a.m. (Finnish time) or corresponding information to [agm@innovatics.fi](mailto:agm@innovatics.fi); or

(c) by mail, by sending the registration and advance voting form available on the Company's website at [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026) no later than on 21 April 2026 at 10:00 a.m. (Finnish time) or corresponding information to the address Innovatics Ltd, General Meeting / Bioretec Ltd, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland.

A shareholder's advance votes must be received by Innovatics 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 for the General Meeting and voting in advance, provided that the abovementioned information required for registration is provided.

It is not possible for a shareholder who has voted in advance to use the right to ask questions or the right to demand a vote in accordance with the Finnish Companies Act, unless the shareholder itself, or the shareholder's proxy representative, participates in the General Meeting.

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 [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026) as of the beginning of the advance voting period at the latest.

## Other instructions / information

The General Meeting will be held in Finnish language.

A shareholder present at the General Meeting has the right ask questions pursuant to Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the General Meeting. When presenting a question to the General Meeting, the shareholder must provide sufficient information about their shareholding.

Personal information collected by Bioretec Ltd shall be used only in connection with the General Meeting and the processing of related necessary registrations and for shareholder communication. The privacy statement in respect of the



General Meeting is available at the company's website: [https://investors.bioretec.com/en/corporate\\_governance/annual\\_general\\_meeting\\_2026](https://investors.bioretec.com/en/corporate_governance/annual_general_meeting_2026).

Bioretec Ltd has a total of 30,788,092 shares on the date of publication of the notice of the meeting 20 April 2026. The company does not have any Bioretec shares in its possession. Possible changes in shareholding occurring after the record date of the General Meeting shall not affect the shareholder's right to participate in the meeting nor the voting rights of a shareholder.

In Tampere, 20 April 2026

**BIORETEC LTD**

BOARD OF DIRECTORS

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