

Remuneration Report

1 July 2023–30 June 2024

Introduction

This Remuneration Report contains information about the remuneration of Nightingale Health Plc's ("Nightingale Health" or "company") Board of Directors and CEO for the financial period 1 July 2023–30 June 2024. The report has been formulated in accordance with the Corporate Governance Code 2020 of the Finnish Securities Market Association.

Nightingale Health's Remuneration Policy was presented to the Annual General Meeting on 28 October 2021. The Annual General Meeting accepted the Remuneration Policy in its advisory resolution.

The Remuneration Report for the financial period 1 July 2023–30 June 2024 includes the principles governing the remuneration of the members of the company's Board of Directors and CEO and a description of the practical implementation of the Remuneration Policy. The Report also includes the remuneration paid to the members of the Board of Directors and CEO in the financial year 1 July 2023–30 June 2024. The advisory vote concerning the Remuneration Report held by the Annual General Meeting on 16 November 2023 did not result in any changes to the content of the Remuneration Report.

The Board of Directors of Nightingale Health has ensured that remuneration practices are aligned with the principles laid out in the company's Remuneration Policy. There were no deviations from the Remuneration Policy in the financial year 2023–2024. In addition, no paid remuneration was reclaimed by the company in the financial year 1 July 2023–30 June 2024.

Nightingale Health's key principles in remuneration are transparency, market orientation, and remuneration for good performance of both individual employees and the company. Nightingale Health's remuneration principles concern the entire personnel of the company.

Nightingale Health's Remuneration Policy for management aims to encourage and reward management for work that is in line with the company's strategy at a given time and for compliance with the set rules, as well as to motivate them to strive for the success of the company. The share of the CEO's variable remuneration from the total remuneration is based on the long-term strategic goals as defined by the Board of Directors.

Overview of financial year and the development of remuneration

During the financial year 1 July 2023–30 June 2024 Nightingale Health achieved several key targets and strategic milestones.

The company expanded its collaboration with Terveystalo, when Terveystalo adopted Nightingale Health's technology in regular health checks performed as part of its occupational health services. Terveystalo's occupational healthcare covers 30 percent of Finnish workforce, and by the end of the financial year, more than 50,000 individuals had already received their risk assessment. Thus, the collaboration with Terveystalo significantly contributes to Nightingale Health's strategic goal of focusing on disease prevention rather than reactive treatment. In addition, important partnership agreements were signed with US-based companies 23andMe, Kaiser Permanente and Boston Heart Diagnostics.

Nightingale Health also acquired the Japanese company Welltus Inc, through which it will maintain and expand its cooperation with Japanese healthcare providers as well as seek new partnerships agreements in one of the biggest healthcare markets in Asia.

Over the financial year Nightingale Health worked on two new laboratory implementations, one in Singapore and the other in the United Kingdom. In Singapore, Nightingale Health announced a partnership agreement with Innoquest Diagnostics. This partnership is expected to improve the company's position

and influence, especially in the Southeast Asian markets. In the UK, Nightingale Health completed the analysis of all 500,000 samples in the UK Biobank, thus creating the world's largest blood biomarker database for the research and prevention of chronic diseases.

Nightingale Health also acquired all intellectual property assets to the Velvet™ blood collection device, which secures the company's position as the sole provider of a fully integrated remote health check solution. Through the acquired intellectual property assets, the company has the full and exclusive ownership and control over the Velvet™ blood collection device. The Velvet™ technology will be utilized in the partnerships with 23andMe and with ZOE, a UK based wellbeing company, in another partnership announced in June 2024.

Additionally, eight new patents were granted for the company's disease risk identification technology.

The table below compares the Board of Directors' and the CEO's remuneration development to the development of the remuneration for an average employee and the financial development of the company over the previous five financial periods. There is no significant change in the remuneration of the Board of Directors and the CEO compared to the previous financial year.

Remuneration paid and company's financial development over the last five years

EUR thousand	2023–2024*	2022–2023*	2021–2022*	2020–2021	2019–2020
Board members, total	246	1,290	980	56	-
Of which IFRS 2 related costs**	102	1,126	836	-	-
Of which monthly benefits	144	164	168	56	-
CEO	1,608	1,503	1,550	219	213
Of which IFRS 2 related costs	1,317	1,204	1,315	-	-
Of which salary and fringe benefits	291	299	290	219	213
Employees (on average)	82	81	88	37	44
Of which IFRS 2 related costs	18	20	25	-	-
Of which salary and fringe benefits	63	61	63	37	44
Market value	138,783	52,436	109,216	349,255	-
Revenue	4,358	4,182	2,313	2,305	1,781***

*) The remuneration presented in the table for the financial years 2023–2024, 2022–2023 and 2021–2022 include the calculated cost of options in accordance with the IFRS 2 standard, and the remuneration is therefore not directly comparable with remuneration of previous financial years. The comparability of the remuneration is also affected by the layoffs implemented in the financial years 2019–2020 and 2020–2021, which had a downward effect on remuneration.

***) Excluding the CEO.

****) Revenue according to Finnish Accounting Standards (FAS).

Board remuneration

The General Meeting resolves annually on the remuneration of the Board of Directors based on the proposal made by the Board of Directors. The remuneration of the Board of Directors is based on the Remuneration Policy presented to the General Meeting on 28 October 2021.

The members of the Board of Directors can be paid, for example, annual or monthly fees and/or fees for Board meetings. The General Meeting or the Board of Directors authorized by the General Meeting resolves on issuing shares, stock options or other special rights entitling to shares.

Monthly remuneration

The Annual General Meeting held on 16 November 2023 decided that each member of the Board of Directors is paid a monthly remuneration of EUR 2,000. The resolved monthly fee is the same as resolved by the General Meeting in November 2022. During the financial year 1 July 2023–30 June 2024, the monthly remuneration has been paid to each Board member.

No separate fees for Board meetings have been paid to Board members during the financial period 1 July 2023–30 June 2024.

Board, the CEO and Key Management Incentive Program

Nightingale Health has a long-term Board, the CEO and Key Management Incentive Program, where the vesting event for stock options is determined based on the company's market value. The stock option program is described on the company's website: <https://nightingalehealth.com/investors/remuneration>.

In all stock option programs that are entitled to Series B shares, the right to subscribe shares is mainly based on the increase in Nightingale Health's market capitalization. The market capitalization steps entitling to subscribe shares remain unchanged. The subscription right based on the increase in market capitalization is a key term in all stock option programs because the increase in market capitalization is in the interest of the company's shareholders.

Remuneration based on the employment or service contract of the Chairman or members of the Board and advisor remuneration

CEO remuneration is described in section "CEO Remuneration" of the Remuneration Report.

In addition to the incentive programs available to members of the company's Board of Directors and the fixed monthly remuneration, the following Board members are also compensated based on their employment or service contract and advisory duties as follows:

The remuneration based on the employment of Chief Technology Officer Antti Kangas, who is also a member of the company's Board of Directors, consists of a fixed salary, which during the financial period 1 July 2023–30 June 2024 was EUR 97,894. The salary includes vacation pay, holiday compensation and taxable fringe benefits. Kangas has also been rewarded with a bonus of EUR 11,460 EUR, which was paid on 15 July 2024.

CEO remuneration

The CEO's fixed annual salary for the financial period 1 July 2023–30 June 2024 was EUR 240,237 including vacation pay, holiday compensation and taxable fringe benefits.

The CEO does not have a supplementary pension scheme.

Proportional shares of fixed and variable remuneration

The Board of Directors decided at the end of the financial period 1 July 2023–30 June 2024 on paying a short-term incentive bonus to the CEO, in total EUR 51,000, based on the outstanding execution of the company's strategy and signing of several important international partnership agreements. The bonus will be paid to the CEO on 15 October 2024. The bonus paid in August 2023 for the financial year 1 July 2022–30 June 2023 was EUR 60,000.

In the financial year 1 July 2023–30 June 2024 the variable short-term remuneration was 17.5% of the CEO's total remuneration (20% in the financial year 1 July 2022–30 June 2023).

CEO options

The stock options granted to the CEO are described on the company's website: <https://nightingalehealth.com/investors/remuneration>.