

## Revenio Group Corporation: Decisions by the Annual General Meeting

Revenio Group Corporation, Stock Exchange Release, March 23, 2023 at 6.10 pm (EET)

Decisions by the Annual General Meeting of Revenio Group Corporation on March 23, 2023

### 1. Financial statements, Board and Auditors

The AGM confirmed the company's financial statements for the financial year 1 January – 31 December 2022 and discharged the members of the Board of Directors and the Managing Director from liability.

The AGM decided that five members be elected to the Board of Directors and elected Arne Boye Nielsen, Ann-Christine Sundell, Riad Sherif, Pekka Tammela, and Bill Östman as members of the Board of Directors. In the board meeting held after the AGM, the Board of Directors elected Arne Boye Nielsen as Chair of the Board and Bill Östman as Vice Chair of the Board. The Board of Directors also decided the members of Audit Committee and elected Pekka Tammela, Ann-Christine Sundell and Arne Boye Nielsen. The Board of Directors elected Pekka Tammela as Chair of the Audit Committee. The Board of Directors also decided the members of Nomination and Remuneration Committee and elected Ann-Christine Sundell, Riad Sherif and Bill Östman. The Board of Directors elected Ann-Christine Sundell as Chair of the Nomination and Remuneration Committee.

The AGM decided that the Chair of the Board be entitled to an annual emolument of EUR 60,000, the possible deputy chair of the Board of Directors be entitled to an annual emolument of EUR 45,000, the Board Members be entitled to an annual emolument of EUR 30,000, the chair of the Audit Committee be entitled to an annual emolument of EUR 20,000, the chair of the Nomination and Remuneration Committee be entitled to an annual emolument of EUR 10,000, and the members of the Board Committees be entitled to an annual emolument of EUR 5,000.

Approximately 40 per cent of the Board members' annual remuneration (gross) will 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 2023, using the trade volume weighted average price on the day following the release of the interim report as the share value.

# REVENIO

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The AGM further decided 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.

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

The AGM re-elected Deloitte Ltd, Authorized Public Accountants, as the company's auditors, with Authorized Public Accountant (KHT) Mikko Lahtinen acting as the principal auditor. The AGM decided to pay the auditors' fees as invoiced and approved by the company.

## **2. Annual profit distribution, dividend distribution and capital repayment**

The AGM decided to accept the Board's proposal on profit distribution, according to which the parent company's profit for the financial period, EUR 17,686,519.09, will be added to retained earnings, and a dividend of EUR 0.36 per share will be paid. Dividend will be paid to shareholders who have been registered in the company's shareholder register, maintained by Euroclear Finland Ltd, by the dividend record date on March 27, 2023. The dividend payment date is April 3, 2023.

## **3. Authorizing the Board of Directors to change the Articles of Association**

The AGM authorized the Board of Directors to 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.*

# REVENIO

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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."*

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

The AGM authorized 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.

# REVENIO

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

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

The AGM decided to 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 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 grants 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 effective until the end of the Annual General Meeting held in 2024, yet no further than until June 30, 2024. This authorization shall supersede the issue authorization granted at the Annual General Meeting of April 8, 2022.

Revenio Group Corporation  
Board of Directors

### **For further information, please contact**

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## Distribution

Nasdaq Helsinki Ltd

Main media

[www.revenio.fi](http://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), 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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[Revenio Group Corporation: Decisions by the Annual General Meeting](#)