

# Proposals of the Shareholders' Nomination Board of Terveystalo for the Annual General Meeting 2025

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The Shareholders' Nomination Board of Terveystalo has submitted to the Board of Directors its proposals for the Annual General Meeting 2025.

## Proposal on the number of members of the Board of Directors and its composition

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

The Shareholders' Nomination Board proposes, for a term that ends at the end of the Annual General Meeting 2026, that Kari Kauniskangas, Sofia Hasselberg, Ari Lehtoranta, Carola Lemne, Kristian Pullola, Matts Rosenberg and Teija Sarajärvi are re-elected as members of the Board.

The Nomination Board recommends that Kari Kauniskangas be re-elected as the Chairman of the Board and that Matts Rosenberg be re-elected as the Board's Vice Chairman.

All candidates have given their consent to the position and the Nomination Board has assessed all candidates to be independent of the company. Kari Kauniskangas, Sofia Hasselberg, Ari Lehtoranta, Carola Lemne, Kristian Pullola, and Teija Sarajärvi are also independent of major shareholders. Matts Rosenberg is not considered to be independent of major shareholders due to his main occupation as the CEO of Rettig Group.

The biographical details of the Board members proposed for re-election can be found at the company website: <https://www.terveystalo.com/en/company/investors/corporate-governance/board-of-directors>

## Proposal concerning the remuneration of the members

The Shareholders' Nomination Board proposes to the Annual General Meeting 2025 that the following remuneration be paid to the members of the Board during the next term:

- Annual remuneration of the Chairman EUR 91,800
- Annual remuneration of the Vice-Chairman EUR 54,000
- Annual remuneration of the members EUR 43,100
- Annual remuneration of the Chairman of the Audit Committee EUR 54,000

Additionally, the following attendance fees shall be paid for each Board and Committee meeting: EUR 685 for members residing in Finland, EUR 1,425 for members residing elsewhere in Europe, and EUR 2,850 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 685. Travel expenses and other costs directly related to Board work are proposed to be reimbursed in accordance with the company's policy.

In addition, the Nomination Board proposes the annual remuneration of the Board to be paid as a combination of company shares and cash in such a manner that 40% of the annual remuneration is paid in the company's shares, which will be purchased from the market on behalf of the members of the Board of Directors at a price determined in public trading, and 60% is paid in cash. The Company will reimburse the transaction costs and transfer tax in connection with the purchase of the remuneration shares. The shares will be purchased within a period of two weeks beginning from the date following the publication of the quarterly result for the period 1 July – 30 September 2025. Attendance fees are proposed to be paid in cash.

The Shareholder's Nomination Board that has prepared proposals for the Annual General Meeting 2025 consists of Chairman, Risto Murto, Varma Mutual Pension Insurance Company, and members Tomas von Rettig, Rettig Investment AB, Timo Ritakallio, Pohjola Insurance Ltd. and OP Life Assurance Company Ltd. and Kari Kauniskangas, Chairman of the Board, Terveystalo Plc.

The proposals of the Nomination Board will be included in the invitation to the Annual General Meeting.

Terveystalo Plc  
Communications

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