

# Terveystalo Plc: Resolutions of Annual General Meeting

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The Annual General Meeting of Terveystalo Plc was held today on 4 April 2019 in Helsinki, Finland. The Annual General Meeting adopted the financial statements for the year 2018 and discharged the members of the Board of Directors and the CEO from liability.

## **The use of the profit shown on the balance sheet and the return of equity**

As proposed by the Board of Directors, the Annual General Meeting resolved that no dividend will be distributed based on the balance sheet adopted for the financial year 2018. As proposed by the Board of Directors, the Annual General Meeting also resolved that EUR 0.20 per share will be distributed from the unrestricted equity reserve. The distribution will be paid to a shareholder who on the record date of the distribution payment on 8 April 2019 is registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The distribution will be paid on 15 April 2019.

## **Election and remuneration of the members of the Board of Directors**

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

The Annual General Meeting resolved that the remuneration paid to the members of the Board of Directors remain unchanged from the previous term and are thus as follows: EUR 80,000 for the Chairman, EUR 49,000 for the Vice-Chairman, EUR 39,000 for the members and EUR 49,000 for the Chairman of the Audit Committee. 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 shall be reimbursed in accordance with the Company's travel policy.

The annual remuneration of the Board will 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 will be paid in cash.

## **Election and remuneration of the auditor**

KPMG Oy Ab was re-elected as the Company's auditor for a term that ends at the end of the Annual General Meeting 2019. Authorized Public Accountant Jari Härmälä continues as the auditor in charge. The auditor's fees will be paid against an invoice approved by the Company.

## **Authorizing the Board of Directors to resolve on the repurchase and/or on the acceptance as pledge of the Company's own shares**

As proposed by the Board of Directors, the Annual General Meeting resolved to authorize the Board of Directors to resolve on the repurchase and/or on the acceptance as pledge of the Company's own shares using the unrestricted equity of the Company. The authorization covers a maximum of 12,803,653 shares, which corresponds to approximately 10 per cent of all shares in the Company.

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.

### **Authorizing the Board of Directors to resolve to issue shares and special rights entitling to shares**

As proposed by the Board of Directors, the Annual General Meeting resolved to authorize the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Companies Act.

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

### **Authorizing the Board of Directors to resolve on donations for charitable purposes**

As proposed by the Board of Directors, the Annual General Meeting resolved to authorize the Board of Directors to decide on donations in a total maximum of EUR 150,000 for charitable or corresponding purposes. In addition, the Annual General Meeting resolved to authorize the Board of Directors to decide on the donation recipients, purposes of use and other terms of the donations. The authorization will remain effective until the end of the next Annual General Meeting, however no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

### **Minutes of the Annual General Meeting**

The minutes of the Annual General Meeting will be available on the Company's website as of 18 April 2019 at the latest.

Terveystalo Plc

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### **Terveystalo in brief**

Terveystalo is a listed company on the Helsinki Stock Exchange. Terveystalo is the largest healthcare service company in Finland with net sales and network. The company offers versatile primary and secondary health care services for corporate and private customers and the public sector. The nationwide network covers approximately 260 locations across Finland, complemented by 24/7 digital services.

In 2018, Terveystalo had approximately 1.2 million individual customers and approximately 3.5 million doctor visits. Over 10,000 healthcare professionals work in Terveystalo, about half of whom are private practitioners. Terveystalo's services carry the Key Flag symbol and the company is a member of the Association for Finnish Work. [www.terveystalo.com](http://www.terveystalo.com)