



Resolutions of the Annual General Meeting and the constitutive meeting of the Board of Directors of Pihlajalinna Plc

Pihlajalinna Plc

Stock exchange release

10 April 2024 at 3:40 p.m.

Resolutions of the Annual General Meeting and the constitutive meeting of the Board of Directors of Pihlajalinna Plc

The Annual General Meeting of Pihlajalinna Plc was held in Tampere on 10 April 2024. The meeting approved the company's financial statements and the included consolidated financial statements for 2023, and discharged the members of the Board of Directors and the CEOs who served during the 2023 financial year from liability.

Dividend

In accordance with the proposal of the Board of Directors, the Annual General Meeting resolved that based on the adopted balance sheet for the financial year that ended on 31 December 2023, EUR 0.07 per share will be distributed as a dividend. The dividend will be paid to shareholders who, on the dividend payment record date of 12 April 2024, are registered in the company's shareholders' register maintained by Euroclear Finland Oy. The dividend will be paid on 19 April 2024.

Remuneration Report

The Annual General Meeting approved the Remuneration Report concerning the remuneration of the members of the Board of Directors and CEO of Pihlajalinna in 2023. The resolution of the Annual General Meeting on the Remuneration Report is advisory.

Remuneration Policy

The Annual General Meeting approved the Remuneration Policy for the company's governing bodies. The Annual General Meeting's resolution on the remuneration policy is advisory.

Remuneration of the members of the Board of Directors

The Annual General Meeting resolved that the Board of Directors elected at the General Meeting will be paid the following annual remuneration for the term ending at the conclusion of the Annual General Meeting in 2025: Chair of the Board of Directors EUR 60,000, Vice Chair of the Board of Directors and the Chairs of the Committees EUR 40,000 and other members EUR 30,000.

The annual remuneration shall be paid in company shares and money in such a way that approximately 40% of the remuneration is used to procure company shares on behalf and in the name of the members of the Board of Directors and the remainder is paid in money. The remuneration can be paid either entirely or partially in money, if the member of the Board of Directors has on the day of the General Meeting, 10 April 2024, been in possession of over EUR 1,000,000 worth of company shares. The company will pay any costs and transfer tax related to the purchase of the company shares.

The remuneration to be paid in shares can be paid by transferring company shares in possession of the company to the members of the Board of Directors or by procuring shares directly on the behalf of the members of the Board of Directors within three weeks after the interim report for the period of 1 January – 31 March 2024 has been published. If this is not possible, due to legal or other regulatory reasons, such as insider regulations, the shares will be transferred or procured at the first available time after this or, alternatively, the remuneration is paid in money. If the term of a member of the Board of Directors terminates before the Annual General Meeting of 2025, the Board of Directors has right to decide upon

potential reclaim of the annual remunerations as it deems appropriate.

The Annual General Meeting further resolved that a meeting fee of EUR 600 shall be paid in money to each member of the Board of Directors for each Board of Directors and Committee meeting. In addition, reasonable travelling expenses shall be paid according to the company travel rules.

Composition of the Board of Directors

The Annual General Meeting resolved that the number of members of the Board of Directors shall be fixed at seven members instead of the previous eight. **Kim Ignatius, Heli Iisakka, Hannu Juvonen, Tiina Kurki, Jukka Leinonen, Leena Niemistö** and **Mikko Wirén** were re-elected to serve as members of the Board of Directors until the next Annual General Meeting.

The Annual General Meeting elected **Jukka Leinonen** as the Chair of the Board and **Leena Niemistö** as the Vice Chair of the Board.

Auditor

The auditing corporation KPMG Oy Ab was elected as the company's auditor for the financial year 1 January–31 December 2024. The principal auditor will be **Assi Lintula**, APA. The auditor's remuneration will be paid against an invoice approved by the Audit Committee of the Board of Directors.

Sustainability reporting assurer

In accordance with the EU Corporate Sustainability Reporting Directive (CSRD) and the relevant national legislation, Pihljalinna Plc will publish its first sustainability report for the financial year 2024.

On the recommendation of the Audit Committee, the Authorised Sustainability Audit Firm KPMG Oy Ab was elected as the company's sustainability reporting assurer for the year 2024. The principally responsible sustainability reporting assurer will be **Assi Lintula**, Authorised Public Accountant, Authorised Sustainability Auditor (ASA). The remuneration of the sustainability reporting assurer will be paid according to the reasonable invoice approved by the company.

Authorising the Board of Directors to resolve on the repurchase of the company's own shares

The Annual General Meeting authorised the Board of Directors to decide on the repurchase of a total of no more than 2,260,000 of the company's own shares, in one or several batches, which corresponds to approximately 10% of the company's present shares. By virtue of the authorisation, own shares may be repurchased only by using unrestricted equity.

Own shares can be repurchased at a price formed in trading on regulated market on the date of the repurchase or otherwise at a price formed on the market. Derivatives, among other things, may also be used in the repurchase. The Board of Directors will decide how shares are repurchased. Own shares can be repurchased otherwise than in proportion to the shares held by shareholders (directed repurchase), if there is a weighty financial reason for the company to do so.

This authorisation revokes the authorisation granted by the General Meeting on 4 April 2023 to decide on the repurchase of the company's own shares. The authorisation will be valid until the end of the next Annual General Meeting, however no later than 30 June 2025.

Authorising the Board of Directors to resolve on the issuance of shares and other special rights entitling to shares

The Annual General Meeting authorised the Board of Directors to resolve on the issuance of shares and other special rights entitling to shares referred to in Chapter 10, Section 1 of the Finnish Companies Act, in one or more batches as follows.

The total number of shares to be issued by virtue of the authorisation shall not exceed 2,260,000, which corresponds to approximately 10% of the company's present shares. The authorisation concerns both the issuance of new shares and conveying the company's own shares.

The Board of Directors decides on all other terms and conditions of the issuance of shares and other special rights entitling to shares and has the right to deviate from the shareholder's pre-emptive subscription right (directed issue) if there is a weighty financial reason for the company to do so. The authorisation may be used, for example, to finance corporate acquisitions or other business arrangements and investments, or to implement the company's share-based incentive schemes and for other purposes to be decided upon by the company's Board of Directors.

This authorisation revokes the authorisation granted by the General Meeting on 4 April 2023 to decide

on the issuance of shares and special rights entitling to shares. The authorisation will be valid until the end of the next Annual General Meeting, however no later than 30 June 2025.

The Chair of the Annual General Meeting was attorney **Olli Nikitin**.

The minutes of the Annual General Meeting will be available as of no later than 24 April 2024 on the Pihlajalinna Plc investor website at <http://investors.pihlajalinna.fi/en>.

The constitutive meeting of Pihlajalinna Plc's Board of Directors

The Board of Directors of Pihlajalinna Plc elected the following members to committees at its constitutive meeting held on 10 April 2024:

Audit Committee: **Kim Ignatius** (Chair), **Heli Iisakka** and **Tiina Kurki**

People Committee: **Hannu Juvonen** (Chair), **Jukka Leinonen**, **Leena Niemistö** and **Mikko Wirén**

It was agreed that all members of the Board of Directors may join any of the committee meetings.

Pihlajalinna Plc

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Pihlajalinna in brief

Pihlajalinna is one of the leading providers of private healthcare and social services in Finland. The Group provides comprehensive and quality private clinic and hospital services as well as occupational healthcare and insurance cooperation services. To the wellbeing services counties Pihlajalinna offers social and healthcare service production models, in which the cooperation between the public and private sectors guarantees effective services for citizens. Approximately 7,000 employees and 2,200 practitioners work at Pihlajalinna. In 2023, Pihlajalinna's revenue was 720 million euros. Pihlajalinna's shares are listed on Nasdaq Helsinki Oy. Read more www.pihlajalinna.fi.