

REVENIO

Revenio Group Corporation: Notice of the Annual General Meeting

Revenio Group Corporation, Stock Exchange Release, March 17, 2022 at 10.45 a.m. EET

NOTICE OF ANNUAL GENERAL MEETING

Notice is given to the shareholders of Revenio Group Corporation to the Annual General Meeting to be held in accordance with Section 2 (2) of the act on temporary deviation from the Limited Liability Companies Act (375/2021) on 8 April 2022 at 3 p.m. in Tapahtumastudio Eliel in the Sanoma House at the address Töölönlahdenkatu 2, 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 the notice of the General Meeting 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 shareholder's 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, including a temporary deviation from the Limited Liability Companies Act by virtue of, inter alia, the act (375/2021) on limiting the spread of the COVID-19 epidemic. 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. 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

The following matters will be considered at the General Meeting:

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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 and who in accordance with Chapter 5, Sections 6 and 6a of the Finnish Limited Liability 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 Euroclear Finland Oy and Innovatics Ltd.

6. Presentation of the financial statement, the report of the Board of Directors, and the auditor's report for the year 2021

Since the Annual General Meeting may only be attended through advance voting, the report of the Board of Directors, the financial statements and the auditor's report, published by the company on 17 March 2022, 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 0.34 per share be paid for the financial year 2021. The dividend will be paid to shareholders who on the record date of the dividend payment on 12 April 2022 are registered in the shareholders' register of the company, held by Euroclear Finland Oy. The Board proposes that the dividend payment date be 21 April 2022.

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

Since the Annual General Meeting may only be attended through advance voting, the remuneration report published by the company on 17 March 2022 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 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 2023 be paid a 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 15,000 to the chair of the Audit Committee, EUR 10,000 to the chair of the Nomination and Remuneration Committee, 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 per cent 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 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 1 January - 31 March 2022, 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 meeting 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.

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

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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 Pekka Tammela, Ann-Christine Sundell, Arne Boye Nielsen, Bill Östman and Riad Sherif be elected to the Company's Board of Directors. The company's shareholders together representing approximately 13.15 per cent of the company's shares and votes have informed that they are in favour of the Board's proposal.

All proposed members have given a 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 https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

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. 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 or accepting as pledge 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 authorisation is proposed to be effective until the end of the Annual General Meeting held in 2023, yet no further than until 30 June 2023. This authorization will supersede the buyback authorization granted at the Annual General Meeting of 17 March 2021.

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 1,334,055 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. 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 authorisation is proposed to be effective until the closing of the Annual General Meeting held in 2023, yet no further than until 30 June 2023. This authorization shall supersede the issue authorization decided on at the Annual General Meeting of 17 March 2021.

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 22 April 2022 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 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. 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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The video link and password for following the meeting remotely will be sent by email and as a text message to the email address and mobile phone number given in connection with registering for the meeting. Following the meeting remotely is only available for shareholders who are registered by the record date. Shareholders following the meeting remotely are not considered to attend the General Meeting. The list of votes of the General Meeting and the voting results are determined solely on the basis of the advance voting.

1. Shareholders registered in the shareholders' register

Shareholders who are on the record date of the General Meeting, Tuesday 29 March 2022, 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. A shareholder may not participate in the General Meeting in any other manner than by voting in advance in the manner described below as well as 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 Tuesday 22 March 2022, 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 by, and the company must have received such notice and votes by, 12 noon on Friday 1 April 2022 at the latest.

In connection with the registration, requested information such as the name, date of birth and contact information of the shareholder, must be provided. 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.

Shareholders whose shares are registered in their Finnish book-entry account can register and vote in advance on the matters on the agenda of the General Meeting during the period 22 March 2022 at 10 a.m. - 1 April 2022 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

Electronic registration and advance voting require strong identification by the shareholder or their legal representative or proxy with a Finnish or Swedish bank code or mobile ID. 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

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Shareholders may submit the advance voting form available on the company's website at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting to Innovatics Ltd by mail to the address Annual General Meeting / Revenio Group Corporation, Ratamestarinkatu 13 A, 00520 Helsinki or by email to the address agm@innovatics.fi. The advance voting form will be available on the company's website as of Tuesday 22 March 2022.

The shareholder's advance votes will be taken into consideration provided that the shareholder submits a duly completed and signed advance voting form and any appendices required according to the instructions given in the form before the expiry of the registration period and advance voting. Submitting a duly completed form as described above is considered to include both the registration and advance voting.

The terms and other instructions concerning voting by mail or e-mail are available on the company's website at https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting. Further information relating to registration and advance voting is available by telephone during the registration period for the General Meeting at the number +358 10 2818 909 on weekdays from 9 a.m. to 12 noon and from 1 p.m. to 4 p.m.

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 proxy representatives must identify themselves in the electronic registration service and for advance voting personally by strong identification, after which they will be able to register and vote in advance on behalf of the shareholder they represent. 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. The right of legal representation can be demonstrated by utilising the suomi.fi e-Authorizations service available in the electronic registration service. 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 primarily be delivered as attached files in connection with electronic registration and advance voting or alternatively 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 before the last date for registration, by which time the documents must have been received by Innovatics Ltd.

Delivery of a proxy document and advance votes to Innovatics Ltd before the last date for registration 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.

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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 Tuesday 29 March 2022, 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 Tuesday 5 April 2022 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 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 the shares in the company have the right to make a counterproposal to the resolution proposals 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 Monday 21 March 2022 at 10 a.m. at the latest. 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 no later than Tuesday 22 March 2022.

A shareholder may present questions on the matters on the agenda of the meeting pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act until Friday 25 March 2022 at 4 p.m. by email to info@revenio.fi. Such questions by shareholders, responses thereto from the company's management as well as any counterproposals other than those put up to a vote are available on the company's website https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting by Wednesday 30 March 2022 at the latest. As a prerequisite for presenting questions or counterproposals, a shareholder must present the company with sufficient evidence of their shareholding.

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The information concerning the Annual General Meeting required under the Companies Act and the Securities Market Act is available at the address https://www.reveniogroup.fi/en/investors/corporate_governance/annual_general_meeting.

On the date of this notice of the General Meeting, 17 March 2022, the total number of shares in Revenio Group Corporation, and votes represented by such shares, is 26,681,116.

Changes in shareholding after the record date of the General Meeting, i.e. 29 March 2022, will not affect the right to participate in the General Meeting or the number of voting rights held by a shareholder in the meeting.

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

Vantaa on 17 March 2022

REVENIO GROUP CORPORATION
BOARD OF DIRECTORS

Further information:

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DISTRIBUTION:
Nasdaq Helsinki Ltd
Financial Supervisory Authority
Main media
www.revenio.fi

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), perimeter and fundus imaging devices under the iCare brand. In addition, the Group's eye care software platform Oculo offers clinical communication, telehealth, remote patient monitoring and data analytics capabilities.

In 2021, the Group's net sales totaled EUR 78.8 million, with an operating profit of EUR 22.1 million. Revenio Group Corporation is listed on Nasdaq Helsinki with the trading code REG1V.

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Attachments

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