

Resolutions of Revenio Group Corporation's Annual General Meeting and the organizing meeting of the Board of Directors

Revenio Group Corporation | Stock Exchange Release | May 12, 2026 at 18:15:00 EEST

Financial statements

The AGM confirmed the company's financial statements for the financial year 1 January – 31 December 2025 and discharged the members of the Board of Directors and the CEO from liability.

Amendment of Articles of Association

The AGM decided to amend the Article 4 of the Articles of Association, so that the maximum number of ordinary members of the Board of Directors is increased from seven (7) to eight (8). Following the amendment, the new Article 4 of the Articles of Association reads as follows:
"4 Board of Directors

A Board of Directors comprising no fewer than three (3) and no more than eight (8) ordinary members elected by the Annual General Meeting is responsible for the management of the company and the appropriate organization of its business operations.

A Board member's term of office ends at the close of the Annual General Meeting following his or her election.

The Board of Directors will elect a Chair from among its members. The Board of Directors is quorate when more than half of its members are present."

Board and Auditors and remuneration

The AGM decided that eight (8) members be elected to the Board of Directors, of which three (3) shall be elected conditionally so that their terms of office shall commence only after both of the following conditions have been fulfilled:

- The completion (closing) of the acquisition announced by stock exchange release on April 13, 2026, in which the company acquires the entire share capital of the French company LT International SAS, the parent company of the Visionix International group ("Visionix"); and
- The registration of the amendment to the Articles of Association in the Trade Register.

Arne Boye Nielsen, Anat Loewenstein, Heli Lindfors, Riad Sherif, and Bill Östman were re-elected as members of the Board of Directors. Nicklas Hansen, Mar Abitbol and Charles Vilgrain were elected as conditional new members of the Board of Directors as stated above.

In the organizing meeting of the Board of Directors held after the AGM, the Board of Directors elected Arne Boye Nielsen as Chair of the Board and Bill Östman as Vice Chair of the Board. The Board of Directors also decided the members of Audit Committee and elected Heli Lindfors, Arne

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Boye Nielsen and Bill Östman. The Board of Directors elected Heli Lindfors as Chair of the Audit Committee. The Board of Directors also decided the members of Nomination and Remuneration Committee and elected Bill Östman, Riad Sherif and Arne Boye Nielsen. The Board of Directors elected Bill Östman as Chair of the Nomination and Remuneration Committee.

The AGM decided annual remuneration be paid to the members of the Board of Directors for the term of office ending at the close of the Annual General Meeting 2027 as follows: EUR 70,000 to the Chair of the Board, EUR 45,000 to any Vice Chair of the Board, EUR 35,000 to the members of the Board, EUR 15,000 to the Chair of the Audit Committee, EUR 10,000 to the Chair of the Nomination and Remuneration Committee, and EUR 5,000 to the members of the Board committees. In addition to the above, the Chair of a potentially established Technology Committee EUR 10,000 and its members EUR 5,000, as well as the Chair of a potentially established Integration Committee EUR 20,000 and its members EUR 5,000.

Approximately 40 per cent of the annual remuneration (gross) is to be paid in shares of the company by transferring treasury shares held by the company, however not exceeding a total of 11,200 shares, and the remaining approximately 60 per cent be paid in cash. From the cash portion, tax will be withheld, calculated on the basis of the full amount of the annual remuneration. The shares will be transferred to the members of the Board within two weeks of the publication of Revenio Group Oyj's half-year financial report for the period 1 January–30 June 2026, using as the value of the share the volume-weighted average trading price on the day following the publication of the half-year financial report.

The AGM further decided that the Chairs of the Board and the committees be paid an attendance allowance of EUR 1,000 for Board and the committee meetings and EUR 600 for short remote meetings, and to the members of the Board in the amount of EUR 600 per meeting for meetings of the Board and the committees and EUR 300 per short remote meeting. However, for Chairs of the Board and the committees who reside outside Finland and travel to Finland to attend meetings, the meeting fee for meetings of the Board and the committees shall be EUR 2,000, and for members of the Board the meeting fee for meetings of the Board and the committees shall be EUR 1,200.

Any travel expenses incurred by the members of the Board and the committees shall be reimbursed in accordance with the company's travel policy.

The AGM also decided that the Board remuneration be paid in accordance with to those members conditionally elected to the Board, provided that their term of office begins within one month of the resolution of the General Meeting. If the term of office begins thereafter, the annual remuneration will be paid in proportion to the length of their term of office compared to that of the other members of the Board, using 12 months as the time basis for the determination of annual remuneration. If the term of office of such Board members begins later than two weeks after the publication of Revenio Group Oyj's half-year financial report for the period 1 January–30 June 2026, the portion of the remuneration payable in shares shall be transferred to them within two weeks of the commencement of their term of office.

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The AGM re-elected Deloitte Ltd, Authorized Public Accountants, as the company's auditors, with Authorized Public Accountant (APA) Mikko Lahtinen acting as the principal auditor. The AGM decided to pay the auditors' fees as invoiced and approved by the company.

Dividend distribution

The AGM decided to accept the Board's proposal on profit distribution, according to which no dividend for the financial year 2025 will be paid.

Remuneration report

The AGM decided to approve the remuneration report. The resolution on the remuneration report is advisory.

Authorizing the Board of Directors to decide on the acquisition of own shares

The AGM authorized the Board of Directors to resolve on the acquisition of a maximum of 1,334,055 of the company's own shares in one or more tranches using the company's unrestricted equity.

The company may buy back shares in order to develop its capital structure, finance or implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees or otherwise transfer or cancel them.

The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period and their maximum price equals the highest market price quoted in public trading during that period.

The authorization is effective until the end of the Annual General Meeting held in 2027, yet no further than until June 30, 2027. This authorization shall supersede the authorization granted at the Annual General Meeting of April 10, 2025.

Authorizing the Board of Directors to decide on a share issue and on granting stock options and other special rights entitling to shares

The AGM decided to authorize the Board of Directors to decide on issuing a maximum of 2,668,111 shares in a share issue or by granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Companies Act, in one or several tranches.

This authorization is to be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board.

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The authorization grants the Board the right to decide on all terms and conditions governing the share issue and the granting of said special rights, including on the recipients of the shares or special rights and the amount of payable consideration. The authorization also includes the right to issue shares by deviating from the shareholders' pre-emptive rights, i.e. by issuing them in a directed manner. The authorization of the Board covers both the issue of new shares and the transfer of any shares that may be held by the company.

The authorization is effective until the end of the Annual General Meeting held in 2027, yet no further than until June 30, 2027. This authorization shall supersede the issue authorization granted at the Annual General Meeting of April 10, 2025.

The share issue authorizations related to the Visionix acquisition (the "Transaction") announced by the Company on 13 April 2026

a) Authorising the Board of Directors to decide on a directed share issue

The AGM decided to authorize the Board of Directors to decide on a directed share issue against consideration in which sellers in the Transaction are entitled to subscribe for new shares in the company in deviation from the shareholders' pre-emptive subscription right (directed share issue). There is a weighty financial reason for deviation of the shareholders' pre-emptive subscription right as the shares will be issued as part of the purchase price relating to a strategically significant acquisition for the company.

The new shares can be paid by contributing assets to the company (*i.e.*, the sellers' shares and other securities in the Transaction) in accordance with the SPA (contribution-in-kind). A maximum number of 2,485,797 new shares may be issued in the directed share issue. The Board of Directors is authorized to decide on all the other terms and conditions of the share issue.

The authorization is effective until December 31, 2026. The authorization does not revoke other share issue authorizations resolved in the Annual General Meeting.

b) Authorizing the Board of Directors to decide on a rights issue

The AGM decided to authorize the Board of Directors to resolve on a share issue against consideration in accordance with the shareholders' pre-emptive rights (rights issue) in one or several tranches so that a maximum number of 14,600,000 new shares in the company may be issued under the authorization, subject to the closing of the Transaction. The number of shares covered by the authorization has been determined taking into account the share issue authorization in section 19 a) (Authorising the Board of Directors to decide on a directed share issue) above.

The Board of Directors is authorized to decide on all the other terms and conditions of the share issue and the Board of Directors has the right to resolve to offer the shares not subscribed by shareholders pursuant to their pre-emptive subscription right for other shareholders or other parties decided by the Board of Directors.

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The authorization is proposed to be effective until June 30, 2027. The authorization does not revoke other share issue authorizations resolved in the Annual General Meeting.

Establishment of a Shareholders' Nomination Board

The AGM decided to establish a Shareholders' Nomination Board, whose responsibility shall going forward be to prepare proposals to the Annual General Meeting for the election of the members of the Board of Directors and the remuneration of the members of the Board of Directors. Additionally, the AGM approved the charter of the Shareholders' Nomination Board.

In accordance with the main provisions of the charter, the Shareholders' Nomination Board shall consist of one representative of each of the company's four largest shareholders and the Chair of the Board of Directors of the company, who shall act as an expert member. The right to appoint a member belongs to the four shareholders who hold the largest number of votes conferred by all shares in the company, based on the company's shareholder register on June 30th of the calendar year preceding the next calendar year's Annual General Meeting. The Chair of the Board of Directors shall request the aforesaid four largest shareholders to each nominate one member to the Nomination Board. In case two shareholders own an equal amount of shares and votes and representatives of both shareholders cannot be appointed to the Nomination Board, the decision shall be made by drawing lots.

If a shareholder does not wish to use their right to appoint a member, the right transfers to the next largest shareholder.

If a shareholder, who has an obligation under the Finnish Securities Markets Act (arvopaperimarkkinalaki) to notify certain changes in ownership (flagging obligation), submits a written request to the Chair of the Board of Directors by June 30th of the calendar year preceding the next calendar year's Annual General Meeting, the holdings registered in various funds or registers of such a shareholder are combined when calculating the voting rights.

Should a holder of nominee-registered shares wish to use its nomination right, the shareholder shall present a credible report of the number of shares held on June 30th of the calendar year preceding the next calendar year's Annual General Meeting. The report must be submitted to the Chair of the Board of Directors no later than the eighth banking day of the relevant calendar year in July.

The Shareholders' Nomination Board must submit its proposals to the Board of Directors by January 31st prior to the Annual General Meeting.

The Shareholders' Nomination Board shall be established for the time being, until the General Meeting decides otherwise. The term of the members of the Nomination Board expires annually when the next Nomination Board has been appointed.

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Remuneration policy of the governing bodies

The AGM decided to approve the remuneration policy. The resolution on the remuneration policy is advisory.

Minutes

The minutes of the Annual General Meeting will be available at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2026 on May 26, 2026, at the latest.

Revenio Group Corporation
Board of Directors

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Revenio Group in brief

Revenio is a global provider of comprehensive eye care diagnostic solutions. The group offers fast, user-friendly, and reliable tools for diagnosing glaucoma, diabetic retinopathy, and macular degeneration (AMD). Revenio's ophthalmic diagnostic solutions include intraocular pressure (IOP) measurement devices (tonometers), fundus imaging devices, microperimeters, and perimeters as well as software solutions under the iCare brand.

In 2025, the Group's net sales totaled EUR 109.7 million, with an operating profit of EUR 25.4 million. Revenio Group Corporation is listed on Nasdaq Helsinki with the trading code REG1V.

Attachments

[Resolutions of Revenio Group Corporation's Annual General Meeting and the organizing meeting of the Board of Directors](#)