



## Notice to the Annual General Meeting of Lifeline SPAC I Plc

21.4.2022 10:00:00 EEST | Lifeline SPAC I Oyj | Notice to general meeting

Notice is given to the shareholders of Lifeline SPAC I Plc for the Annual General Meeting to be held on 18 May 2022 beginning at 10:00 a.m. EET at Borenus Attorneys Ltd's premises at Eteläesplanadi 2, FI-00130 Helsinki.

In order to prevent the spread of the COVID-19 pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the meeting venue. Shareholders and their representatives can participate in the Annual General Meeting and use the shareholder rights in connection with the Annual General Meeting only by voting in advance and by submitting counterproposals and by asking questions in advance. The instructions for the shareholders are provided in Section C. "Instructions for the participants in the General Meeting" of this notice. It is not possible to attend the meeting in person, and no webcast will be provided from the meeting.

The Board of Directors of the company has resolved on extraordinary meeting procedures pursuant to a temporary act (375/2021). The company has resolved to take actions enabled by the temporary act in order to hold the meeting in a predictable manner, taking into account the health and safety of the company's shareholders, personnel and other stakeholders.

### A. Matters on the agenda of the General Meeting

The following matters will be discussed at the General Meeting:

#### 1. Opening of the meeting

#### 2. Calling the meeting to order

Attorney-at-law Jyrki Tähtinen shall act as the Chair of the meeting. If Jyrki Tähtinen is, due to a weighty reason, prevented from acting as the Chair, the Board shall appoint another person it deems the most suitable to act as the Chair.

#### 3. Election of persons to scrutinise the minutes and to supervise the counting of votes

The person to scrutinise the minutes and to supervise the counting of votes shall be lawyer Nina Koivisto. In case Nina Koivisto is, due to a weighty reason, prevented from acting as the person to scrutinise the minutes and to supervise the counting of votes, the Board of Directors shall name another person it deems most suitable to act in that role.

#### 4. Recording the legality of the meeting

#### 5. Recording attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and have the right to attend the General Meeting under Chapter 5, Section 6 and Chapter 5, Section 6a of the Finnish Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on information provided by Euroclear Finland Oy and Innovatics Ltd.

#### 6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the financial period of 13 August-31 December 2021

As participation in the General Meeting is possible only in advance, the company's Annual Report, including the company's Financial Statements, Report of the Board of Directors and Auditor's Report, and which is available on the company's website, shall be deemed to have been presented to the General Meeting.

#### 7. Adoption of the Financial Statements

#### 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the General Meeting that, based on the adopted balance sheet for the financial period of 13 August-31 December 2021, no dividend is distributed by a resolution of the Annual General Meeting.

#### 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period of 13 August-31 December 2021

#### 10. Handling of the remuneration policy of governing bodies

The Board of Directors proposes approval of the company's remuneration policy of governing bodies. Pursuant to the Finnish Companies Act, the resolution is advisory.

As participation in the General Meeting is possible only via advance voting, the remuneration policy of governing bodies, which is available on the company's website, shall be deemed to have been presented to the General Meeting.

#### **11. Handling of the remuneration report of governing bodies**

The Board of Directors proposes approval of the company's remuneration report of governing bodies. Pursuant to the Finnish Companies Act, the resolution is advisory.

As participation in the General Meeting is possible only via advance voting, the remuneration report of governing bodies for the financial period of 13 August–31 December 2021, which is available on the company's website, shall be deemed to have been presented to the General Meeting.

#### **12. Resolution on the remuneration of the members of the Board of Directors**

The Board of Directors proposes that the members of the Board of Directors elected for the term of office lasting until the Annual General Meeting of 2023 be paid remuneration as follows: the Chair of the Board of Directors is paid an annual remuneration of EUR 15,000 and members of the Board of Directors are each paid an annual remuneration of EUR 10,000.

#### **13. Resolution on the number of members on the Board of Directors**

The Board of Directors proposes to the General Meeting that five (5) members be elected to the Board of Directors. In accordance with the company's Articles of Association, the sponsors have the right to appoint two Board members and the General Meeting appoints the other three Board members.

#### **14. Election of members of the Board of Directors**

Pursuant to the company's Articles of Association, the sponsors have the right upon written notice to the company to appoint two sponsor representatives to the company's Board of Directors. The company has on 11 April 2022 received a written notice from the sponsors, pursuant to which Timo Ahopelto and Petteri Koponen will act as the sponsor representatives in the company's Board of Directors. Pursuant to the Articles of Association, the General Meeting appoints the other Board members.

The Board of Directors proposes to the General Meeting that until the end of the next Annual General Meeting, the current members of the Board of Directors Alain-Gabriel Courtines, Caterina Fake and Irena Goldenberg be reappointed to the Board of Directors.

The above-mentioned nominated persons have given their consent to the election. The presentation of the persons nominated for the Board of Directors is available at the company's website:

<https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/>.

#### **15. Resolution on the remuneration of the Auditor**

The Board of Directors proposes that the Auditor to be elected will be paid remuneration in accordance with a reasonable invoice approved by the company.

#### **16. Election of the Auditor**

The Board of Directors proposes that Authorised Public Accounting firm KPMG Oy Ab be elected as the Auditor of the company for the following term of office. KPMG Oy Ab has stated that Authorised Public Accountant Jussi Paski will act as the Responsible Auditor should KPMG Oy Ab be elected as the Auditor of the company.

#### **17. Closing of the meeting**

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

The proposals for the resolutions on the matters on the agenda of the Annual General Meeting set out above as well as this notice are available on the company's website at

<https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/>. The company's Financial Statements, Report of the Board of Directors and Auditor's Report as well as Remuneration Policy and Remuneration Report are available on the above-mentioned website. Copies of these documents and of this notice will be sent to shareholders upon request.

The minutes of the Annual General Meeting will be available on the above-mentioned website no later than from 1 June 2022.

##### **C. Instructions for the Participants in the General Meeting**

In order to limit the spread of the COVID-19 pandemic, the Annual General Meeting will be held without the shareholders' and their proxy representatives' presence at the Annual General Meeting venue. Participation over real-time

telecommunications or a recording of the Annual General Meeting will not be available. Shareholders can participate in the meeting and use their shareholder rights only by voting in advance (either personally or through a proxy representative), by submitting counterproposals in advance and by asking questions in advance in the manner described below. Proxy representatives must also vote in advance in the manner described below.

### **1. Shareholders registered in the shareholders' register**

Each shareholder who is registered on the record date of the Annual General Meeting, 6 May 2022, in the shareholders' register of the company maintained by Euroclear Finland Oy is entitled to participate in the Annual General Meeting. A shareholder, whose shares are registered on their Finnish book-entry account, is registered in the shareholders' register of the company.

Changes in the holding of shares that take place after the record date have no effect on the right to participate or the number of votes of the shareholder in the general meeting.

### **2. Registration and advance voting**

Registration for the Annual General Meeting and advance voting will begin on 26 April 2022 at 10:00 a.m. EET following the deadline for submitting counterproposals to be placed for a vote. A shareholder registered in the company's shareholders' register, who wishes to participate in the General Meeting by voting in advance, must register for the General Meeting and vote in advance no later than by 11 May 2022 at 4:00 p.m. EET by which time the registration and votes need to have been received.

When registering, requested information such as the name, date of birth and contact details of the shareholder must be provided. The personal data given by the shareholder to the company and Innovatics Ltd will be used only in connection with the General Meeting and with the processing of related necessary registrations.

A shareholder, whose shares are registered in a Finnish book-entry account, may register and vote in advance on certain items on the agenda of the General Meeting from 10:00 a.m. EET on 26 April 2022 until 4:00 p.m. EET on 11 May 2022 by the following means:

a) Through the company's website at

<https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/>

Online registration and voting in advance require that the shareholders or their statutory representatives or proxy representatives use strong electronic authentication either by Finnish or Swedish bank ID or mobile certificate.

b) By mail or email

A shareholder who votes in advance by mail or email shall send the advance voting form available on the company's website <https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/> or corresponding information to Innovatics Ltd by mail to Innovatics Ltd, Annual General Meeting / Lifeline SPAC I Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email at [agm@innovatics.fi](mailto:agm@innovatics.fi).

If the shareholder participates in the General Meeting by sending the votes in advance by mail or email to Innovatics Ltd, the submission of the advance votes before the end of the registration and advance voting period constitutes registration for the General Meeting, provided that the shareholder's message includes the information requested on the advance voting form required for registration.

Instructions relating to the advance voting are available on the company's website <https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/>. Additional information on the registration and advance voting is available during the registration period by telephone at +358 10 2818 909 on business days during 9.00 a.m. until 12.00 noon EET and from 1.00 p.m. until 4.00 p.m. EET.

### **3. Proxy representatives and powers of attorney**

A shareholder may participate in the General Meeting and exercise their rights at the meeting by way of proxy representation.

Also the proxy representative of a shareholder may participate in the General Meeting only by voting in advance on behalf of the shareholder in the manner instructed in this notice. Proxy representatives must use strong electronic authentication when registering for the meeting and voting in advance online, after which they can register and vote in advance on behalf of the shareholder that they represent.

Proxy representatives shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder. Statutory right of representation may be demonstrated by using the [Suomi.fi](https://www.suomi.fi) e-Authorisations service which is in use in the online registration service. Should a shareholder participate in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

A template for proxy document and voting instructions will be available on the company's website <https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/> at the latest on 26 April 2022 following the deadline for submitting counterproposals to be placed for a vote. Possible proxy documents should be delivered to Innovatics Ltd primarily as an attachment in connection with the electronic registration and advance voting or alternatively by mail to Innovatics Ltd, Annual General Meeting / Lifeline SPAC I Plc, 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, by which time the documents must be received by Innovatics Ltd.

A shareholder who does not vote in advance by themselves may use the proxy service provided by the company free of charge and authorise lawyer Nina Koivisto from Borenius Attorneys Ltd or a person independent of the company designated by her to represent the shareholder and to exercise their voting right in the meeting in accordance with voting instructions given by the shareholder. The executed power of attorney including the early voting form shall be provided to lawyer Nina Koivisto by regular mail or by email (contact information below) prior to the end of registration period and voting period, by which the documents mentioned shall be received.

The contact information of the proxy representative designated by the company:

- mail address: Borenius Attorneys Ltd, Nina Koivisto, Eteläesplanadi 2, FI-00130 Helsinki, Finland.
- email: [nina.koivisto@borenius.com](mailto:nina.koivisto@borenius.com)
- telephone: +358 20 713 3128

Shareholders may participate in the general meeting and exercise their rights in the meeting also by way of another proxy representative selected by themselves.

Only delivering proxy documents to the company or Innovatics Ltd does not result in the shareholder's advance votes being taken into account. The successful registration of a shareholder and the shareholder's advance votes also requires that the proxy representative registers and votes in advance on behalf of the shareholder in the manner set out in this notice.

#### **4. 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 they on the record date of the General Meeting on 6 May 2022, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder has, on the basis of such shares, been registered into the temporary shareholders' register held by Euroclear Finland Oy at the latest by 13 May 2022 by 10.00 a.m. EET. 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 temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organisation of the custodian bank shall temporarily register a holder of nominee-registered shares into the shareholders' register of the company at the latest by the time stated above. In addition, the account management organisation of the custodian bank shall arrange advance voting on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares. The account management organization of the custodian bank shall also take care of the voting in advance on behalf of the holder of nominee-registered shares within the registration period applicable to nominee-registered shares.

#### **5. Other instructions and information**

Shareholders who hold at least one hundredth of all the shares in the company have a right to make a counterproposal concerning the items on the agenda of the General Meeting to be placed for a vote. Such counterproposals are required to be sent to the company by email to [ir@lifeline-spac1.com](mailto:ir@lifeline-spac1.com) no later than by 25 April 2022 at 12.00 noon EET. In connection with making a counterproposal, shareholders are required to provide adequate evidence of shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the General Meeting and that the shareholder holds at least one hundredth of all shares in the company on the record date of the General Meeting. Should the counterproposal not be placed for a vote at the General Meeting, advance votes in favour of the proposal will not be taken into account. The company will publish possible counterproposals to be placed for a vote on the company's website <https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/> by no later than by 26 April 2022 at 10:00 a.m. EET.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act with respect to the matters to be considered at the Annual General Meeting. Such questions must be sent by mail to Innovatics Ltd, Annual General Meeting / Lifeline SPAC I Oyj, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to [agm@innovatics.fi](mailto:agm@innovatics.fi) no later than 4 May 2022 at 4.00 p.m. EET. Such questions from shareholders, the company's management's answers to them, and any counterproposals that have not been placed for a vote are available on the company's website <https://www.lifeline-spac1.com/corporate-governance/general-meeting-of-shareholders/> on 9 May 2022 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of shareholding.

On the date of this notice to the Annual General Meeting, the total number of shares in the company is 2,500,000 series B shares and 10,000,000 series A shares, representing an equal number of votes.

Helsinki, 21 April 2022

## **LIFELINE SPAC I PLC**

Board of Directors

### **ADDITIONAL INFORMATION**

CEO Tuomo Vähäpassi, tel. +358 40 736 0676

CFO Mikko Vesterinen, tel. +358 50 521 7908

### ***Lifeline SPAC I in brief***

*Lifeline SPAC I Plc is a Finnish Special Purpose Acquisition Company founded for corporate acquisitions. We raised capital with an offering and listed on the SPAC segment of the regulated market of Nasdaq Helsinki. Our objective is to carry out an acquisition within 24-36 months from the listing. We offer investors an opportunity to invest in companies that retail investors or many institutional investors otherwise would not be able to invest in, because these kinds of investments are typically made by later-stage private equity funds. Our aim is to generate profit for shareholders and increase the value of the target company by supporting its growth and development also after the acquisition. Our primary strategic goal is to identify and merge with an unlisted technology-focused Nordic company with high growth potential.*

### **Attachments**

- [Download announcement as PDF.pdf](#)