

## **Board of Directors' proposals to the Annual General Meeting 2023 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 0.36 per share be paid for the financial year 2022. The dividend will be paid to shareholders who on the record date of the dividend payment on 27 March 2023 are registered in the shareholders' register of the company, held by Euroclear Finland Oy. The Board proposes that the dividend payment date be 3 April 2023.

### **Resolution on the remuneration of the members of the Board of Directors and on the grounds for compensation for 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 2024 be paid an annual 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 20,000 to the chair of the Audit Committee, EUR 10,000 to the chair of the Nomination and Remuneration Committee and 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 percent 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 percent 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.

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 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.

### **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.

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

The Board of Directors proposes on the recommendation of the Nomination and Remuneration Committee that Arne Boye Nielsen, Bill Östman, Pekka Tammela, Ann-Christine Sundell and Riad Sherif be re-elected to the Company's Board of Directors.

All proposed members have given consent to their election and are independent of the company and its significant shareholders.

#### **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.

#### **The Board of Directors' proposal to change the Articles of Association**

The Board of Directors proposes to the Annual General Meeting 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.

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

#### **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 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. 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 proposed to be effective until the closing of the Annual General Meeting held in 2024, yet no further than until 30 June 2024. This authorization shall supersede the is-sue authorization decided on at the Annual General Meeting of 8 April 2022.