

10.2.2022

Proposals of Terveystalo's Board of Directors to the Annual General Meeting 2022

Terveystalo Plc's Board of Directors has decided to propose to the Annual General Meeting to be held on 7 April 2022 that a total dividend of EUR 0.28 per share be paid for 2021. The Board of Directors proposes that the dividend is paid in two instalments. The Board further proposes the adoption of the financial statements, approval of the amended Remuneration Policy and the Remuneration Report for the Company's Governing Bodies, authorizing the Board to decide on the repurchase and/or on the acceptance as pledge of the company's own shares, on the issuance of shares and the issuance of special rights entitling to shares, and authorizing the Board to decide on charitable donations. The Board proposes that the firm of authorized public accountants KPMG Oy Ab be elected as the Company's Auditor.

The Annual General Meeting of Terveystalo Plc will be held on Thursday, 7 April 2022, starting at 3.00 p.m. EEST. In order to prevent the spread of the Covid-19 pandemic, exceptional meeting procedures based on the temporary legislative act (375/2021) will be in place so that the Annual General Meeting can be held in a predictable manner, considering the health and safety of the company's shareholders, personnel and other stakeholders in the current situation where the pandemic situation has been changing materially and in a difficult to anticipate manner. The Company's shareholders and their proxy representatives may participate in the meeting and exercise shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance as specified more in detail in the notice of Annual General Meeting. The notice to the Annual General Meeting is expected to be published on 17 February 2022 as a stock exchange release and on the Company's website. Shareholders who hold at least one hundredth of all the shares in the Company have a right to make a counterproposal on the agenda items to be placed for a vote. Such counterproposals are required to be sent to the Company by email to agm@terveystalo.com no later than by 24 February 2022 at 12.00 p.m. (EET).

In addition to the matters specified for the agenda of the Annual General Meeting in section 11 of the Company's Articles of Association, the below proposals by the Board of Directors will be handled by the Annual General Meeting. The proposals of the Shareholders' Nomination Board have been published by a separate stock exchange release on 23 December 2021.

Adoption of the Financial Statements

The Board of Directors proposes that the Annual General Meeting adopt the Financial Statements for 2021.

Resolution on the use of the profit shown on the balance sheet and distribution of dividend

On 31 December 2021, the parent company's distributable funds totaled EUR 542.6 million, of which EUR 43.8 million was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.28 per share (totaling approximately EUR 35.6 million with the current number of shares) be paid based on the balance sheet adopted for the financial year ended 31 December 2021.

The dividend would be paid in two instalments as follows:

The first dividend instalment of EUR 0.14 per share would be paid to the shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the first dividend instalment on 11 April 2022. The Board of Directors proposes that the first dividend instalment would be paid on 20 April 2022.

The second dividend instalment of EUR 0.14 per share would be paid to shareholders who are registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd on the record date of the second dividend instalment on 10 October 2022. The Board of Directors proposes that the second dividend instalment would be paid on 19 October 2022. The Board of Directors also proposes that the Annual General Meeting would authorize 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 Ltd or statutes applicable to the Finnish book-entry system change or otherwise so require.

Handling of the Remuneration Report for governing bodies

The Board of Directors proposes that the Annual General Meeting approve the 2021 Remuneration Report for Governing Bodies.

Handling of the amended Remuneration Policy for governing bodies

The Board of Directors proposes amendments to Terveystalo's Remuneration Policy for Governing Bodies, which has been approved by the Annual General Meeting on 25 March 2021, to be approved by the Annual General Meeting. The Remuneration Policy is being amended so that the earning potential of the CEO's long-term incentive programs is clarified. The purpose of the amendment is to clarify the definition of the maximum level of incentive.

Change in Remuneration Policy: At the maximum level, the amount of incentives paid in the same year may not exceed, at grant, 220% of the annual base salary (added the word "at grant").

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.

Election of the auditor

In accordance with the Audit Committee's recommendation, the Board of Directors proposes that KPMG Oy Ab, a firm of authorized public accountants, be elected as the auditor of the Company for the term of office ending at the end of the Annual General Meeting of the year 2023. KPMG Oy Ab has announced that Henrik Holmbom, APA, would be acting as the principal auditor.

Authorizing the Board of Directors to decide on the repurchase and/or on 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 number 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 2023.

Authorizing the Board of Directors to decide on the issuance of shares and 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 number 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 2023.

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 2023 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

Available documents

The Board's proposals will be added to the notice of the Annual General Meeting. The Financial Statements, the Remuneration Report and the amended Remuneration Policy will be published as a stock exchange release and will be available to shareholders on the company's website during week 7.

Terveystalo Plc.
The Board of Directors

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