

## **Board of Directors' proposals to the Annual General Meeting 2025 of Revenio Group Corporation**

### **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 0.40 per share be paid for the financial period 2024. The dividend will be paid to shareholders who, on the record date of the dividend payment of April 14, 2025, are registered in the shareholders' register of the company, maintained by Euroclear Finland Ltd. The Board of Directors proposes that the dividend payment date be April 23, 2025.

### **Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation for travel expenses**

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes, that the annual fees to be paid to the members of the Board elected at the General Meeting for the term of office ending at the 2026 Annual General Meeting be as follows: EUR 60,000 for the Chair of the Board, EUR 45,000 for the possible Deputy Chair of the Board, EUR 30,000 for the members of the Board, EUR 20,000 for the Chair of the Audit Committee, EUR 10,000 for the Chair of the Nomination and Remuneration Committee and EUR 5,000 for members of the Board Committees.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes, that approximately 40 per cent of the annual remuneration (gross) be settled in the form of the company's shares held in its treasury, however, at most 7,000 shares, while the remaining 60 per cent will consist of a monetary payment. Tax will be deducted from the monetary payment, calculated on the amount of the entire annual remuneration. The shares will be assigned to the Board members within two weeks of the release of Revenio Group Corporation's interim report for the period of January 1 to March 31, 2025, 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 proposes that the chairs of the Board of Directors and the Board Committees be paid an attendance allowance of EUR 1,000 for Board and Board Committee meetings and EUR 600 for short teleconferences, Board members EUR 600 for Board and Board Committee meetings and EUR 300 for short teleconferences per meeting, yet so that the aforementioned attendance allowance for the Board and Board Committee meetings for Board and Committee chairs who live outside of Finland and travel to Finland for the meeting is EUR 2,000 and the aforementioned attendance allowance for the Board and Board Committee meetings for members is EUR 1,200.

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

### **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 7 full members be elected to the Board of Directors.

### **Election of the members of the Board of Directors**

The Board proposes, on the recommendation of the Nomination and Remuneration Committee, that the current members of the Board of Directors Arne Boye Nielsen, Bill Östman, Pekka Tammela, Ann-Christine Sundell and Riad Sherif be re-elected to the Board of Directors and Anat Loewenstein ja Heli Lindfors be elected as new board members.

### **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.

### **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.

### **Resolution on the remuneration of the sustainability reporting assurer**

On the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that the sustainability reporting assurer's remuneration be paid against the sustainability reporting assurer's invoice approved by the company.

### **Election of the sustainability reporting assurer**

On the recommendation of the Board's Audit Committee, the Board of Directors proposes to the General Meeting that the sustainability audit firm Deloitte Ltd be elected as the company's sustainability reporting assurer. The term of office of the sustainability reporting assurer ends at the close of the first Annual General Meeting following the election.

Deloitte Ltd has informed the company that should it be selected as the assurer for the company's sustainability reporting, Authorized Public Accountant, Authorized Sustainability Auditor Mikko Lahtinen would act as the principally responsible sustainability reporting assurer.

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

The Board of Directors proposes that the General Meeting authorize the Board of Directors to resolve on the acquisition of a maximum of 1,334,055 of the company's own shares in one or more tranches using the company's unrestricted equity.

The company may buy back shares in order to develop its capital structure, finance or implement any corporate acquisitions or other transactions, implement share-based incentive plans, pay board fees or otherwise transfer or cancel them.

The company may buy back shares in public trading on marketplaces whose rules and regulations allow the company to trade in its own shares. In such a case, the company buys back shares through a directed purchase, i.e. in a proportion other than its shareholders' holdings of company shares, with the consideration paid for the shares based on their publicly quoted market price so that the minimum price of the purchased shares equals the lowest market price quoted in public trading during the authorization period and their maximum price equals the highest market price quoted in public trading during that period.

The authorization is proposed to be effective until the closing of the Annual General Meeting to be held in 2026, yet no further than until June 30, 2026. This authorization will supersede the buyback authorization granted at the Annual General Meeting of April 4, 2024.

**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 2,668,111 shares in a share issue or on granting special rights (including stock options) entitling holders to shares as referred to in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act, in one or more tranches.

This authorization is proposed to be used to finance and implement any prospective corporate acquisitions or other transactions, to implement the company's share-based incentive plans, or for other purposes determined by the Board.

The authorization is proposed to grant the Board the right to decide on all terms and conditions governing the share issue and the granting of said special rights, including on the recipients of the shares or special rights and the amount of payable consideration. The authorization also includes the right to issue shares by deviating from the shareholders' pre-emptive rights, i.e. in a directed manner. The authorization of the Board covers both the issue of new shares and the assignment of any shares that may be held in the company's treasury.

The authorization is proposed to be effective until the closing of the Annual General Meeting to be held in 2026, yet no further than until June 30, 2026. This authorization shall supersede the issue authorization decided on at the Annual General Meeting of April 4, 2024.

Vantaa on March 19, 2025

REVENIO GROUP CORPORATION

BOARD OF DIRECTORS