



## Notice To The Annual General Meeting of Kreate Group Plc

28.2.2022 15:00:00 EET | Kreate Group Oyj | Notice to general meeting

Kreate Group Plc      Stock exchange release      28 February 2022 at 15:00 p.m. EET

### Notice To The Annual General Meeting of Kreate Group Plc

Notice is given to the shareholders of Kreate Group Plc ("Kreate") to the Annual General Meeting of the company to be held on 29 March 2022, commencing at 10.00 at the offices of Dittmar & Indrenius Attorneys Ltd. at Pohjoisesplanadi 25 A, Helsinki.

Shareholders of the company and their proxy representatives may participate and exercise their shareholder rights in the meeting only by voting in advance and by submitting counterproposals and asking questions in advance. Instructions to the shareholders can be found below in this notice in section C "*Instructions for the participants in the Annual General Meeting*".

The Board of Directors of the company has resolved on extraordinary measures relating to the Annual General Meeting pursuant to the temporary legislation (375/2021) that entered into force on 8 May 2021. In order to prevent the spread of the COVID-19 pandemic, the company has decided to undertake certain actions permitted under the temporary legislation, so that the Annual General Meeting may be organised in a predictable way, taking into account the health and safety of the shareholders, personnel and other stakeholders of the company.

It will not be possible to participate in the Annual General Meeting in person at the venue and no video connection will be arranged at the premises during the Annual General Meeting. The Board of Directors, CEO or other management of the company will not be at the venue during the Annual General Meeting.

#### A. Matters on the agenda of the Annual General Meeting

At the Annual General Meeting, the following matters will be considered:

##### 1. Opening of the meeting

##### 2. Calling the meeting to order

Attorney-at-law Hanna-Mari Manninen will serve as the Chair of the Annual General Meeting. If Hanna-Mari Manninen is not able to act as Chair due to a weighty reason, the Board of Directors will nominate the person it deems most suitable to serve as Chair.

##### 3. Election of persons to scrutinise the minutes and to supervise the counting of votes

LL.M. Anita Kritsos will act as the person to confirm the minutes and supervise the counting of votes. If Anita Kritsos is unable to act as the person to confirm the minutes and supervise the counting of votes due to a weighty reason, the Board of Directors will appoint a person it deems most suitable to confirm the minutes and supervise the counting of votes.

##### 4. Recording legality of the meeting

##### 5. Recording of attendance at the meeting and adoption of the list of votes

Shareholders who have voted in advance within the advance voting period and have the right to attend the Annual General Meeting under Chapter 5, Sections 6 and 6 a of the Finnish Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on the information provided by Euroclear Finland Oy.

##### 6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2021

As participation in the Annual General Meeting is possible only in advance, the annual

report of Kreate, including the financial statements, the report of the Board of Directors and the

auditor's report, available on the company's website at <https://kreate.fi/en/investor/releases-and-reports/reports> as from 5 March 2022, at the latest, are considered to have been presented to the Annual General Meeting.

The presentation of the review by the CEO will be available on the above-mentioned website as a video no later than on 8 March 2022.

##### 7. Adoption of the Financial Statements

## **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 Annual General Meeting that a dividend of EUR 0.45 per outstanding share be paid based on the balance sheet adopted for 2021. The remaining distributable funds will be recorded in the unrestricted equity.

The dividend will be paid to shareholders who on the dividend record date of 31 March 2022 are entered as shareholders in the company's shareholder register held by Euroclear Finland Oy. The Board of Directors proposes that the dividend be paid on 11 April 2022.

## **9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability for accounting period 1.1.-31.12.2021**

## **10. Adoption of the remuneration report of the governing bodies**

As participation in the Annual General Meeting is possible only in advance, Kreate's remuneration report for the governing bodies for the year 2021 is considered to have been presented to the Annual General Meeting. The remuneration report will be available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/> as from 5 March 2022, at the latest.

The Board of Directors proposes to the Annual General Meeting that the remuneration report for the governing bodies be adopted. The resolution of the remuneration report is advisory.

## **11. Resolution on the remuneration of the Board of Directors**

The Remuneration and Nomination Committee proposes to the Annual General Meeting that the remuneration paid to the members of the Board of Directors of Kreate shall be maintained as follows: To the Chair of the Board of Directors EUR 4,750 per month and to each other member of the Board of Directors EUR 2,000 per month.

In addition, the Remuneration and Nomination Committee proposes that the member of the Board of Directors elected as Chair or member of the Audit Committee or Nomination and Remuneration Committee shall receive additional compensation of EUR 1 500 per year.

Reasonable travel expenses will be refunded in as invoiced.

## **12. Resolution on the number of members of the Board of Directors**

The Remuneration and Nomination Committee proposes to the Annual General Meeting that the number of members of the Board of Directors of Kreate shall be six (6).

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

The Remuneration and Nomination Committee proposes to the Annual General Meeting that Petri Rignell, Timo Kohtamäki, Elina Pienimäki, Timo Pekkarinen and Jussi Aine are re-elected to the Board of Directors and that Petra Thorén is elected as new member of the Board of Directors.

Of the current members of the Board of Directors, Janne Näränen and Markus Väyrynen have informed that they will not be available for re-election.

The term of office of all members of the Board of Directors of Kreate will expire at the end of the Annual General Meeting 2023. The Board of Directors elects the Chairman among its members.

Information regarding the proposed members of the Board of Directors and their independence can be found on the company's website <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/>. All proposed persons have given their consent to the election.

## **14. Resolution on the remuneration of the auditor**

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor of Kreate be paid reasonable remuneration in accordance with an invoice approved by the company.

## **15. Election of the auditor**

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the firm of authorised public accountants KPMG Ltd Ab, which has appointed APA Turo Koila as responsible auditor, be re-elected as the auditor of Kreate for a term ending at the end of the Annual General Meeting 2023.

## **16. Authorisation of the Board of Directors to resolve on the issuance of shares and special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve on the issuance of shares, as well as the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10 Section 1 of the Finnish Companies Act, as follows:

Under the authorisation, a maximum of 898,000 shares can be issued, which would correspond to approximately 10 per cent of all Kreate's shares at the time of this proposal. The shares or special rights entitling to shares can be issued in one or more tranches, either against or without payment. The shares issued under the authorisation can be new shares or shares in Kreate's possession.

The authorisation can be used for the financing or execution of acquisitions or other business arrangements, to strengthen the balance sheet and financial position of the company, for implementing the company's share-based incentive plans, or for other purposes determined by the Board of Directors.

Under the authorisation, the Board of Directors may resolve upon issuing new shares, without consideration, to Kreate itself. However, Kreate, together with its subsidiaries, may not at any time own more than 10 percent of all shares in Kreate.

The Board of Directors is authorised to resolve on all terms for share issues and granting of special rights entitling to Kreate shares. The Board of Directors is authorised to resolve on a directed share issue and issuance of special rights entitling to shares in deviation from the shareholders' pre-emptive right, provided that there is a weighty financial reason for Kreate to do so.

The authorisation is valid until the end of the next Annual General Meeting, however, no longer than on 30 June 2023. The authorisation shall revoke previous unused share issue authorisations.

### **17. Authorisation of the Board of Directors to resolve on the acquisition of Kreate's own shares and on acceptance as pledge of Kreate's own shares**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve on the acquisition of Kreate's own shares and on the acceptance as pledge of Kreate's own shares as follows:

The total number of own shares to be acquired or accepted as pledge shall not exceed 898,000 shares in total. Kreate together with its subsidiaries may not at any moment own and/or hold as pledge more than 10 per cent of all the shares in Kreate. Only the unrestricted equity of Kreate can be used to acquire own shares on the basis of the authorisation.

Own shares can be acquired, in one or several instalments, at a price formed in public trading on the regulated market on which Kreate's shares are traded on the date of the acquisition or otherwise at a price formed on the market.

The Board of Directors of Kreate resolves how own shares will be acquired and accepted as pledge. Own shares can be acquired using derivatives, among other things. Own shares can be acquired otherwise than in proportion to the shareholdings of the shareholders (directed acquisition).

Own shares can be acquired and accepted as pledge to, among other things, limit the dilutive effects of share issues carried out in connection with possible acquisitions, to develop Kreate's capital structure, to be transferred in connection with possible acquisitions, to be used in incentive arrangements or to be cancelled, provided that the acquisition is in the interest of Kreate and its shareholders.

The authorisation is valid until the end of the next Annual General Meeting, however no longer than until 30 June 2023. The authorisation shall revoke previous unused authorisations regarding acquisition of Kreate's own shares and on acceptance as pledge of Kreate's own shares.

### **18. Closing of the meeting**

#### **B. Documents of the Annual General Meeting**

All proposals of the Board of Directors mentioned above including this notice will be available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/>. The annual report of Kreate, including the financial statements, the report of the Board of Directors and the auditor's report will be available on the website mentioned above no later than 5 March 2022.

Copies of the proposals of the Board of Directors as well as other documents mentioned above and this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be available on the above-mentioned website as from 12 April 2022 at the latest.

#### **C. Instructions for the participants in the Annual General Meeting**

In order to prevent the spread of COVID-19-pandemic, the Annual General Meeting will be organised so that shareholders are not allowed to be present at the meeting venue. Shareholders cannot participate in the meeting through real-time telecommunications or technical means either. Shareholders can participate in the Annual General Meeting and use their shareholder rights only by voting in advance in accordance with the instructions below.

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

Each shareholder being registered on 17 March 2022 in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her/its

personal book-entry account, is registered in the shareholders' register of the company. A shareholder may participate in the Annual General Meeting only by voting in advance as described below.

Changes in shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the number of votes of the shareholder.

## **2. Registration for the meeting and advance voting**

Registration and advance voting shall begin on 4 March 2022 at 12.00 noon, when the deadline for submitting counterproposals for voting has expired. A shareholder, registered in the shareholders' register of the company, who wishes to participate in the Annual General Meeting by advance voting, shall register for the meeting and vote in advance no later than by 22 March 2022 at 16.00 p.m., by which time the registration and advance votes must be received.

In connection with registering for the meeting, certain personal details requested must be provided, such as the name, personal identification number or business ID, address and telephone number of the shareholder. Personal information given by the shareholders to Euroclear Finland Oy or to the company will be used solely in the context of the Annual General Meeting and the processing of related registrations.

Shareholders who have a Finnish book-entry account, may register and vote in advance on certain items on the agenda of the Annual General Meeting from 4 March 2022 at 12.00 noon until 22 March 2022 at 16.00 p.m. by the following means:

- On the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/>

Private individuals will log in to the service with strong electronic authentication with online banking codes or mobile ID. Entities will need the shareholder's book-entry account number in addition to the business ID / personal identification number to log in. If the entity uses the [Suomi.fi](https://suomi.fi) electronic authorisation, registration requires a strong electronic identification from the authorised person, which works with online banking codes or mobile ID.

- By mail or e-mail

A shareholder may submit the advance voting form available on the company's website or similar information to Euroclear Finland Oy primarily by e-mail at [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by mail to the address Euroclear Finland Oy, Yhtiökokous/ Kreate Group Oyj, PL 1110, 00101 Helsinki. The voting form is available on the company's website as from 4 March 2022 at the latest.

If the shareholder participates in the meeting by sending the votes in advance to Euroclear Finland Oy, the delivery of the votes before the deadline for registering and advance voting constitutes registration for the Annual General Meeting, as long as the information required for registering for the meeting as described above is also provided therein.

Instructions for advance voting are available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/>.

## **3. Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she/it would on the record date of the Annual General Meeting, i.e. on 17 March 2022 be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder, on the basis of such shares, has been registered into the temporary shareholders' register held by Euroclear Finland Oy, at the latest on 24 March 2022 at 10.00 a.m. As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request, without delay, necessary instructions regarding the registration in the temporary shareholder's register of the company and registration for the Annual General Meeting from his/her/its custodian bank. The account management organisation of the custodian bank shall register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, into the temporary shareholders' register of the company. The account management organisation must also see to the voting in advance on behalf of the shareholder within the registration period applicable to nominee-registered shares.

## **4. Proxy representative and powers of attorney**

A shareholder may participate in the Annual General Meeting through a proxy representative. A proxy representative shall also vote in advance in the manner described in this notice.

A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate his/her/its right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual 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 Annual General Meeting.

The template for proxy and voting instructions is available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/> at the latest on 4 March 2022. Possible proxy documents should be delivered primarily by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by mail to Euroclear Finland Oy, Yhtiökokous/ Kreate Group Oyj, PL 1110, 00101 Helsinki before the end of registration on 22 March 2022 at 16.00 p.m., by which the proxy documents shall be received. Proxy representatives of shareholders are also required to vote in the manner instructed in this notice.

Delivering a proxy document and votes in advance to Euroclear Finland Oy prior to the end of registration and advance voting period is considered as registration for the Annual General Meeting if all required information for registering for the Annual General Meeting described above is included in the documents.

## 5. Other instructions and information

Shareholders who hold at least one hundredth of all the shares in the company have the right to make counterproposals on the items on the agenda of the Annual General Meeting, to be placed for a vote. Such counterproposals are required to be sent to the company by email to [yhtiokokous@kreate.fi](mailto:yhtiokokous@kreate.fi) no later than 3 March 2022 at 16.00 p.m.. In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and having registered for the meeting and that the shareholder holds at least one hundredth of all shares in the company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the meeting, advance votes in favour of the proposal will not be taken into account.

The company will publish the counterproposals eligible for voting on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/> no later than on 4 March 2022.

Shareholders have the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the meeting until 15 March 2022 at 16.00 p.m. by email to [yhtiokokous@kreate.fi](mailto:yhtiokokous@kreate.fi). Such questions from shareholders, the company's management's answers to them, and any counterproposals that have not been placed for a vote will be made available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2022/> no later than on 18 March 2022. In order to ask questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice to the Annual General Meeting, dated 28 February 2022, the total number of shares and votes in Kreate Group Plc is 8,984,772.

In Tuusula, 28 February 2022

Kreate Group Plc  
The Board of Directors

Distribution: Nasdaq Helsinki, media ja [kreate.fi/en](https://kreate.fi/en)

## Contacts

- Mikko Laine, CFO, Kreate Group Oyj, +358 599 9201, [mikko.laine@kreate.fi](mailto:mikko.laine@kreate.fi)

## About Kreate Group Oyj

Kreate Group is one of the leading infrastructure construction companies in Finland. The company offers solutions for bridges, roads and railways, environmental and ground engineering, circular economy and geotechnical needs. As a specialist in demanding projects, Kreate focuses on comprehensive quality and cost-effectiveness. The group's revenue was approximately EUR 238 million in 2021 and the company has over 400 employees. Kreate Group is listed on Nasdaq Helsinki.

## Attachments

- [Download announcement as PDF.pdf](#)