

Terveystalo Plc: Resolutions of Annual General Meeting

Terveystalo Plc, Stock Exchange Release 24 March 2026 at 12:30 p.m. EET

The Annual General Meeting of Terveystalo Plc was held today on 24 March 2026 in Helsinki, Finland. The Annual General Meeting adopted the financial statements for the financial year 2025 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.

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 0.64 per share will be paid based on the balance sheet adopted for the financial year ended 31 December 2025 (which corresponds to a total of approximately EUR 81.2 million with the current number of shares in the Company).

The dividend will be paid in two instalments as follows:

- The first dividend instalment of EUR 0.32 per share will be paid to shareholders who are entered in the shareholders' register of the Company maintained by Euroclear Finland Oy on the record date of the first dividend instalment 26 March 2026. The first dividend instalment will be paid on 8 April 2026.
- The second dividend instalment of EUR 0.32 per share will be paid to shareholders who are entered in the shareholders' register of the Company maintained by Euroclear Finland Oy on the record date of the second dividend instalment 8 October 2026. The second dividend instalment will be paid on 15 October 2026.

The Annual General Meeting authorised the Board of Directors to resolve, if necessary, on a new record date and date of payment for the second dividend instalment should the rules of Euroclear Finland Oy or statutes applicable to the Finnish book-entry system change or otherwise so require.

Election and remuneration of the members of the Board of Directors

The number of members of the Board of Directors was confirmed to be six (6). Kari Kauniskangas, Sofia Hasselberg, Ari Lehtoranta and Teija Sarajärvi were re-elected as members of the Board of Directors and Nathalie Ahlström and Petri Castrén were elected as new members of the Board of Directors for a term that ends at the end of the Annual General Meeting 2027.

The Annual General Meeting resolved that the members of the Board of Directors shall be paid annual remuneration as follows: EUR 94,300 for the Chairman, EUR 55,400 for the Vice-Chairman, EUR 44,300 for the members and EUR 55,400 for the Chairman of the Audit Committee.

Additionally, the following attendance fees shall be paid for each Board and Committee meeting: EUR 700 for members residing in Finland, EUR 1,455 for members residing elsewhere in Europe, and EUR 2,910 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 700. Travel expenses and other costs directly related to Board work are reimbursed in accordance with the Company's policy.

The annual remuneration of the Board of Directors shall 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 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 per cent 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 2026. Attendance fees are paid in cash.

Amendment of the Articles of Association

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, to amend Sections 9 § and 12 § (Section 11 § before the amendment) of the Company's Articles of Association to read in their entirety as set out below (amended parts have been underlined), to add a new Section 10 § as set out below, and to update the numbering of Sections 10 § and 11 § preceding the amendment correspondingly. The purpose of the amendments concerning the term of office of the auditor is to enable the election of the auditor more flexibly than currently, also for a term of office commencing later. In other respects, the purpose is to update the Articles of Association to better reflect the currently applicable regulations and to define the term of office of the sustainability reporting assurance provider correspondingly with the auditor.

"**9 §** The General Meeting shall elect for each term of office one (1) auditor to examine the administration and accounts of the Company. The auditor shall be an audit firm authorised by the Finnish Patent and Registration Office with an authorised public accountant in charge of the audit.

An auditor may be elected for a term of office that commences at the close of the General Meeting resolving on the election or for a term of office commencing later in accordance with the resolution of the General Meeting. The auditor's term of office shall end at the closing of the next Annual General Meeting following the commencement of the term."

"**10 §** As the Company's sustainability reporting assurance provider for each term of office, the General Meeting shall elect one (1) authorized sustainability audit firm, with an Authorized Sustainability Auditor as referred to in the Finnish Auditing Act as the principally responsible sustainability reporting assurance provider. The Company's auditor with a special qualification as an Authorized Sustainability Auditor can also be elected for this position.

A sustainability reporting assurance provider may be elected for a term of office that commences at the close of the General Meeting resolving on the election or for a term of office commencing later in accordance with the resolution of the General Meeting. The sustainability reporting assurance provider's term of office shall end at the closing of the next Annual General Meeting following the commencement of the term."

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"**12 §** At the Annual General Meeting, the following shall be

presented:

1. the financial statements, which encompasses the consolidated financial statements, and
2. the auditor's report;

decided upon:

3. the adoption of the financial statements,
4. the use of the profit shown on the balance sheet,
5. the discharge of the members of the Board of Directors and the Managing Director from liability,
6. if necessary, the remuneration policy,
7. the approval of the remuneration report,
8. the remuneration of the members of the Board of Directors and, if necessary, of the auditor and the sustainability reporting assurance provider, and
9. the number of the members of the Board of Directors;

elected:

10. the members of the Board of Directors,
11. the auditor, if necessary, and
12. the sustainability reporting assurance provider, if necessary; and

addressed:

13. other issues possibly indicated in the notice of the meeting."

Election and remuneration of the auditor for the term of office 2026

KPMG Oy Ab, a firm of authorised public accountants, was re-elected as the Company's auditor for the term of office ending at the end of the Annual General Meeting of the year 2027. KPMG Oy Ab has announced that Henrik Holmbom, APA, will be acting as the principally responsible auditor. The auditor's fees will be paid against an invoice approved by the Company.

Election and remuneration of the auditor for the term of office 2027

The Company has an obligation to organize an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014, as amended) concerning the audit for the financial year 2027 (mandatory auditor rotation). As the EU Audit Regulation requires the inclusion of at least two candidates in the recommendation of the Audit Committee and the candidates' possibilities to provide services to the Company until the General Meeting deciding on the election are restricted, the Board of Directors proposed that the auditor would be elected for the term of office 2027 already in the Annual General Meeting 2026. The election of an auditor for the term of office 2027 already in the Annual General Meeting 2026 also provides the elected audit firm time to prepare for the new audit engagement and ensures the opportunity of the General Meeting to influence the selection.

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that KPMG Oy Ab, a firm of authorized public accountants, was elected as the auditor of the Company for the term of office commencing at the end of the Annual General Meeting 2027 and ending at the end of the Annual General Meeting 2028. KPMG Oy Ab has announced that Heli Tuuri, APA, would be acting as the principally responsible auditor. The auditor's fees will be paid against an invoice approved by the Company.

The proposal concerning the election of the auditor for the term of office 2027 was conditional upon the General Meeting deciding to amend Section 9 § of the Articles of Association, in accordance with the proposal of the Board of Directors. The resolution concerning the election of the auditor for the term of office 2027 shall enter into force once the amended Articles of Association have been registered in the Finnish Trade Register.

Election and remuneration of the sustainability reporting assurance provider for the term of office 2026

KPMG Oy Ab, an authorised sustainability audit firm, was elected as the sustainability reporting assurance provider of the Company for the term of office ending at the end of the Annual General Meeting of the year 2027. KPMG Oy Ab has announced that Henrik Holmbom, APA and Authorised Sustainability Auditor (ASA), will be acting as the principally responsible sustainability reporting assurance provider. The sustainability reporting assurance provider's fee will be paid against an invoice approved by the Company.

The election of KPMG Oy Ab as the sustainability reporting assurance provider of the Company for the term of office 2026 was conditional on KPMG Oy Ab being elected as the Company's auditor.

Election and remuneration of the sustainability reporting assurance provider for the term of office 2027

KPMG Oy Ab, an authorised sustainability audit firm, was elected as the sustainability reporting assurance provider of the Company for the term of office commencing at the end of the Annual General Meeting 2027 and ending at the end of the Annual General Meeting 2028. KPMG Oy Ab has announced that Heli Tuuri, APA and Authorized Sustainability Auditor (ASA), will be acting as the principally responsible sustainability reporting assurance provider. The sustainability reporting assurance provider's fee will be paid against an invoice approved by the Company.

The proposal concerning the election of KPMG Oy Ab as the sustainability reporting assurance provider of the Company for the term of office 2027 was conditional upon the General Meeting deciding to amend Section 9 § of the Articles of Association and to add a new Section 10 § to the Articles of Association in accordance with the proposal of

the Board of Directors and on KPMG Oy Ab being elected as the Company's auditor for the term of office 2027. The resolution concerning the election of the sustainability reporting assurance provider for the term of office 2027 shall enter into force once the amended Articles of Association have been registered in the Finnish Trade Register.

Authorising 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 authorise the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the Company's own shares as follows.

The number of own shares to be repurchased shall not exceed 12,703,653 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 authorisation.

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 also be repurchased otherwise than in proportion to the shareholdings of the existing shareholders (directed repurchase).

The authorisation is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2027.

Authorising 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 authorise 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 as follows.

The number of shares to be issued under the authorisation shall not exceed 12,703,653 shares, which corresponds to approximately 10 per cent of all shares in the Company. The shares issued under the authorisation may be new shares or treasury shares held by 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 2027.

Authorising the Board of Directors to resolve on donations for charitable purposes

As proposed by the Board of Directors, the Annual General Meeting resolved to authorise the Board of Directors to decide on donations in a total maximum of EUR 150,000 for charitable or corresponding purposes and to authorise the Board of Directors to decide on the donation recipients, purposes of use and other terms of the donations. The authorisation shall remain effective until the end of the Annual General Meeting 2027 and in any event 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 7 April 2026 at the latest.

Terveystalo Plc

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