

TERVEYSTALO PLC: NOTICE TO THE ANNUAL GENERAL MEETING 2022

Terveystalo Plc Stock Exchange Release 17 February 2022 at 9:00 EET

Notice is given to the shareholders of Terveystalo Plc (the "Company") to participate in the Annual General Meeting to be held on Thursday, 7 April 2022 at 3.00 p.m. (EEST) in the Company's headquarters at Jaakonkatu 3 A, 6th floor, Helsinki, Finland. In order to prevent the spread of the Covid-19 pandemic, the Annual General Meeting will be held without shareholders' and their proxy representatives' presence at the meeting venue. Shareholders of the Company and their proxy representatives may participate in the meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions in advance. Instructions for shareholders are presented in this notice under section C "Instructions for the participants in the Annual General Meeting".

The Board of Directors of the Company has resolved on the exceptional procedure for the meeting based on the temporary legislative act to limit the spread of the Covid-19 pandemic (375/2021) approved by the Finnish Parliament on 27 April 2021, which entered into force on 8 May 2021. The Company has resolved to take actions enabled by the temporary legislative act in order to hold the meeting in a predictable manner, taking into account 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.

A. Matters on the agenda of the Annual General Meeting

The following matters will be considered at the Annual General Meeting:

1. Opening of the meeting**2. Calling the meeting to order**

The Chair of the meeting will be Seppo Kymäläinen, Attorney-at-law. In case Seppo Kymäläinen would not be able to act as the Chair of the meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chair.

3. Election of the person to scrutinize the minutes and to verify the counting of votes

The person to scrutinize the minutes and to verify the counting of votes will be Maiju Airisniemi, LL.M. In case Maiju Airisniemi would not be able to act as the person to scrutinize the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

4. Recording of the legality of the meeting**5. Recording the attendance at the meeting and adoption of the list of votes**

The shareholders who have voted in advance within the advance voting period and who have the right to participate in the meeting pursuant to Chapter 5 Sections 6 and 6a of the Finnish Companies Act will be recorded to have been represented at the meeting. The list of votes will be adopted according to the information provided by Euroclear Finland Ltd.

6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2021

As participation in the Annual General Meeting is possible only in advance, the Company's Annual Report 2021, which includes the Company's Financial Statements, the Report of the Board of Directors and the Auditor's Report, and which the Company will publish on week 7 and make available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022>, is deemed to have been presented to the Annual General

Meeting. A video of the presentation of the Financial Statements is available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022> at the latest on the day before the advance voting begins.

7. Adoption of the Financial Statements

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

8. 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.

The total amount of dividend proposed by the Board of Directors exceeds the minority dividend referred to in Chapter 13 Section 7 of the Finnish Companies Act, which would amount to a total of EUR 21.9 million, i.e. approximately EUR 0.17 per share.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January 2021 – 31 December 2021

10. 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.

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report for the members of the Board of Directors, the President and CEO and the deputy President and CEO of Terveystalo, which describes the implementation of the Company's Remuneration Policy and presents information on the remuneration of the Company's governing bodies for the financial year 2021, and which the Company will publish on week 7 and make available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022>, is deemed to have been presented to the Annual General Meeting. The Annual General Meeting's resolution on the approval of the Remuneration Report is advisory.

11. 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 handled by the Annual General Meeting. The Remuneration Policy shall be 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 words “at grant”).

As participation in the Annual General Meeting is possible only in advance, the Company's amended Remuneration Policy, which is attached to this notice and made available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022>, is deemed to have been presented to the Annual General Meeting. The Annual General Meeting's resolution on the Remuneration Policy is advisory.

12. Resolution on the remuneration of the members of the Board of Directors

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

- Annual remuneration of the Chairman EUR 87,500
- Annual remuneration of the Vice-Chairman EUR 52,000
- Annual remuneration of the members EUR 41,500
- Annual remuneration of the Chairman of the Audit Committee EUR 52,000.

Additionally, the following attendance fees shall be paid for each Board and Committee meeting: EUR 650 for members residing in Finland, EUR 1,350 for members residing elsewhere in Europe and EUR 2,700 for members residing outside of Europe. When attending a Board or Committee meeting by telephone or other electronic means, the attendance fee shall be EUR 650. Travel expenses are proposed to be reimbursed in accordance with the Company's travel 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 capital 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 2022. Attendance fees are proposed to be paid in cash.

13. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors shall be six (6).

14. Election of the members of the Board of Directors

The Shareholders' Nomination Board proposes, for a term that ends at the end of the Annual General Meeting 2023, that Dag Andersson, Kari Kauniskangas, Kristian Pullola and Katri Viippola are re-elected as members of the Board and Carola Lemne and Matts Rosenberg are elected as new members of the Board.

Åse Aulie Michelet, Niko Morkkila and Tomas von Rettig have announced that they are not available for re-election to the Board of Directors.

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

All candidates have given their consent to the position and the Nomination Board has assessed all candidates to be independent of the Company. Dag Andersson, Kari Kauniskangas, Carola Lemne and Kristian Pullola are also independent of major shareholders.

The curricula vitae of the proposed new members of the Board, Carola Lemne and Matts Rosenberg, are available at Company website: <https://www.terveystalo.com/Annual-General-Meeting-2022>. The biographical details of Board members proposed for re-election can be found at Company website: <https://www.terveystalo.com/en/company/investors/corporate-governance/board-of-directors/>.

15. 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.

16. 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.

The proposal of the Board of Directors including the recommendation of the Audit Committee is available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022>.

17. 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.

18. 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.

19. Resolution on 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.

20. Closing of the meeting

B. Documents of the Annual General Meeting

The above proposals for resolutions on the matters on the agenda of the Annual General Meeting, this notice as well as the Annual Report of Terveystalo Plc, which includes the Company's Financial Statements, the Report of the Board of Directors and the Auditor's Report, as well as the Remuneration Report and the amended Remuneration Policy are available on Terveystalo Plc's website at <https://www.terveystalo.com/Annual-General-Meeting-2022>. The minutes of the Annual General Meeting will be available on the above-mentioned website on 21 April 2022 at the latest.

C. Instructions for the participants in the Annual General Meeting

In order to prevent the spread of the Covid-19 pandemic, the Annual General Meeting will be organized so that the shareholders and their proxy representatives are not allowed to be present at the meeting venue. Shareholders and their proxy representatives cannot participate in the meeting through real-time telecommunications or technical means either. The Company's shareholders and their proxy representatives can participate in the meeting and use shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance in accordance with the instructions presented below.

1. Shareholder registered in the shareholders' register

Each shareholder, who on the record date of the General Meeting, 28 March 2022, is registered in the Company's shareholders' register maintained by Euroclear Finland Ltd, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account is registered in the Company's shareholders' register. Shareholders cannot participate in the meeting by any other means than voting in advance in the manner instructed below as well as by making counterproposals and presenting questions in advance.

2. Registration and advance voting

Registration for the meeting and advance voting will begin on 25 February 2022 after the deadline for making counterproposals to be placed for a vote has ended. A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the Annual General Meeting by voting in advance, must register for the meeting and vote in advance no later than by 31 March 2022 at 4.00 p.m. (EEST) by which time the registration and votes must be received.

In connection with the registration, a shareholder is required to provide the requested information, such as name, personal identification number or business ID, address and telephone number as well as the name and personal identification number of a possible proxy representative. The personal data given to Terveystalo Plc and Euroclear Finland Ltd will be used only in connection with the General Meeting and with the processing of related registrations necessary.

Shareholders with a Finnish book-entry account may register and vote in advance on certain matters on the agenda of the Annual General Meeting from 9.00 a.m. (EET) on 25 February 2022 until 4.00 p.m. (EEST) on 31 March 2022 by the following manners:

- a) through the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2022>

The Finnish personal identity code or business ID and book-entry account number of the shareholder is needed for the electronic voting in advance. When shareholders who are natural persons log into the service of Euroclear

Finland Ltd through the Company's website, they are directed to the strong electronic authentication. Strong electronic authentication can be conducted with online banking codes or a mobile certificate.

For shareholders that are legal persons, no strong electronic authentication is required. However, shareholders that are legal persons must provide a book-entry number and other required information. If the shareholders that are legal persons use suomi.fi electronic authorization, registration requires strong electronic identification, that can be conducted with online banking codes or a mobile certificate, from the authorized representative.

b) by regular mail or email

A shareholder may send the advance voting form available on the Company's website or corresponding information to Euroclear Finland Ltd by regular mail to Euroclear Finland Oy, Yhtiökokous/Terveystalo Oyj, P.O. Box 1110, FI-00101 Helsinki or by email at yhtiokokous@euroclear.eu. If a shareholder participates in the meeting by sending the votes in advance by regular mail or by email to Euroclear Finland Ltd, the delivery of the votes before ending of the registration period and the advance voting shall constitute registration for the Annual General Meeting, if the above-mentioned information required for the registration is delivered at the same time and the documents are received at the latest by 31 March 2022 at 4.00 p.m. (EEST).

Instructions relating to the advance voting may also be found on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022>.

3. Proxy representatives and powers of attorney

A shareholder may also participate and use their rights in the Annual General Meeting through a proxy representative. Also the proxy representative of a shareholder may only participate in the meeting by voting in advance on behalf of the shareholder in the manner instructed above.

A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder. Should a shareholder participate in the General Meeting by means of several proxy representatives representing the shareholder with shares in different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration.

A template for proxy document and voting instructions will be available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2022> at the latest on 25 February 2022, when the period for making counterproposals to be placed for a vote has ended.

Any proxy documents are asked to be delivered to Euroclear Finland Ltd by regular mail to Euroclear Finland Oy, Yhtiökokous/Terveystalo Oyj, P.O. Box 1110, FI-00101 Helsinki or by email to yhtiokokous@euroclear.eu before the last date for registration, by which time the proxy documents must be received.

Shareholders that are legal persons can also use suomi.fi electronic authorization service instead of traditional proxy document. In this case, the company authorizes the nominated proxy representative in suomi.fi service (<https://www.suomi.fi/e-authorizations>) by using the proxy form "Representation at the General Meeting". The electronic proxy will automatically be verified by Euroclear Finland Ltd.'s General Meeting service. When registering, proxy representatives must authenticate themselves by strong electronic authentication. Strong electronic authentication can be conducted with online banking codes or a mobile certificate.

4. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she on the record date of the Annual General Meeting, i.e. on 28 March 2022, would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Ltd. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register maintained by Euroclear Finland Ltd at the latest by 4 April 2022 by 10.00 a.m. (EEST). As regards nominee-registered shares this constitutes registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the Company, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account management organization of the custodian bank shall temporarily register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of the Company at the latest by the time stated above. In addition, the account management organization of the custodian bank shall arrange advance voting on behalf of the holders of nominee registered shares within the registration period for nominee-registered shares.

5. Other instructions/information

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 connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the Company on the record date of the Annual General Meeting. Should a counterproposal not be placed for a vote at the meeting, advance votes in favour of the proposal will not be taken into account. The Company will on 25 February 2022 at the latest publish on its website <https://www.terveystalo.com/Annual-General-Meeting-2022> the counterproposals, if any, that may be voted on.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the meeting. Such questions must be sent by email to agm@terveystalo.com or by mail to Terveystalo Oyj, Yhtiökokous/Lakiasiat & Compliance, Jaakonkatu 3 A, 6th floor, FI-00100 Helsinki, Finland no later than 24 March 2022 at 4.00 p.m. (EET). Such questions from shareholders, the Company's management's answers to them, and any counterproposals that have not been placed for a vote are available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2022> on 29 March 2022 at the latest. In connection with asking questions and making counterproposals, shareholders are required to provide adequate evidence of their shareholding.

Information on the General Meeting required by the Finnish Companies Act and the Securities Markets Act is available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2022>.

On the date of this notice, the total number of shares in the Company and votes represented by such shares is 128,036,531. On the date of this notice the Company and its subsidiaries hold a total of 1,730,000 of the Company's own shares.

Changes in shareholding after the record date of the Annual General Meeting do not affect the right to participate in the General Meeting or the number of voting rights held in the General Meeting.

In Helsinki, 17 February 2022

TERVEYSTALO PLC
The Board of Directors

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