

Terveystalo Plc: Resolutions of Annual General Meeting

Terveystalo Plc, Stock Exchange Release 25 March 2021 at 14:00 EET

The Annual General Meeting of Terveystalo Plc was held today on 25 March 2021 in Helsinki, Finland. The Annual General Meeting adopted the financial statements for the financial year 2020 and discharged the members of the Board of Directors and the CEO from liability. The Annual General Meeting approved the remuneration report for governing bodies and decided to support the amended remuneration policy for governing bodies which was presented to the Annual General Meeting.

Use of the profit shown on the balance sheet and distribution of dividend

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that a dividend of EUR 0.13 per share (totaling approximately EUR 16.5 million with the current number of shares) be paid based on the balance sheet adopted for the financial year ended 31 December 2020. The dividend will be paid to a shareholder registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on the dividend record date of 29 March 2021. The dividend will be paid on 7 April 2021.

Further, the Board of Directors was authorized to resolve in its discretion on the payment of dividend as follows: The amount of dividend to be paid based on the authorization shall not exceed EUR 0.13 per share. The authorization is valid until the opening of the next Annual General Meeting. Unless the Board of Directors decides otherwise for a justified reason, the authorization will be used to pay dividend one time during the period of validity of the authorization. In this case the Board of Directors will make a separate resolution on the payment of dividend so that the dividend would preliminarily be paid by the end of November 2021. The Company shall make separate announcement of such resolution and confirm the final record and payment dates in such announcement. The dividend to be paid based on a resolution of the Board of Directors will be paid to a shareholder registered in the Company's shareholders' register maintained by Euroclear Finland Ltd on the dividend record date.

Election and remuneration of the members of the Board of Directors

The number of members of the Board of Directors was confirmed to be seven (7). Dag Andersson, Kari Kauniskangas, Åse Aulie Michelet, Niko Morkkila, Katri Viippola, and Tomas von Rettig were re-elected as members of the Board and Kristian Pullola was elected as a new member of the Board for a term that ends at the end of the Annual General Meeting 2022.

The Annual General Meeting resolved that the members of the Board of Directors shall be paid annual remuneration as follows: EUR 85,000 for the Chairman, EUR 50,500 for the Vice-Chairman, EUR 40,250 for the members and EUR 50,500 for the Chairman of the Audit Committee. Additionally, the following attendance fees shall be paid for each Board and Committee meeting: EUR 625 for members residing in Finland, EUR 1,300 for members residing elsewhere in Europe and EUR 2,600 for members residing outside Europe. For Board and Committee meetings that are held by telephone or other electronic means, the attendance fee shall be EUR 625. 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's 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 2022. KPMG Oy Ab has notified that Henrik Holmbom, APA, would be acting as the principal auditor. The auditor's fees will be paid against an invoice approved by the Company.

Authorizing the Board of Directors to decide 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 2022.

Authorizing the Board of Directors to decide on the issuance of 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 authorization covers a maximum of 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 2022.

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 2022, 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 8 April 2021 at the latest.

Terveystalo Plc

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Terveystalo in brief

Terveystalo is the largest healthcare service company in Finland with respect to revenue and network. The company offers versatile primary and specialist medical care services as well as well-being services for corporate customers, private customers, and the public sector. Our nationwide network covers over 300 clinics across Finland. The clinic network is supplemented by 24/7 digital services.

In 2020, Terveystalo had approximately 1.2 million individual customers. The number of customer visits totaled approximately 6.9 million. Terveystalo employs over 13,000 healthcare and well-being professionals. www.terveystalo.com