

Board of Directors' and Nomination Board's Proposals to the AGM 2018

8. Resolution on the use of the loss shown on the balance sheet and resolution on the return of equity

On 31 December 2017, the distributable earnings of the Company totaled EUR 516.7 million, including the loss from the financial period 2017 of EUR 10.1 million. The Board of Directors proposes to the Annual General Meeting that the loss from the financial period be retained in the Company's retained earnings. The Board of Directors further proposes that EUR 0.06 per share (totaling EUR 7.7 million with the current number of shares) be distributed from the invested non-restricted equity reserve. The distribution would be paid to a shareholder who on the distribution payment record date of 16 April 2018 is registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The distribution would be paid on 27 April 2018.

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 members of the Board during the next term:

- Annual remuneration of the Chairman EUR 80,000
- Annual remuneration of the Vice-Chairman EUR 49,000
- Annual remuneration of the members EUR 39,000
- Annual remuneration of the Chairman of the Audit Committee EUR 49,000.

Additionally, the following attendance fees shall be paid for each Board and Committee meeting: EUR 600 for members residing in Finland, EUR 1,200 for members residing elsewhere in Europe and EUR 2,400 for members residing outside of Europe. For Board and Committee meetings that are held by telephone or other electronic means, the attendance fee shall be EUR 600. Travel expenses are proposed to be reimbursed in accordance with the Company's travel policy.

In addition, the Nomination Board proposes that the annual remuneration of the Board be paid as a combination of Company shares and cash in such a manner that 40% of the



annual remuneration is paid in shares in the possession of the Company or, if this is not possible, in the Company's shares purchased from the market, and 60% is paid in cash. The Company will reimburse the transaction costs and capital transfer tax related to trading. Attendance fees are proposed to be paid in cash.

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

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors shall be eight (8) instead of the previous seven (7).

12. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting, for a term that ends at the end of the Annual General Meeting 2019, that Ulf Fredrik Cappelen, Olli Holmström, Vesa Koskinen and Åse Aulie Michelet be re-elected as members of the Board and that Eeva Ahdekivi, Lasse Heinonen, Katri Viippola and Tomas von Rettig be elected as new members of the Board. The biographical details of the nominees are available on the Company's website at https://www.terveystalo.com/en/investors/Corporate-governance/General-Meeting-of-Shareholders/AGM_2018/.

The current members of the Board Ralf Michels, Matti Rihko and Åsa Riisberg have announced that they are not available for re-election to the Board of Directors.

13. Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that the auditor's fees be paid against an invoice approved by the Company.

14. Election of the auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that KPMG Oy Ab be re-elected as the Company's auditor for a term that ends at the end of the Annual General Meeting 2019. KPMG Oy Ab has informed the Company that Authorized Public Accountant Jari Härmälä would continue as the auditor in charge.



15. Resolution on authorizing the Board of Directors to resolve to repurchase the Company's own shares

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors to resolve on the repurchase of the Company's own shares, in one or several instalments, using the unrestricted equity of the Company. The authorization would cover a maximum of 12,803,653 own shares in the aggregate, which corresponds to approximately 10 percent of the Company's registered shares at the time of the proposal, being however subject to the provisions of the Finnish Companies Act on the maximum amount of own shares in the possession of the Company and its subsidiaries.

The shares would be purchased in public trading at the prevailing market price. The purchases would be carried out on the Nasdaq Helsinki Ltd stock exchange in accordance with its rules and regulations. The authorization would entitle the Board of Directors to resolve on all other terms and conditions of the repurchase of the shares, including to repurchase shares in another proportion than that of existing shareholdings of the shareholders. The authorization is proposed to remain effective until the end of the Annual General Meeting 2019 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

16. Resolution on authorizing the Board of Directors to resolve to issue shares and special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors to resolve on the issuance of shares and/or special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act, in one or several instalments, either against payment or without payment. The authorization would consist of a maximum of 25,607,306 shares in the aggregate (including shares to be received based on special rights), which corresponds to approximately 20 percent of the Company's registered shares at the time of the proposal. The Board of Directors would be authorized to resolve to issue either new shares or own shares possibly held by the Company.

The authorization could be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the Company, for implementing share-based incentive plans or the payment of the annual remuneration payable to the members of the Board of Directors, or for other purposes as



determined by the Board of Directors. The authorization would entitle the Board of Directors to resolve on all terms and conditions of the issuance of shares and the issuance of special rights entitling to shares, including the right to derogate from the pre-emptive right of the shareholders. The authorization is proposed to remain effective until the end of the Annual General Meeting 2019 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

17. Resolution on authorizing the Board of Directors to resolve on donations for charitable purposes

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors to decide on donations in a total maximum of EUR 150,000 for charitable or corresponding purposes and to authorize the Board of Directors to decide on the donation recipients, purposes of use and other terms of the donations. The authorization is proposed to remain effective until the end of the Annual General Meeting 2019 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

