

The Board of Directors' and Nomination Board's Proposals to the AGM 2019

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

On 31 December 2018, the parent company's distributable funds totalled EUR 518.2 million, of which EUR 9.2 million was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that that no dividend be distributed based on the adopted balance sheet. In addition, the Board of Directors proposes that EUR 0,20 per share be distributed for 2018 from the unrestricted equity reserve, totalling EUR 25,5 million with the current number of shares. The distribution would be paid to a shareholder, who on the distribution payment record date of 8 April 2018 is registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The distribution would be paid on 15 April 2019.

10. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the remuneration paid to the members of the Board remain unchanged from last term and are thus as follows:

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

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

In addition, the Nomination Board proposes that the annual remuneration of the Board be paid as a combination of Company shares and cash in such a manner that 40% of the annual remuneration is paid in shares in the possession of the Company or, if this is not possible, in the Company's shares purchased from the market, and 60% is paid in cash. The Company will reimburse the transaction costs and capital transfer tax related to trading. Attendance fees are proposed to be paid in cash.

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

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

12. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting, for a term that ends at the end of the Annual General Meeting 2020, that Lasse Heinonen, Olli Holmström, Åse Aulie Michelet, Katri Viippola and Tomas von Rettig be re-elected as members of the Board and that Dag Andersson, Paul Hartwall and Kari Kauniskangas be elected as new members of the Board.

The Shareholders' Nomination Board recommends that Kari Kauniskangas be elected as the Chairman of the Board of Directors and Tomas von Rettig be re-elected as the Vice Chairman of the Board. Kari Kauniskangas is independent of the company and its significant shareholders.

The curricula vitae of the nominees are available on the Company's website at <https://www.terveystalo.com/en/investors/Corporate-governance/General-Meeting-of-Shareholders/AGM-2019/>.

The current Chairman of the Board of Directors Fredrik Cappelen and current members of the Board Eeva Ahdekivi and Vesa Koskinen have announced that they are not available for re-election to the Board of Directors.

13. Resolution on the remuneration of the auditor

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

14. Election of the auditor

The Board of Directors proposes to the Annual General Meeting, on the recommendation of the Audit Committee, that KPMG Oy Ab be re-elected as the Company's auditor for a term that ends at the end of the Annual General Meeting 2020. KPMG Oy Ab has informed the Company that Authorized Public Accountant Jari Härmälä would continue as the auditor in charge.

The Audit Committee has prepared its recommendation in accordance with Art. 16 of the EU Audit Regulation (537/2014). As required by the EU Audit Regulation, the Audit Committee hereby confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.

15. Resolution on authorizing the Board of Directors to decide on the repurchase and/or the acceptance as pledge of the Company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares as follows:

The amount of own shares to be repurchased shall not exceed 12,803,653 shares, which corresponds to approximately 10 per cent of all shares in the Company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorization.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the existing shareholders (directed repurchase).

The authorization is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2020.

16. Resolution on authorizing the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the issuance of shares and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act as follows:

The amount of shares to be issued shall not exceed 12 803 653 shares, which corresponds to approximately 10 per cent of all shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorisation is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2020.

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

The Board of Directors proposes that the Annual General Meeting resolve to authorize the Board of Directors to decide on donations in a total maximum of EUR 150,000 for charitable or corresponding purposes and to authorize the Board of Directors to decide on the donation recipients, purposes of use and other terms of the donations. The authorization is proposed to remain effective until the end of the Annual

General Meeting 2020 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.