Revenio Group Corporation, Stock Exchange Release, 22 February 2018 at 12:00

#### **NOTICE OF GENERAL MEETING**

Notice is given to the shareholders of Revenio Group Corporation of the annual general meeting to be held on Tuesday 20 March 2018 at 4.30 p.m. at Finlandia Hall, Veranda 2, Mannerheimintie 13e, 00100 Helsinki (entrance M4/K4). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 3.30 p.m.

After the annual general meeting, the shareholders will have the opportunity to meet the president and CEO and members of the management team of the Revenio Group Corporation at a coffee event.

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 statement, the report of the Board of Directors, and the auditor's report for the year 2017
  - Review by the President and CEO
- 7. Adoption of the financial statement
- 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the general meeting that a dividend of EUR 0.78 per share be paid for the financial year 2017. The dividend will be paid to shareholders who, on the record date of 22 March 2018, are registered in the company's shareholders' register, held by Euroclear Finland. The Board proposes that the dividend payment date be 29 March 2018.

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

# 10. 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 that the remuneration paid to the members of the Board of Directors to be elected at the annual general meeting for the term ending upon the closing of the annual general meeting in 2019 be as follows: EUR 48,000 for the Chair and EUR 24,000 for the members of the Board of Directors.

The Board of Directors proposes that approximately 40 percent of Board members' annual emoluments will be settled in the form of Company shares held by the Company, while 60 percent will consist of a monetary payment. Tax will be deducted from the monetary payment, calculated on the amount of the entire annual emolument. The shares will be assigned to members of the Board of Directors within two weeks of when Revenio Group Corporation's interim report for the period of 1 January - 31 March 2018 has been published, using the mean price of the company's share weighted with the trading amounts of the trading day following the interim report.

Any travel expenses will be compensated in accordance with the company's travel expense regulations.

#### 11. Resolution on the number of members of the board of directors

The Board of Directors proposes that five regular members be elected to the Board of Directors.

### 12. Election of the members of the Board of Directors

Shareholders accounting for a total of 21.5 percent of all shares and voting rights in the company have informed the company that they will propose that Pekka Tammela, Ari Kohonen, Pekka Rönkä, Kyösti Kakkonen and Ann-Christine Sundell be re-elected as members of the Board of Directors.

### 13. Resolution on the remuneration of the auditor

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

#### 14. Election of the auditor

The Board of Directors proposes that authorised public accountants Deloitte & Touche Ltd, who have named Authorized Public Accountant Merja Itäniemi as the chief auditor, be elected as the auditor.

## 15. Share issue without payment (share split)

The Board of Directors proposes to the annual general meeting that, in order to enhance the liquidity of the company's share, new shares be issued to the shareholders in proportion to their holdings so that two (2) new shares are issued per each share (share split). Based on the number of shares as at the date of this notice (7,979,406), a total of 15,958,812 will be issued. The shares will be issued to shareholders who are registered in the company's shareholders' register, maintained by Euroclear Finland, on the record date of 22 March 2018 of the share issue. The share issue without payment shall be executed in the book-entry system and will not require any actions from the shareholders. The new shares will generate shareholder rights as of 22 March 2018 when they have been entered in the Trade Register. The new shares will not entitle their holders to dividend payments as defined above in section 8.

If the proposed share issue is approved and executed, the Board of Directors shall decide, in accordance with the terms of the company's option scheme 2015, to amend

- the share subscription price of stock options A, B and C to match the split ratio
- the numbers of shares to be subscribed under stock options A, B and C so that one stock option entitles its holder to subscribe for three shares
- The subscription price of shares subscribed for under stock options will be reduced after the termination of the determination period of the subscription price and for dividends decided before the share subscription with the record date of 22 March 2018 or earlier by one third (1/3) of their amount.
- The amount of shares that can be subscribed for under the stock options may rise by a maximum of 450,000 new shares.

### 16. Authorising the Board of Directors to decide to repurchase the company's own shares

If the share issue without payment proposed in section 15 of the notice to the general meeting is accepted and the new shares registered, the Board of Directors proposes that the general meeting authorise the Board of Directors to resolve on the acquisition of a maximum of 2,393,821 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 and implement any corporate acquisitions or other transactions, implement share-based incentive plans, 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, that is, in a proportion other than its shareholders' holdings in company shares, with the consideration for the shares based on their publicly quoted market price, in such a manner that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period, and, similarly, their highest price equals the highest market price quoted in public trading during that period.

The Board proposes that the authorisation be valid until 30 April 2019. This authorization shall supersede the buyback authorization granted at the general meeting of 22 March 2017.

If the Board of Directors does not accept the share issue without payment in accordance with section 15 of the notice to the general meeting, the Board of Directors proposes that the buyback authorisation concerns a maximum of 797,940 own shares under terms otherwise set out above.

# 17. Authorising the Board of Directors to decide on a share issue and the issuance of options and other special rights entitling to shares

If the share issue without payment proposed in section 15 of the notice to the general meeting is accepted and the new shares registered, the Board of Directors proposes that the annual general meeting authorise the Board of Directors to decide on a share issue of a maximum of 2,393,821 shares or to grant 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 said share issue and the granting of special rights, including the subscribers or the grantees of said special rights and the payable consideration. The authorization also includes the right to waive shareholders' pre-emptive subscription rights and covers the issue of new shares and the transfer of any shares that may be held by the company.

The Board proposes that the authorisation be valid until 30 April 2019. This authorization shall supersede the authorization to decide on a share issue and on the granting of special rights giving entitlement to shares granted in the annual general meeting of 22 March 2017.

If the Board of Directors does not accept the share issue without payment in accordance with section 15 of the notice to the general meeting, the Board of Directors proposes that the aforemen-

tioned share issue authorisation concerns a maximum of 797,940 shares under terms otherwise set out above.

### 18. Closing of the meeting

### B. Documents of the general meeting

The aforementioned proposals on the agenda of the annual general meeting as well as this notice are available on Revenio Group Corporation's website at www.revenio.fi. Revenio Group Corporation's Annual Report, including the financial statements, Report of the Board of Directors and auditor's report, will be available on the said website no later than 27 February 2018. The proposals for resolutions and the other above-mentioned documents will also be available at the meeting. In addition, 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 3 April 2018 at the latest.

### C. Instructions to meeting participants

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

Shareholders who are on 8 March 2018 registered in the company's shareholders' register, held by Euroclear Finland Ltd, 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 company's shareholders' register.

Shareholders who are registered in the shareholders' register and want to participate in the general meeting shall register for the meeting no later than by 4 p.m. 15 March 2018 by giving prior notice of participation, by which time registration notices need to have been received. Such notice can be given:

- a) through the company's website at www.revenio.fi
- b) via e-mail to info@revenio.fi or
- c) by mail to Revenio Group Corporation, General Meeting, Äyritie 22, FI-01510 Vantaa, Finland.

In connection with the registration, a shareholder shall provide their name, personal identification number, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of the proxy representative. The personal data given to Revenio Group Corporation is used only in connection with the general meeting and with the processing of related registrations. The shareholder, their authorized representative or proxy representative shall, where necessary, be able to prove their identity and/or right of representation.

### 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 8 March 2018, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. Moreover, in order to participate in the annual general meeting, holders of nominee-registered shares are required to be temporarily registered, based on such shares, in the shareholders' register held by Euroclear Finland Ltd, no later than 15 March 2018, at 10:00 a.m. For nominee-registered shares, this constitutes due registration for the annual general meeting.

A holder of nominee registered shares is advised to request without delay 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 organization of the custodian bank has to register a holder of nominee registered shares who wants 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 powers of attorney

A shareholder may participate in the general meeting and exercise their rights at the meeting by way of proxy representation. A proxy representative shall 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.

Any proxy documents should be delivered as originals to the address Revenio Group Corporation, Annual General Meeting, Äyritie 22, FI-01510 Vantaa, Finland, before the last date for registration.

## 4. Other instructions and information

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.

On the date of this notice to the general meeting 22 February 2018, the total number of shares in Revenio Group Corporation, and votes represented by such shares, is 7,979,406.

Vantaa, 22 February 2018

REVENIO GROUP CORPORATION BOARD OF DIRECTORS

For further information, please contact: CEO and President Timo Hildén tel. +358 40 580 4774 timo.hilden@revenio.fi www.revenio.fi

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## The Revenio Group in brief

Revenio is a Finnish, globally operating health technology corporation whose worldwide success is based on a strongly patented intraocular pressure measurement technology. The Revenio Group consists of Icare Finland Oy, Revenio Research Oy and Oscare Medical Oy. The common denominators of Revenio's business operations include screening, follow-up and the global need to make cost savings through preventive health care. Revenio seeks vigorous growth in health technology. Revenio aims to develop even more efficient and easily adopted methods for the early-stage detection of diseases with significance for public health. The focus of Revenio's screening technology is on the early detection of glaucoma, osteoporosis, skin cancer and asthma, and the monitoring of these during the treatment process.

In 2017, Revenio Group's net sales totaled EUR 26.8 million, with its operating margin, excluding non-recurring items, standing at 35.5 %. Revenio Group Corporation is listed on Nasdaq Helsinki.