

## **NOTICE TO THE ANNUAL GENERAL MEETING OF TERVEYSTALO PLC**

Notice is given to the shareholders of Terveystalo Plc (the "Company") to participate in the Annual General Meeting to be held on Thursday, 23 March 2023 at 3.00 p.m. (EET) in the event center Pikku Finlandia at Karamziniranta 4, 00100 Helsinki, Finland. The reception of participants and the distribution of voting tickets will commence at the meeting venue at 2:00 p.m. (EET).

Shareholders and their proxy representatives may also exercise their voting rights by voting in advance. Instructions for advance voting are presented in this notice under section C "Instructions for the participants in the Annual General Meeting".

It is also possible for shareholders, who are entitled to attend and who have registered to attend the Annual General Meeting, to follow the Annual General Meeting via a webcast. Instructions for following the webcast are available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023> as of 17 February 2023 at the latest. It is not possible to ask questions, make counterproposals, otherwise address the meeting, or vote via the webcast, and following the meeting via webcast is not considered participation in the Annual General Meeting or exercise of shareholders' rights.

### **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**
- 3. Election of the persons to scrutinize the minutes and to verify the counting of votes**
- 4. Recording of the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2022**

Review by the CEO.

The financial statements, the report of the Board of Directors and the auditor's report will be available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023> as of 17 February 2023.

### **7. Adoption of the Financial Statements**

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

### **8. 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 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 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.

## **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for the financial period 1 January 2022 – 31 December 2022**

## **10. 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. The Annual General Meeting's resolution on the approval of the Remuneration Report is advisory.

The Remuneration Report of the Company's governing bodies is available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023> as of 17 February 2023.

## **11. 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. For Board and Committee meetings that are held 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 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 proposed to be paid in cash.

## **12. 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 seven (7).

## **13. 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 2024, that Kari Kauniskangas, Carola Lemne, Kristian Pullola, Matts Rosenberg, and Katri Viippola are re-elected as members of the Board and Sofia Hasselberg and Ari Lehtoranta are elected as new members of the Board.

The Nomination Board recommends that Kari Kauniskangas is re-elected as the Chairman of the Board and that Matts Rosenberg is re-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. Kari Kauniskangas, Sofia Hasselberg, Ari Lehtoranta, Carola Lemne, and Kristian Pullola are also independent of major shareholders.

The curriculum vitae of the proposed new members of the Board, Sofia Hasselberg and Ari Lehtoranta, are available at Company website <https://www.terveystalo.com/Annual-General-Meeting-2023>. The biographical details of Board members proposed for re-election can be found at Company website: <https://www.terveystalo.com/en/Company/Contact-information/Board-of-Directors/>.

## **14. 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.

## **15. 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.

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-2023>.

## **16. 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.

## **17. 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.

## **18. 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.

## **19. Amendment of the Articles of Association**

The Board of Directors proposes 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 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)."

## **20. Closing of the meeting**

### **B. Documents of the Annual General Meeting**

The above-mentioned proposals for resolutions on the matters on the agenda of the Annual General Meeting, this notice as well as the Annual Report of the Company, 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 are available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023> as of 17 February 2023. The proposals for resolutions and other above-mentioned documents are also available at the Annual General Meeting. The minutes of the Annual General Meeting will be available on the above-mentioned website on 6 April 2023 at the latest.

### **C. Instructions for the participants in the Annual General Meeting**

#### **1. Shareholder registered in the shareholders' register**

Each shareholder, who on the record date of the General Meeting, 13 March 2023, is registered in the Company's shareholders' register maintained by Euroclear Finland Oy, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal Finnish book-entry account or equity savings account is registered in the Company's shareholders' register. Shareholders may also participate in the Annual General Meeting by way of proxy representation, the use of proxy representatives is described below in section C.4, advance voting is described in section C.5 and the possibility to follow the General Meeting via a webcast in section C.6.

#### **2. Registration for the meeting**

Registration for the meeting and advance voting will begin on 17 February 2023 and a shareholder who is registered in the Company's shareholders' register and who wishes to participate in the Annual General Meeting must register for the meeting and, if applicable, vote in advance no later than by 17 March 2023 at 4.00 p.m. (EET) by which time the registration and possible advance votes must be received. Advance voting is described below in section C.5.

Shareholders with a Finnish book-entry account may register from 9.00 a.m. (EET) on 17 February 2023 until 4.00 p.m. (EET) on 17 March 2023 by the following manners:

- a) through the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023>

When shareholders who are natural persons log into the service of Euroclear Finland Oy 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. Thereafter, the shareholder can register for the Annual General Meeting, authorize a proxy representative and vote in advance in one session.

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 proxy representative.

- b) by regular mail or email

A shareholder may send a notice of attendance to Euroclear Finland Oy by regular mail to Euroclear Finland Oy, Yhtiökokous/Terveystalo Oyj, P.O. Box 1110, FI-00101 Helsinki or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

In connection with the registration, a shareholder is required to provide the requested information, such as his/her name, personal identification number/date of birth or business ID, address, telephone number and e-mail address as well as the name and date of birth of a possible authorized proxy representative, legal representative or assistant. The personal data given to the Company and Euroclear Finland Oy will be used only in connection with the General Meeting and with the processing of related registrations.

A shareholder, their possible authorized proxy representative, legal representative, or assistant must be able to prove their identity and/or right of representation at the Annual General Meeting.

### **3. 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 13 March 2023, would be entitled to be registered in the shareholders' register of the Company maintained by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register maintained by Euroclear Finland Oy at the latest by 20 March 2023 by 10.00 a.m. (EET). 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 voting instructions as well as 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 as well as, if necessary, arrange advance voting on behalf of the holders of nominee registered shares before the end of the registration period for nominee-registered shares.

## 4. Proxy representatives and powers of attorney

A shareholder may also participate and use their rights in the Annual General Meeting through a proxy representative. A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder.

A proxy representative may also choose to vote in advance in the manner described in this notice. Proxy representatives registering electronically for the Annual General Meeting must identify themselves personally through strong electronic authentication, after which they can register on behalf of the shareholder they represent. The same applies to voting in advance electronically.

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.

Natural persons may appoint a proxy representative in connection with the electronic registration to the Annual General Meeting at the Company's website. Otherwise, a proxy document must be used. A template proxy document will be available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023> on 17 February 2023 at the latest.

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

In addition to delivering a proxy authorization document, a shareholder or their proxy representative must register for the Annual General Meeting in the manner described in Section C.2.

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 Oy'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.

## 5. Advance voting

Shareholders with a Finnish book-entry account or equity savings account may also vote in advance on certain agenda items of the Annual General Meeting during the period between 17 February 2023 at 09:00 (EET) – 17 March 2023 at 16:00 (EET).

Shareholders who have voted in advance who wish to exercise their right to ask questions, demand a vote at the Annual General Meeting or vote on a possible counterproposal under the Finnish Companies Act must participate in the Annual General Meeting at the meeting venue in person or by way of proxy representation.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may cast advance votes on behalf of the holders of nominee-registered shares in

accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

Advance voting can be done as follows:

- a) through the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023>

When shareholders who are natural persons log into the service of Euroclear Finland Oy 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 their book-entry account number and other required information. If a shareholder that is a legal person uses the suomi.fi electronic authorization, advance voting requires strong electronic identification, that can be conducted with online banking codes or a mobile certificate, from the authorized proxy representative.

- b) by regular mail or email

A shareholder may send an advance voting form or corresponding information to Euroclear Finland Oy by regular mail to Euroclear Finland Oy, Yhtiökokous/Terveystalo Oyj, P.O. Box 1110, FI-00101 Helsinki or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu). The advance voting form will be available on the Company's website as of 17 February 2023 at 09:00 (EET) at the latest. A legal representative or authorized proxy representative of a shareholder must in connection with delivering the voting form produce a dated proxy authorization document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting.

If a shareholder participates in the Annual General Meeting by submitting votes in advance to Euroclear Finland Oy before the deadline for registration and advance voting, the submission constitutes due registration for the Annual General Meeting, provided that they contain the information required for registration, as mentioned above in Section C.2.

A proposal subject to advance voting is deemed to have been presented without amendments at the Annual General Meeting.

Instructions regarding the electronic advance voting will also be available on the Company's website at <https://www.terveystalo.com/Annual-General-Meeting-2023> as of 17 February 2023 at 09:00 (EET) at the latest.

## 6. Other instructions/information

The language of the General Meeting is Finnish, and the meeting will be simultaneously translated into English. A shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the General Meeting in accordance with Chapter 5 Section 25 of the Finnish Companies Act.

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-2023>.



It is also possible for shareholders, who are entitled to attend and who have registered to attend the Annual General Meeting, to follow the Annual General Meeting via a webcast. Instructions for following the webcast are available on the Company's website <https://www.terveystalo.com/Annual-General-Meeting-2023> as of 17 February 2023 at the latest. It is not possible to ask questions, make counterproposals, otherwise address the meeting, or vote via the webcast, and following the meeting via the webcast is not considered participation in the Annual General Meeting or exercise of shareholders' rights.

On the date of this notice, the total number of shares in the Company and votes represented by such shares is 127,036,531. On the date of this notice the Company and its subsidiaries hold a total of 488,536 of the Company's own shares that are not entitled to vote at the General Meeting.

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 by a shareholder in the General Meeting.

In Helsinki, 16 February 2023

TERVEYSTALO PLC  
The Board of Directors

## Terveystalo in brief

Terveystalo is the largest private healthcare service provider in Finland in terms of revenue and network. Terveystalo is also a leading occupational health provider in the Nordic region. We offer a wide variety of primary health care, specialized care, and well-being services for corporate and private customers and the public sector. Terveystalo's digital services are available 24/7, regardless of time and place. Health and well-being services are also provided by over 370 clinics across Finland. In Sweden, we offer occupational health services at 155 clinics. Terveystalo is listed on the Helsinki Stock Exchange.

In 2022, Terveystalo had approximately 1.3 million individual customers in Finland and the number of customer appointments was approximately 8.5 million, with more than a quarter of these being conducted via remote channels. Terveystalo employs over 16,800 healthcare and well-being professionals. [www.terveystalo.com](http://www.terveystalo.com)