

## Proposals of Terveystalo's Board of Directors to the Annual General Meeting 2023

**Terveystalo Plc's Board of Directors has decided to propose to the Annual General Meeting to be held on 23 March 2023 that a total dividend of EUR 0.28 per share be paid for 2022. 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 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, authorizing the Board to decide on charitable donations and amendment of the Articles of Association. 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, 23 March 2023, starting at 3.00 p.m. EET. The Company's shareholders and their proxy representatives may also participate in the Annual General Meeting by voting in advance in a manner specified in the notice to the Annual General Meeting. The notice to the Annual General Meeting is expected to be published on 16 February 2023 as a stock exchange release and on the Company's website.

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 to the Annual General Meeting have been published by a separate stock exchange release on 16 December 2022.

### **Adoption of the Financial Statements**

The Board of Directors proposes that the Annual General Meeting adopt the Financial Statements for 2022.

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

On 31 December 2022, the parent company's distributable funds totaled EUR 530.8 million, of which EUR 23.7 million was profit for the financial year. The Board of Directors proposes to the Annual General Meeting that a total dividend of EUR 0.28 per share (totaling approximately EUR 35.4 million with the current number of shares) be paid based on the balance sheet adopted for the financial year ended 31 December 2022.

The dividend would be paid in two instalments as follows:

- The first 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 Oy on the record date of the first dividend instalment on 27 March 2023. The Board of Directors proposes that the first dividend instalment would be paid on 3 April 2023.
- 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 Oy on the record date of the second dividend instalment on 2 October 2023. The Board of Directors proposes that the second dividend instalment would be paid on 9 October 2023. 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 Oy 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 2022 Remuneration Report for Governing Bodies.

## **Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting, based 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**

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, 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 2024. 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 12,703,653 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 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 2024.

## **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 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 authorization 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 authorization 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 authorization is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2024.

#### **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 2024 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General Meeting.

#### **Amendment of the Articles of Association**

The Board of Directors proposes to amend the Articles of Association to include the possibility by the Board of Directors, in their discretion, to arrange the General Meeting as a virtual meeting without a meeting venue. The amendment would, among others, enable the holding of General Meetings in situations like pandemics or other unforeseen and exceptional circumstances. The Finnish Companies Act requires that shareholders can exercise their full rights in virtual meetings, with equal rights to those in customary General Meetings. Pursuant to the proposal of the Board of Directors, section 7 § of the Articles of Association would read in its entirety as follows:

"7 §

The Company's Annual General Meeting shall be held annually within six (6) months of the expiration of the financial period.

The Board of Directors may decide that an annual or an extraordinary General Meeting is arranged without a meeting venue in a manner whereby shareholders exercise their full decision-making powers in real time during the General Meeting by using telecommunications and technical means (virtual meeting)."

#### **Available documents**

The Board's proposals will be added to the notice of the Annual General Meeting. The Financial Statements and the Remuneration Report will be published as a stock exchange release and will be available to shareholders on the Company's website 17 February 2023.

Terveystalo Plc  
The Board of Directors

*The Audit Committee has prepared its recommendation in accordance with the EU Audit Regulation (537/2014). The Audit Committee hereby confirms that its recommendation is free from influence by a third party and that no clause of the kind referred to in paragraph 6 of Article 16 of the EU Audit*

*Regulation, which would restrict the choice by the Annual General Meeting as regards the appointment of the auditor, has been imposed upon it.*