



REVENIO

ENABLING EASY & EFFICIENT DIAGNOSIS

CORPORATE
GOVERNANCE STATEMENT

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Corporate Governance Statement of Revenio Group Corporation 2019

Revenio Group Corporation's Regulations and Governance Code

Revenio Group Corporation ("Revenio" or "the Company") is a Finnish public limited company. Its obligations and the responsibilities of its decision-making body are governed by Finnish law. The Revenio Group comprises the parent company Revenio Group Corporation and its subsidiaries. The Company is domiciled in Vantaa.

The highest decision-making authority rests with the Annual General Meeting of the Company's shareholders. The shareholders elect the members of the Board of Directors and the auditors of the Company at the Annual General Meeting. The day-to-day operations of the Revenio Group are managed by the Board of Directors and the President & CEO. The Company operates according to the single-tier administrative model.

In its decision-making and corporate governance, Revenio Group Corporation abides by the Finnish Limited Liability Companies Act, other legal provisions concerning listed companies, Revenio Group Corporation's Articles of Association, and the rules and guidelines issued by Nasdaq Helsinki Ltd. The Company complies with the Finnish Corporate Governance Code approved on September 19, 2019 and issued on January 1, 2020 by the Securities Market Association ("Governance Code").

The full Governance Code is available at www.cgfinland.fi/en.

Revenio Group Corporate Governance structure



General Meeting

Ordinary and extraordinary general meetings of shareholders

The ordinary Annual General Meeting is held annually on a date determined by the Board of Directors no later than the end of June. The Annual General Meeting considers matters stipulated by the Company's Articles of Incorporation, and any other proposals/recommendations made to the Annual General Meeting. In recent years, Revenio's ordinary Annual General Meeting has been held in March. The Company may also convene an extraordinary meeting of shareholders. General meetings of shareholders are convened by the Board of Directors.

An extraordinary general meeting of shareholders shall also be convened if shareholders with at least 10% of the Company's shares demand so in writing for the consideration of a specific matter.

As a rule, the Annual General Meeting considers matters presented to it by the Board of Directors. In accordance with the Finnish Limited Liability Companies Act, a shareholder has the right to submit a matter, under the jurisdiction of the Annual General Meeting, for consideration through a request to the Board of Directors made sufficiently in advance for the matter to be included in the Annual General Meeting notice. The shareholder shall deliver the request to include a matter on the agenda for the Annual General Meeting, together with its grounds or suggested decision, to the address Revenio Group Corporation, Äyritie 22, 01510 VANTAA, FINLAND, in writing. The Company will notify by the end of the financial year prior to the Annual General Meeting the date by which shareholders must deliver their request. The notification will be published on the Company's website and in the events calendar.

Any shareholders' proposals for decisions concerning the composition of the Board of Directors and appointment of auditors shall be included in the notice of the general meeting if the shareholders that issued the proposal hold a minimum of 10% of the votes generated by the Company's shares, the candidates have given their consent to their appointment, and the proposal has been delivered to the Company in time to include it in the notice of the general meeting.

The Company's Remuneration Policy is presented to the ordinary Annual General Meeting at least once every four years and whenever substantial changes are made to it.

After the notice of the Annual General Meeting has been published, similar proposals made by shareholders who own at least 10% must be published separately.

Principal matters to be decided by the general meeting of shareholders:

- the number of members on the Board of Directors;
- election of the members of the Board of Directors;
- the remuneration and financial benefits paid to members of the Board of Directors;
- election of the Company's auditor and deciding on the auditor's fee;
- the adoption of the financial statements;
- the discharge of the President & CEO and the members of the Board of Directors from liability;
- amendments to the Articles of Incorporation;
- changes in share capital;
- the distribution of the Company's funds, such as the distribution of profit.

Notice of the general meeting of shareholders

Notice of a General Meeting shall be given no earlier than two (2) months and no later than twenty-one (21) days prior to the meeting by publishing the notice on the Company's website at www.revenio.fi/en, or in at least one Finnish-language national daily newspaper as determined by the Board of Directors, or by delivering the notice in writing to the address entered for each shareholder in the shareholder register.

The notice of the general meeting shall indicate:

- the time and place of the meeting;
- the matters on the agenda of the general meeting;
- If the matter will be discussed by the meeting:
 - candidates nominated to the Board of Directors together with their personal information;
 - proposal for the remuneration of the members of the Board of Directors;
 - proposal for auditor;
- guidelines for the procedure the shareholder must follow in order to participate and vote in the general meeting;
- the record date determining the right to participate and vote in the general meeting;

- the place where documents related to the meeting and decision proposals are available;
- the address of the Company's website.

The notice and the Board's proposals for the meeting are to be published in the form of a stock exchange release.

In addition to the above information, the following will be presented to shareholders on the Company's website no later than 21 days prior to the meeting:

- the total number of shares and votes by classes of shares on the date of the notice;
- the documents to be presented to the general meeting;
- decision proposals by the Board or any other executive body;
- matters included on the agenda for which no decision is proposed.

Right to participate in general meetings of shareholders

Shareholders who are registered in the Company's shareholder register maintained by Euroclear Finland Ltd on the record date specified by the Company have the right to attend the Annual General Meeting. Participants are required to register for the general meeting by the date given in the notice, which is no later than ten (10) days prior to the date of the meeting. Shareholders may attend the meeting in person or by a proxy representative. A proxy representative must present a dated power of attorney or otherwise in a reliable manner prove that they are authorized to represent the shareholder. The shareholder or proxy representative may have one assistant at the meeting.

Minutes of the Annual General Meeting

Minutes will be taken at general meetings of shareholders and made available, together with attachments relating to the decisions made by the meeting, to the shareholders on the Company's website within two (2) weeks of the meeting. Attachments relating to decisions made by the meeting will be available only to the extent that they pertain to the actual subject matter of the decision. In addition, the decisions of the general meeting are to be published in the form of a stock exchange release without delay after the meeting. Documents of the General Meeting are to be available on the Company's website for at least five years after the Annual General Meeting.

Senior management presence at general meetings

The intention is for all members of Revenio Group Corporation's Board of Directors to be present at general meetings of shareholders. The Chair of the Board, members of the Board, and the President & CEO are present at general meetings. In addition, the auditor attends ordinary Annual General Meetings. A candidate to the Board of Directors must be present at the general meeting that decides on their election.

Share classes

The Company has one class of shares. One share entitles to one vote. In a vote, the decision of the general meeting shall, according to the Finnish Limited Liability Companies Act, usually be the proposal carried by more than half of the votes given. According to the Finnish Limited Liability Companies Act, however, there are several matters that require a qualified majority in respect of the number of shares and the votes granted by shares. Such matters include any amendment of the Articles of Incorporation and any decision on a directed share issue.

Revenio's Articles of Incorporation do not include any redemption clauses or voting restrictions. The Company is not aware of any shareholder agreements concerning the use of voting rights in the Company, or of any agreements limiting the surrender of Company shares.

Board of Directors

Composition and Term of the Board of Directors and the independence of its members

According to its Articles of Incorporation, Revenio Group Corporation's Board of Directors is to be composed of no fewer than three (3) and no more than six (6) members.

The requirements set by the Company's operation and its development phase will be considered with regard to the composition of the Board of Directors. A candidate to the Board of Directors must have the necessary qualifications for the position and the time to fulfill their duties. The number of members on the Board of Directors and its composition must enable efficient performance when the Board's tasks are being managed.

The general meeting of shareholders elects the members of the Board. The Board elects its Chair from among its members. All

members of the Board of Directors are non-executive directors. According to the Articles of Incorporation, the term of a member of the Board is one year beginning at the end of the general meeting of shareholders at which the member was elected and ending at the close of the next ordinary general meeting of shareholders.

Diversity of the Board of Directors

In order to ensure the diversity of the Board of Directors, the members' competence, experience, and industry-specific knowledge must be taken into account when candidates are proposed as members of the Board. The Company strives to have both genders represented on the Board of Directors, and it aims to have members that represent wide-ranging and diverse perspectives. These Board diversity-related aspects were also taken into account in 2019 when identifying suitable candidates for Board members. The best candidate shall be elected, taking into account the above-mentioned selection criteria to support the diversity of the Board.

Board Members

Pekka Rönkä, M.Sc. (Eng.) (b. 1952)

Chair of the Board

Pekka Rönkä, M.Sc. (Eng.), Chair of the Board of Directors, previously acted as Chair of the Board of Directors of HLD Healthy Life Devices Oy and Magnasense Technologies Oy and a member of the Board of Directors of Lifeassays AB. His previous positions include Senior Vice President and General Manager of Thermo Fisher Scientific (1999–2012). In the past, Rönkä has held management positions at Labsystems Oy and served as CEO of Fluilogic Systems Oy and Konelab Oy. Mr. Rönkä has been a member of Revenio's Board of Directors since March 20, 2014. He is a member of the Audit Committee.

On Dec 31, 2019, Pekka Rönkä and his controlling interest company owned a total of 6,777 Revenio Group Corporation shares and 0 options.

Commercial Counsellor, Kyösti Kakkonen, LL.B. (b. 1956)

Managing Director,

Joensuun Kauppa ja Kone Oy, K2 Invest Oy and Kakkonen-Yhtiöt Oy Kyösti Kakkonen is the founder of Tokmanni Group and served as CEO of the Group for 20 years until 2009. Currently, Mr. Kakkonen acts as CEO, Chair of the Board or member of the Board in several companies of his own, including Joensuun Kauppa ja Kone Oy, K2 Invest Oy, and Kakkonen-Yhtiöt Oy. Mr. Kakkonen has been a member of Revenio's Board of Directors since March 20, 2014.

On Dec 31, 2019, Kyösti Kakkonen and his controlling interest company owned a total of 1,062,179 Revenio Group Corporation shares and 0 options.

Ari Kohonen, M.Sc. (Eng.), M.Sc. (Econ.) (b. 1955)

Chair of the Board of Gerako Oy

Ari Kohonen is Chair of the Board of Directors of Gerako Oy. His previous positions include Managing Director of Tekla Oy (2004–2013) and several international banking and investment banking positions at Nordea (1983–2003). Prior to this, he was with Kemira Oy. Mr. Kohonen has been a member of Revenio's Board of Directors since March 21, 2013.

On Dec 31, 2019, Ari Kohonen and his controlling interest company owned a total of 128,756 Revenio Group Corporation shares and 0 options.

Ann-Christine Sundell, MA (b. 1964)

Professional Board member

Ann-Christine Sundell is a member of the Board of Directors of Blueprint Genetics Oy, Immunovia Ab, and Biocartis NV, Chair of the Board of Directors of Medix Biochemica Group Oy and Serres Oy, and Deputy Chair of the Board of Raisio Oyj. Ann-Christine Sundell is also a member of the Remuneration Committee of Biocartis NV, Chair of the Remuneration Committee of Immunovia Ab, and Chair of the Audit Committee of Raisio Oyj. She has previously held positions as President, Segment Manager, and Sales and Marketing Manager at PerkinElmer (1999–2010). Ms. Sundell has been a member of Revenio's Board of Directors since March 15, 2016. She is a member of the Audit Committee.

On Dec 31, 2018, Ann-Christine Sundell and her controlling interest company owned a total of 4,376 Revenio Group Corporation shares and 0 options.

Pekka Tammela, M.Sc. (Econ.) (b. 1962)

Partner, Korona Invest Oy

Pekka Tammela is a partner in Korona Invest Oy. He has previously served in various managerial positions, such as a partner at P J Maa Partners Oy, CFO of Solteq Oyj and Panostaja Oyj, and as an Authorized Public Accountant at PricewaterhouseCoopers and KPMG. He also serves on other Boards of Directors, including SNT-Group Oy, and as Chair of the Board of Normiopaste Oy. Mr. Tammela has been a member of Revenio's Board of Directors since April 3, 2007. He is a member of the Audit Committee.

On Dec 31, 2019, Pekka Tammela and his controlling interest company owned a total of 70,407 Revenio Group Corporation shares and 0 options.

All Board members are independent of the Company and its major shareholders.

The Board reviews the neutrality of its members on a regular basis. Board members are obligated to provide the Board of Directors with the information required for the assessment of neutrality.

ASSESSMENT OF INDEPENDENCE OF THE MEMBERS OF REVENIO GROUP CORPORATION'S BOARD OF DIRECTORS

	INDEPENDENT OF THE COMPANY	INDEPENDENT OF SHAREHOLDERS
Kakkonen Kyösti	Yes	Yes
Kohonen Ari	Yes	Yes
Rönkä Pekka	Yes	Yes
Sundell Ann-Christine	Yes	Yes
Tammela Pekka	Yes	Yes

Responsibilities of the Board of Directors

The Board is responsible for the Company's administration and the appropriate organization of the Company's business operations. It makes decisions on principles governing corporate strategy, organization, accounting, and finances.

The Board appoints the Company's President & CEO and, based on the CEO's proposals, the members of the Group Management Team. It also ratifies the Company's organization and structure. The Board has established an audit committee responsible for the tasks of an audit committee according to the Governance Code.

The Board has prepared a written charter of its operation, which is updated as necessary.

The Board holds regular meetings approximately once a month and more often as required. The Company ensures that all members of the Board of Directors have sufficient information on the Company's operation, operating environment, and financial position, and that any new member of the Board receives induction into the Company's operation.

As stipulated by its charter, the Board's principal tasks are to:

- decide on Group strategy and ratify the strategies of the various business areas;
- approve the Group's annual plan (budget);
- approve the Group's financing and investment policies;
- ratify the Group's risk management principles, and discuss the Group's most important risks and factors of uncertainty;
- confirm and ratify the Group's insurance policy;
- discuss and approve the consolidated financial statements, interim financial reports, stock exchange releases pertaining to these, and the review of operations;
- significant contracts;
- decide on specific investments, acquisitions, divestments, corporate reorganization and commitments that have strategic or financial importance;
- decide on rules concerning management authorizations;
- decide on the Group's high-level structure and organization;
- appoint and dismiss the President & CEO, approve the CEO's service contract, and decide on the CEO's salary, benefits, and other financial remuneration;
- approve the appointments of the members of the Group Management Team, the Managing Directors of subsidiaries, their salaries and financial benefits;
- decide on the remuneration schemes of the Revenio Group, including the granting of share-based bonuses within limits set by the Annual General Meeting.

The Board's decision-making

The task of Revenio Group Corporation's Board of Directors is to further the interests of the Company and all of its shareholders. Members of the Board do not represent the entities or persons who nominated them for election. Members of the Board are disqualified from participating in the management of matters or transactions taking place between themselves and the Company. Voting is based on the simple majority vote principle. In the case of an even vote, the proposal supported by the Chair will prevail.

The Board's meeting procedures and self-assessment

The Chair is responsible for convening and presiding over the Board meetings. The Board has not assigned to its members any particular

areas of business to be monitored. The Board annually reviews its operation and procedures and performs self-assessments at necessary intervals.

Audit Committee

The Board of Directors decided on May 10, 2019 to establish an Audit Committee.

At the same time, in accordance with the charter of the Audit Committee, the Board elected the following members from among its members for the Committee: Pekka Tammela (Chair), Pekka Rönkä, and Ann-Christine Sundell. The members of the Audit Committee have sufficient expertise and experience with respect to the committee's area of responsibility and the mandatory tasks relating to auditing.

In accordance with the Limited Liability Companies Act, the duties of the Audit Committee are to:

- monitor and assess the financing reporting system;
- monitor and assess the efficiency of internal control and auditing as well as of the risk management systems;
- monitor and assess how agreements and other legal acts between the Company and its related parties meet the requirements of the ordinary course of business and market terms;
- monitor and evaluate the independence of the auditor and, in particular, the offering of services other than auditing services by the auditor;
- monitor the Company's auditing;
- prepare the appointment of the Company's auditor.

In addition, the tasks of the Company Audit Committee include:

- monitoring the statutory auditing of the financial statements and consolidated financial statements as well as the reporting process and ensure their accuracy;
- supervising the financial reporting process;
- reviewing the effectiveness of Revenio Group Corporation's internal control and risk management systems, the Group's risks, and the quality and scope of risk management;
- approving the internal audit guidelines and reviewing the internal audit plans and reports;

- reviewing the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in the Company's Corporate Governance Statement;
- evaluating the independence and work of the statutory auditor and proposing a resolution on the election and fee of the auditor;
- evaluating compliance with laws, regulations, and company policies and monitoring significant litigations of Group companies;
- executing any other duties bestowed upon it by the Board.

The Audit Committee shall convene at least four times a year. Audit Committee meetings are convened by the Chair. The Group CFO may also act as secretary of the Committee meetings. Members of the Board of Directors and the President & CEO have the right to be present at Committee meetings. Committee meetings are quorate when the Chair and at least one member are present.

The Audit Committee shall draw up a meeting schedule for one year at a time, including the main topics to be discussed. Minutes are to be drawn up of Audit Committee meetings without delay and signed by the Chair and secretary. The Committee meeting minutes are to be distributed to all Board members. The Chair of the Audit Committee shall report separately to the Board on the key observations of the Committee at least four times a year.

The Audit Committee evaluates its own work once a year in the form of self-assessment. The Committee Chair reports the results to the Board of Directors.

The Audit Committee meets with the auditors, internal auditors, and other experts within the Company as necessary. The Audit Committee may use external experts as required.

In 2019, the Board of Directors met 28 times, and the average attendance of Board members at meetings was 97%. In 2018, the attendance rate was 100%.

In 2019, the Audit Committee met 3 times, and the attendance rate was 100%.

THE ATTENDANCE OF BOARD MEMBERS AT BOARD MEETINGS IN 2019

Kakkonen Kyösti	26/28	93%
Kohonen Ari	28/28	100%
Rönkä Pekka	28/28	100%
Sundell Ann-Christine	26/28	93%
Tammela Pekka	28/28	100%

THE ATTENDANCE OF BOARD MEMBERS AT AUDIT COMMITTEE MEETINGS IN 2019

Rönkä Pekka	3/3	100%
Sundell Ann-Christine	3/3	100%
Tammela Pekka	3/3	100%

President & CEO

According to the Articles of Incorporation, Revenio Group Corporation shall have a President and CEO. The CEO's task is to manage the operation of the Company in accordance with guidelines and rules laid out by the Board of Directors, and inform the Board of the development of the Company's business operations and financial position. Additionally, the CEO is responsible for organizing the Company's day-to-day management and to ensure that the Company's asset management is arranged in a reliable way. The CEO is appointed by the Board of Directors, which also specifies the terms and conditions of the CEO's employment in a written employment contract that has been approved by the Board of Directors. The contract also contains the financial benefits of the employment, such as severance pay and any other compensations. The CEO may not be elected as Chair of the Board of Directors.

Timo Hildén, M.Sc. (Econ.) (b, 1959) was President & CEO of Revenio Group Corporation from January 1, 2017 to August 4, 2019, and Mikko Moilanen, M.Sc. (EE), was President & CEO from August 5, 2019 to November 25, 2019. Timo Hildén was appointed to serve as temporary President & CEO from November 25, 2019. The Board of Directors has initiated the recruitment process to appoint a new President & CEO.

On Dec 31, 2019, Hildén and his controlling interest company owned a total of 2,010 Revenio Group Corporation shares and options.

PRESIDENT & CEO'S SALARY, BONUSES AND FRINGE BENEFITS 2019 (EUR)

	MONETARY SALARY	PERFORMANCE BONUSES	FRINGE BENEFITS	EMPLOYMENT-BASED OPTIONS	TOTAL
Timo Hildén	156,398	77,361	160	265,891	499,809
Mikko Moilanen	344,964.61*		3,945.30		348,909.91

*Includes costs for 12 months' period of notice, part of which will be paid in 2020

TIMO HILDÉN: KEY TERMS OF THE CEO'S SERVICE CONTRACT:

Temporary	
Pension benefits	Employment pension (TyEL), supplementary pension
Period of notice	–
Compensation payable in addition to salary for period of notice	–

Company management and administration of subsidiaries

Revenio Group's Management Team consists of the President & CEO, heads of various functions, and Managing Directors of the Group's subsidiaries. Their responsibilities are as follows:

Timo Hildén

President & CEO; Strategic and operational management of the Group. Managing Director of Icare Finland Oy; Managing Director and member of the Board of Directors of Revenio Research Oy and CenterVue Inc.; member of the Board of Directors of Oscare Medical Oy and Done Medical Oy; Managing Director and Chair of the Board of Directors of CenterVue SpA.

Robin Pulkkinen

CFO; Management of the Group's finances, reporting, and administration. Management of investor relations and investor communications. Managing Director of Revenio Italy S.r.l.; member of the Board of Directors of Icare USA Inc, CenterVue Inc, and CenterVue SpA. Deputy member and secretary of the Board of Directors of Icare Finland Oy, Revenio Research Oy, Oscare Medical Oy, and Done Medical Oy.

Tommi Karvo

Sales and Marketing Director; global management of the Group's sales and marketing and product lines.

Ari Isomäki

Operations Director; Global management and development of the Group's entire supply chain, customer service, manufacturing, production, purchasing, logistics, maintenance, and design transfer operations.

Heli Huopaniemi

QA Director; Management of Group quality operations and global regulatory processes. QA Manager, Icare Finland Oy. Responsible for the operations of the QA/RA department and representative of Icare Finland Oy's management in management reviews; develops, maintains, and assures Group quality operations and standards.

Mika Salkola

R&D Director, Icare Finland Oy; R&D Director, Revenio Research Oy; Management of the Group's R&D activities. Responsible for R&D project and organization resourcing and R&D subcontractor collaboration. Management and development of the technology portfolio and cooperation with research institutes and experts.

Giuliano Barbaro

As of January 1, 2020: R&D Director of Imaging Devices, CenterVue S.p.A; HR management and good governance in Italy; quality system responsibility for imaging products.

Responsibilities of the Management Team

In contrast to the Company's statutory governing bodies, the duties of the Management Team are operational. These include:

- planning and monitoring investments;
- preparing for and implementing corporate acquisitions;
- preparing strategy proposals;
- managing and monitoring daily business operations;
- measures related to preparatory work for Board meetings.

The Management Team convenes at least once a month.

In 2019, the Management Team consisted of the President & CEO (Timo Hildén from January 1 to August 4, 2019 and November 25 to December 31, 2019 and Mikko Moilanen from August 5 to November 25, 2019) and the following members:

Heli Huopaniemi, M.Sc. (b. 1972)

QA, Icare Finland Oy; QA Director, Revenio Group Corporation

On Dec 31, 2019, Heli Huopaniemi and her controlling interest company owned a total of 513 Revenio Group Corporation shares and 0 options.

Ari Isomäki (b. 1966)

Operations Director, Icare Finland Oy

On Dec 31, 2019, Ari Isomäki and his controlling interest company owned a total of 0 Revenio Group Corporation shares and 4,400 options.

Tomi Karvo, M.Sc. (Eng.), MBA (b. 1966)

Sales and Marketing Director, Icare Finland Oy

On Dec 31, 2019, Tomi Karvo and his controlling interest company owned a total of 0 Revenio Group Corporation shares and 3,950 options.

Robin Pulkkinen, M.Sc. (Econ.) (b. 1980) (b. 1980)

CFO, Revenio Group Corporation

On Dec 31, 2019, Robin Pulkkinen and his controlling interest company owned a total of 1,800 Revenio Group Corporation shares and 4,500 options.

Mika Salkola, M.Sc. (Tech.) (b. 1962)

R&D Director, Icare Finland Oy; R&D

Director, Revenio Research Oy

On Dec 31, 2019, Mika Salkola and his controlling interest company owned a total of 0 Revenio Group Corporation shares and 0 options.

The members of the Boards of Directors of Revenio Group Corporation's fully owned subsidiaries are elected from Group management. Persons who have employment agreements or service contracts with Group companies are not paid a separate fee for membership on the Boards of Directors of subsidiary companies. The responsibilities of the Boards of subsidiaries are provided for in legislation. Business control of the subsidiaries takes place through

the parent company's Board of Directors, President & CEO, the subsidiary's Managing Director, and the Group's management system.

Divested operations in 2019

No operations were divested in 2019.

Acquired operations in 2019

Revenio acquired the entire share capital of Italian company CenterVue SpA at the end of April 2019. To carry out the acquisition, Revenio established an Italian subsidiary, Revenio Italy S.R.L., which purchased the acquired company's shares.

Remuneration

Revenio will publish a separate Salary and Remuneration Report for 2019 and a Remuneration Policy to be presented to the Annual General Meeting at the same time with this Corporate Governance Statement 2019. Both reports can be found on the Company's website at: www.reveniogroup.fi/en/investors/corporance-governance-statement

The Group's financial reporting

The Group's financial development and achievement of the Group's financial goals are monitored through monthly financial reporting that covers the entire Group. The monthly performance reports include actual performance of the Group together with analysis, realized performance over the year before, realized performance compared with financial plans, and forecasts for the current calendar year.

The Group's short-term financial planning is based on annually drawn-up financial plans for the following calendar year.

The Group's financial position and development are communicated through the half year report, interim reports and the financial statements release. Due to an amendment to the Securities Market Act, which came into force on November 26, 2015, the descriptive sections of Revenio Group Corporation's Interim Reports Q1/2019 and Q3/2019 were published in a more concise format.

In 2019, the financial statements for 2018 were published on February 14, 2019, the Interim Report Q1/2019 was published on April 16, 2019, the Half Year Financial Report H1/2019 was published on August 15, 2019, and the Interim Report Q3/2019 was published on October 24, 2019.

DESCRIPTIONS OF INTERNAL CONTROL PROCEDURES AND THE MAIN FEATURES OF RISK MANAGEMENT SYSTEMS

Risk management and control

Risk management

The Group's risk management ensures that the financial reports disclosed by the Revenio Group provide in all material respects true and accurate information about the Company's financial position. The Group's risk management aims to ensure the continuity of business and the Group's capacity to operate in any risk scenarios that can be identified in advance.

Revenio Group Corporation's Board of Directors authorizes the risk management principles, strategic targets, and priorities. Risk management planning and implementation is steered and supervised by the Board of Directors. The Audit Committee set up the Board of Directors supervises risk management in the Group.

Risk management responsibilities and roles

The implementation of risk management is the responsibility of business management teams and the Group Management Team. These bodies ensure that sufficient risk identification, assessment, management, and reporting procedures are included in the processes under their respective responsibilities.

Subsidiaries' business management teams locally organize risk management implementation methods that take the subsidiary's size into account. For certain risk management areas in which a centralized approach is appropriate, such as the management of insurance and financial risks, the parent company's Board of Directors makes such decisions based on a proposal by the President & CEO.

Risks and any changes therein are reported to Revenio Group Corporation's Board of Directors. At least once a year, the Board considers major risks and their management and analyzes the effectiveness of risk management.

Risk management is assessed by the Audit Committee during internal audit procedures.

Risk management implementation

The management of the subsidiaries is to assess risks when preparing annual plans. The management of business segments is to discuss risks and their management, and also update Group-level risk assessments at least once a year.

Separate risk analyses are made for significant projects, such as major customer projects.

Major risks and uncertainty factors

The Revenio Group's risks are divided into strategic, operational, trade cycle, hazard, financial, and political risks.

The Group's strategic risks include competition in all sectors, the threat posed by new competing products, and any other actions of the Company's rivals that may affect the competitive situation. Another strategic risk is related to the ability to succeed in R&D activities and to maintain a competitive product mix. The Group develops new technologies under the name, Revenio Research Oy, and any failure in the commercialization of individual development projects may result in the depreciation of capitalized development expenses, with an impact on the result. Strategic risks in the Group's segments that require special expertise are also associated with the successful management and development of key human resources and the management of the subcontractor and supplier network.

Corporate acquisitions and the purchase of assets with growth potential related to health tech are part of the Group strategy. The success of these acquisitions has a significant impact on the achievement of growth and profitability targets. Acquisitions may also change the Group's risk profile.

Strategic risks and the need for action are regularly assessed and are monitored in connection with day-to-day management, monthly Group reporting, and annual strategy updates.

Operational risks are associated with the retention and development of major customers, the operations of the distribution network, and success in extending the customer base and markets. In the health technology sector especially, operational risks include factors related to expansion into new markets, such as various countries' national regulations of marketing authorizations for medical instruments and the related official decisions concerning the health care market.

Success in health tech R&D projects launched in accordance with the strategy can also be classified as an operational risk.

The operational risks related to the manufacture, product development, and production control of medical instruments are estimated to be higher than average, because of the sector's requirements concerning quality.

Hazard risks are covered by insurance. Property and business interruption insurance provides protection against risks in these areas. The business pursued is covered by international liability insurance.

Financial risks can be further categorized into credit, interest-rate, liquidity, and foreign exchange risks. To manage credit loss risks, the Group has taken out credit insurance that covers all companies in the Group. Every month, and more frequently if necessary, the Board, in its meetings, assesses matters related to financial issues. If required, the Board provides decisions and guidelines for the management of financial risks concerning interest-rate and currency hedging, for instance. The liquidity risk can be affected by the availability of external financing, the development of the Group's credit standing, the trend in business operations, and changes in the payment behavior of customers. Liquidity risks are monitored by means of cash forecasts, which are drawn up for periods of 12 months at the most at a time.

Revenio Group sells products in nearly 100 countries. Trade policy uncertainties, an unstable political situation, Brexit, and any protective tariffs may affect demand for Revenio Group's products. Revenio actively monitors political developments in different market areas from the risk management perspective. Developments in the political operating environment and legislation may have an impact on Revenio Group's business.

Internal auditing and control

The Audit Committee supervises internal auditing in the Company. The Board of Directors is responsible for internal auditing, which is carried out by an external public accountancy firm, authorized by the Central Chamber of Commerce and selected by the Board. The authorized public accountancy firm that performs an internal audit cannot be the same firm that acts as the Company's auditor.

The objective of internal auditing is to assess and verify the efficiency of risk management, internal control, and management and administration. Internal auditing has been carried out on a case-by-case basis at the discretion of the Board.

Revenio Group Corporation's internal control function is responsible for providing support and ensuring:

- the reaching of set targets;
- the economical and efficient use of resources;
- the management of operational risks;
- the reliability and accuracy of financial and other managerial information;
- compliance with laws and regulations as well as with strategies, plans, internal rules, and set procedures.

Internal control encompasses all financial and other control exercised by the Board of Directors, the President & CEO, and other personnel. At Group level, internal control is based on monthly reports, analyses, and forecasts, which are discussed at the meetings of the Audit Committee and the Group's Board of Directors.

Related party transactions

Revenio's related parties consist of persons holding managerial positions in the Company, as well as their closely related parties, who all have an obligation to notify the Financial Supervisory Authority and the Company of any transactions they have conducted on their own account involving the Company's shares, or debt instruments, or related derivatives, or other financial instruments. The Company is to disclose information on the transactions of persons holding managerial positions and their closely related parties without delay and no later than within three (3) working days of the transaction. Such disclosure is to be made in a stock exchange release in a manner that corresponds to the disclosure of insider information, using the release class 'Management transactions'. A stock exchange release on disclosed information concerning management transactions is available on the Company's website for at least five years from the publication of the release.

The Company is to assess and monitor transactions carried out with related parties and ensure that any conflicts of interest are appropriately considered in the Company's decision-making. The Company is to maintain a list of related parties in its Group administration.

Revenio Group Corporation does not have any relevant related party transactions within its regular business operations that would deviate from regular business operations or market conditions.

The Company provides information on related party transactions according to the Limited Liability Companies Act and regulations governing the preparation of the financial statements in the review by the Board of Directors and notes to the financial statements.

Insider issues

Revenio Group Corporation's Guidelines for Insiders

Revenio Group Corporation complies with the rules and guidelines issued by Nasdaq Helsinki Ltd, including its Guidelines for Insiders; the Market Abuse Regulation ((EU) No. 596/2014, MAR); the provisions of the Securities Market Act and the Criminal Code; as well as the rules and guidelines of the Financial Supervisory Authority and the European Securities and Markets Authority (ESMA). These are supplemented by the Company's own Guidelines for Insiders, which are designed to provide clear instructions and rules for the management of insider issues, the disclosure of insider information, the maintenance of insider lists, and the transactions of management and their closely related parties. The Guidelines for Insiders have been distributed to all insiders.

Revenio is to disclose any insider information that directly concerns the Company as soon as possible. The Company may delay the disclosure of insider information if all of the conditions stipulated by the applicable regulations for the delay of the disclosure of insider information are met. The Company is to publish and store all insider information that it has disclosed on its website for at least five years. Revenio is to maintain project-specific insider registers in circumstances stipulated by the applicable regulations.

The Company's CFO is responsible for insider issues. The CFO is responsible for the implementation of the following tasks in the Company, for example:

- internal communications regarding insider issues;
- training in insider issues;
- the preparation and maintenance of insider lists and their delivery to the Financial Supervisory Authority upon request;
- obtaining approvals from persons on the insider list;
- supervision of insider issues;
- monitoring regulatory changes concerning insider issues.

In accordance with MAR regulations that entered into force on July 3, 2016, persons holding managerial positions in Revenio Group Corporation and their closely related parties have had to notify the Company and the Financial Supervisory Authority of any transactions involving Company shares or other financial instruments. The Company publishes information on the transactions in stock exchange releases. In addition to the members of the Board of Directors and President & CEO, the members of the Group Management Team constitute persons holding managerial positions (members of management with an obligation to notify).

The Company maintains project-specific insider registries of persons with access to inside information. The insider registries are not public, but the information in them is provided to the Financial Supervisory Authority.

Members of management with an obligation to notify and other persons specifically defined by management cannot acquire or dispose of securities issued by the Company, or any securities or derivatives entitling to said securities, during the 30 days prior to the publication of an interim report and financial statements. These publication dates are announced annually in advance in a stock exchange release. In addition, those participating in projects involving insiders may not, during the project, trade in securities or derivatives issued by the Company.

Group Management is to supervise compliance with the Guidelines for Insiders and maintain the Company's insider registers in cooperation with Euroclear Finland Ltd. The Company's insiders are to be regularly sent an extract of the information entered into the insider register. Their adherence to the restrictions on trading is to be monitored, and the related guidelines are to be provided.

Auditing

According to the Articles of Incorporation, the Company must have one regular auditor, which must be a firm of Authorized Public Accountants certified by the Central Chamber of Commerce. The proposal to the Annual General Meeting for the Company's auditor is to be prepared by the Board of Directors. The term of the auditor is to be equal to the financial period of the Company, and the term of the auditor is to end at the end of the ordinary Annual General Meeting of shareholders following the election of the auditor.

The auditor is to provide the statutory auditor's report to the Company's shareholders in connection with the financial statements and is to regularly report on its observations to the Board of Directors.

The Annual General Meeting 2019 appointed Deloitte Oy, Authorized Public Accountants, as the Company's auditors, with Merja Itäniemi, Authorized Public Accountant, as the principal auditor. The Annual General Meeting decided that the auditor's fee is to be paid according to an invoice approved by the Company.

AUDITORS' FEES IN 2018–2019, TEUR

	2019	2018
Auditing	89	45
Other services	30	12
Total	119	57

Updates to the Corporate Governance statements and additional information

These Corporate Governance statements are published simultaneously with the Company's Annual Report for 2019 on the Company website at www.reveniogroup.fi/en/investors/corporance-governance-statement. Please email any questions and comments regarding the Corporate Governance principles to info@revenio.fi.

REVENIO

ENABLING EASY & EFFICIENT DIAGNOSIS

The statements and estimates regarding markets and the future presented in this Annual Report are based on the best knowledge of the management of the Group and its subsidiaries at the time they were made. Due to their nature, they contain a certain amount of uncertainty and may change in the event of developments in the general economic situation or conditions within the industry.

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