

Revenio Group Corporation: Notice of the Annual General Meeting

Revenio Group Corporation, Stock Exchange Release, February 23, 2021 at 14.45

NOTICE OF GENERAL MEETING

Notice is given to the shareholders of Revenio Group Corporation of the Annual General Meeting to be held in accordance with Section 2(2) of the act (677/2020) on temporary deviation from the Limited Liability Companies Act on 17 March 2021 at 4 p.m. in conference room Symposium of Hotel Kämp at the address Pohjoisesplanadi 29, FI-00100 Helsinki. Shareholders and their proxy representatives may participate in the meeting only by voting in advance and by making counterproposals and presenting questions in advance in accordance with this notice and other instructions by the company. It is not possible to attend the meeting in person. It will be possible for the shareholders who have registered for the meeting to follow the meeting via a video stream and pose questions or comments via a "chat" function. Following the meeting via the video stream or posing questions or comments via the "chat" function does not mean official participation in the general meeting or exercise of the shareholders' right to speak and vote at the general meeting. Accordingly, questions posed via the "chat" function are not questions referred to in Chapter 5, Section 25 of the Finnish Limited Liability Companies Act, which must be delivered in advance as described below. After the general meeting, the streaming will continue in the form of a separate Q&A session during which the questions and comments raised via the "chat" function will be discussed by the Company representatives. This Q&A session will be limited to one hour's time and it is not part of the general meeting.

The Board of Directors of the company has resolved on an exceptional meeting procedure under the Limited Liability Companies Act, the Co-operatives Act, the Associations Act, and certain other corporation legislation to limit the spread of the COVID-19 epidemic (677/2020) which entered into force on 3 October 2020. In order to contain the spread of the COVID-19 pandemic, the Annual General Meeting will be held without the presence of the shareholders or their proxy representatives. This is necessary in order to ensure the health and safety of the company's shareholders, personnel and other stakeholders as well as to organize the meeting in a predictable way allowing equal means for shareholders to participate while also ensuring compliance with the current restrictions set by the authorities. For these reasons, shareholders and their proxy representatives can participate in the meeting and exercise shareholder rights only by voting in advance and by submitting counterproposals and asking questions in advance. Further instructions are provided below in this notice in section C Instructions for the participants in the General Meeting.

A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

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The following matters will be considered at the General Meeting:

1. **Opening of the meeting**
2. **Calling the meeting to order**

Attorney-at-Law Juha Kujala will act as the Chairman of the meeting.

Should Juha Kujala be prevented from acting as Chairman for a weighty reason, the Board will appoint another person it deems most suitable to act as Chairman.

3. **Election of person to scrutinize the minutes and to supervise the counting of votes**

Attorney-at-Law Jarkko Hankaa will scrutinise the minutes and supervise the counting of votes at the meeting.

Should Jarkko Hankaa be prevented from acting as the person to scrutinize the minutes and to supervise the counting of votes for a weighty reason, the Board will appoint another person it deems most suitable to act as the person to scrutinize the minutes and to supervise the counting of votes.

4. **Recording the legality of the meeting**
5. **Recording the attendance at the meeting and adoption of the list of votes**

All shareholders attending who have voted in advance during the voting period and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Companies Act are entitled to attend the meeting will be recorded to have attended the meeting. The list of votes will be adopted on the basis of information provided by Innovatics Ltd, which is responsible for the technical arrangements of the meeting.

6. **Presentation of the financial statement, the report of the Board of Directors, and the auditor's report for the year 2020**

Since the Annual General Meeting may only be attended through advance voting, the report of the Board of Directors and the financial statements as well as the auditor's report, published by the company on 23 February 2021, are considered to have been presented to the Annual General Meeting. The publications are available on the company's website at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

7. **Adoption of the financial statements**
8. **Resolution on the use of the profit shown on the balance sheet and the payment of dividends**

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.32 per share be paid for the financial year 2020. The dividend will be paid to shareholders who, on the record date of dividend payment of 19 March 2021, are registered in the shareholders' register of the company, held by Euroclear Finland Oy. The Board proposes that the dividend payment date be 26 March 2021.

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9. Resolution on the discharge of the members of the Board of Directors and the Managing Director from liability

10. Handling of the Remuneration Report for governing bodies

Since the Annual General Meeting may only be attended through advance voting, the remuneration report published by the company on 23 February 2021 is considered to have been presented to the Annual General Meeting. The remuneration report is available on Revenio Group Corporation's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting. The resolution on the remuneration report is advisory.

11. Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation of travel expenses

The Nomination and Remuneration Committee of the Board of Directors proposes that the members of the Board of Directors to be elected at the General Meeting be paid a remuneration as follows for the term ending upon the 2022 Annual General Meeting: EUR 48,000 to the chair of the Board of Directors, EUR 30,000 to each Board member who is a Committee chair and EUR 24,000 to each Board member.

The Nomination and Remuneration Committee of the Board of Directors proposes that 40 per cent of Board members' annual remuneration (gross) be settled in the form of shares in the Company, while 60 per cent will consist of a monetary payment. Tax will be deducted from the monetary payment, calculated on the amount of the entire annual remuneration. The shares will be transferred to the Board members within two weeks of the release of Revenio Group Corporation's interim report for the period of 1 January - 31 March 2021, using the trade volume weighted average price on the day following the release of the interim report as the share value.

The Nomination and Remuneration Committee of the Board of Directors further proposes an attendance allowance of EUR 600 for members of the Board or Board Committees per Board or Committee meeting and EUR 300 per telephone conference, yet so that the aforementioned attendance allowance for the Board and Committee meetings for Board and Committee members who live outside of Finland and travel to Finland for the meeting is EUR 1,200.

Any travel expenses of the members of the Board or Board Committees will be compensated in accordance with the company's travel expense regulations.

12. Resolution on the number of members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes that five full members be elected to the Board of Directors.

13. Election of the members of the Board of Directors

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The Nomination and Remuneration Committee of the Board of Directors proposes that Pekka Rönkä, Pekka Tammela, Ann-Christine Sundell, Arne Boye Nielsen and Bill Östman be elected as members of the Board of Directors. The company's shareholders representing altogether approximately 13.5 per cent of the company's shares and votes have informed the Nomination and Remuneration Committee that they are in favour of the Nomination and Remuneration Committee's proposal.

All proposed members have given a consent to their election and are independent of the company and its significant shareholders.

The current Board member candidates are introduced on Revenio Group Corporation's website https://www.reveniogroup.fi/en/investors/corporate_governance/board_of_directors.

14. Resolution on the remuneration of the auditor

The Nomination and Remuneration Committee of the Board of Directors proposes as per the Audit Committee's recommendation that remuneration for the auditor be paid against the auditor's invoice approved by the company.

15. Election of the auditor

The Nomination and Remuneration Committee of the Board of Directors proposes as per the Audit Committee's recommendation that authorized public accountants Deloitte Ltd, who have named Authorized Public Accountant Mikko Lahtinen as the principal auditor, be elected as the auditor.

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

The Board of Directors proposes that the General Meeting authorise the Board of Directors to resolve on the acquisition of a maximum of 1,332,947 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 and 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, similarly, their maximum price equals the highest market price quoted in public trading during that period.

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The authorisation is proposed to be effective until the end of the Annual General Meeting held in 2022, yet no further than until 30 June 2022. This authorization shall supersede the buyback authorization granted at the Annual General Meeting of 8 June 2020.

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

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on issuing a maximum of 1,332,947 shares in a share issue or on 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 proposed 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.

The authorization is also proposed to grant the Board the right to decide on all terms and conditions governing the share issue and the granting of said special rights, including the subscribers or the recipients of said special rights and the 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 authorisation is proposed to be effective until the end of the Annual General Meeting held in 2022, yet no further than until 30 June 2022. This authorization shall supersede the authorization granted at the Annual General Meeting of 8 June 2020.

18. Closing of the meeting

B. DOCUMENTS OF THE GENERAL MEETING

This notice containing all of the Board's proposals on the agenda of the Annual General Meeting is available on Revenio Group Corporation's website at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting. The financial statement, the report of the Board of Directors and the auditor's report as well as the remuneration report of Revenio Group Corporation are available on the above-mentioned website. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website on 31 March 2021 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

In order to contain the spread of the COVID-19 pandemic, the Annual General Meeting will be held so that the shareholder or their proxy representative cannot be present at the venue. This is necessary especially in order to ensure the health and safety of the shareholders, employees and other stakeholders of the Company and to ensure compliance with the current restrictions set by the authorities. Shareholders and their proxy representatives can participate in the meeting and exercise their shareholder rights only by voting in advance and by making counterproposals and presenting questions in advance.

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1. Shareholders registered in the shareholders' register

Shareholders who are on the record date of the General Meeting, Friday 5 March 2021, registered on the company's list of shareholders, maintained by Euroclear Finland Oy, are entitled to attend the meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the company. A shareholder may not participate in the General Meeting in any other manner than by voting in advance in the manner described below and by making counterproposals and presenting questions in advance. If you do not have a Finnish book-entry account, please see section 4. Holders of nominee-registered shares.

2. Registration and advance voting

The registration period and advance voting period commence on Monday 1 March 2021, when the deadline for delivering counterproposals to be put to a vote has expired. Shareholders entered in the shareholders' register of the company who wish to attend the General Meeting by voting in advance must give notice of their attendance and vote in advance, and the company must receive such notice and votes no later than, by 12 noon on Wednesday 10 March 2021.

When registering, requested information such as the name, personal identification number, address and telephone number of the shareholder as well as requested information on a possible proxy representative such as the name and personal identification number of the proxy representative must be provided. Personal data provided by the shareholders is used only in connection with the General Meeting and with processing the necessary registrations related to the meeting.

Shareholders with a Finnish book-entry account can register and vote in advance on certain items on the agenda of the General Meeting during the period between 1 March 2021 at 10 a.m. and 10 March 2021 at 12 noon, by the following means:

a) through the company's website at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting

Please note that the number of the shareholder's book-entry account is required for voting in advance. The terms and other instructions concerning electronic voting are available on the company's website at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

b) via mail or email

Shareholders may submit the advance voting form available on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting to Innovatics Ltd by email to agm@innovatics.fi or by mail to Innovatics Ltd, Annual General Meeting / Revenio Group Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland. The advance voting form will be available on the company's website as of Monday 1 March 2021.

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When submitting an advance voting form, a representative or proxy of a shareholder must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting.

If a shareholder participates in the General Meeting by delivering votes in advance to Innovatics Ltd, the delivery of the votes shall constitute due registration for the General Meeting.

The terms and other instructions concerning voting by mail or e-mail are available on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

3. Proxy representative and proxy documents

A shareholder may participate in a General Meeting by way of proxy representation. A proxy representative of a shareholder must also vote in advance in the manner described in this notice. The representative must produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the General Meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered by regular mail to Innovatics Ltd, Annual General Meeting / Revenio Group Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the registration period, by which time the documents must be received by Innovatics Ltd.

Delivery of a proxy document and votes in advance to Innovatics Ltd before the expiration of the period for the notice of participation constitutes due registration for the General Meeting if the information required for registering for the meeting set out in C.2. above is included in the documents.

4. Holders of nominee-registered shares

A holder of nominee-registered shares has the right to participate in the General Meeting by virtue of such shares based on which they on the record date of the General Meeting, i.e. on Friday 5 March 2021, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. Participation in the General Meeting additionally requires that the shareholder on the basis of such shares has been registered in the temporary shareholders' register kept by Euroclear Finland Ltd no later than on Friday 12 March 2021 at 10 a.m. As regards nominee-registered shares this constitutes due registration for the General Meeting.

A holder of nominee-registered shares is advised to request, without delay, necessary instructions regarding the registration in the temporary shareholder's register of the company, the issuing of proxy documents and registration for the General Meeting from their custodian bank. The account management organisation of the custodian bank shall register a holder of nominee-registered

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shares who wishes to participate in the General Meeting into the temporary shareholders' register of the company at the latest by the time stated above. In addition, the account management organisation of the custodian bank must arrange voting in advance on behalf of a nominee-registered shareholder within the registration period applicable to nominee-registered shares.

Further information on these matters is also available on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

5. Other instructions and information

Shareholders holding at least one hundredth of all shares in the company have the right to make a counterproposal to the proposals for resolutions on the agenda of the General Meeting, which will be put to a vote. Such counterproposals must be delivered to the Company by e-mail to info@revenio.fi by no later than Friday 26 February 2021 at 10 a.m. Shareholders making a counterproposal must in connection with delivering the counterproposal present evidence of their shareholdings. The counterproposal will be considered at the General Meeting provided that the shareholder has the right to participate in the General Meeting and that the shareholder holds shares corresponding to at least one hundredth of all shares in the company on the record date of the General Meeting. If the counterproposal will not be taken up for consideration at the General Meeting, the votes given in favour of the counterproposal will not be taken into account. The company will publish possible counterproposals to be put to a vote on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting by no later than Monday 1 March 2021.

A shareholder may present questions on the matters on the agenda of the meeting pursuant to Chapter 5, Section 25 of the Companies Act until Wednesday 3 March 2021 4 p.m. by e-mail to info@revenio.fi. Such questions by shareholders, responses to such questions by the company's management as well as other counterproposals than those put up to a vote on are available on the on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting by no later than Monday 8 March 2021. As a prerequisite for presenting questions or counterproposals, a shareholder must present sufficient evidence to the company of their shareholding.

The information concerning the Annual General Meeting required under the Companies Act and the Securities Market Act is available on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

On the date of this notice of the General Meeting 23 February 2021 the total number of shares in Revenio Group Corporation, and votes represented by such shares, is 26,658,952.

Changes in shareholding after the record date of the General Meeting 5 March 2021 do not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the meeting.

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Additional information on the arrangements concerning the Annual General Meeting is available at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

In Vantaa on 23 February 2021

REVENIO GROUP CORPORATION
BOARD OF DIRECTORS

For further information, please contact:

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www.revenio.fi

Revenio Group in brief

Revenio is an internationally operating health technology corporation and a globally leading supplier of ophthalmic devices. Revenio Group's eye diagnostics solutions include tonometers, retinal imaging apparatus and perimeters under the iCare brand. The main tool for the detection and diagnosis of glaucoma and its monitoring during treatment are intraocular pressure measurement (tonometry), retinal imaging, and visual field tests (perimetry).

The Revenio Group consists of Revenio Group Corporation, Icare Finland Oy, Icare USA Inc., Revenio Italy S.R.L, CenterVue SpA, Revenio Research Oy, Done Medical Oy and Oscare Medical Oy.

In 2020, Revenio Group's net sales totalled EUR 61.1 million, with its net operating profit standing at EUR 17.1 million. Revenio Group Corporation's shares are listed on Nasdaq Helsinki with the trading code REG1V.

Attachments

[Revenio Group Corporation: Notice of the Annual General Meeting](#)