

Terveystalo Plc: Resolutions of Annual General Meeting

Terveystalo Plc, Stock Exchange Release 26 March 2024 at 17:00 p.m. EET

The Annual General Meeting of Terveystalo Plc was held today on 26 March 2024 in Helsinki, Finland. The Annual General Meeting adopted the financial statements for the financial year 2023 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 and decided to support the amended remuneration policy for governing bodies, which was presented to the Annual General Meeting.

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 total dividend of EUR 0.30 per share (which corresponds to a total of approximately EUR 38 million with the current number of shares in the Company) will be paid based on the balance sheet adopted for the financial year ended 31 December 2023.

The dividend will be paid in two instalments as follows:

- The first dividend instalment of EUR 0.15 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 28 March 2024. The first dividend instalment will be paid on 8 April 2024.
- The second dividend instalment of EUR 0.15 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 9 October 2024. The second dividend instalment will be paid on 16 October 2024. 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, Sofia Hasselberg, Ari Lehtoranta, Carola Lemne, Kristian Pullola and Matts Rosenberg were re-elected as members of the Board, and Teija Sarajärvi was elected as a new member of the Board for a term that ends at the end of the Annual General Meeting 2025.

The Annual General Meeting resolved that the members of the Board of Directors shall be paid annual remuneration as follows: EUR 90,000 for the Chairman, EUR 53,000 for the Vice-Chairman, EUR 42,300 for the members and EUR 53,000 for the Chairman of the Audit Committee.

Additionally, the following attendance fees shall be paid for each Board and Committee meeting: EUR 675 for members residing in Finland, EUR 1,400 for members residing elsewhere in Europe, and EUR 2,800 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 675. 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 2024. Attendance fees are paid in cash.

Election and remuneration of the auditor

KPMG Oy Ab, a firm of authorized 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 2025. 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 sustainability reporting assurance provider

KPMG Oy Ab, an authorized 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 2025. KPMG Oy Ab has announced that Henrik Holmbom, 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.

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 also 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 2025.

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 2025.

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 2025 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 9 April 2024 at the latest.

Terveystalo Plc

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