

TERVEYSTALO PLC
CONSOLIDATED FINANCIAL STATEMENTS
2017



Terveystalo Group's Consolidated Financial Statements 2017

Report of the Board of the Directors	4
Consolidated financial statements	
Consolidated statement of income	17
Consolidated statement of financial position	18
Consolidated statement of cash flows	19
Consolidated statement of changes in equity	20
1. Corporate information	21
2. Accounting policies for the consolidated financial statements	21
2.1 Basis of preparation	21
2.2 Application of new and amended IFRSs	21
2.3 Critical accounting estimates and judgments	22
2.4 Principles of consolidation	23
2.5 Foreign currency transactions	24
2.6 Property, plant and equipment	24
2.7 Investment properties	25
2.8 Goodwill and other intangible assets	25
2.9 Impairment	25
2.10 Leases – Group as a lessee	26
2.11 Financial assets and liabilities	26
2.12 Inventories	26
2.13 Employee benefits	27
2.14 Provisions and contingent liabilities	27
2.15 Revenue recognition	27
2.16 Segment information	27
2.17 Government grants	28
2.18 Operating profit	28
2.19 Adjustments to operating profit	28
2.20 Earnings per share	28
2.21 Income tax	28
3. Business combination	28
4. Disaggregation of revenue	31
5. Other operating income	33
6. Material and services	33
7. Employee benefit expenses	33
8. Depreciation, amortization and impairment	34
9. Other operating expenses	34
10. Adjustments to operating profit	35
11. Financial income and expenses	35
12. Taxes	36
12.1 Income taxes	36
12.2 Deferred tax assets and liabilities	36
13. Earnings per share	37
14. Property, plant and equipment	38
14.1 Finance leases	38
15. Intangible assets	39
15.1 Development costs	40



Terveystalo Group's Consolidated Financial Statements 2017

16 Impairment testing of cash-generating units including goodwill	41
17. Investment properties	42
18. Associated companies	42
19. Share-based payments	42
20. Financial assets and liabilities	43
21. Financial risk management	44
21.1. Interest rate risk	44
21.2. Credit risk	44
21.3. Liquidity risk	44
21.4. Capital management	45
22. Trade and other receivables	45
23. Cash and cash equivalents	46
24. Share capital and invested non-restricted equity reserve	47
25. Financial liabilities	48
26. Trade and other payables	49
27. Provisions	49
28. Collateral and other contingent liabilities	50
29. Related party transactions	50
30. Group companies	51
30.1. Changes in the Group structure	52
31. Group's key financial ratios	52
32. Calculation of financial ratios and alternative performance measures	53
33. Reconciliation of alternative performance measures	54
34. Subsequent events	56
Parent company's financial statements	
Parent company's statement of income	57
Parent company's statement of financial position	58
Parent company's statement of cash flows	59
Parent company's accounting policies	60
Notes to the parent company's financial statements	61
Signatures to the financial statements and Board of Directors' report	65
Auditor's note	65
Tax footprint	66



REPORT OF THE BOARD OF DIRECTORS 2017

Market review

The healthcare services market remained stable throughout the reporting period. The recovering Finnish economy, improved employment rate, and increased consumer confidence all contributed to strong demand in corporate and private customer groups in the review period. Successful acquisitions and good operational performance enabled Terveystalo's growth in terms of both market share and revenue.

In December 2017, the Government decided on amendments to the Draft bill for the Freedom of Choice Act. The amendments were particularly related to the use of customer service vouchers in specialized care and the range of services provided by the future centers for healthcare and social welfare services. The Parliament of Finland aims to consider the healthcare and social welfare reform laws during the spring. The first regional councils will be elected through elections in fall 2018. The responsibility for providing healthcare and social welfare services will be transferred to the counties in 2020. The freedom of choice will be implemented gradually.

With the most extensive network of clinics and hospitals and the largest occupational healthcare customer base, Terveystalo expects to be able to continue its strong performance in the current market structure and to be an attractive partner for many cities and municipalities.

Strategic and financial targets and strategy implementation

Terveystalo's Board of Directors has adopted the following strategic targets for the company;

Maintaining high Clinical quality at the core of strategy and business operations, capitalizing on Finnish market growth opportunities, providing customer-centric proactive care with the aid of digital tools and new channels for interaction, continuous improvement of operational excellence to increase profitability and cash generation and continuing to grow in existing and complementary services through organic initiatives and value-adding acquisitions.

The following long-term financial targets were adopted by the Board for Terveystalo Plc: 6–8% annual growth in revenue in the long term through a combination of organic growth and bolt-on acquisitions; An Adjusted EBITA margin^(*) 12–13% of revenue in the medium to long term and Interest-bearing Net Debt relative to Adjusted EBITDA^(**) not to exceed 3 times. However, indebtedness may temporarily exceed the target level, for example, in conjunction with acquisitions.

^{*)} Earnings Before Interest, Taxes, Depreciation and Amortization.

^{**)} EBITDA = Earnings Before Interest, Taxes, Depreciation, and Amortization
Adjustments are material items outside the ordinary course of business associated with acquisition-related expenses, restructuring-related expenses, gain on sale of assets, strategic projects including the IPO, new business operations, and other items affecting comparability.

The aim of Terveystalo's Dividend Policy is to distribute at least one third of net profit as dividends during the business cycle. The current financial performance, development potential, financial position and capital requirements are taken into account.

Implementation of strategy during the review period

2017 was a year of strong growth for Terveystalo. Growth was supported by acquisitions and organic growth. Domestic economic growth, growth in employment and improved consumer confidence supported the strong demand for both occupational health care and private customers during the review period. Thanks to strong demand and efficient operational performance, Terveystalo was able to continue to increase its market share.

Strong market development and the strong demand for Terveystalo's services supported growth in all customer segments. Demand for digital services grew steadily among customers, which was reflected in the rapid deployment of digital tools and the growing number of users. Terveystalo continued to develop digital solutions during the year by launching, among other things, the first 24/7 Medical Chat services in Finland and specialty medical chat services.

The acquisitions of Porin Lääkäritalo Oy in January 2017 and Diacor Terveyspalvelut Oy in March 2017 contributed significantly to growth. Integrations were implemented at a rapid pace with regard to personnel, processes and facilities. Terveystalo estimates that the cost synergies of EUR 14.6 million sought through the two acquisitions will be realized according to plan. The impact on earnings will be reflected in the 2018 results almost in full.

Revenue for the full year grew 26.1 percent from the previous year to EUR 689.5 million (547.0) and adjusted EBITA was 10.6% (10.4%) of revenue. Net debt relative to adjusted EBITDA decreased to 2.8 (4.2).

Significant events during the review period

In January 2017, Terveystalo acquired Porin Lääkäritalo Oy in Pori and Rauma, which had a concentrated customer base with approximately 15,200 occupational healthcare end-customers and 1,030 occupational healthcare customers. At the end of March 2017, Terveystalo acquired Diacor Terveyspalvelut Oy, which strengthened Terveystalo's network in the Helsinki metropolitan area and in Turku with about 135,000 end-users of occupational health care and about 700,000 patient-per-year patient visits.

Terveystalo was listed on the Nasdaq Helsinki main list in October 2017. The IPO was the largest in the Nordic countries in 2017.



The listing consisted of a share issue and a share sale. Terveystalo raised about EUR 100 million in gross assets in the share issue. The demand from both Finnish and international investors was strong, and the listing was oversubscribed several times. Trading of the Company's shares commenced on the Prelist of Nasdaq Helsinki Oy ("Helsinki Stock Exchange") on October 11, 2017 and on the Official List on October 13, 2017. After the completion of the listing, the total number of outstanding shares of the Company was 128,036,531 shares. In the end of 2017, the total number of shareholders was more than 14,000 shareholders.

The objective of the Offering and listing was to improve Terveystalo's ability to successfully pursue its strategy and invest in its

business in order to remain at the forefront of developing the standards of the quality and impact of treatment and publishing of results of clinical quality in Finland, which the Company expects to drive long-term growth for the Company.

Future outlook

The continuing improvement of the domestic economy supports corporate and private customer business. Healthcare and social welfare reform will change the environment for all healthcare companies and create new opportunities, especially for those who invest in meeting the new needs created by the reform. Terveystalo expects its markets to continue to develop favorably.

KEY FIGURES

Terveystalo Group, in millions of euro	2017	2016	2015
Revenue	689.5	547.0	505.6
Adjusted EBITDA ^c	92.4	72.9	67.2
Adjusted EBITDA, % ^c	13.4	13.3	13.3
Adjusted EBITA ^c	73.0	56.8	50.7
Adjusted EBITA, % ^c	10.6	10.4	10.0
EBITDA ^c	68.2	68.9	59.0
EBITDA, % ^c	9.9	12.6	11.7
EBITA ^c	48.8	52.7	42.5
EBITA, % ^c	7.1	9.6	8.4
Operating profit (EBIT) ^c	28.2	29.6	19.3
Operating profit (EBIT), % ^c	4.1	5.4	3.8
Adjusted net income ^{c,***}	44.0	30.3	21.9
Return on equity (ROE), % ^c	2.1	5.6	0.5
Equity ratio, % ^c	50.7	31.7	30.5
Earnings per share (€) ^{c,***}	0.06	0.11	0.01
Gearing, % ^c	56.1	132.6	151.5
Net debt/ Adjusted EBITDA (LTM) ^c	2.8	4.2	5.0
Total assets	902.3	734.1	723.6
Average personnel FTE	3,180	2,605	2,480
Personnel (end of period)	4,265	3,463	3,416
Private practitioners (end of period)	4,431	3,448	3,430

^{c)} Alternative performance measure. Terveystalo presents alternative performance measures as additional information to financial measures defined in IFRS. Those are performance measures that the company monitors internally and they provide management, investors, securities analysts and other parties with significant additional information related to the company's results of operations, financial position and cash flows. These should not be considered in isolation or as substitute to the measures under IFRS.

Adjustments are material items outside the ordinary course of business associated with acquisition-related expenses, restructuring-related expenses, gain on sale of assets, strategic projects including the IPO, new business operations, and other items affecting comparability. Adjustments totaled EUR 24.1 (4.0) million for the full year 2017.

^{**)} The effect of share conversion and share split have been taken into account in the weighted average number of shares. Comparative figures have been adjusted accordingly.

^{***)} Finance costs related to the previous bank loans had been amortized to the loan period using the effective interest rate method. As part of the IPO, these costs have been expensed.



DEVELOPMENT OF REVENUE BY PAYER GROUP IN 2017

Corporate

Corporate customers constitute Terveystalo's largest customer group. Terveystalo's corporate customers consist of the company's occupational healthcare customers, excluding municipal occupational healthcare customers. The company provides statutory occupational health services and other occupational health and wellbeing services for corporate customers of all sizes. Terveystalo is the largest provider of occupational healthcare services in Finland in terms of revenue and the number of end-users. Terveystalo provides occupational healthcare services for over 23,000 companies.

Corporate revenue for the financial period was EUR 372.1 (290.8) million, up by 28.0 percent. The acquisitions of Porin Lääkäritalo in January 2017 and Diacor in March 2017 contributed significantly to revenue growth. In addition, organic growth in occupational healthcare customer contract base increased the number of end-user customers in Terveystalo's occupational healthcare services. Favorable development of sales mix and preventive occupational healthcare services also promoted revenue growth.

Private

Private customers are Terveystalo's second-largest customer group. Private customers include private individuals and families. The company's strong brand, easy access to services without long waiting times, leading service portfolio for private customers, families, and senior citizens, and personalized digital services give Terveystalo a competitive edge over public healthcare services and encourage customers to invest in their own health. Services for private customers are paid for either by the customers themselves or by their insurance companies.

Revenue for the review period from private customers was EUR 253.8 (195.7) million, an increase of 29.7 percent. The acquisitions of Porin Lääkäritalo and Diacor, stable organic development, and, to a lesser effect, the expansion of the dental network in Lahti, Forssa, Espoo, and Iisalmi contributed to top line growth in the review period. Divestments of fertility clinics in Finland had a minor effect on revenue in the reporting period.

Public

Terveystalo's public customer group is made up of Finnish public sector organizations, such as municipalities, municipal federations, and hospital districts, as well as municipal occupational healthcare customers. Terveystalo's broad nationwide platform, digital offering, good reputation, and established brand, as well as its thorough expertise and experience in healthcare services throughout the chain of care, make Terveystalo an attractive partner for the public sector. Terveystalo's services for public sector customers are mainly financed by municipalities and government budgets.

Revenue from public customers increased by 5.2 percent in the review period and was EUR 63.6 (60.5) million. Demand for Terveystalo's services in the public sector market is strong, and the new occupational healthcare outsourcing contracts contributed to

revenue growth. The volumes of the Finnish Immigration Service, in turn, declined from the previous year, which reduced revenue slightly from the comparison period.

During the review period, Terveystalo won six occupational healthcare outsourcing contracts and three new outsourcing contracts for healthcare and social welfare services at Kinnula, Lumijoki and Iisalmi.

Consolidated revenue and result

Terveystalo Group has early adopted the new IFRS 15 *Revenue from Contracts with Customers* standard before the mandatory application date. The Group has elected to apply IFRS 15 standard using retrospective approach for all financial years presented and has adjusted comparative information accordingly. With regard to the application of the standard, the Group has reviewed the revenue recognition principles and presentation in accordance with the new IFRS 15 standard, taking into account changes in service model and way of operating. In accordance with IFRS 15 standard, revenue also includes the fees for services provided by private practitioners to private customers. These fees are presented in revenue on a gross basis instead of the previous net based presentation. Based on management judgement, the Group has primary responsibility for providing services to customers and therefore, it acts as a principal, because it has exposure to the significant risks and rewards associated with the contractual arrangements. The gross basis is considered to result in a more faithful presentation of the Group's revenue. The adoption of IFRS 15 standard had no impact on the Group's equity.

Revenue for 2017 was EUR 689.5 (547.0) million, up by 26.1 percent. The acquisitions of Porin Lääkäritalo and Diacor contributed significantly to revenue growth. Organic growth was stable, and demand for Terveystalo's services was high.

Costs for materials and services in 2017 increased in line with the revenue growth by 25.0 percent, amounting to EUR 324.3 (259.3) million. The Group's employee benefit expenses totaled EUR 189.5 (155.5) million, an increase of 21.8 percent as a result of volume growth.

Adjusted^(*) EBITDA for 2017 amounted to EUR 92.4 (72.9) million, up by 26.7 percent. The increase in adjusted EBITDA was mainly a result of increased revenue and materialized cost synergies. Adjusted EBITDA margin for the period represented 13.4 (13.3) percent of revenue.

EBITDA for 2017 was close to flat year-on-year, totaling EUR 68.2 (68.9) million. Acquisition-, restructuring-, and IPO-related costs affected comparability of the EBITDA margin, which decreased by 2.6 percentage points to 7.1 percent.

Depreciation, amortization, and impairment totaled EUR 40.0 (39.3) million. Amortization and impairment of intangible assets in 2017 amounted to EUR 20.2 (23.0) million, of which the amortization of intangible assets allocated from the transaction price of business combinations on the date of acquisition totaled EUR 14.6 (18.0) million. Depreciation of property, plant, and equipment totaled EUR 19.4 (16.1) million.



Terveystalo's operating profit decreased by 4.8 percent and was EUR 28.2 (29.6) million. Significant acquisition-, restructuring-, and IPO-related expenses affected the comparability of the operating profit year-on-year.

Group's net financial expenses in 2017 were EUR 24.1 (20.1) million. Finance costs of EUR 7.2 million relating to the previous bank loans that had been amortized to the loan period using the effective interest rate method were expensed as part of the IPO.

Terveystalo's profit before tax for the period was EUR 3.9 (9.5) million. Taxes for the period amounted to EUR 3.3 (3.2) million. Profit for the financial period was EUR 7.2 million (12.7).

^{*)} Adjustments are material items outside the ordinary course of business associated with acquisition-related expenses, restructuring-related expenses, gain on sale of assets, strategic projects including the IPO, new business operations, and other items affecting comparability. Adjustments totaled EUR 24.1 (4.0) million in 2017.

Financial position and cash flow

Total assets of the Group amounted to EUR 902.3 million (EUR 734.1 million in December 2016). The increase of EUR 168.2 million, or 22.9 percent, was mainly attributable to the acquisitions of Diacor Terveyspalvelut Group and Porin Lääkäritalo Group, for which a total goodwill of EUR 132.5 million was recognized.

Cash and cash equivalents at the end of the period amounted to EUR 33.0 million (EUR 39.1 million in December 2016).

Terveystalo's operating cash flow for 2017 increased to EUR 70.0 (64.7) million. The increase of EUR 5.3 million, or 8.3 percent, was mainly attributable to the change in net working capital.

Net cash used in investing activities in 2017 increased to EUR -102.7 (-9.0) million, with the effect of acquisitions of subsidiaries being EUR -81.6 (-4.7) million.

Cash flow before financing activities in 2017 was EUR -32.7 (55.7) million.

Cash flow from financing activities in 2017 increased by EUR 59.8 million to EUR 26.5 (-33.2) million. The Initial Public Offering (IPO), carried out in October, raised EUR 100.0 million in gross assets. In addition, on the basis of the company's pre-listing shareholders' commitments, the shareholders made a total of 25 million euro investment without consideration in the company's invested non-restricted equity reserve. The existing loans were refinanced at the same time. In connection to IPO and refinancing, Terveystalo withdrew new long-term loans amounting to EUR 257.0 million and repaid old loans amounting to EUR 337.9 million. Paid interests decreased by EUR 5.8 million year-on-year, resulting from the refinancing of loans.

Equity attributable to owners of the parent company totaled EUR 457.3 (232.3) million. The increase of EUR 225.0 million resulted mainly from the new capital raised through the listing and the EUR 93.9 million investment in the unrestricted equity reserve of Terveystalo in relation to the acquisition of Diacor.

Gearing at the end of the reporting period was 56.1 (132.6) percent. Net interest-bearing debt was EUR 256.4 (308.1) million. The decrease was mainly due to the equity raised through the share issue carried out in connection with the listing.

At the end of the reporting period, return on equity was 2.1 (5.6) percent and equity ratio 50.7 (31.7) percent.

Investments and acquisitions

Net investments for 2017, including M&A, amounted to EUR 204.3 (18.1) million. Group's net cash capital expenditure was EUR 16.3 (7.7) million and non-cash capital expenditure EUR 12.9 (9.4) million. These investments consist mainly of investments in network and medical equipment, and the increase can be partially explained by integration-related investments. M&A-related investments were EUR 175.1 (0.9) million including EUR 93.9 million directed share issue related to the Diacor acquisition.

Terveystalo acquired the entire share capital of Porin Lääkäritalo Oy in January 2017. The company's comparable^(*) revenue in 2016 was approximately EUR 23.2 million. The company employed 130 employees and 160 (private) practitioners.

Terveystalo acquired the entire share capital of Diacor Terveyspalvelut Oy on March 24, 2017. Diacor's comparable^(*) revenue in 2016 was approximately EUR 131.2 million and the company employed approximately 700 employees and 800 (private) practitioners at its medical centers and hospital.

Terveystalo estimates that the cost synergies of EUR 14.6 million sought through the two acquisitions will be realized according to plan. The impact on earnings will be reflected in the 2018 results almost in full.

Furthermore, in 2017 Terveystalo strengthened its dental business by acquiring Ky Läkkitorin Hammaslääkäriasema, a dental service provider in Espoo (March), as well as acquiring the oral health operations of Data Plaza Oy, located in Turku (April), and the oral health operations of Crossdental Oy, located in Iisalmi (May). Terveystalo simplified its portfolio by divesting the fertility clinics in Jyväskylä and Helsinki to Ovumia in August.

^{*)} Adjusted according to Terveystalo's accounting principles

Personnel

The number of employed staff on December 31, 2017 was 4,265 (3,463), an increase of 802 (23.2 per cent) year-on-year. At the end of the period, the number of private practitioners amounted to 4,431 (3,448), an increase of 983 persons, or 28.5 per cent. The number of full-time employed staff in the Group averaged 3,180 (2,605), an increase of 575, or 22.1 per cent. The increase in the number of employed staff was mainly due to the acquisitions of Porin Lääkäritalo and Diacor in January and March 2017, respectively.



SHARES AND SHARE CAPITAL

Terveystalo's market value on December 31, 2017 was EUR 1,138 million (-) and closing price EUR 8.90 (-). In 2017, the highest price of Terveystalo's share on NASDAQ Helsinki Ltd was EUR 10.43 (-),

the lowest price EUR 8.76 (-), and the average price was EUR 9.76 (-). A total of 93.6 million shares were traded (-) in 2017. At the end of the reporting period, the number of Terveystalo shares registered in the Trade Register was 128,036,531.

LARGEST SHAREHOLDERS ON DECEMBER 31, 2017

Name	Number of shares	% of shares	Votes	% of votes
1 Varma Mutual Insurance Company	19,223,816	15.0	19,223,816	15.0
2 Lotta Holding I S.A' R.L (EQT)	14,510,320	11.3	14,510,320	11.3
3 Helsinki Deaconess Institute Foundation	13,470,705	10.5	13,470,705	10.5
4 Rettig Group AB	13,243,068	10.3	13,243,068	10.3
5 Hartwall Capital	12,931,690	10.1	12,931,690	10.1
6 Ilmarinen Mutual Pension Insurance Company	6,592,335	5.1	6,592,335	5.1
7 Elo Mutual Pension Insurance Company	5,122,951	4.0	5,122,951	4.0
8 Investment fund OP-Suomi	1,327,340	1.0	1,327,340	1.0
9 ODCO OY	1,225,000	1.0	1,225,000	1.0
10 Mandatum Life	1,223,861	1.0	1,223,861	1.0
Ten largest, in total	88,871,086	69.4	88,871,086	69.4

DISTRIBUTION OF OWNERSHIP, DECEMBER 31, 2017

Osakemäärä	Number of shareholders	% of shareholders	Number of securities	% of securities	Number of votes	% of votes
1-100	4,087	29	319,971	0.25	319,971	0.25
101- 500	8,015	56	1,955,976	1.53	1,955,976	1.53
501-1 000	1,157	8	914,652	0.71	914,652	0.71
1 001-5 000	702	5	1,446,774	1.13	1,446,774	1.13
5 001-10 000	74	0.521	534,092	0.42	534,092	0.42
10 001-50 000	105	0.739	2,323,603	1.82	2,323,603	1.82
50 001-100 000	14	0.099	954,598	0.75	954,598	0.75
100 001-500 000	34	0.239	6,447,771	5.04	6,447,771	5.04
500 001-	22	0.155	113,137,558	88.36	113,137,558	88.36
Total	14,210	100	128,034,995	100.00	128,034,995	100.00
of which nominee-registered	9		18,529,446	14.47	18,529,446	14.47
Non-transferred, total	0		0	0	0	0.00
In general account			0	0	0	0.00
In special accounts, total			1,536	0.00	1,536	0.00
Total issued			128,036,531	100	128,036,531	100

SHAREHOLDER GROUPS, DECEMBER 31, 2017

Shareholders by sector	Number of shares	% of shares
Households	7,856,315	7.17
Public entities	32,556,519	29.73
Financial and insurance institutions	8,031,201	7.33
Companies	17,928,895	16.37
Non-profit institutions	14,493,595	13.24
Foreign owners	28,639,024	26.15
Total	109,507,085	100.00
In general account	1,536	0.00
Of which nominee-registered	18,529,446	14.47



SHARES OWNED BY THE MANAGEMENT

HOLDINGS OF THE MEMBERS OF THE BOARD AND THE CONTROLLED ENTITIES IN THE GROUP, DECEMBER 31, 2017

Ulf Fredrik Cappelen ¹⁾	267,795
Åse Aulie Michelet ²⁾	22,624
Ralf Michels	120,132
Matti Rihko ³⁾	129,132
(Others 0 shares)	

DIRECT AND INDIRECT HOLDINGS OF THE MANAGEMENT GROUP IN TERVEYSTALO, DECEMBER 31, 2017

Yrjö Närhinen ⁴⁾	1,316,459
Juha Tuominen ⁵⁾	160,625
Jens Jensen	119,476
Juha Juosila	94,323
Johanna Karppi	10,112
Susanna Laine	18,668
Ilkka Laurila	314,923
Laura Rätty ⁶⁾	9,078
Siina Saksi	50,559
Pia Westman	23,594

- 1) Fredrik Cappelen's ownership consists of 267,795 shares owned by Baskina AB, which he controls.
- 2) Åse Aulie Michelet's ownership consists of 22,624 shares owned by Michelet Consult AS, which she controls.
- 3) Matti Rihko's ownership consists of 120,132 shares held by Mandatum Life Insurance Company Limited, Mr. Rihko being the ultimate beneficiary. In addition, Matti Rihko directly holds 9,000 shares.
- 4) Yrjö Närhinen's ownership consists of 556,353 shares owned by Närhen pesä Oy, which he controls, and 760,106 shares held by Mandatum Life Insurance Company Limited, Mr. Närhinen being the ultimate beneficiary.
- 5) Juha Tuominen's ownership consists of 160,625 shares held by Mandatum Life Insurance Company Limited, Mr. Tuominen being the ultimate beneficiary. In addition, Juha Tuominen's spouse and controlled entities hold 5,820 shares.
- 6) Laura Rätty's ownership consists of 9,078 shares owned by Groundhog Ltd, which she controls.

Notifications of major shareholdings

No notifications of major shareholdings were submitted in 2017.

Shareholders' agreements

Terveystalo is not aware of any shareholder's agreements regarding the ownership of the Company and voting rights.

Share-based incentive schemes

During the reporting period, the Company did not have any share-based incentive schemes. In November 2017, the Company announced a new long-term incentive scheme, which came into effect on January 1, 2018.

Dividend Policy and equity repayment proposed by Members of the Board

The aim of Terveystalo's Dividend Policy is to distribute at least one third of net profit as dividends during the business cycle. The current financial performance, development potential, financial position and capital requirements are taken into account. In 2017, earnings per share^(*) were EUR 0.06 (0.11).

On December 31, 2017 the distributable funds of the parent company totaled EUR 516.7 million including the loss of the financial period 2017 of EUR -10.1 million. The Board of Directors proposes to the Annual General Meeting that an equity repayment of EUR 0.06 per share totaling EUR 7.7 million be distributed from the invested non-restricted equity reserve for 2017. No material changes have taken place in the company's financial position since the end of the financial year. The liquidity of the company is good and the proposed allocation of funds, in the view of the Board of Directors, does not endanger the company's solvency.

^{*)} Earnings per share in accordance with IFRS 2017 have been calculated using the weighted average number of shares for the year. The weighted average number of shares has taken into account the effect of the combination of share classes and the reverse share split. The comparative information has been adjusted accordingly. The number of shares changed significantly during the reporting period, due to the combination of old share classes and the IPO.

Related party information

Related party information is presented in Note 29 to the Consolidated Financial Statements.

Corporate governance

Terveystalo Plc Corporate Governance Statement (CG Statement) will be published as a document separate from the Report of the Board of Directors as a part of the annual review in the week beginning on March 12, 2018, and it will also be available on the company website. The CG Statement includes information on the Board, the CEO and the Auditors.



Risks and uncertainty factors

When implementing the strategy, Terveystalo and its operations face many types of risks and opportunities. Terveystalo applies a comprehensive risk management process to ensure that risks are identified and mitigated whenever possible, even though many of the risks are not within the full control of the Company. To harness its value creation potential, Terveystalo is prepared to take controlled risks within its risk-bearing capacity.

Unacceptable risks include illegal activities or practices, serious risk to customers' or personnel's health; financial losses that significantly affect the company's results; serious health, safety, information safety, incident, or accident risks relating to premises, equipment, or systems; and loss of reputation or image that causes significant loss of confidence in the company.

According to Terveystalo's risk classification, risks are divided into four main groups: strategic risks, financial and personnel risks, operational risks, and patient safety risks. All of these categories may include both internal and external risks and opportunities.

The risks and uncertainties described below may be considered to have a significant impact on the company business, financial performance and prospects for the next 12 months. The list is not intended to be exhaustive.

Changes in the competitive environment and increasing price competition can have a detrimental effect on the company's profitability and growth potential.

Risks related to the development and implementation of new services, products and operating models may arise.

The company's business depends on its ability to find and attract qualified and skilled healthcare professionals, employees and managers and retain them in their service. There is a risk that the turnover of key personnel will be accompanied by the loss of knowledge and know-how.

The company may not be able to find suitable acquisition targets on favorable terms.

The company is a party and may become a party to the Authority, the patient or third-party proceedings brought by judicial or administrative proceeding. The company considers that its current pending legal claims or litigation are not of a significant nature.

During the review period, the Finnish Competition Authority made a decision not to investigate Suomen Terveystalo Oy in connection with a request made in 2016 to investigate the company concerning possible abuse of a dominant position and breach of competition law in the Finnish mammography screening market.

Risk management at Terveystalo and risks related to the company's business are described in more detail in the company listing prospectus and on the company website at <https://www.terveystalo.com/en/investors/Corporate-governance/Risk-management-and-risks/and-in-the-Corporate-Governance-Statement-for-the-year-2017>.

Seasonal variation and impact of the number of business days

Seasonality has some effect on the Company's revenue. Previously, the Company's revenue has been lower during holiday seasons, particularly in July and August. At the quarterly level, seasonal variation has historically reduced revenue particularly in the third quarter. Due to the seasonal nature of business, the required net working capital varies during the year. Variation is also due to the timing of pension and VAT payments, vacation pay obligations and service fees related to occupational healthcare. Normally, the net working capital of the Company decreases towards the end of the year, as a result of seasonal factors. The number of business days typically has an effect on revenue and earnings development, particularly when comparing development at quarter level.

Events after the reporting period

At the end of January 2018, the Shareholders' Nomination Board of Terveystalo submitted to the Board of Directors its proposal to the Annual General Meeting 2018. The Board proposes that the number of members of the Board of Directors be eight (8) instead of the previous seven (7) and that Ulf Fredrik Cappelen, Olli Holmström, Vesa Koskinen, and Åse Aulie Michelet be re-elected as members of the Board and Eeva Ahdekivi, Lasse Heinonen, Katri Viippola, and Tomas von Rettig be elected as new members of the Board.

The annual remuneration of the Chairman is proposed to be EUR 80,000, annual remuneration of the Vice-Chairman EUR 49,000, annual remuneration of the members EUR 39,000, and annual remuneration of the Chairman of the Audit Committee EUR 49,000. The following attendance fees are proposed to 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 proposed attendance fee is EUR 600. It is proposed that travel expenses 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 per cent of the annual remuneration is paid in shares in the possession of the company or, if this is not possible, in company shares purchased from the market, and 60 per cent is paid in cash. The Company will reimburse the transaction costs and capital transfer tax related to trading. It is proposed that attendance fees are to be paid in cash.

The Shareholder's Nomination Board that prepared proposals for the Annual General Meeting 2018 consists of Chairman, Risto Murto, CEO, Varma Mutual Pension Insurance Company, and members Vesa Koskinen, M.Sc. Economics, Lotta Holding I S.à r.l. (EQT VI), Maija-Liisa Friman, M.Sc. (Tech.), Helsinki Deaconess Institute Foundation sr, Ole Johansson, Chairman of the Board, Hartwall Capital, Tomas von Rettig, CEO, Rettig Group Oy Ab, and Ulf Fredrik Cappelen, Chairman of the Board at Terveystalo Plc.



The proposals of the Nomination Board will be included in the invitation to the Annual General Meeting. The CVs of the proposed new members are available at Terveystalo's website.

After the end of the review period, Terveystalo increased its dental business by acquiring Hammas Jaarli Oy business in January 2018. The transaction did not have a material financial impact.

STATEMENT OF NON-FINANCIAL INFORMATION

Terveystalo has the largest network of any healthcare service company in Finland. The company offers versatile healthcare, occupational healthcare, oral health, medical and diagnostics services in more than 180 clinics in over 70 towns around Finland. Out of these, 18 are hospital units that perform surgical operations. Terveystalo's customers include companies and organizations, private individuals, insurance companies and the public sector. Nearly 9,000 healthcare professionals work at Terveystalo, approximately half as independent practitioners. The Company's business is described in more detail on pages 10-19 of the Annual Report.

Terveystalo's vision, strategy and values reflect Terveystalo's social responsibility. Our high-quality and customer-oriented services promote the health of Finns and thereby the wellbeing of Finnish society as a whole. Our values – know-how and caring – steer our operations at all levels. Responsibility is evident in all of Terveystalo's operations. Terveystalo has committed to complying with international and local legislation and ethical principles.

In 2017, Terveystalo defined key aspects of responsibility that will guide the planning and implementation of its responsibility program in the future. Essential aspects of responsibility focus on Terveystalo's social role in ensuring the national availability of treatment and preventive care, responsibility for the personnel, clinical quality and effectiveness of care, and transparent operations. Terveystalo systematically monitors and measures the efficiency of its operations, the effectiveness of treatment, customer service and customer satisfaction. As a pioneer in its field, Terveystalo annually publishes key indicators related to all of the above for example in its quality book.

General management principles

The aim of Terveystalo's management system is to achieve the strategic targets, create additional value for the owners and other stakeholders, to manage operational risks and to improve the Company's performance. The Company's operating methods are guided by Terveystalo's SFS-EN ISO 9001:2015 quality certificate, as well as its compliance program, environmental program, policies and guidance, such as the equality and non-discrimination policy and Terveystalo's code of ethics.

SOCIAL AND PERSONNEL RELATED ASPECTS

Society

Private healthcare has a vital role in the society and supplements public services. Terveystalo actively cooperates with other operators to promote the wellbeing of citizens and to solve social challenges related to healthcare. Terveystalo introduces new, cost-effective practices to the sector and attempts to shift the emphasis from treatment to identification of risk groups and prevention of illnesses. Terveystalo wants to help the customers to make choices that promote their wellbeing. Terveystalo also attempts to utilize the health data recorded in its patient database for the benefit of the Finnish society and the public health. Key uncertainty factors are related to political decision-making and the expectations for ethical and financial transparency.

In 2017, Terveystalo together with the Confederation of Finnish Industries, the Central Organisation of Finnish Trade Unions, the Finnish Institute of Occupational Health, PwC, Elo Mutual Pension Insurance Company, Etera, Ilmarinen, Keva, Varma, Veritas and the If Insurance Company conducted an annual review of work left undone. It follows on the comparison studies conducted in 2010–2016 that aimed to find out the direct costs of sick and accident leaves, disability pensions and occupational accident insurance of employees of organizations that operate in Finland and their investments in occupational healthcare services. The 2017 annual report reviewed the years 2008–2016. For the Finnish private sector, the cost of work left undone is EUR 3.5 billion a year. On average, the companies that participated in the annual report have managed to cut the cost of the work left undone by 1.32 percentage points in relation to wages and salaries. If all Finnish employers achieved the same result, the total savings would amount to approximately EUR 1.3 billion in just one year.

Since 2014, Terveystalo has offered the Terveystalo Cost Analysis service for medium-sized and large employers. It provides a big picture of the development of costs related to work left undone and the related savings potential. The results of the annual report show that active work ability management can contribute significantly to an organization's productivity and competitiveness. When the risk of reduced work ability is recognized in time, employees can be offered targeted support. Occupational healthcare that emphasizes prevention is also of paramount importance.

With Terveystalo's cooperation model and tools, the costs of work left undone in customer organizations have decreased by up to 3 per cent, equivalent to EUR 910 per employee. On average, the costs of work left undone in 2016 were 6.17 per cent of the total payroll or EUR 2,580 per employee in Terveystalo customer organizations.

Terveystalo provides the residents of Varkaus and Joroinen with specialized medical care in orthopedics, urology, plastic surgery, vascular and abdominal surgery and surgery in gynecology and ear, nose and throat diseases. The aim of the partnership is to provide residents with fast access to care and effective treatment. In addition, the partnership aims to increase predictability of costs and to stop cost inflation.



The first years' experience shows that waiting times have shortened and the costs have decreased since the cooperation began. According to a report by Nordic Healthcare Group, Varkaus saved about 300,000 euros in medical expenses in 2017, thanks to the Terveystalo partnership.

Availability of care

Care can only be effective when it is given. According to the report of the National Institute for Health and Welfare^(*), 50 per cent of non-emergency patients waited over a week for an out-patient appointment in Helsinki. Private healthcare supplements the public services by offering immediate availability of care. Terveystalo plays a significant role in ensuring the availability of health services; in 2017, approximately 3.3 million physician visits took place at Terveystalo. In addition, Terveystalo is responsible for the occupational healthcare of approximately 700,000 working-age Finns and, consequently, of the work ability of Finns and the competitiveness of companies.

Terveystalo serves its customers through its nation-wide network of 180 clinics. The clinic network is supplemented by digital services that are available 24/7. As the first in Finland in 2017, Terveystalo introduced a doctor chat that is open around the clock, every day of the year. The Company also offers specialist chat services in gynecology and pediatrics, for example.

^{*)} National institute for health and welfare: *Odotusajat Suomen julkisessa perusterveydenhuollossa* (March 2017)

Patient safety and the quality and effectiveness of care

The quality and effectiveness of our services are at the core of our strategy, and improvement of quality is based on Terveystalo's Quality Triangle of clinical, operational and experienced quality. Patient safety is the foundation for our clinical quality. Patient safety is monitored and improved by the Quality Management Team, which reports to the Chief Medical Officer. The Quality Management Team supports, monitors and continuously improves quality and patient safety in our everyday operations. We report on the effectiveness and patient safety of care in a transparent manner and develop the reporting practices of the sector. Everyone working at Terveystalo is obliged to comply with Terveystalo's guidance and practices that support patient safety and quality. At Terveystalo, patient safety is monitored using key indicators. These are patient injury reports, compensated patient injuries, notifications and complaints, as well as audit nonconformities and patient safety incidents related to patient safety and data protection.

The cornerstones of Terveystalo's quality system are patient safety and the national legislation governing the field. Terveystalo holds the ISO 9001:2015 quality certification and, in some of the clinics, the ISO 14001 environmental certification, which was updated in 2017 in Terveystalo Joensuu and Terveystalo Oulu to conform to the ISO 14001:2015 standard.

In 2017, 26 of Terveystalo's clinics were evaluated for compliance with the ISO 9001:2015 quality standard by Labquality Oy, a third party accredited auditor. Five of the clinics perform surgical operations. Clinical imaging audits were conducted in 2 clinics and one MRI trailer. In addition to external audits, Terveystalo invests heavily in internal audits, and, in 2017, internal audits were

conducted in 45 clinics. 29 clinics conducted a quality self-audit. During the year, we also piloted a peer-review model for management and supervisory activities in hospitals. Audits and deficiency resolution reporting and monitoring were conducted at the clinic, area and Group level.

In 2017, a total of 3.3 (2.5 in 2016) million physician visits took place at Terveystalo. In 2017, the share of notifications in relation to physician visits was 0.005 per cent (0.005 per cent), and the share of complaints was 0.0009 per cent (0.0011 per cent) of all physician visits. Both notifications and complaints are legal remedies available for patients. Notifications are filed directly to the place of treatment and complaints to an authority (AVI, the Regional State Administrative Agency, or Valvira, the National Supervisory Authority for Welfare and Health).

In 2017, Terveystalo received 3,881 (3,257) patient safety incident reports, which corresponds to 0.12 per cent (0.12 per cent) of all physician visits. Out of these, 60 per cent were close calls. The number of reports has increased from the comparison period in line with the goal, indicating development of the patient safety culture.

In 2017, Terveystalo received 402 (298) patient injury notifications, which corresponds to 0.0124 per cent (0.0112 per cent) of all physician visits. The growth in the number of notifications is mainly due to an increase in the number of visits as a result of the acquisition of Diacor and the inclusion of incomplete requests for review made to Diacor. In 2015^(*), 28.5 per cent of the patient injury reports filed to Terveystalo were compensated for. The share of compensated injuries was 0.003 per cent of physician visits. The share of compensated injuries has decreased somewhat from previous years, which is a clear indication that systematic promotion of quality and patient safety is showing results.

^{*)} Figures are reported for 2015, because the Patient Insurance Centre has not completed the review of the 2016 and 2017 notifications.

Quality of care

Diabetes is one of the fastest growing diseases in Finland and in the world. More than half a million Finns suffer from diabetes and their treatment costs account for about 15% of total Finnish health care expenditure. According to some predictions, the number of people affected may even double in the next 10 to 15 years. Early detection of risk factors can prevent the onset of type 2 diabetes. Early diagnosis of illness and effective treatment can prevent the onset of associated diseases and maintain good quality of life and work ability.

In Terveystalo, the assessment of the diabetes risk is carried out in connection with each health check by means of a preliminary inquiry and a fasting blood glucose test. When a high risk is detected for the first time, an individual risk profile is assigned to the client based on additional studies and laboratory tests. Together with the client, a personal health plan is made, where the life situation and goals are taken into consideration so that diabetes cannot break out.

However, if the disease is to get break out, the most important thing is early diagnosis and fast start of good and comprehensive health care. Customer's blood glucose, LDL cholesterol and blood



pressure are constantly monitored using the Etydi tool. These key variables can be used in the treatment of diabetes to form an overall understanding of arterial health of the diabetic patient and the risk of serious adverse events. The effectiveness of treatment can be assessed by comparing the results with the Terveystalo average. This way, it is possible to improve areas that are not at an optimal level in treating diabetes. The implementation of the prevention and treatment of diabetes is monitored at Terveystalo with the following process and outcome indicators:

Process indicators

How often does diabetes risk assessment actually take place?

How often do people with diabetes take the laboratory tests required by the treatment recommendation?

How often does the staff report the issues correctly in the medical report?

Outcome indicators

Long-term value of diabetic patient's blood glucose, LDL cholesterol and blood pressure

Occupational health care plays a key role in preventing diabetes and the resulting costs to the society. During working life, costs occur from increased sickness absences and possibly a shorter working career. Associated diseases usually occur only after retirement after decades of illness and their risk can be decreased with good self-care.

Effectiveness of treatment

The effectiveness of surgical treatment consists of rapid access to treatment, successful surgery with pre- and postoperative procedures and rehabilitation. In Terveystalo, pre-surgery specialist reception is available no later than three working days from contact and surgery is done within a maximum of five days from the surgery decision. Each hospital unit also works with physiotherapists before surgery and post-operative rehabilitation. Physiotherapy is a key part of the Terveystalo Accident Patient Care Clinic, where preoperative guidance and early start of rehabilitation support the customer's return to work and restoring their own functional ability as quickly as possible.

In 2017, about 30% of the surgeries in Terveystalo were knee or shoulder surgeries. Terveystalo's hospital services and occupational health work together to provide total care in connection of the knee and shoulder procedures, with the aim to enable patients fast return to work after the incident.

In 2017, the number of sick days after surgery of the shoulder circumference of the shoulder joint decreased to an average of 81 days (94 days in 2016) and the number of sick days after post-surgical repair of the knee decreased to an average of 57 days (60).

Open and transparent communication

The communication policy of Terveystalo aims at making the Company's operations transparent in order to promote social

openness in matters related to both healthcare and medicine and the healthcare service business. Terveystalo also strives to promote national health by distributing and analyzing statistical healthcare information contained in its records and systems for socially beneficial purposes.

Terveystalo reports on its operations in a transparent manner and constantly strives to develop company reporting and the reporting practices in the sector as well as to increase the comparability between the different actors in the field. The key principles of Terveystalo's communication policy are transparency, integrity, fairness and activeness. The Company communicates both positive and negative information consistently and simultaneously to all stakeholders. In its communication, Terveystalo complies with the Company's disclosure policy, regulations and guidelines applicable to publicly listed companies and limited companies as well as the good practices of marketing and journalism. The Company has committed to comply with the global ethical guidelines for communication, such as the Code of Athens and the Code of Lisbon, and with the responsible business principles in the healthcare service sector.

Customer experience

As a private provider of health services, Terveystalo's task is to create health value and value for money for its customers. As a result, measuring customer satisfaction is of utmost importance and a decrease in customer satisfaction is an important business risk. Terveystalo gathers customer feedback and measures customer satisfaction on an ongoing basis. Customer feedback helps us to constantly improve the customer experience. The Company also promotes dialog between the patients and the medical staff by training its personnel in the field of customer service and communication and by developing new channels for patient communication. Customer satisfaction is measured using the Net Promoter Score.

In 2017, the NPS for the Terveystalo Group on average was 66.9 (70.6) per cent and 88.3 (88.9) per cent in clinical services.

Responsibility for personnel

As a large employer, the impacts of Terveystalo's social responsibility are targeted to the employees and the working conditions. Impacts related to the personnel and the working conditions are managed in line with Terveystalo's strategic HR policies and Terveystalo's personnel policy. Competent and committed personnel is pivotal for us, and the biggest risks are related to the lack of resources and the commitment of the employed staff and the private practitioners.

Management, personnel development and wellbeing at work

Terveystalo complies with ethical guidelines and the equality and non-discrimination policy and does not discriminate on the basis of race, age, ethnic or national origin, nationality, language, religion, belief, opinions, health status, disability, sexual orientation or other personal reasons or circumstances. Terveystalo does not allow harassment or inappropriate behavior in the work community. The Company offers equal opportunities for everyone to be employed, to work, to advance in their career and to develop.



Terveystalo invests in the development of the personnel skills and management and in wellbeing at work. The personnel is encouraged to improve their competence throughout their career.

Clearly defined work targets are the foundation for smooth workflows and good supervisory work. According to the personnel survey carried out in 2017, 96.7 per cent (97.7 per cent) of Terveystalo's staff finds the set targets comprehensible and 93.6 per cent (94.5 per cent) feels that their tasks are clearly defined. The staff is happy to come to work, which implies that they are satisfied with their work. Managerial work has constantly strengthened, and the development of management remains important. Fair management is the cornerstone of good managerial work. 92 per cent (91.5 per cent) of Terveystalo's employees assessed the management to be fair. In addition, 93 per cent (93.4 per cent) out of those in an employment relationship felt that the employees trust one another and that the team spirit is good. Improvement of the personnel experience will play a key role over the coming years. Conceptualization of the employee experience was started with the staff at the end of autumn 2017. The employee experience has an impact on customer encounters, and successful customer service is a high priority for Terveystalo.

Terveystalo ensures the required skills and competence of the personnel as part of the recruiting process and places a great deal of emphasis on the orientation of the staff, which is also documented. The Company offers extensive training of professional skills, as well as training on Terveystalo's processes, systems and management. Employees can opt to choose various career paths, including senior positions in medicine and support services, supervisory duties or executive tasks. Terveystalo systematically improves the skills of the personnel, and targets for the following year are set in the development discussions. Future needs are also evaluated with the help of occupational skills profiles based on the various occupational groups. To assist skills development, we organize training sessions and support mutual learning. The majority of learning, however, takes place at work through continuous improvement projects and other activities. Development discussion notes and completed trainings are recorded in the staff information system.

In 2017, the percentage of new employees who received documented orientation was 77 per cent (81 per cent). Terveystalo constantly encourages competence building, and 96.3 per cent (97.8 per cent) of the employees say that they have the necessary skills and competence to successfully carry out their work and to reach the set targets. In 2017, Terveystalo organized 547 centralized national training sessions, as well as unit-specific, external and project-specific training. 450 physicians participated in Terveystalo's own three-day medical convention.

90 per cent of the staff finds their level of energy and alertness and their working ability excellent. Together with occupational healthcare, Terveystalo improves wellbeing and health at work in accordance with the occupational healthcare action plan. Terveystalo systematically reshapes the occupational healthcare services available to its entire personnel. In autumn 2017, we adopted an intelligent referral system to guide the personnel promptly and efficiently to the appropriate treatment. Terveystalo has a solid foundation for early support, and the Sirius system monitors sick leaves. Systematic and solution-oriented management

of work ability is constantly developed. In 2017, the sick leave percentage was 3.7 per cent (3.7 per cent), one percent lower than the sector average.^(**) In 2017, both physicians and health-care students rated Terveystalo the most attractive employer in the sector according to Mediutiset and Universum surveys.

^{***)} Survey on working hours and absences conducted by the Confederation of Finnish Industries (EK), average in the health service sector 4.7 per cent

Human rights

Terveystalo's operation is not connected to any direct and significant risks and impacts on human rights. Such impacts can, however, be connected to the supply chain and outsourced operations, for example. Terveystalo's human rights management policy is described in the ethical guidelines. Terveystalo respects and promotes internationally recognized human rights in all its operations. Terveystalo does not use child labor. The Company emphasizes equality and aims to ensure that the working environment is free from discrimination and harassment at work. Terveystalo considers all employees, applicants, private entrepreneurs and partners equal, and they are treated in an equal manner regardless of their race, skin color, religion, gender, age, origin, possible disabilities or handicaps, sexual orientation, marital status, the method of performance of their military service duty, nationality or other factor prohibited by law.

Abuse and harassment are forbidden. No sexual or racial harassment or any other kind of harassment, mental or physical, will be tolerated at Terveystalo. With regard to salaries, the Company emphasizes fairness by taking into account the minimum pay in the sector as well as the market and competitive situation. In Finland, freedom of association and the right to collective bargaining are recognized fundamental rights, and Terveystalo employees can decide to join or not to join trade unions or similar interest organizations. The company does not have the right to restrict their employees' freedom to choose their political views. As a company, Terveystalo does not participate in political activities. Human rights issues were not defined as a key theme in the materiality matrix.

Environmental responsibility

Terveystalo operates in line with the principles of sustainable development in order to reduce and eliminate harmful effects on the environment. Our sustainable development practices include procedures that help prevent environmental impacts, such as reduction of water consumption, reduction of waste and appropriate treatment of waste, life-cycle models for equipment and fixtures, an environmentally friendly travel policy, utilization of online services and technologies as well as up-to-date design and realization of pharmaceutical services. There are key risks related to changes in environmental legislation. Environmental responsibility is managed under Terveystalo's environmental policy and program for 2017–2020, and its implementation is monitored with defined key indicators starting from 2018. The indicators are used to monitor energy consumption, increase in the use of digital services and reduction in paper consumption and the amount of waste for disposal.

In 2017, the consumption of paper increased, for example. This was mainly due to the extensive business integrations during the year. Paper consumption is expected to decrease in 2018, thanks



to the digital services adopted in the autumn. Already at the end of 2017, approximately 10 per cent of workplace surveys and 25 per cent of occupational healthcare action plans were signed electronically. Approximately 70,000 digital Oma Suunnitelma plans were prepared, corresponding to 420 reams (210,000 A4 sheets) in terms of printer paper consumption. The aspect of environmental responsibility was not defined as a key theme in the materiality matrix.

Prevention of corruption and bribery

Prevention of corruption and bribery is described in Terveystalo's ethical guidelines. Members of Terveystalo's personnel are not permitted to give or receive any gifts that affect business decisions or have considerable personal nominal or financial value. It is forbidden to offer any inappropriate financial incentives to representatives of the authorities with the goal of promoting Terveystalo's business or other interests of the Group. According to the Company's general risk assessment, Terveystalo's operations or services do not entail any significant risks related to corruption or bribery. The Company upholds responsible business practices in all its operations. In 2017, no cases of corruption or bribery came to company's attention. Prevention of corruption and bribery was not defined as a key theme in the materiality matrix.

Terveystalo's risk management system is described on company's website at: <https://www.terveystalo.com/en/investors/Corporate-governance/Risk-management-and-risks/> and on page 30-31 of the Annual Report. Governance of the Company is described in Terveystalo Plc's Corporate Governance Statement.

Terveystalo Plc

Board of Directors



FINANCIAL STATEMENTS 2017



CONSOLIDATED FINANCIAL STATEMENTS, IFRS

CONSOLIDATED STATEMENT OF INCOME

In millions of euro	Note	1.1.-31.12.2017	Restated 1.1.-31.12.2016
Revenue	4	689.5	547.0
Other operating income	5, 10	2.1	7.1
Materials and services	6, 10	-324.3	-259.3
Employee benefit expenses	7, 10	-189.5	-155.5
Depreciation, amortization and impairment losses	8	-40.0	-39.3
Other operating expenses	9, 10	-109.6	-70.4
Operating profit		28.2	29.6
Financial income	11	0.1	1.9
Financial expenses	11	-24.2	-22.0
Net finance expenses		-24.1	-20.1
Share of results in associated companies		-0.2	-
Profit before taxes		3.9	9.5
Income tax expense	12	3.3	3.2
Profit for the period		7.2	12.7
Profit attributable to			
Owners of the parent company		7.2	12.6
Non-controlling interests		0.0	0.1
Earnings per share for profit attributable to the shareholders of the parent company, in euro ^(*)			
Basic earnings per share		0.06	0.11
Diluted earnings per share		0.06	0.11

^(*) The effect of share conversion and share split have been taken into account in the weighted average number of shares. Comparative figures have been adjusted accordingly.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

In millions of euro	1.1.-31.12.2017	Restated 1.1.-31.12.2016
Profit for the period	7.2	12.7
Total comprehensive income	7.2	12.7
Total comprehensive income attributable to:		
Owners of the parent company	7.2	12.6
Non-controlling interest	0.0	0.1

The notes are an integral part of the Consolidated financial statements.



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

In millions of euro	Note	31.12.2017	31.12.2016
ASSETS			
Non-current assets			
Property, plant and equipment	14	92.1	65.5
Goodwill	15, 16	583.3	449.1
Other intangible assets	15	109.2	113.9
Investment properties	17	0.6	0.6
Investments in associates	18	0.3	-
Available-for-sale financial assets	20	1.2	1.7
Other receivables	22	0.0	0.0
Deferred tax assets	12	7.4	6.0
Total non-current assets		794.1	636.8
Current assets			
Inventories		5.2	4.4
Other receivables	22	70.0	53.7
Cash and cash equivalents	23	33.0	39.1
Total current assets		108.2	97.3
TOTAL ASSETS		902.3	734.1
EQUITY AND LIABILITIES			
Equity attributable to equity holders of the Company			
Share capital		0.1	0.0
Invested non-restricted equity reserve		525.9	308.0
Retained deficit		-68.8	-76.2
Non-controlling interest		0.1	0.4
Total equity		457.3	232.3
Non-current liabilities			
Non-current financial liabilities	21, 25	270.2	315.7
Deferred tax liabilities	12	24.1	25.0
Provisions	27	6.6	4.5
Other liabilities		6.3	29.5
Total non-current liabilities		307.2	374.7
Current liabilities			
Provisions	27	1.4	0.7
Trade and other payables	26	117.1	94.9
Current tax liabilities		0.1	0.0
Current financial liabilities	21	19.2	31.5
Total current liabilities		137.8	127.1
TOTAL LIABILITIES		445.0	501.8
TOTAL EQUITY AND LIABILITIES		902.3	734.1

The notes are an integral part of these Consolidated financial statements.



CONSOLIDATED STATEMENT OF CASH FLOWS

In millions of euro	Note	1.1.-31.12.2017	1.1.-31.12.2016
Cash flows from operating activities			
Profit before income taxes		3.9	9.5
Adjustments for			
Non-cash transactions			
Depreciation, amortization and impairment losses		40.0	39.3
Change in provisions		-0.8	2.8
Other non-cash transactions		1.1	-0.3
Gains and Losses on sale of property, plant, equipment and other changes		-0.2	-4.7
Net finance expenses		24.1	20.1
Changes in working capital			
Trade and other receivables		1.0	-5.4
Inventories		0.0	0.3
Trade and other payables		1.3	3.6
Interest received		0.1	0.1
Income taxes paid		-0.6	-0.6
Net cash from operating activities		70.0	64.7
Cash flows from investing activities			
Acquisition of subsidiaries, net of cash acquired		-81.6	-4.7
Acquisition of property, plant and equipment		-11.4	-7.9
Acquisition of intangible assets		-5.1	-3.8
Proceeds from the disposal of subsidiaries, net of cash disposed of		-	4.8
Proceeds from sale of available-for-sale financial assets		0.1	1.8
Proceeds from sale of business operations, net of cash disposed of		1.1	-
Acquisition of business operations, net of cash acquired		-0.7	-1.0
Repayment of borrowings		-5.1	-0.3
Proceeds from sale of property, plant and equipment		-	2.2
Dividends received		0.0	0.0
Net cash from investing activities		-102.7	-9.0
Cash flows from financing activities			
Share issue		100.0	-
Equity investment without consideration in the invested non-restricted equity reserve		25.0	-
Proceeds from non-current borrowings	25	297.8	-
Repayment of non-current borrowings	25	-344.9	-14.1
Proceeds from current borrowings	25	20.0	25.4
Repayment of current borrowings	25	-31.6	-14.9
Payment of finance lease liabilities	25	-14.6	-6.0
Payment of hire purchase liabilities	25	-9.4	-2.1
Interests and other financial expenses paid		-15.5	-21.3
Acquisition of non-controlling interests		-0.3	-0.2
Net cash from financing activities		26.5	-33.2
Net change in cash and cash equivalents		-6.1	22.5
Cash and cash equivalents at 1 January		39.1	16.6
Cash and cash equivalents at 31 December		33.0	39.1

The notes are an integral part of these Consolidated financial statements.



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

In millions of euro	Note	Equity attributable to owners of the parent company					Non-controlling interests	Total equity
		Share capital	Invested non-restricted equity reserve	Retained deficit	Total			
Equity at 1.1.2017		0.0	308.0	-76.2	231.8	0.4	232.3	
Comprehensive income								
Profit for the period		-	-	7.2	7.2	0.0	7.2	
Transactions with owners								
Share capital increase	24	0.1	-0.1	-	-	-	-	
Directed share issue	24	-	93.9	-	93.9	-	93.9	
Equity investment without consideration	24	-	25.0	-	25.0	-	25.0	
Share issue	24	-	100.0	-	100.0	-	100.0	
Transaction costs paid in connection with share issue, net of tax		-	-0.9	-	-0.9	-	-0.9	
Share-based payments, personnel offering	19	-	-	0.2	0.2	-	0.2	
Transactions with non-controlling interests								
Change in non-controlling interests		-	-	-	-	-0.4	-0.4	
Equity at 31.12.2017		0.1	525.9	-68.8	457.2	0.1	457.3	

In millions of euro	Note	Equity attributable to owners of the parent company					Non-controlling interests	Total equity
		Share capital	Invested non-restricted equity reserve	Retained deficit	Total			
Equity at 1.1.2016		0.0	308.0	-88.7	219.3	1.1	220.4	
Comprehensive income								
Profit for the period		-	-	12.6	12.6	0.1	12.7	
Transactions with non-controlling interests								
Change in non-controlling interests		-	-	-	-	-0.8	-0.8	
Other adjustments								
		-	-	-0.1	-0.1	-	-0.1	
Equity at 31.12.2016		0.0	308.0	-76.2	231.8	0.4	232.3	

The notes are an integral part of these Consolidated financial statements.



1. CORPORATE INFORMATION

Terveystalo Plc is a Finnish public limited liability company organized under the laws of Finland and domiciled in Helsinki, Finland. The parent company, Terveystalo Plc, is listed on the Nasdaq Helsinki. A copy of the consolidated financial statements is available at the Group's website www.terveystalo.com, from Terveystalo Oyj / Corporate Communications, Jaakonkatu 3, 00100 Helsinki, Finland, or via e-mail at investors@terveystalo.com.

Terveystalo is a leading private healthcare service provider in Finland. The company offers general practice and specialist medical care, diagnostic services, outpatient surgery, dental services and other adjacent services to corporate, private and public sector customers. Terveystalo has approximately 180 clinics (of which 18 clinic-hospitals) in approximately 100 locations.

In its meeting on February 28, 2018 the Board of Directors of Terveystalo Plc approved the publishing of these consolidated financial statements. According to the Finnish Limited Liability Companies Act, shareholders have the right to approve or reject the financial statements in the Annual General Meeting held after the publication of the financial statements. The Annual General Meeting also has the right to make a decision to amend the financial statements.

2. ACCOUNTING POLICIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

2.1 Basis of preparation

The consolidated financial statements of Terveystalo have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. The consolidated financial statements have been prepared in compliance with the IAS and IFRS standards as well as the SIC and IFRIC interpretations in force on December 31, 2017. Terveystalo Group has also early adopted the new IFRS 15 *Revenue from Contracts with Customers* standard. The consolidated financial statements also comply with the regulations of Finnish accounting and company legislation complementing the IFRSs.

The consolidated financial statements are presented in millions of euro and have been prepared under the historical cost basis, unless otherwise stated in the accounting principles. All figures presented have been rounded, and consequently the sum of individual figures may deviate from the presented aggregate figure. Key figures have been calculated using exact figures.

2.2 Application of new and amended IFRSs

New and amended standards applied in the financial year 2017

Terveystalo Group has early adopted the new IFRS 15 *Revenue from Contracts with Customers* standard in financial year 2017 before the mandatory application date. The new standard replaces the requirements of earlier standards and interpretations

regarding revenue recognition. IFRS 15 provides a 5step model for the revenue recognition from customer contracts and specifies, among other things, to what extent and when revenue can be recognised. In accordance with the standard revenue is recognised as control is passed either over time or at a point in time.

More detailed information regarding the Group's revenue and the effects of the adoption of IFRS 15 standard are presented in note 4 *Disaggregation of revenue* and information regarding Group's revenue recognition principles is presented below on accounting policies section 2.15 *Revenue recognition*.

In addition, Terveystalo Group has applied as from 1 January 2017 the following new and amended standards that have come into effect:

- Amendments to IAS 7 *Statement of Cash Flows – Disclosure Initiative* (effective for financial years beginning on or after 1 January 2017). The changes were made to enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. Information regarding these amendments are presented on note 25 *Financial liabilities*.
- Amendments to IAS 12 *Recognition of Deferred Tax Assets for Unrealised Losses* (effective for financial years beginning on or after 1 January 2017). The amendments clarify that the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset. The amendments had no impact on Terveystalo's consolidated financial statements.
- Amendments to IFRS 12^{*)}, *Annual Improvements to IFRSs* (2014-2016 cycle) (effective for financial years beginning on or after 1 January 2017). The annual improvements process provides a mechanism for minor and non-urgent amendments to IFRSs to be grouped together and issued in one package annually. The amendments had no impact on Terveystalo's consolidated financial statements.

^{*)} = not yet endorsed for use by the European Union as of 31 December 2017.

Adoption of new and amended standards and interpretations applicable in future financial years

Terveystalo Group has not yet adopted the following new and amended standards and interpretations already issued by the IASB. The Group will adopt them as of the effective date or, if the date is other than the first day of the financial year, from the beginning of the subsequent financial year.

- IFRS 9 *Financial Instruments* (effective for financial years beginning on or after 1 January 2018): IFRS 9 replaces the existing guidance in IAS 39. The new standard includes revised guidance on the classification and measurement of financial instruments, including a new expected credit loss



model for calculating impairment on financial assets, and the new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. The new standard is not expected to have a significant impact on Terveystalo's consolidated financial statements.

- IFRS 16 *Leases* (effective for financial years beginning on or after 1 January 2019): The new standard replaces the current IAS 17 standard and related interpretations. IFRS 16 requires the lessees to recognise the lease agreements on the statement of financial position as a right-of-use assets and lease liabilities. The accounting model is similar to current finance lease accounting according to IAS 17. There are two exceptions available, these relate to either short term contracts in which the lease term is 12 months or less, or to low value items i.e. assets of value USD 5,000 or less. The lessor accounting remains mostly similar to current IAS 17 accounting.
- Terveystalo has started a preliminary assessment of the impacts on its consolidated financial statements. The most significant impact identified is that Terveystalo will recognize new assets and liabilities, mainly for its operating leases of facilities. In addition, the nature of expenses related to those leases will change as IFRS 16 replaces the operating lease expense with a depreciation charge for right-of-use assets and interest expense on lease liabilities reported under financing expenses. Terveystalo has not yet quantified the impacts of the adoption of IFRS 16 on its consolidated financial statements. More detailed assessments of the impacts will be done over the next twelve months. The transition alternatives have not yet been decided.
- Amendments to IFRS 2 *Clarification and Measurement of Share-based Payment Transactions*^(*) (effective for financial years beginning on or after January 1, 2018). The amendments clarify the accounting for certain types of arrangements. Three accounting areas are covered: measurement of cash-settled share-based payments; classification of share-based payments settled net of tax withholdings; and accounting for a modification of a share-based payment from cash settled to equity-settled. Terveystalo takes into account the changes when applying IFRS 2 on share-based key employee incentive plan. The standard will apply in the Group for fiscal year starting on January 1, 2018.
- Amendments to IAS 40 - *Transfers of Investment Property*^(*) (effective for financial years beginning on or after 1 January 2018). When making transfers of an investment property, the amendments clarify that a change in management's intentions, in isolation, provides no evidence of a change in use. The examples of evidences of a change in use are also amended so that they refer to property under construction or development as well as to completed property. The impacts of the amendments on Terveystalo's consolidated financial statements are not expected to be significant.
- *Annual Improvements to IFRSs (2014-2016 cycle)*^(*) (effective for financial years beginning on or after 1 January 2018). The annual improvements process provides a mechanism for minor and non-urgent amendments to IFRSs to be grouped together and issued in one package annually. The

amendments relate to IFRS 1 and IAS 28. The impacts of the improvements on Terveystalo's consolidated financial statements are not expected to be significant.

- IFRIC 23 *Uncertainty over Income Tax Treatments*^(*) (effective for financial years beginning on or after 1 January 2019). The interpretation brings clarity to the accounting for income tax treatments that have yet to be accepted by tax authorities. The key test is whether the tax authority will accept the company's chosen tax treatment. When considering this the assumption is that tax authorities will have full knowledge of all relevant information in assessing a proposed tax treatment. The impacts on Terveystalo's consolidated financial statements are not expected to be significant.
- Amendments to IFRS 9: *Prepayment Features with Negative Compensation*^(*) (effective for financial years beginning on or after 1 January 2019). The amendments enable entities to measure at amortised cost some prepayable financial assets with so-called negative compensation. The impacts of the amendments on Terveystalo's consolidated financial statements are not expected to be significant.
- Amendments to IAS 28: *Long-term Interests in Associates and Joint Ventures*^(*) (effective for financial years beginning on or after 1 January 2019). The amendments clarify that a company applies IFRS 9 *Financial Instruments* to long-term interests in an associate or joint venture that form part of the net investment in the associate or joint venture. The impacts of the amendments on Terveystalo's consolidated financial statements are not expected to be significant.
- *Annual Improvements to IFRSs (2015-2017 cycle)*^(*) (effective for financial years beginning on or after 1 January 2019). The annual improvements process provides a mechanism for minor and non-urgent amendments to IFRSs to be grouped together and issued in one package annually. The amendments relate to IFRS 3, IFRS 11, IAS 12 and IAS 23. The impacts of the amendments on Terveystalo's consolidated financial statements are not expected to be significant.

2.3 Critical accounting estimates and judgements

The preparation of the financial statements require management to make certain estimates and assumptions that are based on management's best view of the circumstances prevailing at the reporting date, prior experience and assumptions about future events related, among other, to the expected development of the Group's economic environment in terms of sales and cost level. However, it is possible that the realised outcomes differ from the estimates and assumptions used in the financial statements. In addition, the application of the accounting policies requires judgement, especially when the current IFRS standard has alternative accounting, valuation and presentation methods.

The Group monitors the realisation of the estimates and assumptions and changes in the underlying factors on a regular basis together with the operating units by using several internal and external information sources. Changes in estimates or



assumptions are recognised in the period when the estimate or assumption is revised, and in the future periods if the change affects the subsequent periods.

The critical issues requiring management's judgement are presented below:

Intangible assets in connection with business combinations

IFRS 3 requires the acquirer to recognise intangible assets separately from goodwill, if certain criteria are met. Recognising intangible assets separately at fair value requires management to estimate the expected future cash flows. Management has used available market information when possible in determining the fair values. If no market information has been available, the measurement of intangible assets has been based on historical income from the asset and the planned use in operation. The valuations are based on discounted cash flows and estimated disposal or replacement prices, and the valuation requires management to make estimates of the future use of the asset and impact on the company's financial position. Changes in the company's future operations may cause changes in valuation.

Management believes that the used estimates and assumptions are reasonable for measurement of fair values. In addition, the Group's property, plant and equipment and intangible assets are assessed to determine whether there is any indication of impairment at least at each reporting date.

The valuation of contingent considerations

Management makes discretionary decisions and estimates when determining the valuation of contingent considerations in business combinations. Judgement is applied especially when estimating the expected amount of payments and those are based on potential scenarios for future returns, amounts paid under different scenarios and the profitability of each scenario.

Lease agreements classified between finance and other leases

Management makes judgements and estimates while assessing when all the risks and rewards incidental to ownership of a leased assets are substantially transferred to the Group.

Impairment testing

Impairment testing for goodwill is carried out at least annually. The Group has no other intangible assets with an indefinite useful life. The recoverable amounts of cash generating units are estimated based on the calculations of their value in use. Preparation of these calculations requires use of estimates. Even though management believes that the used estimates and assumptions are appropriate, the estimated recoverable amounts may differ from the actual results. See note 16 *Impairment testing of cash-generating units including goodwill for more detailed information*.

Provisions

The most significant provisions in the statement of financial position relate to empty leased premises and other loss-making contracts as well as retirement obligations related to some leased premises. Management estimates mainly relate to the estimated amount of losses.

2.4 Principles of consolidation

Subsidiaries

The consolidated financial statements include the parent company Terveystalo Plc and all its subsidiaries where over 50% of the voting rights are controlled by the parent company or the parent company otherwise controls the company. The Group controls an entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The subsidiaries are included in the consolidated financial statements starting from the date on which control commences until the date on which control ceases.

All subsidiaries are consolidated by using the acquisition method. The consideration transferred for the acquisition of a subsidiary comprise assets transferred, liabilities incurred and the equity interests issued by the Group measured at fair value. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the acquisition date. On an acquisition-by-acquisition basis, non-controlling interest in the acquiree is measured either at fair value or at value, which equals the proportional share of the non-controlling interest in the identifiable net assets acquired.

All acquisition costs, except costs related to issue of debt or equity securities, are recognised as an expense as incurred. The consideration transferred does not include transactions treated separately from the acquisition which are recognised through profit or loss. Any contingent consideration is measured at fair value and it is classified either as a liability or equity. Contingent consideration classified as a liability is measured at fair value at the end of reporting period and the resulting profit or loss is recognised in profit or loss. Contingent consideration classified as equity is not remeasured.

If the Group gains control in stages in the acquiree, the existing interest will be measured at fair value through profit or loss.

Goodwill arising on an acquisition is recognised as the excess of the aggregate of the consideration transferred, the amount of non-controlling interests in the acquiree and previously held equity interest in acquiree over the fair value of the Group's share of the identifiable net assets acquired. If the consideration transferred is less than the fair value of the net assets of the subsidiary acquired, the resulting gain is recognised in profit or loss.

Intra-Group transactions, receivables, liabilities and unrealised gains, as well as the distribution of profits within the Group are eliminated in the preparation of the consolidated financial state-



ments. Accounting policies of subsidiaries have been aligned where necessary to correspond to the Group's principles.

Transactions with non-controlling interests that do not result in the loss of control are treated as equity transactions – in other words, as transactions with owners when they are acting as owners. The difference between the fair value of the consideration paid and the book value of the portion of the net assets acquired is recognised in equity. Also, gains and losses arising from sales of shares to noncontrolling interest are recognised in equity.

When the Group ceases to have control or significant influence, any retained interest in the entity is measured at fair value through profit or loss. Terveystalo Group does not have such subsidiaries, which have a significant non-controlling interest.

Associates

Associates are entities over which the Group has significant influence. Significant influence generally arises when the Group holds over 20% of the voting rights, or otherwise has significant influence, but no control over the entity.

Associates are consolidated using the equity method. They are initially recognised at cost, which includes transaction expenses. If the Group's share of the associated company's losses exceeds the carrying amount of the investment, the investment is recognised at zero value in the consolidated statement of financial position. Recognition of further losses exceeding the carrying amount is discontinued, unless the Group has incurred legal or constructive obligations on behalf of the associate.

Unrealised gains resulting from the transactions between the Group and associates are eliminated according to the Group's share of ownership. Goodwill relating to an associate is included in the carrying amount of the investment. The Group's share of the associated company's profit or loss for the period is separately disclosed below net finance expenses. Adjustments have been made when necessary to the associate's accounting policies to align to those of the Group.

At each reporting date, the Group reviews the carrying amounts of the investments in associates to determine whether there is any objective indication of impairment. If any such evidence of impairment exists, then the impairment loss is determined. An impairment loss is the amount by which the carrying amount of an investment in associate exceeds its recoverable amount. An impairment loss is recognised in profit or loss.

If the Group's ownership interest in an associate is reduced, but significant influence is retained, only the relative portion of previously recognised amounts in other comprehensive income and the value of the investment in the consolidated financial statements are recognised in profit or loss as part of the gain or loss.

Mutual real estate companies

Housing companies and mutual real estate companies are consolidated to the financial statements as subsidiaries using the acquisition method when the Group has control over the company.

Mutual real estate companies, where Terveystalo Group and other parties have either contractually or through articles of association rights to the assets and obligations for the liabilities relating to the arrangement are accounted for as joint operations. Group includes in its consolidated financial statements proportion to its ownership its share of the income, expenses and other comprehensive income as well as proportion of the assets and liabilities related to joint operations starting from the date the joint control commences until the date the joint control ceases.

Depreciation on premises used in operations is recognised on a straight-line basis over a 40-year depreciation period.

Apartments, which are not used in business operations, are in principal accounted for as investment properties.

2.5 Foreign currency transactions

The consolidated financial statements are presented in euros which is the functional and presentation currency of the parent company. Transactions in foreign currencies are translated into respective functional currency at the exchange rate prevailing on the transaction date. Gains and losses arising from transactions denominated in foreign currency and from translation of monetary items are recognised in profit or loss as financial income or expenses.

The Group had no significant foreign currency transactions during the reporting period and as at the reporting date the Group has no significant foreign currency denominated monetary or non-monetary statement of financial position items.

2.6 Property, plant and equipment

Items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses. Depreciation is recognised on a straight-line basis over the estimated useful lives of items of property, plant and equipment. Land is not depreciated

The estimated useful lives are as follows:

Magnetic resonance imaging equipment	10 years
Buildings	10–40 years
Machinery and equipment	2–7 years
Improvements to office premises	2–10 years

Premises used in operations are depreciated on a straight-line basis over a 40-year depreciation period.

Machinery, equipment and other tangible assets acquired through a finance lease are recognised in the statement of financial position and are depreciated over the shorter of the useful life or lease term. Depreciation periods vary from 2 to 6 years.

Operational premises acquired through sale and leaseback contracts and other leases of premises that are classified as finance lease are capitalised at the present value of minimum lease payments and depreciated over the lease period. Depreciation periods vary from 8 to 15 years. Property, plant and equipment also include artworks which are not depreciated.



Gains and losses on the sale and disposal of property, plant and equipment are presented in other operating income or other operating expenses.

Maintenance expenditure are not included in the carrying amounts of property, plant and equipment. When parts of the magnetic resonance imagining equipment need to be replaced, the Group capitalises the replacement costs as a separate item.

The residual values and useful lives of property, plant and equipment are reviewed at each reporting date.

2.7 Investment properties

Investment property refers to properties held by the Group in order to earn rental income or for capital appreciation or both. Investment properties are measured at acquisition cost and depreciated on a straight-line basis over a 40-year depreciation period.

2.8 Goodwill and other intangible assets

Goodwill

Goodwill arising in a business combination is recognised as the excess of the aggregate of the consideration transferred, the amount of non-controlling interests in the acquiree and previously held equity interest in acquiree over the fair value of the Group's share of the identifiable net assets acquired.

Goodwill is not amortised but tested for impairment annually. For impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units. Goodwill is measured at cost less accumulated impairment losses. An Impairment loss in respect of goodwill is not reversed.

Gain or loss on disposed unit includes also the carrying amount of goodwill.

Other intangible assets

Other intangible assets include software and licenses, as well as acquired companies' customer relationships and trademarks. Intangible assets are recognised initially at cost if the cost of the asset can be measured reliably and if it is probable that the future economic benefits attributable to the asset will flow to the Group.

Intangible assets acquired in a business combination are measured at fair value at the acquisition date separately from goodwill, if the assets meet the definition of an asset, are identifiable or arise from contractual or legal rights.

Other intangible assets are measured at cost and amortized on a straight-line basis over the known or estimated useful lives.

The Group has no intangible assets with indefinite useful lives.

Amortization periods used for intangible assets are as follows:

Immaterial rights	3-5 years
Other capitalised expenditure	3-5 years
Software	5 years
Customer agreements and related customer relationships	3-7 years
Trademarks	20 years or shorter useful life

Research and development

Research costs are recognised as an expense as incurred in the statement of income. Development costs are capitalised when certain capitalisation criteria are met. Development costs that do not qualify for the capitalisation are recognised as an expense. The estimated useful lives of capitalised development costs are 3-5 years.

2.9 Impairment

Tangible and intangible assets

At the end of each reporting period, the Group assesses whether there are any indications of impairment. If any indications of an impairment exist, the recoverable amount of the asset is determined. For goodwill and intangible assets not yet available for use, the recoverable amount is determined annually, irrespective of whether there is any evidence of impairment. Evidence of impairment is assessed at the level of geographical areas using common resources i.e at the lowest unit level, which is largely independent of the other units and whose cash flows can be distinguished from the cash flows of equivalent units.

The recoverable amount of an asset is the higher of its fair value less costs to sell or value in use. The value in use is the amount of future cash flows of an asset or cash generating unit discounted to present value. The discount rate used is the pre-tax discount rate which reflects the market view on the time value of money and specific risks related to the asset.

An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

The impairment loss is recognised in profit or loss. If impairment loss is related to a cash generating unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash generating unit, and then to reduce the carrying amounts of the other assets on a pro rata basis. The useful life of an asset, which is subject to depreciation or amortization, is reassessed when an impairment loss is recognised. The impairment loss recognised for other assets than goodwill is reversed if there has been a change in estimates used to determine the recoverable amount. The reversal of the impairment loss cannot exceed the carrying amount of the asset if impairment loss had not been recognised. Impairment loss recognised for goodwill is not reversed.



Financial assets

At the end of each reporting period the Group evaluates whether there are indications of potential impairment of a single financial asset or a group of financial assets. If the fair value of an available for sale equity instrument is substantively below the acquisition cost, this is an indication of an impairment of an available for sale equity instrument. The impairment loss is recognised in the statement of income immediately.

The Group recognises an impairment loss on trade receivables if there is objective evidence that the receivable cannot be collected in full. Significant financial difficulties of the debtor, probability of a bankruptcy, defaults in payments or significant delays in payments are indicators of impairment in trade receivables. The impairment loss to be recognised in profit or loss is the difference between the carrying value of the receivable and the estimated future cash flows. An impairment loss will be reversed through profit or loss if the decrease in the impairment is based on an objective evidence of an event which has been realized after the initial recognition of the impairment loss.

2.10 Leases – Group as a lessee

Leases of property, plant and equipment, in which the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Assets acquired through a finance lease agreement are recognised on the statement of financial position at inception of the lease period at the lower of fair value of the leased asset and the present value of the minimum lease payments. Assets acquired under finance lease agreements are depreciated over the shorter of the useful life of the asset and the lease period. Lease payments are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each reporting period during the lease period as to produce a constant periodic rate of interest on the remaining balance of liability. The finance lease liability is included in interest-bearing financial liabilities.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Payments made under operating lease contracts are expensed on a straight-line basis over the lease periods.

Classification of contracts as leases is based on the substance of the arrangement and more specifically on whether the arrangement is dependent on a certain asset and whether the arrangement conveys the right to use that asset.

2.11 Financial assets and liabilities

Financial assets

Financial assets are classified in accordance with IAS 39 *Financial instruments: Recognition and measurement* into the following categories: financial assets at fair value through profit or loss, loans and other receivables, and available-for-sale financial assets. Classification is based on the purpose of the acquisition of the item and is made upon initial recognition.

Financial assets at fair value through profit or loss are initially measured at fair value. Fair value is determined based on their current quotation in active markets. Realised or unrealised gains and losses arising from changes in fair values are recognised in profit or loss in the period in which they are incurred. There weren't any financial assets valued at fair value through profit or loss in Terveystalo Group during the periods 2016 and 2017.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in active markets and which are not held for trading purposes by the Group. They are measured at amortized cost and they are recognised in current or non-current financial assets in the statement of financial position based on their nature; they are recognised as non-current, if they mature after 12 months.

Available-for-sale financial assets are non-derivative financial assets that are designated into this category, and that are not classified into any other category. They are included in non-current assets unless the Group has an intention to hold the instrument for less than 12 months from the reporting date, in which case they are included in current assets. Available-for-sale financial assets consist of unlisted shares and investments. They are measured at fair value or, if their fair value cannot be reliably measured, at cost deducted by any impairment loss.

Financial asset is derecognised when the contractual rights to the cash flows from that asset expire, or the financial asset is transferred to another party and the Group substantially transfers all the risks and rewards of ownership to another party.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, bank deposits available on demand, and other short-term highly liquid investments. Items included in cash and cash equivalents have original maturities of three months or less from the acquisition date.

Financial liabilities

Financial liabilities are measured at amortized cost. They are initially recognised at fair value which is based on the consideration received. Transaction costs are included in the initial amount recognised and subsequently the financial liability is measured at amortized cost using the effective interest method.

Financial liabilities are included in non-current and current liabilities and they can be either interest-bearing or non-interest-bearing. Financial liabilities are classified as current liabilities, unless the Group has an unconditional right to postpone the payment of the liability to at least 12 months from the reporting date.

Overdraft accounts included in Group cash pool account structure are included in current interest-bearing financial liabilities and they are presented on a net basis, because the Group has a contractual legal right to off-set or otherwise eliminate an amount due to a debtor fully or in part.

The classification of the Group's liabilities is presented in note 25 *Financial liabilities*.



2.12 Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is determined by using FIFO (first in, first out) method. Net realisable value is the cost of goods less obsolescence allowance.

2.13 Employee benefits

Pension benefits

Pension plans are classified as either defined contribution plans or defined benefit plans. The Finnish TyEL pension insurance is treated as a defined contribution plan. In defined contribution plans, the Group makes fixed contributions into the plan. The Group has no legal or constructive obligation to make additional payments if the pension insurance company is unable to pay pension benefits earned by employees in the reporting period or in previous periods. Contributions made into defined contribution plans are recognised through profit or loss in the reporting period which they relate.

Share-based payment transactions

Share-based payment schemes are valued at fair value on the grant date and recognized as an expense over the vesting period. A corresponding adjustment is made to equity or liabilities when the transaction is cash settled.

The expense determined at the grant date is based on the Group's estimate of the number of shares that will ultimately vest. The estimate is reviewed at the end of each reporting period and the potential impact of any adjustments to the initial estimates is recognized in profit or loss and a corresponding adjustment is made to equity or liabilities. When the shares are subscribed, the proceeds received, net of any transaction costs, are credited in the invested non-restricted equity reserve.

There were no expenses in 2017 related to the Performance Share Plan.

Personnel offering

As part of the initial public offering of Terveystalo Plc, personnel were offered an opportunity to subscribe the company's shares with a ten per cent lower price than the subscription price in the institutional and the public offering. Personnel offering is accounted for under IFRS 2. The subscription price paid by subscribers is booked in the invested non-restricted equity reserve and the discount granted to the subscribers is expensed over the 180-day lock-up period with corresponding adjustment to retained earnings. More details on the personnel offering can be found in Note 19 *Share-based Payments*.

2.14 Provisions and contingent liabilities

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are recognised at the

present value of the expenditure required to fulfil the obligation. If the obligation can be partially compensated by a third party, the compensation is treated as a separate asset, but only when it is virtually certain that the compensation will be received.

Leases become onerous if the leased premises become vacant, or if they are subleased at a lower rate than paid for the head lease. A provision is recognised for an estimated loss from vacant lease premises over the remaining lease period, and for losses from subleased premises. A provision is also recognized for other contracts when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

A contingent liability is a possible obligation arising as a result of past events, and whose existence will be confirmed only when an uncertain future event takes place, not wholly within control of the entity. Also, a present obligation which probably does not require a cash settlement or on which the value cannot be reliably estimated is considered as a contingent liability. Contingent liabilities are disclosed in the notes.

2.15 Revenue recognition

Revenue is recognised when the significant risks and rewards of ownership and control over the services and products have been transferred to the buyer. Group's services consists mainly of occupational healthcare services, general practise and clinic hospital operations, dental services as well as diagnostic services. Revenue from services is recognised when the service is rendered. Regarding long-term contracts, revenue is recognised over the term of the contract, as the customer simultaneously receives and consumes the benefits from the service as Terveystalo provides the service. Revenue is recognised to the extent that Terveystalo Group expects to be entitled in exchange for the goods and services taking into account the terms and conditions of the customer contracts and business practices. Regarding private practitioners, Terveystalo acts as a principal and recognises revenue on a gross basis based on accrued gross sales. Fees related to purchasing these services are recognised in materials and services expenses

Revenue recognised by the reporting date corresponds to the benefit of the service provided by Terveystalo for the customer. Terveystalo Group has not incurred any costs of obtaining a contract to be recognised as an asset. Customer contracts do not include any significant financing components.

Terveystalo Group has early adopted the new IFRS 15 *Revenue from Contracts with Customers* standard in financial year 2017 before the mandatory application date of the standard. With regard to the application of the new IFRS 15 standard the Group has clarified the principles of revenue recognition and the comparative information has been adjusted accordingly. More detailed information regarding the effects of the adoption of IFRS 15 standard are presented in note 4 *Disaggregation of revenue*.

2.16 Segment information

Terveystalo Group's business is divided into five geographical regions which are the group's operating segments: Helsinki



metropolitan area and Uusimaa, Western region, Central region, Eastern region and Northern region. In addition to the regional structure, the group functions include finance and administration, HR and legal, IT, communication, marketing and investor relations, business development and digitalisation, as well as clinical quality and service management. Terveystalo reports the Group as one reportable segments based on the IFRS 8 aggregation criteria as same services are offered in all regions, customer type is similar in all regions, methods used to provide services are similar and regulatory environment and operational risks are same in all regions. In addition, monitoring of profitability is primarily based on geographical areas. CEO is Terveystalo's chief operating decision maker. Terveystalo operates mainly in Finland and Terveystalo does not have individual significant customers as defined in IFRS 8.

2.17 Government grants

Government grants are presented in other operating income as far as they do not relate to acquired assets. Grants are recognised when there is reasonable assurance that grants will be received and Group will comply with the conditions associated with the grants.

2.18 Operating profit

IAS 1 (Presentation of Financial Statements) standard does not define operating profit. The Group has defined it as follows: Operating profit is calculated by adding other operating income to revenue, deducting costs related to materials and services, deducting costs related to employee benefits, depreciation, amortization and impairments as well as other operating expenses.

2.19 Adjustments to operating profit

Adjustments to operating profit presented in note 10 *Adjustments to operating profit* include material items outside the ordinary course of business, such as expenses related to acquisitions and restructurings, gain on sale of assets, strategic projects, new operations and other items affecting comparability.

2.20 Earnings per share

Basic earnings per share is calculated by dividing profit or loss attributable to the shareholders of the parent company by the weighted average number of shares outstanding during the financial period. The company has no equity instruments or arrangements that would have dilution effect related to calculation of earnings per share.

2.21 Income taxes

Income taxes primarily include current and deferred taxes. Tax related to items recognized directly in equity or in other comprehensive income is also recognized in equity or in other comprehensive income. Current tax assets and liabilities are measured at the amount expected to be received from or paid to taxation authorities, using the rates and laws that have been enacted by the date of the statement of financial position. Income taxes include any adjustment to tax in respect of previous years.

Deferred tax is recognised in respect of all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts in taxation. Deferred tax is not recognised in the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit nor loss at the date of the transaction. Deferred tax is not recognised for non-tax deductible goodwill or for subsidiaries' retained earnings to the extent that it is probable that the temporary difference will not reverse in the foreseeable future. Deferred taxes relate primarily to tax losses carried forward and the difference between the book value and tax base of capitalized customer relationships and trademarks, and to provisions related primarily to loss making contracts and to unused leased premises.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which they can be used and using the losses is considered probable.

Deferred taxes are calculated using tax rates enacted by the reporting date.

3. BUSINESS COMBINATION

Year 2017

During 2017, the Group has made several business acquisitions. The two biggest acquisitions are presented separately and the other smaller acquisitions are disclosed in aggregate.

Acquisition of Diacor terveyspalvelut Oy Group

On 24 March 2017, Terveystalo Healthcare Oy acquired 100% of the shares of Diacor terveyspalvelut Oy ("Diacor"). As a part of the acquisition the Group gained also control of Eloni Oy, a subsidiary of Diacor terveyspalvelut Oy. The acquisition strengthens Terveystalo's position as one of the leading healthcare service provider especially in Helsinki metropolitan area and Turku. The financial statements of acquired companies have been included in the consolidated financial statements of Terveystalo from the end of March, 2017.



The following table summarizes the acquisition date fair values of the consideration transferred as well as the recognized amounts of assets acquired and liabilities assumed at the date of acquisition. The statement of financial position has been prepared in accordance with IFRS and Terveystalo Group's accounting principles in all material respect.

CONSIDERATION TRANSFERRED

In millions of euro	
Cash	19.8
Shares	93.9
Total consideration transferred	113.7

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

In millions of euro	
Cash and cash equivalents	5.7
Intangible assets	7.6
Property, plant and equipment	12.7
Deferred tax assets	0.4
Inventories	0.7
Trade and other receivables	15.9
Trade and other payables	-16.0
Provisions	-0.0
Deferred tax liabilities	-1.7
Interest bearing liabilities	-13.5
Total identifiable net assets acquired	12.0

Goodwill 101.7

The tangible assets acquired in the business combination described above were measured at fair value based on the market prices of corresponding assets. In the business combination, the Group has acquired customer relationships. The fair value of customer contracts and related customer relationships included in other intangible assets has been determined on the basis of the estimated duration of customer relationships and the discounted net cash flows from existing customer contracts. The fair values of customer relationships are preliminary. The acquisition resulted a goodwill amounting to EUR 101.7 million. The goodwill is attributable to skills of the workforce and synergies expected to be achieved from integrating acquired businesses into Terveystalo's existing operations. The recognized goodwill is not deductible for tax purposes. The fair value of the acquired trade and other receivables amounts to EUR 15.9 million for which the risk of impairment has been deemed non-significant. The Group incurred acquisition-related expenses of EUR 2.5 million related to consulting, valuation or equivalent services. The expenses have been included in other operating expenses. From the acquisition, revenue of EUR 83.4 million and loss of EUR -0.0 million is recognised in year 2017 to the Group's consolidated results. If the acquisition had occurred on 1 January 2017, management estimates that the Group's consolidated revenue in 2017 would have been EUR 724.1 million and the consolidated

profit for the period would have been EUR 8.3 million. As part of the acquisition, Terveystalo made certain commitments that are comparable to contingent consideration. Management estimates that the realization of these commitments is unlikely.

Acquisition of Porin Lääkäritalo Group

On 2 January 2017, Terveystalo Healthcare Oy acquired 100% of the shares of Porin Lääkäritalo Oy ("Pori"). As a part of the acquisition, the Group also gained control of the subsidiaries Koy Porin Linnankulma, Curia Oy and Porin Lääkärikeskus Oy. Porin Lääkärikeskus owns 7.79% of the shares of Porin Lääkäritalo. The acquisition strengthens Terveystalo's position as one of the leading healthcare service provider in Pori region. The financial statements of the acquired companies have been included in the consolidated financial statements of Terveystalo from the date of acquisition.

The following table summarizes the acquisition date fair values of the consideration transferred as well as the recognized amounts of assets acquired and liabilities assumed at the date of acquisition. The statement of financial position has been prepared in accordance with IFRS and Terveystalo Group's accounting principles in all material respect.

CONSIDERATION TRANSFERRED

In millions of euro	
Cash	43.4
Total consideration transferred	43.4

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

In millions of euro	
Cash and cash equivalents	2.3
Intangible assets	2.0
Property, plant and equipment	11.4
Inventories	0.1
Trade and other receivables	1.6
Trade and other payables	-2.4
Provisions	-0.0
Deferred tax liabilities	-0.4
Interest bearing liabilities	-2.1
Total identifiable net assets acquired	12.5

Goodwill 30.9

The tangible assets acquired in the business combination described above were measured at fair value based on the market prices of corresponding assets. In the business combination, the Group has acquired customer relationships. The fair value of customer contracts and related customer relationships included in other intangible assets has been determined on the basis of the estimated duration of customer relationships and the discounted net cash flows from existing customer contracts. The acquisition resulted a goodwill amounting to EUR 30.9 million. The goodwill is attributable to skills of the workforce and synergies expected to be achieved. The recognized goodwill is not deductible for tax



purposes. The fair value of the acquired trade and other receivables amounts to EUR 1.6 million for which the risk of impairment has been deemed non-significant. The Group incurred acquisition-related expenses of EUR 0.8 million related to consulting, valuation or equivalent services. The expenses have been included in other operating expenses. From the acquisition, revenue of EUR 22.6 million and profit of EUR 1.1 million is recognised in year 2017 to the Group's consolidated results.

Other business combinations

On 31 March 2017, Terveystalo Healthcare Oy acquired 100 % of the shares of Ky Läkkitorin Hammaslääkäriasema. The acquired subsidiary has been consolidated to the Group's financial statements from the acquisition month onwards.

On 19 April 2017, Suomen Terveystalo Oy acquired the dental business from Data Plaza Oy as an asset deal.

On 2 May 2017, Suomen Terveystalo Oy acquired the dental business from Crossdental Oy as an asset deal. The acquisition includes a contingent consideration that was treated as part of the consideration transferred and recognized as a liability at the date of the acquisition with a fair value of EUR 0.3 million. The contingent consideration is tied to the 2018–2020 sales.

On 30 November 2017, Suomen Terveystalo Oy acquired the musculoskeletal disease business from City Akuutti Oy as an asset deal. The acquisition includes a contingent consideration that was treated as part of the consideration transferred and recognized as a liability at the date of acquisition with a fair value of EUR 0.1 million. The contingent consideration is tied to the 2018–2019 sales.

The following table summarizes the acquisition date fair values of the consideration transferred as well as the recognized amounts of assets acquired and liabilities assumed at the date of acquisition. The net assets have been adjusted to correspond Terveystalo Group's accounting principles in all material respect.

CONSIDERATION TRANSFERRED

In millions of euro	
Cash	1.6
Contingent consideration	0.4
Total consideration transferred	1.9

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

In millions of euro	
Cash and cash equivalents	0.2
Property, plant and equipment	0.7
Inventories	0.1
Trade and other receivables	0.0
Trade and other payables	-0.4
Interest bearing liabilities	-0.5
Total identifiable net assets acquired	0.1
Goodwill	1.9

The tangible assets acquired in the business combination described above were measured at fair value based on the market prices of corresponding assets. The acquisition resulted to a goodwill amounting to EUR 1.9 million. The goodwill is attributable to skills of the workforce and synergies expected to be achieved. The recognized goodwill is tax deductible as far as it related to asset deals. The fair value of the acquired trade and other receivables amounts to EUR 0.04 million, for which the risk of impairment has been deemed non-significant. The Group has incurred acquisition-related expenses of EUR 0.02 million related to consulting, valuation or equivalent services. The expenses have been included in other operating expenses. From these other business combinations, revenue of EUR 2.6 million and profit of EUR 0.2 million is recognised in year 2017 to the Group's consolidated results. If these other acquisitions had occurred on 1 January 2017, management estimates that the Group's consolidated revenue in 2017 would have been EUR 690.6 million and consolidated profit would have been EUR 7.3 million.

Year 2016

During 2016, the Group made several business acquisitions. The biggest acquisition is presented separately and the other smaller acquisitions are disclosed in aggregate.

Acquisition of Tampereen Hammaslääkäriasema Oy

On 29 April 2016, Terveystalo Healthcare Oy acquired 100% of the shares of Tampereen Hammaslääkäriasema Oy. The acquired subsidiary has been consolidated to the Group financial statements from the acquisition month onwards.

The purchase price allocations are based on the acquiree's balance sheet values closest to the date of the acquisition. The balance sheet has been prepared in accordance with IFRS and Terveystalo Group's accounting principles in all material respect.

The following table summarises the acquisition date fair value of the consideration transferred as well as the recognized amounts of assets acquired and liabilities assumed at the date of acquisition.

CONSIDERATION TRANSFERRED

In millions of euro	
Cash	1.8
Total consideration transferred	1.8

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

In millions of euro	
Cash and cash equivalents	0.1
Intangible assets	0.3
Property, plant and equipment	0.5
Inventories	0.1
Trade and other receivables	0.1
Trade and other payables	-1.2
Total identifiable net assets acquired	-0.1
Goodwill	1.9



As a result of this acquisition, goodwill amounting to EUR 1.9 million was recognised. The goodwill is attributable to skills of the workforce and synergies expected to be achieved. The recognized goodwill is not deductible in taxation.

The fair value of the acquired trade and other receivables amounted to EUR 0.08 million for which the risk of impairment has been deemed non-significant. The Group incurred acquisition-related expenses of EUR 0.06 million related to consulting, valuation or equivalent services. The expenses have been included in other operating expenses. The contributed recognised revenue from the acquisition in year was EUR 2.5 million and the result was EUR -0.2 million. If the acquisition had occurred on 1 January 2016, the Group's consolidated revenue in 2016 would have been EUR 548.2 million and the consolidated profit for the period EUR 12.8 million.

Other business combinations

On 29 January 2016, Terveystalo Healthcare Oy acquired 100% of the shares of Bitewell Oy. The acquired subsidiary has been consolidated to the Group's financial statements from the acquisition month onwards. The purchase price includes a contingent consideration that is treated as part of the consideration transferred and recognised as a liability with a fair value of EUR 0.2 million. The contingent consideration is tied to the 2017-2018 sales. On 7 March 2016, Suomen Terveystalo Oy acquired the dental business from Hammasklinikka Dent Oy as an asset deal.

CONSIDERATION TRANSFERRED

In millions of euro	
Cash	3.1
Contingent consideration	0.5
Total consideration transferred	3.5

IDENTIFIABLE ASSETS ACQUIRED AND LIABILITIES ASSUMED

In millions of euro	
Cash and cash equivalents	0.3
Intangible assets	0.1
Property, plant and equipment	0.3
Investments	0.1
Inventories	0.1
Trade and other receivables	0.1
Trade and other payables	-0.4
Total identifiable net assets acquired	0.6

Goodwill 2.9

On 31 October 2016, Terveystalo Healthcare Oy acquired 100% of the shares of Vimadent Oy. The acquired subsidiary has been consolidated to Group's financial statements from the acquisition month onwards.

On 30 December 2016, Terveystalo Healthcare Oy acquired 100% of the shares of Forssan Erikoishammaslääkärit Oy and Hammaslääkäriasema Kymppihammas Oy. Only the balance sheet of the acquired companies as of 31 December 2016 has been consolidated to the Group's financial statements. The income statement has not been consolidated. The purchase price of Forssan Erikoishammaslääkärit Oy includes a contingent consideration that is treated as part of the consideration transferred and recognised as a liability with a fair value of EUR 0.3 million. The contingent consideration is tied to the 2017-2018 sales.

The purchase price allocations are based on the acquiree's balance sheet values closest to the date of acquisition. The balance sheet has been prepared in accordance with IFRS and Terveystalo Group's accounting principles in all material respect.

The following table summarises the acquisition date fair value of the consideration transferred as well as the recognized amounts of assets acquired and liabilities assumed at the date of acquisition.

As a result of these business combinations, goodwill amounting to EUR 2.9 million was recognized. The goodwill is attributable to skills of the workforce and synergies expected to be achieved. The recognised goodwill is not deductible in taxation.

The fair value of the acquired trade and other receivables amounted to EUR 0.1 million, for which the risk of impairment has been deemed non-significant.

The Group has incurred acquisition-related expenses of EUR 0.08 million related to consulting, valuation or equivalent services. The expenses have been included in other operating expenses.

The contributed recognised revenue from these acquisitions in 2016 was EUR 1.9 million and the result was EUR -0.2 million.

If the acquisition had occurred on 1 January 2016, the Group's consolidated revenue in 2016 would have been EUR 550.0 million and profit EUR 12.5 million.

4. DISAGGREGATION OF REVENUE

Terveystalo Group has early adopted the new IFRS 15 *Revenue from Contracts with Customers* standard before the mandatory application date. The Group has elected to apply IFRS 15 standard using retrospective approach for all financial years presented and has adjusted comparative information accordingly. The Group's revenue recognition principles are presented earlier in the accounting policies.

With regard to the application of the standard, the Group has reviewed the revenue recognition principles and presentation in accordance with the new IFRS 15 standard, taking into account changes in service model and way of operating. In accordance



with IFRS 15 standard, revenue also includes the fees for services provided by private practitioners to private customers. These fees are presented in revenue on a gross basis instead of the previous net based presentation and the effect on revenue and materials and services expenses are presented in the tables below. Comparative information has been adjusted accordingly. Based on management judgement, the Group has primary responsibility for providing services to customers and therefore, it acts as a principal, because it has exposure to the significant risks and rewards associated with the contractual arrangements. The gross basis is considered to result in a more faithful presentation of the Group's revenue. The adoption of IFRS 15 standard had no impact on the Group's equity.

Terveystalo offers its primary and outpatient secondary healthcare services to three distinct customer groups for which revenue has been divided. The customer groups are: corporate customers, private customers and public customers.

Corporate Customers

The Company's corporate customer group comprises Terveystalo's occupational healthcare customers, excluding municipal occupational healthcare customers, and corporate insurance customers. The customers in the corporate customer group include private sector corporations, associations, foundations and state administration and represent all main industries, such as construction, retail, manufacturing and professional industries. The Company offers services to corporate customers of all sizes, from entrepreneurs and small companies to medium and large-sized companies, including some of the largest employers in Finland.

Private Customers

The Company's private customers group comprises private individuals, families, retirees and private insurance customers. Some of the Company's occupational healthcare end-users also use the Company's services as private customers, such as occupational healthcare end-users with children.

Public Customers

The Company's public customers group comprises public sector organizations in Finland, such as municipalities, municipal federations and hospital districts and includes municipal occupational healthcare customers.

The Group does not have customers whose revenue exceeds 10% of the Group's total revenue in financial years 2017 and 2016.

DISSAGGREGATION OF REVENUE

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Corporate ^(*)	372.1	290.8
Private	253.8	195.7
Public ^(*)	63.6	60.5
Total	689.5	547.0

^(*) Disaggregation of revenue for the year 2016 has been adjusted to correspond the current definition. The changes has a minor effect on the figures for corporate customers and public.



CONTRACT BALANCES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Receivables, which are included in trade and other receivables	65.0	50.6
Contract liabilities	1.2	1.0

THE EFFECT OF IFRS 15 TRANSITION ON REVENUE

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Previously reported (IAS 18)	593.3	473.0
Adoption of IFRS 15	96.2	74.0
Restated revenue (IFRS 15)	689.5	547.0

THE EFFECT OF IFRS 15 TRANSITION ON MATERIALS AND SERVICES EXPENSES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Previously reported (IAS 18)	-228.1	-185.3
Adoption of IFRS 15	-96.2	-74.0
Restated materials and services expenses	-324.3	-259.3

5. OTHER OPERATING INCOME

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Rental income	0.6	0.5
Gains on sale of property, plant and equipment	0.2	1.5
Gains on disposal of subsidiaries	-	3.2
Other items	1.3	1.9
Total	2.1	7.1

6. MATERIALS AND SERVICES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Purchases of materials	-27.8	-21.9
Change in inventories	-0.0	-0.3
External services	-296.5	-237.1
Total	-324.3	-259.3

Materials and services has been adjusted regarding to the transition to IFRS 15 standard. More specific information is included in note 4 Disaggregation of revenue.

7. EMPLOYEE BENEFIT EXPENSES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Wages and salaries	-155.2	-125.8
Share-based compensation, personnel offering	-0.2	-
Pension expenses - defined contribution plans	-28.1	-22.1
Other social security costs	-5.9	-7,6
Total	-189.5	-155.5
Number of personnel at the end of the reporting period	4,265	3,463



8. DEPRECIATION, AMORTIZATION AND IMPAIRMENT

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Depreciation and amortization by asset type		
Intangible assets		
Trademarks	-4.2	-4.2
Customer relationships	-10.4	-13.8
Other intangible assets	-5.1	-4.6
Total	-19.8	-22.6
Property, plant and equipment		
Buildings	-3.6	-3.0
Machinery and equipment	-12.0	-10.7
Other property, plant and equipment	-3.7	-2.4
Total	-19.4	-16.1
Investment property	-0.0	-0.0
Total	-39.2	-38.7
Impairment losses by asset groups		
Other intangible assets	-0.4	-
Buildings	-0.2	-
Other property, plant and equipment	-0.0	-0.1
Machinery and equipment	-0.0	-0.1
Available-for-sale financial assets	-0.2	-0.4
Total	-0.8	-0.6
Total depreciation, amortization and impairment losses	-40.0	-39.3

9. OTHER OPERATING EXPENSES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
External services	-7.1	-2.0
Operating and maintenance expenses for premises and equipment	-15.9	-12.9
ICT expenses	-19.4	-11.5
Other personnel related expenses	-5.1	-3.8
Leases	-32.9	-23.0
Travel expenses	-3.1	-2.7
Marketing and communication	-8.9	-7.0
Acquisition related expenses	-3.6	-0.3
Other costs	-13.6	-7.1
Total	-109.6	-70.4



AUDITOR'S FEES

In thousands of euro	1.1.-31.12.2017	1.1.-31.12.2016
Audit and auditor's statements based on laws and regulations		
Audit, KPMG	-229.1	-111.0
Audit, other offices	-6.6	-7.0
Auditor's statements based on laws and regulations, KPMG	-89.0	-5.0
Total	-324.7	-123.0
Non audit services		
Assurance services, KPMG	-92.6	-
Tax services, KPMG	-3.7	-12.3
Other services, KPMG	-516.6	-92.5
Total	-612.9	-104.8
Auditor's fees total	-937.6	-227.8

10. ADJUSTMENTS TO OPERATING PROFIT

BASED ON SUBJECT AREA

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Acquisition related expenses ¹⁾	17.7	0.2
Restructuring expenses ²⁾	5.8	6.2
Gain on sale of asset	-0.2	-4.6
Strategic projects, new operations and other items affecting comparability	0.8	2.2
Total	24.1	4.0

¹⁾ including transaction costs and expenses from integration of acquired businesses as well as IPO related expenses

²⁾ including restructuring of network and business operations, start up losses, provisions for onerous contracts (lease agreements and other contracts)

BASED ON ACCOUNT GROUPS

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Other operating income	-0.2	-5.3
Materials and services costs	0.1	3.4
Personnel expenses	4.0	2.0
Other operating expenses	20.3	3.9
Total	24.1	4.0

11. FINANCIAL INCOME AND EXPENSES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Interest income on loans and other receivables	0.1	0.1
Dividend income on available-for-sale financial assets	0.0	0.0
Interest income on interest rate derivatives	-	1.8
Total financial income	0.1	1.9
Loans from financial institutions	-12.4	-16.8
Interest expense on finance lease agreements	-1.8	-1.8
Other financial expenses	-10.0	-3.4
Total financial expenses	-24.2	-22.0
Total financial income and expenses	-24.1	-20.1

Financial income and expenses do not include any significant foreign exchange gains or losses and there are no other foreign currency items in the consolidated statement of income.



12. TAXES

12.1 Income taxes

INCOME TAXES IN THE STATEMENT OF INCOME

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Current tax for the reporting year	-0.6	-0.2
Income taxes for prior periods	-0.0	-0.0
Deferred taxes	3.9	3.5
Total income taxes	3.3	3.2

Deferred taxes have been calculated using the enacted tax rate of 20 %.

Reconciliation of tax expense

RECONCILIATION OF THE GROUP'S TAX RATE TO THE FINNISH TAX RATE

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Profit or loss before taxes	3.9	9.5
Tax using the Parent company's tax rate	-0.8	-1.9
Tax rates in foreign jurisdictions	0.1	0.1
Tax exempt income	0.1	0.4
Non-deductible expenses	-0.3	-0.1
Share of profit in associated companies	-0.0	-
Recognition of previously unrecognised tax losses	4.4	4.7
Taxes from previous periods	-0.0	0.0
Other	-0.1	0.0
Total tax in the statement of income	3.3	3.2

12.2 Deferred tax assets and liabilities

During the year 2017

DEFERRED TAX ASSETS:

In millions of euro	1.1.2017	Recognised in profit or loss	Business combinations	31.12.2017
Provisions	0.8	0.1	-	0.9
Tax losses carried forward	3.8	0.9	-	4.8
Finance leases	0.6	-0.1	0.1	0.5
Other temporary differences	0.8	0.1	0.4	1.2
Total	6.0	1.0	0.4	7.4

DEFERRED TAX LIABILITIES:

In millions of euro	1.1.2017	Recognised in profit or loss	Business combinations	31.12.2017
Reversal of goodwill amortization	2.0	0.1	-	2.2
Business combinations	22.2	-2.9	1.9	2.1
Depreciation difference	0.3	-0.0	-	0.3
Loan withdrawal expense	0.4	-0.1	-	0.3
Other temporary differences	0.1	-0.1	0.2	0.2
Total	25.0	-2.9	2.0	24.1



Deferred tax assets are recognised from unused tax losses to the extent that is probable that future taxable profits will be available against which the losses can be used. Unused tax losses amount to EUR 89.0 (102.1) million, of which for a portion of EUR 65.1 (82.9) million no deferred tax asset has been recognized. EUR 12.2 million tax losses expire at the end of the financial year 2021, EUR 28.9 million tax losses expire at the end of the financial year 2022, EUR 33.7 million tax losses expire at the end of the financial year 2023, EUR 0.1 million tax losses expire at the end

of the financial year 2024, EUR 2.4 million tax losses expire at the end of the financial year 2025, EUR 2.4 million tax losses expire at the end of the financial year 2026 and EUR 9.3 million tax losses expire at the end of the financial year 2027. The Group's tax burden could increase as a result of changes to tax laws or their application or as a result of the ongoing tax audit or future tax audits, and the Group companies may not be able to utilize their tax losses carryforwards.

During the year 2016

DEFERRED TAX ASSETS:

In millions of euro	1.1.2016	Recognised in profit or loss	Business combinations	31.12.2016
Provisions	0.2	0.6	-	0.8
Tax losses carried forward	3.6	0.2	-	3.8
Finance leases	0.5	0.1	-	0.6
Interest rate derivatives	0.4	-0.4	-	-
Other temporary differences	1.0	-0.2	-	0.8
Total	5.6	0.4	-	6.0

DEFERRED TAX LIABILITIES:

In millions of euro	1.1.2016	Recognised in profit or loss	Business combinations	31.12.2016
Reversal of goodwill amortization	1.9	0.2	-	2.2
Business combinations	25.8	-3.6	-	22.2
Depreciation difference	0.2	0.0	-	0.3
Loan withdrawal expense	0.1	0.3	-	0.4
Other temporary differences	0.1	0.0	-	0.1
Total	28.1	-3.1	-	25.0

13. EARNINGS PER SHARE

	1.1.-31.12.2017	1.1.-31.12.2016
Result attributable to the equity holders of the company, € million	7.2	12.6
Weighted average number of shares, in thousands ^(*)	116,485	116,485
Diluted average number of shares, in thousands ^(*)	116,485	116,485
Earnings per share for result attributable to the equity holders of the company (basic and diluted), €	0.06	0.11

^(*) The effect of share conversion and share split have been taken into account in the weighted average number of shares. Comparative figures have been adjusted accordingly.



14. PROPERTY, PLANT AND EQUIPMENT

In millions of euro	Land and water	Buildings and constructions	Machinery and equipment	Improvements to premises	Other tangible assets and advances paid	Total
Acquisition cost 1.1.2017	0.1	35.2	62.8	15.7	3.0	116.8
Business combination	1.9	9.8	5.7	6.4	-	23.7
Additions	-	0.8	16.3	5.7	1.4	24.2
Disposals	-0.0	-0.0	-1.3	-0.6	-0.0	-2.0
Reclassifications	-	-6.0	-	6.3	-	0.3
Acquisition cost 31.12.2017	1.9	39.8	83.5	33.4	4.4	163.0
Accumulated depreciation and impairment losses 1.1.2017	-	-8.9	-35.9	-5.8	-0.7	-51.3
Depreciation	-	-3.6	-12.0	-3.4	-0.4	-19.4
Impairment losses	-	-0.2	-0.0	-	-0.0	-0.2
Accumulated depreciation and impairment losses 31.12.2017	-	-12.6	-48.0	-9.2	-1.1	-70.9
Carrying amount 1.1.2017	0.1	26.4	26.9	9.8	2.3	65.5
Carrying amount 31.12.2017	1.9	27.1	35.5	24.2	3.3	92.1

Other tangible assets and advances paid include advances paid EUR 2.2 million at the reporting date.

In millions of euro	Land and water	Buildings and constructions	Machinery and equipment	Improvements to premises	Other tangible assets and advances paid	Total
Acquisition cost 1.1.2016	1.1	37.3	52.2	13.6	1.4	105.6
Business combination	-	-	0.2	0.4	0.0	0.6
Additions	-	2.8	10.6	1.9	1.6	16.8
Disposals of subsidiaries	-0.9	-1.9	-0.1	-	-	-2.8
Disposals	-0.2	-0.8	-0.2	-0.1	-	-1.3
Reclassifications	-	-2.1	-	-	-	-2.1
Acquisition cost 31.12.2016	0.1	35.2	62.8	15.7	3.0	116.8
Accumulated depreciation and impairment losses 1.1.2016	-	-5.9	-25.1	-3.7	-0.3	-35.0
Depreciation	-	-3.0	-10.7	-2.1	-0.3	-16.1
Impairment losses	-	-	-0.1	-	-0.1	-0.2
Accumulated depreciation and impairment losses 31.12.2016	-	-8.9	-35.9	-5.8	-0.7	-51.3
Carrying amount 1.1.2016	1.1	31.4	27.1	9.8	1.1	70.6
Carrying amount 31.12.2016	0.1	26.4	26.9	9.8	2.3	65.5

Other tangible assets and advances paid include advances paid EUR 1.8 million at the reporting date.



14.1 Finance leases

Property, plant and equipment include assets leased under finance leases as follows:

In millions of euro	Buildings and constructions	Machinery and equipment	Other tangible assets and advances paid	Total
Acquisition cost 1.1.2017	32.7	16.4	1.1	50.1
Business combination	1.6	3.5	-	5.1
Additions	0.7	0.4	1.0	2.2
Disposals	-0.0	-0.8	-	-0.8
Reclassifications	-6.3	-1.7	-	-8.0
Acquisition cost 31.12.2017	28.7	17.8	2.1	48.6
Accumulated depreciation and impairment losses 1.1.2017	-7.4	-13.1	-0.7	-21.2
Depreciation	-3.2	-2.5	-0.4	-6.1
Accumulated depreciation and impairment losses 31.12.2017	-10.6	-15.6	-1.0	-27.3
Carrying amount 1.1.2017	25.3	3.2	0.4	28.9
Carrying amount 31.12.2017	18.1	2.2	1.1	21.3

In millions of euro	Buildings and constructions	Machinery and equipment	Other tangible assets and advances paid	Total
Acquisition cost 1.1.2016	29.9	15.5	0.8	46.1
Additions	2.8	0.9	0.3	4.0
Acquisition cost 31.12.2016	32.7	16.4	1.1	50.1
Accumulated depreciation and impairment losses 1.1.2016	-4.5	-10.0	-0.3	-14.9
Depreciation	-2.9	-3.1	-0.3	-6.3
Accumulated depreciation and impairment losses 31.12.2016	-7.4	-13.1	-0.7	-21.2
Carrying amount 1.1.2016	25.4	5.4	0.4	31.3
Carrying amount 31.12.2016	25.3	3.2	0.4	28.9

The Group has finance lease agreements with several counterparties. Rental payments are mainly based on the interest rate level at the inception of the lease. Some of the finance lease agreements include purchase options. The lease agreements do not include restrictions on dividends, additional indebtedness or entering new lease agreements.

15. INTANGIBLE ASSETS

In millions of euro	Goodwill	Customer relationships	Trade-marks	Other intangible assets and advances paid	Total
Acquisition cost 1.1.2017	517.1	74.5	83.0	23.7	698.4
Business combination	134.1	9.3	-	1.5	145.0
Additions	-	-	-	5.1	5.1
Disposals	-	-	-0.1	-0.3	-0.5
Acquisition cost 31.12.2017	651.3	83.8	82.9	30.0	848.0
Accumulated amortizations and impairment losses 1.1.2017	-68.0	-40.9	-12.7	-13.8	-135.3
Amortization	-	-10.4	-4.2	-5.1	-19.8
Impairment	-	-	-	-0.4	-0.4
Accumulated amortizations and impairment losses 31.12.2017	-68.0	-51.3	-16.9	-19.3	-155.5
Carrying amount 1.1.2017	449.1	33.6	70.3	10.0	563.0
Carrying amount 31.12.2017	583.3	32.5	66.0	10.7	692.5

Other intangible assets and advances paid include advances paid EUR 2.1 million at the reporting date.



In millions of euro	Goodwill	Customer relationships	Trade-marks	Other intangible assets and advances paid	Total
Acquisition cost 1.1.2016	512.3	74.5	83.0	19.1	688.9
Business combination	4.8	-	-	0.1	4.9
Additions	-	-	-	4.5	4.5
Acquisition cost 31.12.2016	517.1	74.5	83.0	23.7	698.4
Accumulated amortizations and impairment losses 1.1.2016	-68.0	-27.0	-8.5	-8.9	-112.4
Amortization	-	-13.9	-4.2	-4.9	-23.0
Accumulated amortizations and impairment losses 31.12.2016	-68.0	-40.9	-12.7	-13.8	-135.3
Carrying amount 1.1.2016	444.3	47.4	74.6	10.2	576.6
Carrying amount 31.12.2016	449.1	33.6	70.3	10.0	563.0

Other intangible assets and advances paid include advances paid EUR 1.6 million at the reporting date.

15.1 Development costs

Other intangible assets include development costs as follows:

In millions of euro	
Acquisition cost 1.1.2017	1.2
Additions	0.2
Disposals	-0.0
Acquisition cost 31.12.2017	1.4
Accumulated amortizations and impairment losses 1.1.2017	-0.8
Amortization	-0.3
Accumulated amortizations and impairment losses 31.12.2017	-1.1
Carrying amount 1.1.2017	0.4
Carrying amount 31.12.2017	0.3

In millions of euro	
Acquisition cost 1.1.2016	1.0
Additions	0.2
Disposals	-
Acquisition cost 31.12.2016	1.2
Accumulated amortizations and impairment losses 1.1.2016	-0.5
Amortization	-0.3
Accumulated amortizations and impairment losses 31.12.2016	-0.8
Carrying amount 1.1.2016	0.5
Carrying amount 31.12.2016	0.4



16. IMPAIRMENT TESTING OF CASH-GENERATING UNITS INCLUDING GOODWILL

Goodwill is not amortized but it is tested for impairment at least annually.

Goodwill arising from business combinations has been allocated to cash-generating units as shown in the table below. Geographical areas consist of units with their own budgets and performance measurement, but they use shared resources and are centrally managed.

31.12.2017

In millions of euro	Goodwill	%
Eastern Finland	76.2	13.1
Central Finland	93.3	16.0
Western Finland	122.3	21.0
Northern Finland	69.2	11.9
Capital region and Uusimaa	222.4	38.1
Total	583.3	100.0

31.12.2016

In millions of euro	Goodwill	%
Eastern Finland	75.4	16.8
Central Finland	93.3	20.8
Western Finland	80.6	17.9
Northern Finland	69.2	15.4
Capital region and Uusimaa	130.6	29.1
Total	449.1	100.0

In financial year 2017 there were five cash generating units, in comparison to three in financial year 2016. Along with the new division of cash generating units, goodwill was reallocated to new cash generating units based on geographical location and actual sales.

The recoverable amounts of the cash-generating units are based on value-in-use calculations which have been calculated using discounted cash flow projections. The key assumptions used in the calculations are discount rate, profitability growth rate and long-term growth rate. The projections are based on the budgets and estimates for the years 2018–2022 including the long-term growth which have been approved by the management.

The assumptions used in impairment calculations are:

The length of impairment testing period	5 years
Profitability growth rate during testing period	9.36%
Long-term growth rate	2.00%
Discount rate (Pre-tax WACC)	8.05%
Discount rate (Post-tax WACC)	7.07%

In the 2017 impairment testing, the assumption for the profitability growth is 9.36% (2016: 9.77%).

This assumption is based on organic growth under normal market situation, general development in healthcare services market and long term estimates by the group's management.

The subsequent cash flows are estimated by extrapolating the cash flow estimates using 2.0% (2016: 2.0%) growth factor which is in line with the target inflation of the European Central Bank.

The discount rate used in impairment testing has been Pre-tax WACC of which the components are risk-free interest rate, risk premiums, industry-specific beta, loan cost, and industry specific equity / debt ratios. The discount rate in the 2017 calculations has been 8.05% (2016: 9.07%).

Based on the impairment testing, there is no need for recognition of impairment losses. All cash generating units' value in use was higher than their carrying amount.

Sensitivity analysis

The Group has assessed the sensitivity of the impairment testing to the effect of the most critical assumptions used in the calculation. The Group has tested the sensitivity of the calculation with respect to the discount rate, profitability growth rate and long-term growth rate. The table below shows the required change in the assumption that the recoverable amount would fall below the carrying amount.

Discount rate (Pre-tax WACC)

Eastern	Increase over 10 percentage points
Central	Increase over 7 percentage points
Western	Increase over 3 percentage points
Northern	Increase over 7 percentage points
Capital region and Uusimaa	Increase over 5 percentage points

Profitability growth rate

Eastern	Decrease over 8 percentage points
Central	Decrease over 7 percentage points
Western	Decrease over 5 percentage points
Northern	Decrease over 8 percentage points
Capital region and Uusimaa	Decrease over 7 percentage points

Long term growth

Eastern	Decrease over 21 percentage points
Central	Decrease over 12 percentage points
Western	Decrease over 5 percentage points
Northern	Decrease over 15 percentage points
Capital region and Uusimaa	Decrease over 10 percentage points

When assessing the recoverable amounts of cash generating units, management believes that no reasonably possible change in any of the key variables used would lead to a situation where the recoverable amount of the units would fall below their carrying amount.



17. INVESTMENT PROPERTIES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Carrying amount at the beginning of the period	0.6	0.6
Disposals	-	-0.0
Depreciation	-0.0	-0.0
Carrying amount at the end of the period	0.6	0.6

INCOME AND EXPENSES RELATED TO INVESTMENT PROPERTIES

In millions of euro	1.1.-31.12.2017	1.1.-31.12.2016
Rental income from investment properties	0.1	0.1
Operating expenses for investment properties	-0.0	-0.0
Total	0.1	0.1

Income and expenses relating to investment properties are presented based on the Group's ownership in the investment properties. There are no other contractual obligations related to investment properties.

FAIR VALUES OF INVESTMENT PROPERTIES

Investment	m ²	Value per m ² (In thousands of euro)	Total value (In thousands of euro)
Koy Jyväskylän Väinönkatu 30	1,348	0.4-0.5	556-679

The value of Kiinteistö Oy Jyväskylän Väinönkatu has been determined based on the Group's share of ownership (16.81 %).

18. ASSOCIATED COMPANIES

Terveystalo has an associated company, Medix Laboratoriot Oy of which Group's ownership is 25%. The associated company was acquired as part of Diacor acquisition. It is concluded that the investment is immaterial. The carrying amount of the investment at the end of the reporting period is EUR 0.3 million and Group's share of total comprehensive income of Medix Laboratoriot Oy is EUR -0.2 million based on an estimate for the 2017 result received from the company.

19. SHARE-BASED PAYMENTS

The Board of Directors of Terveystalo Plc has resolved to establish a new share-based incentive plan directed to the Group key employees. The aim of the plan is to align the objectives of the shareholders and the key employees in order to increase the value of the Company in the long-term, to retain the key employees at the Company, and to offer them a competitive reward plan that is based on earning and accumulating the Company's shares.

The Performance Share Plan includes three performance periods, calendar years 2018, 2019 and 2020. The Board of Directors will resolve on the performance criteria and on the required performance levels for each criterion at the beginning of each performance period.

During the performance period 2018, the plan offers the key employees a possibility to earn rewards based on the Company achieving the required operational targets and Total Shareholder Return (TSR) levels.

The potential rewards from the performance share plan will be paid partly in Terveystalo Plc shares and partly in cash

approximately two years after the performance periods. The cash proportion is intended to cover taxes and tax-related costs arising from the rewards to the plan participants. As a rule, no reward will be paid if a plan participant terminates his or her employment or service before the reward payment.

The rewards to be paid on the basis of the performance period 2018 correspond to an approximate maximum total of 943,000 Terveystalo Plc shares, including currently allocated and unallocated shares as well as the proportion to be paid in cash. The plan is directed to approximately 80 key employees, including the members of the Management Group during the performance period 2018.

There were no expenses in 2017 related to the Performance Share Plan.

Personnel offering

As part of the initial public offering of Terveystalo Plc, personnel were offered an opportunity to subscribe the company's shares with a ten per cent lower price than the subscription price in the institutional and the public offering. Terveystalo's Board of Directors accepted the commitments given in full and issued 355,656 new shares to permanent employees of the Company or its wholly owned subsidiaries in Finland during the subscription period and the members of the Board of Directors of Terveystalo.

The subscription price at the personnel offering was 8.79 euros. The subscription price paid by the subscribers has been booked into the invested non-restricted equity fund and the discount granted to the subscribers has been expensed to the 180 days lock-up period determined in the offering terms according to IFRS 2. In 2017, EUR 157.2 thousands were booked in personnel expenses and retained earnings.



20. FINANCIAL ASSETS AND LIABILITIES - CARRYING AMOUNT AND FAIR VALUE AND FAIR VALUE HIERARCHY

In millions of euro 31.12.2017	Note	Financial assets and liabilities at amortized cost	Available-for-sale financial assets	Carrying amount	Fair value	Fair value hierarchy
Financial assets						
Non-current						
Available-for-sale financial assets		-	1.2	1.2	1.2	Level 3
Other receivables	22	0.0	-	0.0	0.0	Level 2
Current						
Trade receivables	22	65.0	-	65.0	65.0	Level 2
Cash and cash equivalents	23	33.0	-	33.0	33.0	Level 2
Total		98.0	1.2	99.2	99.2	
Financial liabilities						
Non-current						
Loans from financial institutions	25	243.9	-	243.9	243.9	Level 2
Hire purchase liabilities	25	6.2	-	6.2	6.2	Level 2
Finance lease liabilities	25	20.1	-	20.1	20.1	Level 2
Accrued additional purchase price		0.3	-	0.3	0.3	Taso 3
Current						
Loans from financial institutions	25	12.3	-	12.3	12.3	Level 2
Hire purchase liabilities	25	3.1	-	3.1	3.1	Level 2
Finance lease liabilities	25	3.8	-	3.8	3.8	Level 2
Trade payables	26	27.0	-	27.0	27.0	Level 2
Accrued additional purchase price		0.5	-	0.5	0.5	Taso 3
Total		317.2	-	317.2	317.2	

In millions of euro 31.12.2016	Note	Financial assets and liabilities at amortized cost	Available-for-sale financial assets	Carrying amount	Fair value	Fair value hierarchy
Financial assets						
Non-current						
Available-for-sale financial assets		-	1.7	1.7	1.7	Level 3
Other receivables	22	0.0	-	0.0	0.0	Level 2
Current						
Trade receivables	22	50.6	-	50.6	50.6	Level 2
Cash and cash equivalents	23	39.1	-	39.1	39.1	Level 2
Total		89.7	1.7	91.4	91.4	
Financial liabilities						
Non-current						
Loans from financial institutions	25	281.0	-	281.0	281.0	Level 2
Hire purchase liabilities	25	7.4	-	7.4	7.4	Level 2
Finance lease liabilities	25	27.3	-	27.3	27.3	Level 2
Accrued additional purchase price		0.4	-	0.4	0.4	Level 3
Current						
Loans from financial institutions	25	24.0	-	24.0	24.0	Level 2
Hire purchase liabilities	25	2.8	-	2.8	2.8	Level 2
Finance lease liabilities	25	4.6	-	4.6	4.6	Level 2
Trade payables	26	19.6	-	19.6	19.6	Level 2
Accrued additional purchase price		0.2	-	0.2	0.2	Level 3
Total		367.4	-	367.4	367.4	



Reconciliation of financial assets and financial liabilities recognized at fair value on level 3

AVAILABLE-FOR-SALE FINANCIAL ASSETS AND ACCRUED ADDITIONAL PURCHASE PRICE LIABILITIES

In millions of euro	2017	2016
Carrying amount 1.1	2.4	1.3
Additions	0.5	1.3
Disposals	-0.3	-0.9
Reclassifications	-0.3	1.0
Through profit or loss	-0.2	-0.4
Carrying amount 31.12	2.1	2.4

Available for sale financial assets include unlisted shares whose fair value has been determined using expert assessment.

21. FINANCIAL RISK MANAGEMENT

The Group is exposed to various financial risks in its normal business activities. The objective of the Group's risk management is to minimize the negative effects of changes in the financial markets on the Group's result and valuation. The Group's main financial risks are interest rate risk, credit risk and liquidity risk. The Group's risk management principles are approved by the Board of Directors and the Group's financial department is responsible for the implementation of the principles. The Group's financial department identifies and assesses risks and acquires instruments needed to hedge against them.

21.1 Interest rate risk

The Company's interest rate risk arises from its loans from financial institutions issued at floating rate. In 2017, the Group's average interest rate for loans from financial institutions has been 3.4% (2016: 4.1%). An increase of one percentage point in the average interest rate would have increased the Group's interest expenses by EUR 3.3 million during the year 2017 (2016: EUR 3.1 million).

The Group does not apply hedge accounting according to IAS 39. The Group does not have open interest rate derivative contracts at the reporting date.

21.2 Credit risk

Majority of the Group's incoming cash flows are payments from established institutions, public sector and companies with appropriate credit rating. However, the Group's trade receivables include credit risk. Credit risk is managed mainly by monitoring the customer's credit rating on a regular basis and by co-operating with collection agencies. In addition, the Group's customers include private people whose invoicing is primarily carried out in connection with the rendering of services.

The Group has no major customer specific risk concentrations and its credit risk is diversified. Credit risk is managed by monitoring the amount, maturity distribution and turnover of trade receivables. Credit risk is also monitored on a client by client basis.

The Group's maximum credit risk is equal to the carrying amount of financial assets at the reporting date. The maturity distribution of the Group's trade receivables is disclosed in note 22 *Trade and other receivables*.

21.3 Liquidity risk

The Group aims to assess and monitor continuously the amount of funding required by business operations, in order to ensure sufficient liquidity to finance its operations, to repay maturing loans as well as to carry out investments and acquisitions of companies according to the growth strategy. The Group's cash and cash equivalents comprise cash in bank accounts, cash in hand and cash payments not yet recorded into the Group's bank accounts (cash in transit) at the reporting date.

The Group manages liquidity risk by monitoring unused liquidity reserves and forecasting future cash flows. The Group has an overdraft facility in use, of which EUR 48.0 million remained unused at the reporting date (2016: EUR 98.2 million).

The table below presents a contractual maturity analysis of financial liabilities. The figures are undiscounted and they include both interest payments and repayments of principals. The undiscounted cash flows related to finance lease liabilities differ from the amounts in the statement of financial position because the amounts recognised in the statement of financial position are discounted to the end of the reporting period. Interest payments which are based on variable rates have been presented using variable rates as of the end of the reporting date.



31.12.2017

In millions of euro	Carrying amount	Contractual cash flows	1 year	1-2 years	2-5 years	Over 5 years
Loans from financial institutions	256.2	279.2	17.4	26.2	235.6	-
Finance lease liabilities	23.9	29.4	4.9	4.3	8.7	11.5
Hire purchase liabilities	9.3	9.6	2.9	2.7	4.1	-
Trade payables	27.0	27.0	27.0	-	-	-

31.12.2016

In millions of euro	Carrying amount	Contractual cash flows	1 year	1-2 years	2-5 years	Over 5 years
Loans from financial institutions	305.0	381.4	36.5	26.0	74.9	244.0
Finance lease liabilities	31.9	39.1	6.2	4.9	11.5	16.5
Hire purchase liabilities	10.3	10.7	3.1	2.9	4.8	0.0
Trade payables	19.6	19.6	19.6	-	-	-

21.4 Capital management

The objective of the Group's capital management is to support business operations and to ensure competitive operating conditions with optimal capital structure, as well as to enable the implementation of the strategy.

In addition to operative cash flows the capital structure is managed by share issues, by increase or repayment of financial liabilities, possible conversions between equity and financial liabilities, as well as through operative decisions on investments and growth and potential disposals of assets in order to reduce liabilities.

The development of the Group's capital structure is monitored, amongst others things with the following ratios: change in net

debt, ratio of net debt to operating margin, and ratio of operating cash flows to the financial expenses.

The Group's net debt to equity ratio (gearing) was 56.1% at the reporting date (2016: 132.6%). The ratio is calculated by dividing interest-bearing net debt with equity. The net debt includes interest-bearing liabilities less interest-bearing receivables and cash and cash equivalents. The Group's interest-bearing liabilities were EUR 289.4 million at the reporting date (2016: EUR 347.2 million). Significant part of the interest-bearing liabilities consists of loans from financial institutions.

22. TRADE AND OTHER RECEIVABLES

In millions of euro	2017	2016
Non-current		
Loan receivables	0.0	0.0
Total non-current receivables	0.0	0.0
Current		
Trade receivables	65.0	50.6
Other receivables	1.7	0.1
Accrued income and deferred expenses	3.3	3.1
Total	70.0	53.7

SPESIFICATION OF ACCRUED INCOME AND DEFERRED EXPENSES

In millions of euro	2017	2016
Personnel related deferred expenses	0.2	0.0
Current tax receivables	0.4	0.1
Other accrued income and deferred expenses	2.6	2.9
Total	3.3	3.1

During the reporting period the Group has recognised impairment losses and provisions for impairment losses on trade receivables through profit or loss totaling EUR 0.9 million (2016: EUR 0.4 million). Based on the Group's view, the carrying amount of trade receivables corresponds to the maximum credit risk if the

contractual parties are unable to meet their obligations related to trade receivables.

The fair value of other receivables and accrued income corresponds with their carrying amount.



AGEING OF TRADE RECEIVABLES AND RECOGNISED IMPAIRMENT LOSSES:

In millions of euro	2017	Recognised impairment losses	Net 2017
Not past due	60.0	-	60.0
Past due			
Less than 30 days	3.1	-	3.1
31-90 days	1.4	-	1.4
91-180 days	0.5	-	0.5
Over 180 days	1.0	-0.9	0.1
Total	65.9	-0.9	65.0

Trade receivables are denominated in euros. Information about credit risk related to trade receivables are stated in note 21 *Financial risk management*.

In millions of euro	2016	Recognised impairment losses	Net 2016
Not past due	45.2	-	45.2
Past due			
Less than 30 days	3.8	-	3.8
31-90 days	0.9	-	0.9
91-180 days	0.4	-	0.4
Over 180 days	0.8	-0.4	0.4
Total	50.9	-0.4	50.6

23. CASH AND CASH EQUIVALENTS

The Group's cash and cash equivalents at 31 December 2017, amounting to EUR 33.0 million (2016: EUR 39.1 million) consist of cash in hand and bank as well as, cash payments on the bank settlement account at the reporting date.

The carrying amounts in the statement of financial position correspond to the maximum amount of credit risk if the contractual parties are unable to meet their obligations. However, no significant counterparty risks are associated with cash and cash equivalents. The fair value of cash and cash equivalents correspond to their carrying amounts.



24. SHARE CAPITAL AND INVESTED NON-RESTRICTED EQUITY RESERVE

Number of shares, 1,000	Share classes						Total
	A	B	C	D	E	F	
On 1 January, 2016	27,420	3,092	288	270,983	3,340	2,876	308,000
On 31 December, 2016	27,420	3,092	288	270,983	3,340	2,876	308,000
Directed share issue to Helsinki Deaconess Institute Foundation	4,382	-	-	43,764	-	-	48,146
Conversion between share classes	-5,433	4,935	498	-10,924	5,957	4,968	-
Share class conversion, conversion rate	1	1	1	0.07	0.07	0.07	-
Share conversion	-	-	-	-281,393	-8,611	-7,265	-297,268
Number of shares after the share conversion							58,878
Issuance of new shares without payment (share split)							58,878
Personnel Offering							356
Public Offering							9,926
31.12.2017							128,037

In millions of euro	Number of shares, 1,000	Share capital	Invested non-restricted equity reserve	Total
On 1 January, 2016	308,000	0.0	308.0	308.0
On 31 December, 2016	308,000	0.0	308.0	308.0
Increase in share capital	-	0.1	-0.1	-
Directed share issue to Helsinki Deaconess Institute Foundation	48,146	-	93.9	93.9
Share class conversion	-297,268	-	-	-
Equity investment without consideration	-	-	25.0	25.0
Issuance of new shares without payment (share split)	58,878	-	-	-
Personnel Offering	356	-	3.1	3.1
Public Offering	9,926	-	96.9	96.9
Transaction costs paid in connection with share issue, net of tax	-	-	-0.9	-0.9
31.12.2017	128,037	0.1	525.9	526.0

Shares and share capital

The Extraordinary General Meeting (EGM) of Terveystalo held on 26 September, 2017 in Helsinki, resolved to convert the company to public limited liability company and increase the share capital from 2,500 euros to 80,000 euros. In addition, the EGM resolved to convert the previous B, C, D, E and F –share classes to A shares after which the A shares were converted into the company's single class shares. As a result the company has one single share class. The share conversions did not have any effect on the company's registered share capital.

On 31 December, 2017 the amount of shares outstanding is 128,036,531. The new single share class (TTALO) became subject to public trading on 11 October, 2017. All shares issued have been paid in full. The shares have no nominal value. Each share has one vote at the Annual General Meeting and equal rights to dividend and other distribution of assets. The company does not hold its own shares.

Share issues

As part of the acquisition of Diacor Group, the Board of Directors resolved on the directed share issue to the Helsinki Deaconess Institute Foundation by virtue of an authorization. Total of

4,382,146 class A shares for the price of EUR 8.36 per share and 43,764,100 class D shares for the price of EUR 1.31 per share were issued in order to pay EUR 93.9 million of the purchase price.

Based on the authorization of the EGM, the Board of Directors resolved on 10 October, 2017 on the issuance of new shares without payment in proportion to shareholdings for the purposes of increasing the total number of shares in the company (share split). In the share issue two new shares were issued for each one single class share.

In Terveystalo's Initial Public Offering, 10,281,249 new shares were issued, of which 355,665 new shares were issued to the personnel. The subscription price was EUR 9.76 per share in the Public and Institutional Offering and EUR 8.79 in the Personnel Offering.

Invested non restricted equity reserve

Invested non restricted equity reserve consists of other investments similar to equity and the subscription price of shares to the extent that it has not been recorded in share capital according to specific resolution. According to the current Finnish Companies Act subscription price of new shares is recognised in the share capital, unless it has not been according to Issuance Resolution fully or



partly recognised in invested non restricted equity reserve. Shares issued in 2017 have been fully booked to the invested non-restricted equity reserve. In addition, on the basis of the company's pre-listing shareholders' commitments, the shareholders made a total of 25 million euro investment without consideration in the company's invested non-restricted equity reserve.

Distributable funds

On December 31, 2017 the distributable funds of the parent company totaled EUR 516.7 million including the loss of the financial period 2017 of EUR -10.1 million. The Board of Directors proposes to the Annual General Meeting in 2018 that the distributable profits are used as follows:

- 0.06 eur per share totaling EUR 7.7 million will be distributed from the invested non-restricted equity reserve

- EUR 509.0 million will be left in equity

The equity repayment proposed by the Board of Directors to the Annual General Meeting is not deducted from distributable equity until approved by the Annual General Meeting of Shareholders.

No material changes have taken place in the company's financial position since the end of the financial year. The liquidity of the company is good and the proposed allocation of funds, in the view of the Board of Directors, does not endanger the company's solvency.

25. FINANCIAL LIABILITIES

FINANCIAL LIABILITIES MEASURED AT AMORTIZED COST

In millions of euro	2017	2016
Non-current		
Loans from financial institutions	243.9	281.0
Hire purchase liabilities	6.2	7.4
Finance lease liabilities	20.1	27.3
Total	270.2	315.7
Current		
Loans from financial institutions	12.3	24.0
Hire purchase liabilities	3.1	2.8
Finance lease liabilities	3.8	4.6
Total	19.2	31.5
Financial liabilities total	289.4	347.2

The Group's loan agreement includes covenants based on which creditors can demand an immediate repayment of the loans if certain covenant limits are breached. The loan agreement that was valid from the beginning of the financial year until the beginning of October included covenants that were connected to

ratios between EBITDA and net debt as well as EBITDA and financial expenses. The covenant included in the new loan agreement of the Group signed in October, relate to the ratio between EBITDA and net debt. The Group has met all covenant terms and conditions during the reporting period.

GROSS AMOUNT OF FINANCE LEASE LIABILITIES - MATURITY OF THE MINIMUM LEASE PAYMENTS

In millions of euro	2017	2016
Within one year	4.9	6.2
Between one and five years	13.0	16.4
Later	11.5	16.5
Total	29.4	39.1
Financial expenses to be accrued in the future	-5.5	-7.2
Present value of finance lease liabilities	23.9	31.9

MATURITY OF THE PRESENT VALUE OF FINANCE LEASE LIABILITIES

In millions of euro	2017	2016
Within one year	3.8	4.6
Between one and five years	10.0	12.2
Later	10.0	15.1
Total	23.9	31.9



LIABILITIES ARISING FROM FINANCING ACTIVITIES

In millions of euro	1.1.2017	Cash flows	Non-cash changes					31.12.2017
			Additions	Disposals	Business combination	Other	Reclassifications	
Long-term								
Loans from financial institutions	281.0	-47.2	-	-	-	7.7	2.5	243.9
Hire purchase liabilities	7.4	-4.0	5.8	-	-	-	-3.1	6.2
Finance lease liabilities	27.3	-8.5	1.6	-0.2	3.3	0.5	-3.8	20.1
Total	315.7	-59.7	7.4	-0.2	3.3	8.1	-4.5	270.2
Short-term								
Loans from financial institutions	24.0	-11.6	-	-	1.8	-	-2.0	12.3
Hire purchase liabilities	2.8	-5.4	2.4	-	-	0.2	3.1	3.1
Finance lease liabilities	4.6	-6.0	0.5	-0.2	1.9	-0.8	3.8	3.8
Total	31.5	-23.0	2.9	-0.2	3.7	-0.5	5.0	19.2

26. TRADE AND OTHER PAYABLES

In millions of euro	2017	2016
Trade payables	27.0	19.6
Other payables	52.5	41.8
Advances received	1.2	1.0
Accrued expenses	36.5	32.4
Total	117.1	94.9

SPECIFICATION OF OTHER PAYABLES AND ACCRUED EXPENSES

Other payables In millions of euro	2017	2016
Doctor's fee liabilities	34.9	25.6
VAT liabilities	13.9	11.7
Other	3.7	4.5
Total	52.5	41.8

Accrued expenses In millions of euro	2017	2016
Personnel related accrued expenses	34.1	31.3
Interest liabilities	1.1	0.1
Other	1.2	1.1
Total	36.5	32.4

27. PROVISIONS

In millions of euro	2017	2016
Non-current provisions	6.6	4.5
Current provisions	1.4	0.7
Total	8.0	5.2

In millions of euro	2017	2016
Onerous contracts	3.9	4.4
Other provisions	4.1	0.8
Total	8.0	5.2

CHANGES IN PROVISIONS DURING THE FINANCIAL YEAR 2017

In millions of euro	Onerous contracts	Other provisions	Total
1.1.2017	4.4	0.8	5.2
Increase in provisions	1.5	4.7	6.2
Used provisions	-2.0	-1.4	-3.4
31.12.2017	3.9	4.1	8.0

CHANGES IN PROVISIONS DURING THE FINANCIAL YEAR 2016

In millions of euro	Onerous contracts	Other provisions	Total
1.1.2016	1.7	0.7	2.4
Increase in provisions	3.2	0.3	3.6
Used provisions	-0.5	-0.3	-0.8
31.12.2016	4.4	0.8	5.2

Onerous contracts and other provisions

The most significant provisions in the statement of financial position relate to vacant leased premises and other loss-making agreements as well as to some asset retirement obligations related to leased premises.



28. COLLATERAL AND OTHER CONTINGENT LIABILITIES

In millions of euro	2017	2016
Liabilities secured by mortgages and pledged shares		
Loans from financial institutions ⁽¹⁾	0.7	314.2
Unused overdraft facilities	-	98.2
Total	0.7	412.4
Business mortgages	0.7	992.0
Real estate mortgages	11.9	
Carrying amount of the pledged shares	-	308.0
Total	12.6	1,300.0
Securities for own debts		
Deposits	0.0	37.0
Rental deposits	-	0.1
Guarantees	0.6	0.9
Total	0.6	38.0

In addition, parent company has provided a suretyship as collateral for the EUR 257.0 million loan.

Other operating lease liabilities⁽²⁾

Less than one year	31.0	22.5
Between one year and five year	95.2	70.3
Later	66.9	64.0
Total	193.1	156.8

The Group is obligated to audit value added tax depreciations it has made on a property investment if the taxable use of the property decreases during the auditing period. The maximum amount of the responsibility is EUR 0.1 million on 31.12.2017 EUR - million on 31.12.2016.

- 1) The nominal value of loans, which differs from the carrying value.
 2) The minimum lease payments relate to rented medical and office facilities. The minimum lease payments for fixed term contracts are determined by multiplying the remaining term of lease and the lease amount. Until further notice contracts are determined using the minimum rents for notice.

29. RELATED PARTY TRANSACTIONS

Group's related parties

The Group's related parties include the parent company as well as subsidiaries and associated companies. In addition, related parties include also the members of the Board of Directors, Group management and the CEO as well as their close family members and entities in which they have control, joint control or significant influence.

The relationships of the parent company and the subsidiaries are disclosed in note 30 *Group companies*.

RELATED PARTY TRANSACTIONS DURING THE FINANCIAL YEAR 2017

Transactions with related companies and Group's receivables from and liabilities to related companies at the reporting date, in thousands of euro

	2017	2016
Sales	14.8	-
Purchases	27.6	-
Receivables	0.5	-
Liabilities	4.1	-

COMPENSATION FOR THE KEY MANAGEMENT

Remuneration for CEO, in thousands of euro	2017	2016
Salaries and benefits	573.1	441.3
Pension costs ⁽¹⁾	102.1	82.0
Total	675.2	523.3

1) Includes statutory pension, there is no supplementary pension benefit

The CEO's contract will expire automatically without prior written notice upon the CEO reaches the age of 60.

Remuneration to Board of directors, in thousands of euro	2017	2016
Fredrik Cappelen (Chairman of the board)	50.0	50.0
Matti Rihko	25.0	25.0
Ralf Michels	25.0	25.0
Åse Michelet	25.0	21.0
Olli Holmström ⁽¹⁾	17.7	-
Total	142.7	121.0

1) Member of the Board of Directors since April 20, 2017.

Other members of the board of directors are employed by the EQT and hence did not receive remuneration.

Remuneration to members of the Executive team (excluding CEO), in thousands of euro	2017	2016
Salaries and benefits	1,891.4	1,459.0
Pension costs	336.9	287.3
Total	2,228.3	1,745.3

Bonus Scheme

The Company operates a bonus scheme, which is determined by the Board of Directors of the Company upon the recommendation of the Remuneration Committee. The CEO and the members of the Executive Team are eligible to participate in the bonus scheme in accordance with the Company's bonus policy. Annual bonuses are payable based on the attainment of key performance targets of the Company. The key performance targets of the CEO and the Executive Team are based on the Company's EBITDA as well as the individual business and performance targets. The individual business and performance targets are set by the manager of the participant in the bonus scheme.

The Board of Directors of Terveystalo Plc has resolved to establish a new share-based incentive plan directed to the Group key employees. More information on the share-based incentive plan is presented in note 19 *Share-based payments*.

MANAGEMENT HOLDINGS

Name	Position	2017
Fredrik Cappelen ¹⁾	Chairman of the Board of Directors	267,795
Vesa Koskinen	Member of the Board of Directors	-
Åse Aulie Michelet ²⁾	Member of the Board of Directors	22,624
Ralf Michels	Member of the Board of Directors	120,132
Matti Riihko ³⁾	Member of the Board of Directors	129,132
Åsa Riisberg	Member of the Board of Directors	-
Olli Holmström	Member of the Board of Directors	-
Yrjö Närhinen ⁴⁾	Chief Executive Officer	1,316,459
Juha Tuominen ⁵⁾	Chief Medical Officer	160,625
Jens Jensen	SVP, Commercial	119,476
Juha Juosila	Chief Digital Officer	94,323
Johanna Karppi	SVP, HR and Legal	10,112
Susanna Laine	SVP, Communications, Marketing and Brand	18,668
Ilkka Laurila	Chief Financial Officer	314,923
Laura Rätty ⁶⁾	SVP, Public Partnerships	9,078
Siina Saksi	Chief Operating Officer, Clinic Network	50,559
Pia Westman	Chief Operating Officer, Centralized Services and Capital Region	23,594

1) Fredrik Cappelen's shares are owned by Baskina AB, which he controls.

2) Åse Aulie Michelet's shares are owned by Michelet Consult AS, which she controls.

3) From the shares that Matti Riihko owns, 120,132 shares are held by Mandatum Life Insurance Company Limited, Riihko being the ultimate beneficiary.

4) From the shares that Yrjö Närhinen owns, 556,353 shares are owned by Närhen Pesä Oy, which he controls and the rest 760,106 shares are held by Mandatum Life Insurance Company Limited, Närhinen being the ultimate beneficiary.

5) Juha Tuominen's shares are held by Mandatum Life Insurance Company Limited, Tuominen being the ultimate beneficiary. Further, Juha Tuominen's spouse with her controlling entities owns 5,820 shares.

6) Laura Rätty's shares are owned by Groundhog Holding Oy which she controls.

30. GROUP COMPANIES

The Group's parent company is Terveystalo Plc domiciled in Finland.

SUBSIDIARIES AS AT 31.12.2017

Company name	Group's share	Parent company's share	Domicile
Terveystalo Healthcare Holding Oy	100.00%	100.00%	Finland
Star Healthcare Oy	100.00%	0.00%	Finland
Terveystalo Healthcare Oy	100.00%	0.00%	Finland
Kiinteistö Oy Seinäjoen Lakeudentie	100.00%	0.00%	Finland
Suomen Terveystalo Oy	100.00%	0.00%	Finland
Kiinteistö Oy Porin Linnankulma	100.00%	0.00%	Finland
Turun Teknohammas Oy	100.00%	0.00%	Finland
Ky Läkkitorin Hammaslääkäriasema	100.00%	0.00%	Finland
Porin Hammaslääkäripalvelu Oy	100.00%	0.00%	Finland
Liikekeskuksen Hammaslääkärit Oy	100.00%	0.00%	Finland
Examinatio Magnetica Fennica Oy	60.00%	0.00%	Finland
Bitewell Oy	100.00%	0.00%	Finland
Tampereen Hammaslääkäriasema Oy	100.00%	0.00%	Finland
Forssan Erikoishammaslääkärit Oy	100.00%	0.00%	Finland
Hammaslääkäriasema Kymppihammas Oy	100.00%	0.00%	Finland
Fertility Clinic Holding Oy	100.00%	0.00%	Finland
AVA Clinic SIA	100.00%	0.00%	Latvia

ASSOCIATED COMPANIES 31.12.2017

Company name	Group's share	Parent company's share	Domicile
Medix Laboratoriot Oy	25.00%	0.00%	Finland

SUBSIDIARIES AS AT 31.12.2016

Company name	Group's share	Parent company's share	Domicile
Terveystalo Holding I Oy	100.00%	100.00%	Finland
Lotta Holding II S.ä.r.l.	100.00%	0.00%	Luxemburg
Lotta Holding III S.ä.r.l.	100.00%	0.00%	Luxemburg
Terveystalo Healthcare Holding Oy	100.00%	0.00%	Finland
Star Healthcare Oy	100.00%	0.00%	Finland
Terveystalo Healthcare Oy	100.00%	0.00%	Finland
Kiinteistö Oy Seinäjoen Lakeudentie	100.00%	0.00%	Finland
Suomen Terveystalo Oy	100.00%	0.00%	Finland
AVA Clinic SIA	87.50%	0.00%	Latvia
Turun Teknohammas Oy	100.00%	0.00%	Finland
Into Sales Oy	100.00%	0.00%	Finland
Porin Hammaslääkäripalvelu Oy	100.00%	0.00%	Finland
Densens Oy	100.00%	0.00%	Finland
Liikekeskuksen Hammaslääkärit Oy	100.00%	0.00%	Finland
Examinatio Magnetica Fennica Oy	60.00%	0.00%	Finland
Bitewell Oy	100.00%	0.00%	Finland
Tampereen Hammaslääkäriasema Oy	100.00%	0.00%	Finland
Vimadent Oy	100.00%	0.00%	Finland
Forssan Erikoishammaslääkärit Oy	100.00%	0.00%	Finland
Hammaslääkäriasema Kymppihammas Oy	100.00%	0.00%	Finland
Fertility Clinic Holding Oy	100.00%	0.00%	Finland

30.1 Changes in the Group structure

Financial year 2017

Following mergers took place during the financial year 2017:

- 31.3.2017 Lotta Holding III S.a.r.l merged with Lotta Holding II S.a.r.l.
- 30.6.2017 Into Sales Oy merged with Turun Teknohammas Oy.
- 31.3.2017 Lotta Holding II S.a.r.l merged with Terveystalo Holding I Oy.
- 31.7.2017 Terveystalo Holding I Oy merged with Terveystalo Oyj.
- 31.7.2017 Porin Lääkärikeskus Oy merged with Porin Lääkäritalo Oy.
- 31.7.2017 Porin Lääkäritalo Oy merged with Suomen Terveystalo Oy.
- 31.8.2017 Diacor terveystalot Oy merged with Suomen Terveystalo Oy.
- 30.9.2017 Eloni Oy merged with Suomen Terveystalo Oy.
- 31.10.2017 Densens Oy merged with Suomen Terveystalo Oy.
- 31.10.2017 Curia Oy merged with Suomen Terveystalo Oy.
- 30.11.2017 Vimadent Oy merged with Suomen Terveystalo Oy.

Financial year 2016

Following mergers took place during the financial year 2016:

- 31.1.2016 Jokilaaksojen Työterveys Oy merged with Suomen Terveystalo Oy.
- 31.3.2016 Joensuun Magneetti Oy merged with Suomen Terveystalo Oy.
- 31.3.2016 Sairaala Botnia Oy merged with Suomen Terveystalo Oy.
- 31.5.2016 Seinäjoen Lääketieteellinen Tutkimuslaitos Oy merged with Suomen Terveystalo Oy.

Following disposals of subsidiaries took place during the financial year 2016:

- 28.12.2016 Kiinteistö Oy Seinäjoen Lääkäritalo was disposed.
- 28.12.2016 Kiinteistö Oy Seinäjoen Marttilankulma was disposed.

31. GROUP'S KEY FINANCIAL RATIOS

Terveystalo group. in millions of euro	2017	2016	2015
Revenue	689.5	547.0	505.6
Adjusted EBITDA ^(*)	92.4	72.9	67.2
Adjusted EBITDA, % ^(*)	13.4	13.3	13.3
Adjusted EBITA ^(*)	73.0	56.8	50.7
Adjusted EBITA, % ^(*)	10.6	10.4	10.0
EBITDA ^(*)	68.2	68.9	59.0
EBITDA, % ^(*)	9.9	12.6	11.7
EBITA ^(*)	48.8	52.7	42.5
EBITA, % ^(*)	7.1	9.6	8.4
Operating profit (EBIT) ^(*)	28.2	29.6	19.3
Operating profit (EBIT), % ^(*)	4.1	5.4	3.8
Adjusted net income ^(***)	44.0	30.3	21.9
Return on equity (ROE), % ^(*)	2.1	5.6	0.5
Equity ratio, % ^(*)	50.7	31.7	30.5
Earnings per share (€) ^(**)	0.06	0.11	0.01
Gearing, % ^(*)	56.1	132.6	151.5
Net debt/ Adjusted EBITDA (LTM) ^(*)	2.8	4.2	5.0
Total assets	902.3	734.1	723.6
Average personnel FTE	3,180	2,605	2,480
Personnel (end of period)	4,265	3,463	3,416
Private practitioners (end of period)	4,431	3,448	3,430

^(*) Alternative performance measure.

^(**) The effect of share conversion and share split have been taken into account in the weighted average number of shares. Comparative figures have been adjusted accordingly.

^(***) Finance costs related to the previous bank loans had been amortized to the loan period using the effective interest rate method. As part of the IPO, these costs have been expensed.



32. CALCULATION OF FINANCIAL RATIOS AND ALTERNATIVE PERFORMANCE MEASURES

Financial ratios

$$\text{Earnings per share, (€)} = \frac{\text{Profit for the period attributable to owners of the parent company}}{\text{Average number of shares during the period}}$$

Terveystalo presents alternative performance measures as additional information to financial measures defined in IFRS. Those are performance measures that the company monitors internally and they provide management, investors, securities analysts and other parties with significant additional information related to the company's results of operations, financial position and cash flows. These should not be considered in isolation or as substitute to the measures under IFRS.

Alternative performance measures to the statement of financial position

The company presents the following alternative performance measures to the statement of financial position as they are, in the company's view, useful indicators of the company's ability to obtain financing and service its debt.

$$\begin{aligned} \text{Return on equity, \%} &= \frac{\text{Profit/loss for the period (annualised)}}{\text{Equity (including non-controlling interest) (average)}} \times 100 \\ \text{Equity ratio, \%} &= \frac{\text{Equity (including non-controlling interest)}}{\text{Total assets - advances received}} \times 100 \\ \text{Gearing, \%} &= \frac{\text{Interest-bearing liabilities - interest-bearing receivables and cash and cash equivalents}}{\text{Equity}} \times 100 \\ \text{Net debt / Adjusted EBITDA (LTM) }^{*)} &= \frac{\text{Interest-bearing liabilities - interest-bearing receivables and cash and cash equivalents}}{\text{Adjusted EBITDA (LTM)}} \end{aligned}$$

Alternative performance measures to the statement of income

The company presents the following alternative performance measures to the statement of income as in the company's view, they increase understanding of the company's results of operations. In addition, the adjusted alternative performance measures are widely used by analysts, investors and other parties and facilitates comparability between periods.

$$\begin{aligned} \text{Adjusted EBITDA}^{(*)} &= \text{Earnings Before Interest, Taxes, Depreciation, Amortization, impairment losses and adjustments} \\ \text{Adjusted EBITDA, \%}^{(*)} &= \frac{\text{Earnings Before Interest, Taxes, Depreciation, Amortization, impairment losses and adjustments}}{\text{Revenue}} \times 100 \\ \text{Adjusted EBITA}^{(*)} &= \text{Earnings Before Interest, Taxes, Amortization, impairment losses and adjustments} \\ \text{Adjusted EBITA, \%}^{(*)} &= \frac{\text{Earnings Before Interest, Taxes, Amortization, impairment losses and adjustments}}{\text{Revenue}} \times 100 \\ \text{EBITDA} &= \text{Earnings Before Interest, Taxes, Depreciation and Amortization and impairment losses} \\ \text{EBITDA, \%} &= \frac{\text{Earnings Before Interest, Taxes, Depreciation and Amortization and impairment losses}}{\text{Revenue}} \times 100 \\ \text{EBITA} &= \text{Earnings Before Interest, Taxes, Amortization and impairment losses} \\ \text{EBITA, \%} &= \frac{\text{Earnings Before Interest, Taxes, Amortization and impairment losses}}{\text{Revenue}} \times 100 \\ \text{Operating profit (EBIT)} &= \text{Earnings Before Interest, Taxes and Share of profits in associated companies} \\ \text{Operating profit (EBIT), \%} &= \frac{\text{Earnings Before Interest, Taxes and Share of profits in associated companies}}{\text{Revenue}} \times 100 \\ \text{Adjusted net income}^{(*)} &= \text{Profit (loss) for the period + amortization of intangible assets identified in business combinations (PPA amortization, net of tax) + adjustments (net of tax) + finance cost related adjustments (net of tax)}^{**)} \end{aligned}$$

^{*)} Adjustments are material items outside the ordinary course of business and these relate to acquisition related expenses, restructuring related expenses, gain on sale of assets, strategic projects, new operations and other items affecting comparability.



33. RECONCILIATION OF ALTERNATIVE PERFORMANCE MEASURES

Return on equity, %	2017	2016	2015
Profit/loss for the period (annualised)	7.2	12.7	1.1
Equity (including non-controlling interest) (average)	344.8	226.3	219.4
Return on equity, %	2.1	5.6	0.5

Equity ratio, %	2017	2016	2015
Equity (including non-controlling interest)	457.3	232.3	220.4
Total assets	902.3	734.1	723.6
Advances received	1.2	1.0	0.9
Equity ratio, %	50.7	31.7	30.5

Gearing, %	2017	2016	2015
Interest-bearing liabilities	289.4	347.2	350.5
Interest-bearing receivables and cash and cash equivalents	33.0	39.1	16.6
Equity	457.3	232.3	220.4
Gearing, %	56.1	132.6	151.5

Net debt / Adjusted EBITDA (LTM), In millions of euro	2017	2016	2015
Interest-bearing liabilities	289.4	347.2	350.5
Interest-bearing receivables and cash and cash equivalents	33.0	39.1	16.6
Adjusted EBITDA (LTM)	92.4	72.9	67.2
Net debt / Adjusted EBITDA (LTM)	2.8	4.2	5.0

Adjusted EBITDA, In millions of euro	2017	2016	2015
Profit (loss) for the period	7.2	12.7	1.1
Income tax expense	-3.3	-3.2	-3.2
Share of profits in associated companies	0.2	-	-
Net finance expenses	24.1	20.1	21.4
Depreciation, amortization and impairment losses	40.0	39.3	39.7
Adjustments ^(*)	24.1	4.0	8.2
Adjusted EBITDA	92.4	72.9	67.2

Adjusted EBITDA, %	2017	2016	2015
Adjusted EBITDA	92.4	72.9	67.2
Revenue	689.5	547.0	505.6
Adjusted EBITDA, %	13.4	13.3	13.3

Adjusted EBITA, In millions of euro	2017	2016	2015
Profit (loss) for the period	7.2	12.7	1.1
Income tax expense	-3.3	-3.2	-3.2
Share of profits in associated companies	0.2	-	-
Net finance expenses	24.1	20.1	21.4
Amortization and impairment losses	20.6	23.1	23.2
Adjustments ^(*)	24.1	4.0	8.2
Adjusted EBITA	73.0	56.8	50.7

Adjusted EBITA, %	2017	2016	2015
Adjusted EBITA	73.0	56.8	50.7
Revenue	689.5	547.0	505.6
Adjusted EBIT, %	10.6	10.4	10.0



EBITDA, In millions of euro	2017	2016	2015
Profit (loss) for the period	7.2	12.7	1.1
Income tax expense	-3.3	-3.2	-3.2
Share of profits in associated companies	0.2	-	-
Net finance expenses	24.1	20.1	21.4
Depreciation, amortization and impairment losses	40.0	39.3	39.7
EBITDA	68.2	68.9	59.0
EBITDA, %	2017	2016	2015
EBITDA	68.2	68.9	59.0
Revenue	689.5	547.0	505.6
EBITDA, %	9.9	12.6	11.7
EBITA, In millions of euro	2017	2016	2015
Profit (loss) for the period	7.2	12.7	1.1
Income tax expense	-3.3	-3.2	-3.2
Share of profits in associated companies	0.2	-	-
Net finance expenses	24.1	20.1	21.4
Amortization and impairment losses	20.6	23.1	23.2
EBITA	48.8	52.7	42.5
EBITA, %	2017	2016	2015
EBITA	48.8	52.7	42.5
Revenue	689.5	547.0	505.6
EBITA, %	7.1	9.6	8.4
Operating profit (EBIT), In millions of euro	2017	2016	2015
Profit (loss) for the period	7.2	12.7	1.1
Income tax expense	-3.3	-3.2	-3.2
Share of profits in associated companies	0.2	-	-
Net finance expenses	24.1	20.1	21.4
EBIT	28.2	29.6	19.3
Operating profit, (EBIT), %	2017	2016	2015
EBIT	28.2	29.6	19.3
Revenue	689.5	547.0	505.6
EBIT, %	4.1	5.4	3.8
Adjusted net income, In millions of euro	2017	2016	2015
Profit (loss) for the period	7.2	12.7	1.1
PPA amortization	14.6	18.0	17.8
Tax related to PPA amortization	-2.9	-3.6	-3.6
Adjustments ^(*)	24.1	4.0	8.2
Tax related to adjustments	-4.8	-0.8	-1.6
Adjustments related to finance costs ^(**)	7.2	-	-
Tax related to finance cost adjustments	-1.4	-	-
Adjusted net income	44.0	30.3	21.9



^{*)} Adjustments, In millions of euro	2017	2016	2015
Acquisition related expenses ⁽¹⁾	17.7	0.2	1.7
Restructuring related expenses ⁽²⁾	5.8	6.2	4.7
Gain on sale of asset	-0.2	-4.6	-
Strategic projects, new operations and other items affecting to comparability	0.8	2.2	1.9
Adjustments	24.1	4.0	8.2

^{*)} Adjustments are material items outside the ordinary course of business and these relate to acquisition related expenses, restructuring related expenses, gain on sale of assets, strategic projects including the IPO, new operations and other items affecting comparability.

^{*)} Finance costs related to the previous bank loans had been amortized to the loan period using the effective interest rate method. As part of the IPO, these costs have been expensed.

1) including transaction costs and expenses from integration of acquired businesses as well as IPO related expenses

2) including restructuring of network and business operations, start up losses, provisions for onerous contracts (lease agreements and other contracts)

34. SUBSEQUENT EVENTS

After the end of the review period, Terveystalo increased its dental business by acquiring Hammas Jaarli Oy business in January 2018. The transaction did not have a material financial impact.



Parent company's financial statements, FAS

PARENT COMPANY'S INCOME STATEMENT

In euro	Note	1.1.-31.12.2017	1.1.-31.12.2016
Revenue	1.1	194,043	-
Employee benefit expenses			
Wages and salaries		-979,095	-120,833
Social security expenses			
Pension expenses		-156,124	-
Other social security expenses		-27,531	-
Depreciation, amortization and impairment losses	1.2	-4,768	-
Other operating expenses	1.4	-11,418,287	-213,155
Operating profit or loss		-12,391,761	-333,988
Financial income and expenses	1.5		
Other interest and financial income			
From Group companies		345,570	-
From others		10	-
Other interest and financial expenses			
To Group companies		-3,877	-19,119
To others		-1,455	-10
Profit or loss before appropriations and taxes		-12,051,512	-353,117
Appropriations	1.6		
Increase/decrease in depreciation in excess of plan		-14,702	-
Group contributions		2,000,000	350,000
Taxes		-1,455	-
Profit or loss for the period		-10,067,668	-3,117



PARENT COMPANY'S STATEMENT OF FINANCIAL POSITION

In euro	Note	1.1.-31.12.2017	1.1.-31.12.2016
ASSETS			
Non-current assets			
Property, plant and equipment	2.1		
Machinery and equipment		72,845	-
Investments	2.2		
Holdings in group companies		506,685,344	308,000,000
Total non-currents assets		506,758,189	308,000,000
Current assets			
Receivables from group companies	2.3	15,765,919	350,000
Prepayments and accrued income	2.4	700,315	-
Cash and cash equivalents		2,498,091	10,823
Total current assets		18,964,325	360,823
TOTAL ASSETS		525,722,515	308,360,823

In euro	Note	1.1.-31.12.2017	1.1.-31.12.2016
EQUITY AND LIABILITIES			
Equity			
	2.5		
Share capital		80,000	2,500
Invested non-restricted equity reserve		526,793,461	307,997,500
Retained earnings		-2,323	794
Profit or loss for the period		-10,067,668	-3,117
Total equity		516,803,469	307,997,677
Appropriations			
Depreciation in excess of plan		14,702	-
Total appropriations		14,702	-
Liabilities			
	2.6		
Non-current liabilities			
Loans from financial institutions		56,805	-
Liabilities to group companies		-	141,440
Current liabilities			
Loans from financial institutions		21,207	-
Trade payables		7,631,159	25,352
Liabilities to group companies		175,834	195,614
Other liabilities		82,909	-
Accruals and deferred income		936,429	741
Total liabilities		8,904,344	363,147
TOTAL EQUITY AND LIABILITIES		525,722,515	308,360,823



PARENT COMPANY'S STATEMENT OF CASH FLOWS

In euro	1.1- 31.12.2017	1.1- 31.12.2016
Cash flows from operating activities		
Profit/loss for the period	-10,067,668	-3,117
Adjustments		
Depreciations according to plan	4,768	-
Non-cash transactions	-1,566,665	-350,000
Financial income and expenses	-340,239	19,129
Other adjustments	1,455	-
Change in working capital		
Change in trade and other receivables	-887,278	-
Change in trade and other payables	8,717,182	11,418
Taxes	-1,455	-202
Interest paid	-5,331	-4,452
Net cash from operating activities	-4,145,231	-327,224
Cash flows from investing activities		
Purchase of tangible and intangible items	-77,614	-
Purchase of investments	-115,500,000	-
Net cash from investing activities	-115,577,614	-
Cash flows from financial activities		
Share issue	100,000,000	-
Equity investment without consideration in the invested non-restricted equity reserve	25,000,005	-
Change in group account	-3,391,611	-
Proceeds from short-term borrowings	21,207	320,000
Repayment of short-term borrowings	-820,559	-
Proceeds of long-term borrowings	56,805	-
Proceeds from long-term borrowings	-	-700,000
Received group supports	350,000	700,000
Net cash from financial activities	121,215,846	320,000
Net change in cash and cash equivalents	1,493,002	-7,224
Cash and cash equivalents at 1 January	10,823	18,048
Cash and cash equivalents from acquisitions	994,266	-
Cash and cash equivalents at 31 December	2,498,091	10,823



ACCOUNTING POLICIES OF PARENT COMPANY'S FINANCIAL STATEMENTS

The financial statements of Terveystalo Oyj are prepared in accordance with Finnish Accounting Standards (FAS).

Measurement and recognition principles and methods

Holdings in group companies

The balance sheet value of holdings in group companies consists of historical costs less impairments. If the estimated future cash flows generated by a non-current asset are expected to be permanently lower than the balance of carrying amount, an adjustment to the value must be made to write-down the

difference as an expense. If the basis for the impairment can no longer be justified at reporting date, it must be reversed.

Property, plant and equipment and depreciation

The balance sheet value of property, plant and equipment consists of historical costs less depreciation and other deductions. Property, plant and equipment are depreciated using straight-line depreciation based on the expected useful life of the asset.

The depreciation is based on the following expected useful lives:

Machinery and equipment: 5 years



NOTES TO THE STATEMENT OF INCOME

1.1 REVENUE

In euro	2017	2016
Finland	194,043	-
Total	194,043	-

1.2 DEPRECIATION, AMORTIZATION AND IMPAIRMENT LOSSES

In euro	2017	2016
Depreciation	-4,768	-
Total	-4,768	-

1.3 PERSONNEL

	2017	2016
Average number of personnel during financial year	2	-

1.4 OTHER OPERATING EXPENSES

In euro	2017	2016
External services	-4,052,206	-2,636
ICT expenses	-1,319	-
Other personnel related expenses	-3,432	19,549
Leases	-1,184	-
Travel expenses	-29,033	-16,258
Marketing and communication	-475,962	-
Other costs	-6,855,151	-213,810
Total	-11,418,287	-213,155

AUDITOR'S FEES

In euro	2017	2016
Audit and auditor's statements based on laws and regulations		
Audit, KPMG	-119,065	-34,684
Audit, other offices	-89,000	-
Total	-208,065	-34,684
Non audit services		
Assurance services, KPMG	-92,600	-
Tax services, KPMG	-	-4,076
Other services, KPMG	-516,600	-
Total	-609,200	-4,076
Auditor's fees total	-817,265	-38,760

1.5 FINANCIAL INCOME AND EXPENSES

In euro	2017	2016
Other interest and financial income		
From Group companies	345,570	-
From others	10	-
Total	345,580	-
Other interest and financial expenses		
To Group companies	-3,877	-19,119
To others	-1,455	-10
Total	-5,331	-19,129



1.6 APPROPRIATIONS

In euro	2017	2016
Increase/decrease in depreciation in excess of plan	-14,702	-
Group contributions received	2,000,000	350,000
Appropriations total	1,985,298	350,000

NOTES TO THE STATEMENT OF THE FINANCIAL POSITION

2.1 PROPERTY, PLANT AND EQUIPMENT MACHINERY AND EQUIPMENT

In euro	2017	2016
Acquisition cost 1.1	-	-
Additions	77,614	-
Acquisition cost 31.12	77,614	-
Accumulated depreciation and impairment losses 1.1	-	-
Depreciation for the period	-4,768	-
Accumulated depreciation and impairment losses 31.12	-4,768	-
Carrying amount 1.1	-	-
Carrying amount 31.12	72,845	-

2.2 INVESTMENTS HOLDINGS IN GROUP COMPANIES

In euro	2017	2016
Acquisition cost 1.1	308,000,000	308,000,000
Addition	198,685,344	-
Acquisition cost 31.12	506,685,344	308,000,000
Carrying amount 1.1	308,000,000	308,000,000
Carrying amount 31.12	506,685,344	308,000,000

PARENT COMPANY OWNERSHIPS:

Holdings in Group companies	2017	2016
Terveystalo Healthcare Holding Oy	100%	-
Terveystalo Holding I Oy	-	100%

2.3 RECEIVABLES FROM GROUP COMPANIES

In euro	2017	2016
Loan receivables	10,132,900	-
Trade receivables	241,408	-
Group account receivables	3,391,611	-
Prepayments and accrued income	2,000,000	350,000
Total	15,765,919	350,000

2.4 PREPAYMENTS AND ACCRUED INCOME

In euro	2017	2016
VAT receivables	277,976	-
Other	422,339	-
Total	700,315	-



2.5 CHANGES IN EQUITY

RESTRICTED EQUITY

SHARE CAPITAL

In euro	2017	2016
At the beginning of the period	2,500	2,500
Share capital increase	77,500	-
At the end of the period	80,000	2,500
Total restricted equity	80,000	2,500

UNRESTRICTED EQUITY

INVESTED NON-RESTRICTED EQUITY RESERVE

In euro	2017	2016
At the beginning of the period	307,997,500	307,997,500
Directed share issue	93,873,456	-
Share capital increase	-77,500	-
Equity investment without consideration in the invested non-restricted equity reserve	25,000,005	-
Share issue	100,000,000	-
At the end of the period	526,793,461	307,997,500

RETAINED EARNINGS

In euro	2017	2016
Retained earnings at the beginning of the period	-2,323	794
Retained earnings at the end of the period	-2,323	794
Loss for the period	-10,067,668	-3,117
Total unrestricted equity	516,723,469	307,995,177
Total equity	516,803,469	307,997,677

DISTRIBUTABLE EARNINGS

In euro	2017	2016
Invested non-restricted equity reserve	526,793,461	307,997,500
Retained earnings	-2,323	794
Profit or loss for the period	-10,067,668	-3,117
Total	516,723,469	307,995,177

Shares and share capital

The Extraordinary General Meeting (EGM) of Terveystalo held on 26 September, 2017 in Helsinki, resolved to convert the company to public limited liability company and increase the share capital from 2,500 euros to 80,000 euros. In addition, the EGM resolved to convert the previous B, C, D, E and F –share classes to A shares after which the A shares were converted into the company's single class shares. As a result the company has one single share class. The share conversions did not have any effect of the company's registered share capital.

On 31 December, 2017 the amount of shares outstanding is 128,036,531. Then new single share class (TTALO) became subject to public trading on 11 October, 2017. All shares issued have been paid in full. The shares have no nominal value. Each share has one vote at the Annual General Meeting and equal rights to dividend and other distribution of assets. The company does not hold its own shares.

Share issues

As part of the acquisition of Diacor Group, the Board of Directors resolved on the directed share issue to the Helsinki Deaconess Institute Foundation by virtue of an authorization. Total of 4,382,146 class A shares for the price of EUR 8.36 per share and 43,764,100 class D shares for the price of EUR 1.31 per share were issued in order to pay EUR 93,9 million of the purchase price.

Based on the authorization of the EGM, the Board of Directors resolved on 10 October, 2017 on the issuance of new shares without payment in proportion to shareholdings for the purposes of increasing the total number of shares in the company (share split). In the share issue two new shares were issued for each one single class share.

In Terveystalo's Initial Public Offering, 10,281,249 new shares were issued, of which 355,665 new shares were issued to the personnel. The subscription price was EUR 9.76 per share in the



Public and Institutional Offering and EUR 8.79 in the Personnel Offering.

Invested non-restricted equity reserve

Invested non-restricted equity reserve consists of other investments similar to equity and the subscription price of shares to the extent that it has not been recorded in share capital according to specific resolution. According to the current Finnish

Companies Act subscription price of new shares is recognised in the share capital, unless it has not been according to Issuance Resolution fully or partly recognised in invested non restricted equity reserve. Shares issued in 2017 have been fully booked to the invested non-restricted equity fund. In addition, on the basis of the company's pre-listing shareholders' commitments, the shareholders made a total of 25 million euro investment without consideration in the company's invested non-restricted equity reserve.

2.6 LIABILITIES

2.6.1 NON-CURRENT LIABILITIES

In euro	2017	2016
Loans from financial institutions	56,805	-
Loans from Group companies	-	141,440
Total	56,805	141,440

2.6.2 CURRENT LIABILITIES

In euro	2017	2016
Loans from financial institutions	21,207	-
Trade payables	7,631,159	25,352
Other liabilities to Group companies	175,834	195,614
Other liabilities	82,909	-
Accruals	936,429	741
Total	8,847,539	221,706

2.6.3 LIABILITIES TO GROUP COMPANIES

In euro	2017	2016
Non-current loans	-	141,440
Trade payables	175,834	16,495
Accruals and deferred income	-	179,119
Total	175,834	337,054

2.6.4 ACCRUALS AND DEFERRED EXPENSES

In euro	2017	2016
Personnel related accrued expenses	936,164	-
Other	266	741
Total	936,429	741

OTHER NOTES

3.1 COLLATERAL AND OTHER CONTINGENT LIABILITIES

In euro	2017	2016
Contingent liabilities on behalf of Group companies		
Suretyship	257,000,000	-
Guarantees	322,709	-
Pledged deposits	-	18,048
Carrying amount of the pledged shares	-	308,000,000



Signatures to the financial statements and Board of Director's report

Helsinki, 28th February 2018

Fredrik Cappelen
Chairman of the Board of Directors

Vesa Koskinen
Member of the Board of Directors

Ralf Michels
Member of the Board of Directors

Matti Rihko
Member of the Board of Directors

Åsa Riisberg
Member of the Board of Directors

Åse Michelet
Member of the Board of Directors

Olli Holmström
Member of the Board of Directors

Yrjö Närhinen
CEO

Auditor's note

A report on the audit has been issued today.

Helsinki, 28th February 2018

KPMG Oy Ab
Audit firm

Jari Härmälä
Authorized Public Accountant



TAX FOOTPRINT

Tax footprint refers to tax revenue and tax-like payments accumulated to society as a result of business activities. In addition to direct and indirect taxes, Terveystalo's tax footprint includes tax-like payments related to the personnel and tax withheld from salaries.

In 2017, Terveystalo's tax footprint totaled EUR 95.0 (79.2 in 2016) million. Of this, taxes comprised over EUR 20.3 (14.5) million, tax-like payments related to the personnel made up EUR 34.5 (29.9) million, and taxes withheld from salaries totaled nearly EUR 40.8 (34.8) million.

In 2017, Terveystalo paid EUR 17.0 (14.0) million in value added tax. Value added tax is an important factor in healthcare, since private healthcare companies are not eligible to deduct value added tax.

For the customer, healthcare services sold by a private service provider are tax free (except other than healthcare services, such as aesthetic surgery). In addition to VAT, Terveystalo has paid property tax, transfer tax and income tax. Terveystalo's losses in previous years have reduced the amount of income tax paid.

The Terveystalo Group and its subsidiaries operate and (with the exception of small fertility clinic in Latvia) pay all their taxes in Finland.

In millions of euro

	2017	2016	2015
Taxes paid			
Value added tax, VAT	17.0	14.0	13.8
Property tax	0.2	0.2	0.1
Income tax, cash flow based	0.5	0.3	0.2
Transfer tax	2.6	0.1	0.4
Total	20.3	14.5	14.5
Statutory payments related to personnel			
TyEL pension insurance fees (employers share)	27.4	22.2	21.0
Unemployment insurance fees (employers share)	4.9	4.7	3.6
Accident insurance fees	0.4	0.3	0.2
Group life insurance payments	0.1	0.1	0.1
Social security contributions	1.7	2.7	2.5
Total	34.5	29.9	27.4
Personnel (end of period)	4,265	3,463	3,416
Taxes withheld from salaries, in total	40.2	34.8	33.8
Tax footprint in total	95.0	79.2	75.7

In addition, a total of EUR 252.0 (200.6) million was paid in fees to private practitioners. Each private practitioner pays their individual taxes separately.

	2017	2016	2015
Private practitioners' fees	252.0	200.6	182.3



Terveystalo

Jaakonkatu 3 B, 3rd floor
00100 Helsinki
Exchange: +358 (0)30 63 311

www.terveystalo.com

