

Notice to the Annual General Meeting of Revenio Group Corporation

Revenio Group Corporation | Stock Exchange Release | March 19, 2025 at 11:30:00 EET

Notice is given to the shareholders of Revenio Group Corporation of the Annual General Meeting to be held on Thursday April 10, 2025 at 4.00 p.m. at the address Pikku-Finlandia, Karamzininranta 4, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.00 p.m.

Shareholders will be able to follow the meeting via webcast. Instructions for following the meeting via webcast are available on the company's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025. It is not possible to pose questions, make counterproposals, speak or vote via the webcast. Following the meeting via webcast is not considered as attendance at the Annual General Meeting or as exercising the shareholders' rights.

After the Annual General Meeting, shareholders will have the opportunity to meet the CEO and members of the Leadership team of Revenio Group Corporation over coffee.

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 persons to scrutinise 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 2024**

- Presentation of the CEO's review.

The financial statements, the report of the Board of Directors and the auditor's report will be available on the company's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025 at the latest on March 19, 2025.

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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 0.40 per share be paid for the financial period 2024. The dividend will be paid to shareholders who, on the record date of the dividend payment of April 14, 2025, are registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd. The Board of Directors proposes that the dividend payment date be April 23, 2025.

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

10. Consideration of the remuneration report for governing bodies

The remuneration report is available on Revenio Group Corporation's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025. 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

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes, that the annual fees to be paid to the members of the Board elected at the General Meeting for the term of office ending at the 2026 Annual General Meeting be as follows: EUR 60,000 for the Chair of the Board, EUR 45,000 for the possible Deputy Chair of the Board, EUR 30,000 for the members of the Board, EUR 20,000 for the Chair of the Audit Committee, EUR 10,000 for the Chair of the Nomination and Remuneration Committee and EUR 5,000 for members of the Board Committees.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes, that approximately 40 per cent of the annual remuneration (gross) be settled in the form of the company's shares held in its treasury, however, at most 7,000 shares, while the remaining 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 assigned to the Board members within two weeks of the release of Revenio Group Corporation's interim report for the period of January 1 to March 31, 2025, 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 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 of Directors and 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 seven (7) ordinary members be elected to the Board of Directors.

13. Election of the Members of the Board of Directors

The Board proposes, on the recommendation of the Nomination and Remuneration Committee, that the current members of the Board of Directors Arne Boye Nielsen, Bill Östman, Pekka Tammela, Ann-Christine Sundell and Riad Sherif be re-elected to the Board of Directors and Anat Loewenstein ja Heli Lindfors be elected as new board members.

All candidates have consented to their election and are independent of the company and its significant shareholders.

The candidates proposed for election as new members of the Board have been presented on the company's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025.

The candidates proposed for re-election as Board members are presented on the company's website at 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. Resolution on the remuneration of the sustainability reporting assurer

On the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that the sustainability reporting assurer's remuneration be paid against the sustainability reporting assurer's invoice approved by the company.

17. Election of the sustainability reporting assurer

On the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that the sustainability audit firm Deloitte Ltd be elected as the company's sustainability reporting assurer. The term of office of the sustainability reporting assurer ends at the close of the first Annual General Meeting following the election.

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Deloitte Ltd has informed the company that should it be selected as the assurer for the company's sustainability reporting, Authorized Public Accountant, Authorized Sustainability Auditor Mikko Lahtinen would act as the principally responsible sustainability reporting assurer.

18. Authorization of 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.

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 closing of the Annual General Meeting to be held in 2026, yet no further than until June 30, 2026. This authorization will supersede the buyback authorization granted at the Annual General Meeting of April 4, 2024.

19. Authorizing the Board of Directors to decide on a share issue and on granting option rights 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 on granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, in one or more 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 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. in a directed manner. The authorization of the Board covers both the issue of new shares and the assignment of any shares that may be held in the company's treasury.

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The authorization is proposed to be effective until the closing of the Annual General Meeting to be held in 2026, yet no further than until June 30, 2026. This authorization shall supersede the issue authorization decided on at the Annual General Meeting of April 4, 2024.

20. Closing of the Meeting

B. DOCUMENTS OF THE GENERAL MEETING

This notice containing all of the proposed resolutions of the company's Board of Directors is available on Revenio Group Corporation's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025. The financial statements, 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 April 24, 2025 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

Shareholders who are, on March 31, 2025, registered in the shareholders' register of the company, maintained by Euroclear Finland, have the right to participate in the General Meeting. Shareholders whose shares are registered on their personal Finnish book-entry accounts are registered in the shareholders' register of the Company.

Shareholders registered in the shareholders' register of the company, who wish to attend the General Meeting, must give advance notice of their attendance, and the company must receive such notice, no later than by 3 p.m. on April 3, 2025. Registration for the General Meeting takes place:

a) via the company's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025. Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate.

b) by e-mail. Shareholders registering by mail or e-mail shall submit the registration form available on the company's website www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025 or equivalent information to: agm@innovatics.fi

c) by mail. Shareholders registering by mail shall submit the registration form available on the company's website www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025 or equivalent information to Innovatics Oy, General Meeting / Revenio Group Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland

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The shareholder and their representative are required to provide information, such as the shareholder's name, date of birth or business ID, phone number and/or e-mail, address, the name of any assistant or proxy representative and the proxy's date of birth, phone number and/or e-mail. The personal data provided to Revenio Group Corporation is only used in connection with the General Meeting and the processing of the necessary registrations related thereto.

The shareholder and their representative or proxy must be able to prove their identity and/or right of representation at the meeting.

Further information on registration is available by telephone during the registration period of the General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9:00 a.m. to 12:00 p.m. and from 1:00 p.m. to 4:00 p.m.

2. Holders of nominee-registered shares

A holder of nominee-registered shares is entitled to participate the General Meeting based on the shares, which would entitle them entry into the shareholders' register held by Euroclear Finland Oy on the record date for the General Meeting March 31, 2025. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by April 7, 2025 by 10.00 a.m. at the latest. In the case of nominee-registered shares, this is considered as registration for the General Meeting. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the General Meeting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to participate the General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest. Further information is also available on the company's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025.

3. Proxy representative and proxy documents

A shareholder may attend the General Meeting and exercise their rights at the Meeting through a proxy representative. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which they will be able to register on behalf of the shareholder, who they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions are available on the company's website www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2025. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

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Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, General Meeting Revenio Group Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

4. Following the General Meeting remotely

A shareholder who is entitled to attend the General Meeting may also follow the meeting remotely.

It is not possible to pose questions, make counterproposals, speak or vote via the webcast. Following the meeting via webcast is not considered as attendance at the Annual General Meeting or as exercising the shareholders' rights.

Remote access to the General Meeting will be provided through Inderes Oyj virtual general meeting service on the Videosync platform, which includes video and audio access to the General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, remote access requires a computer, smartphone or tablet with speakers or headphones for sound. One of the following browsers is recommended for remote access: Chrome, Firefox, Edge, Safari, or Opera. It is advisable to log in to the meeting system well in advance of the meeting.

The link and password for following the meeting remotely will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided at the time of registration to all those who have registered for the General Meeting no later than the day before the General Meeting.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://b2b.inderes.com/knowledge-base/inderes-agm-solutions>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://demo.videosync.fi/agm-compatibility?language=en>. It is recommended that you read the detailed instructions before the meeting.

5. Other instructions and information

The meeting language is mainly Finnish and simultaneous interpretation is provided at the meeting into English and, where necessary, into Finnish for presentations in English. Simultaneous interpretation is also available to shareholders following the general meeting via webcast.

Shareholders arriving at the meeting with their car are asked to note that parking in the vicinity of the meeting place is subject to a fee.

Pursuant to Chapter 5 Section 25 of the Limited Liability Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

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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.

On the date of this notice of the General Meeting, March 19, 2025, the total number of shares in Revenio Group Corporation, and votes represented by such shares, is 26,681,116.

In Vantaa on March 19, 2025

REVENIO GROUP CORPORATION
BOARD OF DIRECTORS

Further information

CEO Jouni Toijala, tel. +358 50 484 0085
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Distribution

Nasdaq Helsinki Ltd
Main media
www.reveniogroup.fi/en

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, and perimeters as well as software solutions under the iCare brand.

In 2024, the Group's net sales totaled EUR 103.5 million, with an operating profit of EUR 25.0 million. Revenio Group Corporation is listed on Nasdaq Helsinki with the trading code REG1V.

Attachments

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