



Pihlajalinna

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

Pihlajalinna Plc

Stock Exchange Release

24 April 2025 at 2:00 p.m.

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The Annual General Meeting of Pihlajalinna Plc was held in Tampere on 24 April 2025. The meeting approved the company's financial statements and the included consolidated financial statements for 2024 and discharged the members of the Board of Directors and the CEO who served during the 2024 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 2024, EUR 0.38 per share will be distributed as a dividend. The dividend will be paid to shareholders who, on the dividend payment record date of 28 April 2025, are registered in the company's shareholders' register maintained by Euroclear Finland Oy. The dividend will be paid on 6 May 2025.

Remuneration Report

The Annual General Meeting approved the 2024 Remuneration Report for governing bodies. The resolution 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 members elected at the General Meeting will be paid the following annual fees for the term ending with the 2026 Annual General Meeting: Chair of the Board of Directors EUR 66,000 (EUR 60,000 in 2024), Vice Chair of the Board and the Chairs of the Committees EUR 44,000 (EUR 40,000 in 2024) and other members EUR 33,000 (EUR 30,000 in 2024).

The annual remuneration shall be paid in company shares and money in such a way that approximately 40 per cent 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, 24 April 2025, 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 Board members within three weeks after the interim report for the period of 1 January – 31 March 2025 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 2026, the Board has the right to decide upon potential reclaim of the annual remunerations as it deems appropriate.

The Annual General Meeting further resolved that the Chair of the Board of Directors be paid a meeting fee of EUR 1,000 (EUR 600 in 2024) in money for each Board and Committee meeting and other board members EUR 660 (EUR 600 in 2024). 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 would be six (6) instead of the current seven (7). **Kim Ignatius, Heli Iisakka, 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

Ernst & Young Oy, Authorized Public Accountant firm, was elected as the company's auditor for the financial period 2025. The principal auditor will be **Johanna Winqvist-Ikkka**, Authorized Public Accountant (APA).

Sustainability reporting assurer

Authorized Sustainability Audit Firm Ernst & Young Oy was elected as the company's sustainability reporting assurer for the financial period 2025. The principal sustainability reporting auditor will be **Johanna Winqvist-Ikkka**, Authorized Public Accountant (APA) and Authorized Sustainability Auditor (ASA).

Amendment of the Articles of Association

The Annual General Meeting resolved that a new section 9 § concerning the election of the sustainability reporting assurer will be added to the Articles of Association and that the numbering of the subsequent sections will be adjusted accordingly. Additionally, the General Meeting resolved that section 10 § ("In the Annual General Meeting"; to become Section 11 § following the renumbering of the Articles of Association) of the current Articles of Association will be amended by adding provisions on the remuneration of the sustainability reporting assurer (item 6) and on the election of a sustainability reporting assurer (item 9).

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

The Annual General Meeting authorized the Board of Directors to decide on the repurchase of a maximum of 2,260,000 of the company's own shares, in one or several batches, which corresponds to approximately 10 per cent of the company's present shares. By virtue of the authorization, 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 authorization revokes the authorization granted by the General Meeting on 10 April 2024 to decide on the repurchase of the company's own shares. The authorization will be valid until the end of the next Annual General Meeting, however no later than 30 June 2026.

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

The Annual General Meeting authorized 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 authorization shall not exceed 2,260,000, which corresponds to approximately 10 per cent of the company's present shares. The authorization 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 authorization 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 authorization revokes the authorization granted by the General Meeting on 10 April 2024 to decide on the issuance of shares and special rights entitling to shares. The authorization will be valid until the end of the next Annual General Meeting, however no later than 30 June 2026.

The minutes of the Annual General Meeting will be available as of no later than 8 May 2025 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 24 April 2025:

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

People and Sustainability Committee: **Leena Niemistö** (Chair), **Jukka Leinonen** ja **Mikko Wirén**

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 6,500 employees and 2,200 practitioners work at Pihlajalinna. In 2024, Pihlajalinna's revenue was 704 million euros. Pihlajalinna's shares are listed on Nasdaq Helsinki Oy. Read more www.pihlajalinna.fi.