

Proposals of Terveystalo's Board of Directors to the Annual General Meeting 2026

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Terveystalo Plc's Board of Directors has decided to propose to the Annual General Meeting to be held on 24 March 2026 that a total dividend of EUR 0.64 per share be paid for 2025. 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 governing bodies, amendment of the Articles of Association, 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 and authorizing the Board to decide on charitable donations. The Board proposes that KPMG Oy Ab be elected as the Company's auditor and sustainability reporting assurance provider for the terms of office 2026 and 2027.

The Annual General Meeting of Terveystalo Plc will be held on Tuesday, 24 March 2026, starting at 10:00 a.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 27 February 2026 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 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 19 December 2025.

Adoption of the Financial Statements

The Board of Directors proposes that the Annual General Meeting adopt the Financial Statements for 2025.

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

The parent company's distributable funds totalled EUR 582.1 (558.9) million, of which EUR 83.9 (61.0) million is result for the financial year. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.64 (0.48) per share be paid based on the balance sheet adopted for the financial year ended 31 December 2025 (which corresponds to a total of approximately EUR 81.1 (60.8) million with the current number of shares in the Company).

The dividend would be paid in two instalments as follows:

- The first dividend instalment of EUR 0.32 per share would 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 26 March 2026. The Board of Directors proposes that the first dividend instalment would be paid on 8 April 2026.
- The second dividend instalment of EUR 0.32 per share would 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 8 October 2026. The Board of Directors proposes that the second dividend instalment would be paid on 15 October 2026. 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 2025 Remuneration Report for governing bodies.

Amendment of the Articles of Association

The Board of Directors proposes to the Annual General Meeting that the Annual General Meeting resolve to amend Sections 9 § and 12 § (current Section 11 §) of the Company's Articles of Association to read in their entirety as set out below (amended parts have been underlined), to add a new Section 10 § as set out below, and to update the numbering of current Sections 10 § and 11 § correspondingly. The purpose of the proposed amendments concerning the term of office of the auditor is to enable the election of the auditor more flexibly than currently, also for a term of office commencing later. In other respects, the purpose is to update the Articles of Association to better reflect the currently applicable regulations and to define the term of office of the sustainability reporting assurance provider correspondingly with the auditor.

"9 § The General Meeting shall elect for each term of office one (1) auditor to examine the administration and accounts of the Company. The auditor shall be an audit firm authorised by the Finnish Patent and Registration Office with an authorised public accountant in charge of the audit.

An auditor may be elected for a term of office that commences at the close of the General Meeting resolving on the election or for a term of office commencing later in accordance with the resolution of the General Meeting. The auditor's term of office shall end at the closing of the next Annual General Meeting following the commencement of the term."

"10 § As the Company's sustainability reporting assurance provider for each term of office, the General Meeting shall elect one (1) authorized sustainability audit firm, with an Authorized Sustainability Auditor as referred to in the Finnish Auditing Act as the principally responsible sustainability reporting assurance provider. The Company's auditor with a special qualification as an Authorized Sustainability Auditor can also be elected for this position.

A sustainability reporting assurance provider may be elected for a term of office that commences at the close of the General Meeting resolving on the election or for a term of office commencing later in accordance with the resolution of the General Meeting. The sustainability reporting assurance provider's term of office shall end at the closing of the next Annual General Meeting following the commencement of the term."

"12 § At the Annual General Meeting, the following shall be

presented:

1. the financial statements, which encompasses the consolidated financial statements, and
2. the auditor's report;

decided upon:

3. the adoption of the financial statements,
4. the use of the profit shown on the balance sheet,
5. the discharge of the members of the Board of Directors and the Managing Director from liability,
6. if necessary, the remuneration policy,
7. the approval of the remuneration report,
8. the remuneration of the members of the Board of Directors and, if necessary, of the auditor and the sustainability reporting assurance provider, and
9. the number of the members of the Board of Directors;

elected:

10. the members of the Board of Directors,
11. the auditor, if necessary, and
12. the sustainability reporting assurance provider, if necessary; and

addressed:

13. other issues possibly indicated in the notice of the meeting."

Resolution on the remuneration of the auditor for the terms of office 2026 and 2027

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that the auditor's fee for the auditors to be elected for the terms of office 2026 and 2027, respectively, be paid against an invoice approved by the Company.

Election of the auditor for the term of office 2026

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 2027. KPMG Oy Ab has announced that Henrik Holmbom, APA, would be acting as the principally responsible auditor.

The Audit Committee 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 (No. 537/2014), which would restrict the Annual General Meeting's choice regarding the election of the auditor, has been imposed upon the Audit Committee.

Election of the auditor for the term of office 2027

The Company has an obligation to organize an audit firm selection procedure in accordance with the EU Audit Regulation (537/2014, as amended) concerning the audit for the financial year 2027 (mandatory auditor rotation). As the EU Audit Regulation requires the inclusion of at least two candidates in the recommendation of the Audit Committee and the candidates' possibilities to provide services to the Company until the General Meeting deciding on the election are restricted, the Board of Directors proposes that the auditor would be elected for the term of office 2027 already at the Annual General Meeting 2026. The election of an auditor for the term of office 2027 already at the Annual General Meeting 2026 also provides the elected audit firm time to prepare for the new audit engagement and ensures the opportunity of the General Meeting to influence the selection.

In view of the above, 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 commencing at the end of the Annual General Meeting 2027 and ending at the end of the Annual General Meeting 2028. KPMG Oy Ab has announced that Heli Tuuri, APA, would be acting as the principally responsible auditor.

The proposal concerning the election of the auditor for the term of office 2027 is conditional upon the General Meeting deciding to amend Section 9 § of the Articles of Association in accordance with the proposal of the Board of Directors. The resolution in accordance with this proposal concerning the election of the auditor for the term of office 2027 shall enter into force once the amended Articles of Association have been registered in the Finnish Trade Register.

The Audit Committee 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 (No. 537/2014), which would restrict the Annual General Meeting's choice regarding the election of the auditor, has been imposed upon the Audit Committee.

Resolution on the remuneration of the sustainability reporting assurance provider for the terms of office 2026 and 2027

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that the sustainability reporting assurance provider's fee for the sustainability reporting assurance providers to be elected for the terms of office 2026 and 2027, respectively, be paid against an invoice approved by the Company.

Election of the sustainability reporting assurance provider for the term of office 2026

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that KPMG Oy Ab, an authorized sustainability audit firm, be elected as the sustainability reporting assurance provider of the Company for the term of office ending at the end of the Annual General Meeting 2027. KPMG Oy Ab has announced that Henrik Holmbom, APA and Authorized Sustainability Auditor (ASA), would be acting as the principally responsible sustainability reporting assurance provider.

The election of KPMG Oy Ab as the sustainability reporting assurance provider of the Company for the term of office 2026 is conditional on KPMG Oy Ab being elected as the Company's auditor.

Election of the sustainability reporting assurance provider for the term of office 2027

The Board of Directors proposes to the Annual General Meeting, based on the recommendation of the Audit Committee, that KPMG Oy Ab, an authorized sustainability audit firm, be elected as the sustainability reporting assurance provider of the Company for the term of office commencing at the end of the Annual General Meeting 2027 and ending at the end of the Annual General Meeting 2028. KPMG Oy Ab has announced that Heli Tuuri, APA and Authorized Sustainability Auditor (ASA), would be acting as the principally responsible sustainability reporting assurance provider.

The proposal concerning the election of KPMG Oy Ab as the sustainability reporting assurance provider of the Company for the term of office 2027 is conditional upon the General Meeting deciding to amend Section 9 § of the Articles of Association and to add a new Section 10 § to the Articles of Association in accordance with the proposal of the Board of Directors, and on KPMG Oy Ab being elected as the Company's auditor for the term of office 2027. The resolution in accordance with this proposal concerning the election of the sustainability reporting assurance provider for the term of office 2027 shall enter into force once the amended Articles of Association have been registered in the Finnish Trade Register.

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 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 2027.

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 2027.

Authorizing the Board of Directors to resolve on donations for charitable purposes

The Board of Directors proposes to the Annual General Meeting 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 2027 and in any event no longer than for a period of 18 months from the date of the resolution of the Annual General 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 on or about 27 February 2026.

Terveystalo Plc
The Board of Directors

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Terveystalo in brief

Terveystalo is the largest private healthcare service provider in Finland in terms of revenue and one of the leading occupational health providers in both Finland and Sweden.

We aim to create seamless, compassionate, and effective healthcare of the future. We offer comprehensive primary care, specialised care, and well-being services for corporate clients, insurance companies, consumers and public-sector customers. Terveystalo's digital appointments are available anytime, anywhere, 24/7. The Terveystalo app has around 2.7 million registered users. We provide services through our extensive network of clinics and hospitals across Finland. In Sweden, we offer preventive occupational health services through our subsidiary, Feelgood.

In 2025, Terveystalo served approximately 2.1 million individual customers, and there were around 7.2 million customer visits in Finland. Terveystalo employs around 14,400 professionals in healthcare and other fields.

Terveystalo is listed on Nasdaq Helsinki and has a strong Finnish ownership base. www.terveyystalo.com