

## **Terveystalo Plc: Resolutions of Annual General Meeting**

Terveystalo Plc, Stock Exchange Release 23 March 2023 at 17:00 p.m. EET

The Annual General Meeting of Terveystalo Plc was held today on 23 March 2023 in Helsinki, Finland. The Annual General Meeting adopted the financial statements for the financial year 2022 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 0.28 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 will be paid in two instalments as follows:

- The first dividend instalment of EUR 0.14 per share will 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 27 March 2023. The first dividend instalment will be paid on 3 April 2023.
- The second dividend instalment of EUR 0.14 per share will 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 2 October 2023. The second dividend instalment will be paid on 9 October 2023. The Annual General Meeting authorized 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 seven (7). Kari Kauniskangas, Carola Lemne, Kristian Pullola, Matts Rosenberg, and Katri Viippola were re-elected as members of the Board, and Sofia Hasselberg and Ari Lehtoranta were elected as new members of the Board for a term that ends at the end of the Annual General Meeting 2024.

The Annual General Meeting resolved that the members of the Board of Directors shall be paid annual remuneration as follows: EUR 87,500 for the Chairman, EUR 52,000 for the Vice-Chairman, EUR 41,500 for the members and EUR 52,000 for the Chairman of the Audit Committee.

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. For Board and Committee meetings that are held by telephone or other electronic means, the attendance fee shall be EUR 650. Travel expenses are reimbursed in accordance with the Company's travel policy.

The annual remuneration of the Board will 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 2023. Attendance fees are paid in cash.

### **Election and remuneration of the auditor**

KPMG Oy Ab was re-elected as the Company's auditor for a term that ends at the end of the Annual General Meeting 2024. KPMG Oy Ab has notified that Henrik Holmbom, APA, will be acting as the principal auditor. The auditor's fees will be paid against an invoice approved by the Company.

### **Authorizing 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 authorize 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 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 special rights entitling to shares**

As proposed by the Board of Directors, the Annual General Meeting resolved to authorize 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 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**

As proposed by the Board of Directors, the Annual General Meeting resolved 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 will 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**

As proposed by the Board of Directors, the Annual General Meeting resolved to amend the Articles of Association to include the possibility for the Board of Directors, in their discretion, to arrange the General Meeting as a virtual meeting without a meeting venue. The amendment will, 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. Section 7 § of the Articles of Association reads 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)."

## **Minutes of the Annual General Meeting**

The minutes of the Annual General Meeting will be available on the Company's website as of 6 April 2023 at the latest.

Terveystalo Plc

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