

Notice to Revenio Group Corporation's Annual General Meeting 2024

Revenio Group Corporation | Stock Exchange Release | March 12, 2024 at 09:15:00 EET

Notice is given to the shareholders of Revenio Group Corporation of the Annual General Meeting to be held on Thursday April 4, 2024 at 4 p.m. at the address Pikku-Finlandia, Karamziniranta 4, 00100 Helsinki, Finland. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3 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_2024/. 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 2023**
 - 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_2024/ at the latest on March 12, 2024.

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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 0.38 per share be paid for the financial period 2023. The dividend will be paid to shareholders who, on the record date of the dividend payment of April 8, 2024, 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 15, 2024.

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_2024/. The resolution on the remuneration report is advisory.

11. Consideration of the remuneration policy for governing bodies

The remuneration policy is available on Revenio Group Corporation's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2024/. The resolution on the remuneration policy is advisory.

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

The Board of Directors proposes, on the recommendation of the Nomination and Remuneration Committee, 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 2025 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.

The Board of Directors proposes, on the recommendation of the Nomination and Remuneration Committee, 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 3,200 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, 2024, 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

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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.

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.

13. 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 five (5) ordinary members be elected to the Board of Directors.

14. 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.

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

The candidates proposed as Board members are presented on the company's website at www.reveniogroup.fi/en/investors/corporate_governance/board_of_directors.

15. 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.

16. 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.

17. 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.

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The authorization is proposed to be effective until the closing of the Annual General Meeting to be held in 2025, yet no further than until June 30, 2025. This authorization will supersede the buyback authorization granted at the Annual General Meeting of March 23, 2023.

18. 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.

The authorization is proposed to be effective until the closing of the Annual General Meeting to be held in 2025, yet no further than until June 30, 2025. This authorization shall supersede the issue authorization decided on at the Annual General Meeting of March 23, 2023.

19. 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_2024/. The financial statements, the report of the Board of Directors and the auditor's report, the remuneration report as well as the remuneration policy 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 18, 2024 at the latest.

C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

1. Shareholders registered in the shareholders' register

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Shareholders who are, on March 21, 2024, 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. EET on March 26, 2024. Registration for the General Meeting takes place:

a) through the company's website at www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2024/

Please note that strong electronic identification for registration requires a Finnish, Danish or Swedish bank code or mobile ID, and the shareholder shall notify of their date of birth or business ID, email address and/or telephone number.

b) by email to the address agm@innovatics.fi and

c) by mail to the address Innovatics Ltd, Annual General Meeting/Revenio Group Corporation, Ratamestarinkatu 13 A, 00520 Helsinki.

When giving advance notice of attendance, please state the shareholder's name, date of birth / business ID, address, telephone number and the name of any assistant or proxy representative and date of birth of the proxy representative. The shareholder must include the registration form available on www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2024/ or similar information in the message via e-mail or mail. The personal data given by the shareholders to Revenio Group Corporation are used only in connection with the General Meeting and the processing of necessary related registrations.

The shareholder, their authorized representative or proxy representative shall, where necessary, be able to prove their identity and/or right of representation at the venue of 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 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 March 21, 2024, would be entitled to be registered in the shareholders' register of the company maintained by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder, on the basis of such shares, has been registered in the temporary shareholders' register maintained by Euroclear Finland Ltd at the latest on March 28, 2024 by 10 a.m. EET. As

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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.

Holders of nominee-registered shares are advised to request without delay the necessary instructions regarding the registration in the temporary shareholders' 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 shares who wishes to participate in the Annual General Meeting in 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 the General Meeting, and exercise their rights at the meeting, by way of proxy representation. The shareholder's proxy representative 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 a General Meeting through several proxy representatives representing the shareholder with shares on 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 shall be delivered as attached files in connection with electronic registration, by mail to the address Innovatics Ltd, Annual General Meeting/Revenio, Ratamestarinkatu 13 A, 00520 Helsinki, Finland, or by email to the address agm@innovatics.fi before the last date for registration. In addition to delivering the proxy documents, the shareholder or their proxy representative shall attend to the registration for the General Meeting as specified above in this notice. Model proxy document is available on the company's website www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting_2024/

As an alternative to conventional proxy documents, shareholders that are legal persons may use the electronic Suomi.fi e-Authorizations service for authorizing proxy representatives. The proxy representative is named in the Suomi.fi service at the address www.suomi.fi/e-Authorizations (mandate theme "Representation at a General Meeting"). The proxy representatives shall identify themselves at the General Meeting service by strong identification in connection with the registration, after which they will be able to register on behalf of the shareholder they represent. Strong electronic identification takes place with a bank code or mobile ID. Further information on electronic authorization is available at the address www.suomi.fi/e-Authorizations.

4. 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.

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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.

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 12, 2024, the total number of shares in Revenio Group Corporation, and votes represented by such shares, is 26,681,116.

In Vantaa on March 12, 2024

REVENIO GROUP CORPORATION
BOARD OF DIRECTORS

Further information

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Distribution

Nasdaq Helsinki Ltd
Financial Supervisory Authority
Main media
www.reveniogroup.fi

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 clinical software under the iCare brand.

In 2023, the Group's net sales totaled EUR 96.6 million, with an operating profit of EUR 26.3 million. Revenio Group Corporation is listed on Nasdaq Helsinki with the trading code REG1V.

Attachments

[Notice to Revenio Group Corporation's Annual General Meeting 2024](#)
