

# REVENIO

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## Notice to the Annual General Meeting of Revenio Group Corporation

Revenio Group Corporation, Stock Exchange Release, March 1, 2023, at 10.15 a.m. (EET)

### Notice to the Annual General Meeting of Revenio Group Corporation

Notice is given to the shareholders of Revenio Group Corporation to the Annual General Meeting to be held on Thursday, 23 March, 2023 at 4 p.m. at Scandic Marina Congress Center, Katajanokanlaituri 6, 00160 Helsinki. Reception of those who have registered for the meeting and distribution of the ballots will begin at 3.00 p.m. Shareholders can follow the meeting via a video stream. Instructions for viewing the video stream are available on the company's website at [www.reveniogroup.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting](http://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting). It is not possible to ask questions, make counter-proposals, make speeches or vote through the video stream. Following the meeting via a video stream is not considered participation in the General Meeting or the exercise of shareholders' rights.

After the meeting, there will be a coffee event where the shareholders will have the opportunity to meet the CEO and the members of the Leadership Team of the Revenio Group Corporation.

### A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

The following matters will be considered at the General Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of 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
6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2022

- Presentation of the CEO's review.

The financial statements, the report of the Board of Directors and the auditor's report are available from March 1, 2023 on the company's website [www.reveniogroup.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting](http://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting).

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## **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 0.36 per share be paid for the financial year 2022. The dividend will be paid to shareholders who on the record date of the dividend payment on 27 March 2023 are registered in the shareholders' register of the company, held by Euroclear Finland Oy. The Board proposes that the dividend payment date be 3 April 2023.

### **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability**

### **10. Handling of the Remuneration Report for governing bodies**

The remuneration report is available on Revenio Group Corporation's website [www.reveniogroup.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting](http://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 for travel expenses**

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that the members of the Board of Directors elected at the Annual General Meeting for the term ending at the Annual General Meeting in 2024 be paid an annual remuneration as follows: EUR 60,000 to the chair of the Board of Directors, EUR 45,000 to possible deputy chair of the Board of Directors, EUR 30,000 to the members of the Board of Directors, EUR 20,000 to the chair of the Audit Committee, EUR 10,000 to the chair of the Nomination and Remuneration Committee and EUR 5,000 to members of the Board Committees.

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that approximately 40 percent of the annual remuneration (gross) be settled in the form of the company's shares held in its treasury, however not exceeding a maximum of 3,200 shares in total, while approximately 60 percent 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 assigned 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 2023, using the trade volume weighted average price on the day following the release of the interim report as the share value.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors further proposes that the chairs of the Board of Directors and the Board Committees be paid an attendance allowance of EUR 1,000 for Board and Board Committee meetings and EUR 600 for short teleconferences, Board members EUR 600 for Board and Board Committee meetings and EUR 300 for short teleconferences per meeting, yet so that the aforementioned attendance allowance for the Board and Board Committee meetings for Board and Committee chairs who live outside of Finland and travel to Finland for the meeting is EUR 2,000 and the aforementioned attendance allowance for the Board and Board Committee meetings for members is EUR 1,200.

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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 Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that 5 full members be elected to the Board of Directors.

## **13. Election of the members of the Board of Directors**

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that Arne Boye Nielsen, Bill Östman, Pekka Tammela, Ann-Christine Sundell and Riad Sherif be re-elected to the Company's Board of Directors.

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

Board member candidates are introduced on the company's website at the address [www.reveniogroup.fi/en/investors/corporate\\_governance/board\\_of\\_directors](http://www.reveniogroup.fi/en/investors/corporate_governance/board_of_directors).

## **14. Resolution on the remuneration of the auditor**

The Board of Directors proposes on the recommendation of the Board's Audit Committee that remuneration for the auditor be paid against the auditor's invoice approved by the company.

## **15. Election of the auditor**

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

## **16. The Board of Directors' proposal to change the Articles of Association**

The Board of Directors proposes to the Annual General Meeting to change Articles 4 ("Board of Directors"), 8 (currently "Notice of general meetings of shareholders") and 10 ("Annual General Meeting") of the Articles of Association so that Article 4 is changed by increasing the maximum number of ordinary members of the Board of Directors, provisions concerning the place of the meeting and the holding of the remote meeting are added to Article 8 and the provision concerning the place of the meeting is deleted from Article 10. Following the changes, the above-mentioned sections of the Articles of Association read as follows:

*"4 Board of Directors*

*A Board of Directors comprising no fewer than three (3) and no more than seven (7) 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.*

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

*"8 Notice of general meetings of shareholders and the place of the meeting*

*Notice of a General Meeting shall be given no earlier than two months and no later than twenty-one (21) days prior to the meeting by publishing the notice on the company's website at [www.reveniogroup.fi](http://www.reveniogroup.fi) or in at least one Finnish-language national daily newspaper determined by the Board of Directors.*

*An Annual General Meeting may be held at the company's domicile or at another Finnish location decided by the Board of Directors. The Board of Directors may also decide that the Annual General Meeting will be held without a meeting venue so that the shareholders will exercise their decision-making power full-on and on an up-to-date basis by means of a telecommunications connection and a technical device during the meeting."*

*"10 Annual General Meeting*

*An Annual General Meeting must be held annually on a date determined by the Board of Directors, no more than six months after the end of the financial year.*

*The AGM must decide:*

- 1) whether to adopt the Financial Statements;*
- 2) how to dispose of the profit shown in the balance sheet;*
- 3) whether to discharge the President & CEO and the members of the Board of Directors from liability;*
- 4) what remuneration and compensation for travel expenses should be paid to members of the Board of Directors;*
- 5) the number of members of the Board of Directors;*
- 6) who will be elected to the Board of Directors;*
- 7) who will be the company's auditor;*
- 8) on any mandatory items contained in the Limited Liability Companies Act and any other matters mentioned in the invitation."*

## **17. Authorizing the Board of Directors to decide on the acquisition of own shares**

The Board of Directors proposes that the General Meeting authorize 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.

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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 proposed to be effective until the end of the Annual General Meeting held in 2024, yet no further than until 30 June 2024. This authorization will supersede the buyback authorization granted at the Annual General Meeting of 8 April 2022.

## **18. 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 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 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 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 proposed to be effective until the closing of the Annual General Meeting held in 2024, yet no further than until 30 June 2024. This authorization shall supersede the issue authorization decided on at the Annual General Meeting of 8 April 2022.

## **19. 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 [www.reveniogroup.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting](http://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.

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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 6 April 2023 at the latest.

## C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

### 1. Shareholders registered in the shareholders' register

Shareholders who are on the date 13 March 2023 registered in the company's shareholders' register, 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.

Shareholders entered in the shareholders' register of the company who wish to attend the General Meeting must give notice of their attendance in advance by, and the company must have received such notice by 4 p.m. on 16 March 2023 at the latest. You can register for the General Meeting:

a) through the company's website at [www.reveniogroup.fi/en/investors/corporate\\_governance/annual\\_general\\_meeting](http://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting).

Please note that strong electronic identification for registration requires the use of a Finnish or Swedish bank code or mobile ID, and the shareholder must provide a date of birth or business ID, email and/or phone number.

- a. via email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) and
- b. via mail to the address Innovatics Oy, Annual General Meeting/Revenio, Ratamestarinkatu 13 A, 00520 Helsinki.

When registering, the name of the shareholder, date of birth /business ID, address, telephone number and the name of a possible assistant or representative and the date of birth of the representative must be given. Personal data provided by the shareholders to Revenio Group Corporation or Innovatics Ltd is used only in connection with the General Meeting and with processing the necessary registrations related to the meeting.

If necessary, a shareholder or his or her representative must be able to demonstrate his or her identity and/or right of representation at the meeting venue.

### 2. 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 date 13 March 2023, 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 temporarily registered in the temporary shareholders' register kept by Euroclear Finland Ltd no later than on 20 March 2023 at 10 a.m. As regards nominee-registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date of the General Meeting will 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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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. The account management organisation of the custodian bank shall register a holder of nominee-registered 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.

### 3. Proxy representative and proxy documents

A shareholder may participate in a General Meeting and exercise his or her rights by way of proxy representation. 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 as an attachment in connection with electronic registration, by mail to the address Innovatics Ltd, Annual General Meeting/Revenio Group Corporation, Ratamestarinkatu 13 A, 00520 Helsinki, or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) before the last date for registration. In addition to delivering proxy documents, the shareholder or his or her representative must ensure that he or she registers for the General Meeting in the manner described above in this notice.

As an alternative to a traditional proxy document, shareholders can use the electronic suomi.fi e-Authorizations service for authorizing a proxy representative. The proxy representative will be appointed in the suomi.fi service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) (mandate theme "Representation at the General Meeting"). In the general meeting service, the authorized person must identify himself/herself with strong electronic identification while registering, after which the registration can be done on behalf of the represented shareholder.. Strong electronic identification is carried out with a bank code or mobile ID. Additional information on electronic authorization is available at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations).

### 4. Other instructions and information

The meeting language is Finnish.

A shareholder present at a General Meeting may present questions on the matters on the agenda of the meeting pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act.

Changes in shareholding after the record date of the General Meeting will 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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On the date of this notice of the General Meeting, 1 March 2023, the total number of shares in Revenio Group Corporation, and votes represented by such shares, is 26,681,116.

Vantaa, 1 March 2023

REVENIO GROUP CORPORATION  
BOARD OF DIRECTORS

**For further information, please contact**

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**Distribution**

Nasdaq Helsinki Oy

Main media

[www.reveniogroup.fi/en/](http://www.reveniogroup.fi/en/)

**Revenio Group in brief**

Revenio is a leading company in the global market for ophthalmological devices and software solutions. Revenio's ophthalmic diagnostic solutions include intraocular pressure (IOP) measurement devices (tonometers), fundus imaging devices, and perimeters as well as clinical software under the iCare brand. iCare is a trusted partner in ophthalmic diagnostics, offering physicians fast, easy-to-use, and reliable tools for the diagnosis of glaucoma, diabetic retinopathy, and macular degeneration (AMD). iCare Solutions provide digital clinical tools that drive greater efficiency and enhance quality in eye care.

In 2022, the Group's net sales totaled EUR 97.0 million, with an operating profit of EUR 29.7 million. Revenio Group Corporation is listed on Nasdaq Helsinki with the trading code REG1V.

**Attachments**

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