

KREATE

Notice To The Annual General Meeting of Kreate Group Plc

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Notice To The Annual General Meeting of Kreate Group Plc

The shareholders of Kreate Group Plc (hereinafter referred to as “**Kreate**”) are invited to attend the company’s Annual General Meeting to be held on Wednesday, 29 March 2023 at 10:00 a.m. at the Eliel studio in Sanomatalo at Töölönlahdenkatu 2, 00100 Helsinki. Reception of those who have registered for the meeting and the distribution of voting tickets at the venue will begin at 9:30 am.

Shareholders may also exercise their right to vote by voting in advance. Shareholders may also pose questions in advance regarding the matters to be discussed at the Annual General Meeting. Questions made in writing before the meeting do not fall under Chapter 5, Section 25 of the Finnish Companies Act. More detailed instructions are available in part C of this notice, “*Instructions for the attendants of the Annual General Meeting*”.

Shareholders may also follow the Annual General Meeting via online broadcast. Instructions for following the online broadcast are available at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>. It will not be possible to pose questions, make counter-proposals, give any other statements or to vote over the online broadcast, and following the meeting over the online broadcast is not considered participation in the Annual General Meeting or the exercise of shareholder rights.

A. Matters to be discussed at the Annual General Meeting

The following matters will be discussed at the Annual General Meeting:

- 1. Opening the meeting**
- 2. Organisation of the meeting**
- 3. Election of the scrutinisers of the minutes and the vote counting officials**
- 4. Verification of the legality of the meeting**
- 5. Identification of those present and confirmation of the list of votes**
- 6. Presentation of the financial statements, the Board of Directors’ report and auditor’s report for 2022**

Presentation of the President and CEO’s report.

The financial statements, the Board of Directors’ report and the auditor’s report will be available at the latest from 8 March 2023 on the Company’s website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>.

- 7. Approval of the financial statements**
- 8. Use of the profit shown on the balance sheet and deciding on the distribution of dividend**

The Board of Directors proposes that, based on the balance sheet verified for 2022, a dividend of EUR 0.46 be issued per share for shares held outside the company at the time of dividend distribution. The remaining funds distributable as profits are left in the company’s unrestricted equity. The Board of Directors proposes that a dividend be paid in two instalments as follows:

- The first instalment of the dividend, EUR 0.23 per share, is paid to shareholders who are recorded on the company’s list of shareholders maintained by Euroclear Finland Oy on the date of record for dividend payment which is 31 March 2023. The Board of Directors proposes that the dividend be paid on 12 April 2023.

- The second instalment of the dividend, EUR 0.23 per share, is paid in October 2023. The second instalment is paid to shareholders who are recorded on the company's list of shareholders maintained by Euroclear Finland Oy on the date of record for dividend payment. On its meeting scheduled for 25 September 2023, the Board of Directors will decide on the date of record and payment date for the second instalment of the dividend. The preliminary date of record for the second instalment would be 27 September 2023 and the preliminary date of payment would be 4 October 2023.

The Board of Directors proposes that it be authorised to, if necessary, decide on a new date of record and date of payment for the second instalment of the dividend, should the regulations or rules of the Finnish book-entry securities system change or otherwise require it.

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

10. Advisory decision on the approval of the Remuneration Report of the Governing Bodies

The Remuneration Report of the Governing Bodies will be available at the latest from 8 March 2023 on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>.

11. Deciding on the remuneration of the members of the Board of Directors

The Board of Directors' Remuneration and Nomination Committee proposes to the Annual General Meeting that the fees paid to the members of the Board of Directors are: The Chair of the Board is to be paid a monthly fee of EUR 5,250 and other members of the Board are to be paid a monthly fee of EUR 2,500.

The Board of Directors' Remuneration and Nomination Committee further proposes that an additional yearly fee of EUR 1,500 be paid to each member of the Board of Directors elected as the Chair or Member of the Audit Committee or Remuneration and Nomination Committee.

It is proposed that reasonable travel costs be reimbursed according to an invoice.

12. Deciding on the number of members of the Board of Directors

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

13. Electing the members of the Board of Directors

The Board of Directors' Remuneration and Nomination Committee proposes to the Annual General meeting that Petri Rignell, Timo Kohtamäki, Elina Rahkonen, Timo Pekkarinen, Jussi Aine and Petra Thorén be re-elected as members of the Board of Directors.

As regards the manner of selection of the members of the Board of Directors, the Board of Directors' Remuneration and Nomination Committee proposes that shareholders comment on the proposal in its entirety at the Annual General Meeting. The Remuneration and Nomination Committee has estimated that, in addition to the qualifications of the individual member candidates, the proposed composition of the Board of Directors also meets the other requirements set for publicly listed companies in the Corporate Governance Code.

The term of office of all members of the Board shall end at the end of the 2024 Annual General Meeting. The Board of Directors will elect a Chair from among its ranks.

Information concerning the proposed members of the Board and their independence of the Company is available for viewing on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>. All the proposed individuals have given their consent to the task.

14. Deciding on the remuneration of the auditor

Based on a proposal prepared by the Board of Directors' Audit Committee, the Board proposes to the Annual General Meeting that Kreate's auditors be reimbursed according to a reasonable invoice approved by the Company.

15. Electing the auditor

Based on a proposal prepared by the Board of Directors' Audit Committee, the Board proposes to the Annual General Meeting that audit firm KPMG Oy Ab, which has reported Authorised Public Accountant Turo Koila as the principal auditor, be re-elected as Kreate's auditor until the end of the Annual General Meeting of 2024.

16. Board of Directors' proposal for amending the Articles of Association

The Board of Directors proposes to the Annual General Meeting that Article 8 of the Articles of Association (currently, "Notice of General Meeting and registration for General Meeting") be amended as follows:

- The heading of Article 8 be amended so that, in addition to the notice of General Meeting and the registration for the General Meeting, it would also mention the location of the General Meeting.
- Article 8 be supplemented so that it would allow for a General Meeting to be held outside of the Company's domicile (Helsinki, Espoo, Vantaa or Tuusula).
- Article 8 be supplemented so that it would allow for a General Meeting to be held without a specific location, as a remote meeting, should the Board of Directors so decide.

According to the Limited Liability Companies Act, a General Meeting of shareholders shall be held in the company's domicile unless the Articles of Association specify another location. The purpose of the amendment concerning the location of the General Meeting is to allow for the flexible organising of General Meetings in locations outside of Helsinki.

The Board of Directors' proposal concerning a remote meeting is based on changes to Chapter 5 of the Limited Liability Companies Act that provide the opportunity to arrange General Meetings remotely. The starting point for the changes in legislation is that the rights of the shareholders are not jeopardised and that all shareholders participating in the meeting, regardless of the type of General Meeting that is selected, are able to fully exercise their shareholder rights, including the right to vote and to pose questions. Arranging General Meetings remotely allows the Company to prepare for rapid changes in its operating environment and society in general, due to reasons such as pandemics, for example. It is important for the Company that it has access to various means for offering shareholders the opportunity to exercise their rights and to decide on matters submitted to the General Meeting under all conditions.

According to the Board of Directors' proposal, Article 8 of the Company's Articles of Association would, following the amendment, read as follows:

"Article 8

Notice of General Meeting, registration for the General Meeting and place of General Meeting

The notice of the General Meeting must be sent to the shareholders no earlier than three months and no later than three weeks prior to the General Meeting, but no later than nine days before the record date of the General Meeting. The notice must be sent to the shareholders by way of a posting on the Company's website.

In order to participate in the General Meeting, a shareholder shall register with the Company at the latest on the date stated on the notice of meeting, which may be at the earliest ten days prior to the General Meeting.

A General Meeting of shareholders may be held in Helsinki, Espoo, Vantaa or Tuusula. The Board of Directors may decide that a General Meeting of shareholders is held without a meeting venue, so that the shareholders exercise their authority during the meeting in full and in real time by means of a telecommunications link and a technical device (remote meeting).”

17. Authorising the Board of Directors to decide on the issuance of shares and special rights entitling to shares

The Board of Directors proposes that the General Meeting authorise the Board to decide on a share issue as well as the issuance of option rights and other special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Limited Liability 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 Kreate’s total shares at the time of the 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 held by Kreate.

The authorisation may be used for financing or executing acquisitions or other arrangements, the strengthening of the Company’s balance sheet and financial standing, the implementation of the Company’s share-based incentive systems or for other purposes decided by the Board of Directors.

Under the authorisation, the Board of Directors may decide to grant new shares to Kreate itself without payment, while ensuring that, at any given moment, Kreate and its subsidiaries own no more than 10 per cent of the total number of its shares.

Kreate’s Board of Directors is authorised to decide on all conditions related to share issues and the granting of special rights entitling to Kreate’s shares. Kreate’s Board of Directors is authorised to decide on a private share issue and the private granting of special rights entitling to shares, i.e. to deviate from shareholder privilege, provided that a weighty financial reason exists.

This authorisation is valid until the end of Kreate’s next Annual General Meeting but no later than 30 June 2024. The authorisation revokes any previous unused share issue authorisations.

18. Authorising the Board of Directors to decide on the repurchase and acceptance as pledge of own shares

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the repurchase and acceptance as pledge of Kreate’s own shares as follows:

The total maximum number of own shares to be repurchased or accepted as a pledge is 898,000 shares. Kreate, together with its subsidiaries, may not own and/or hold as pledge more than 10 per cent of all shares in Kreate at any given moment. Pursuant to the authorisation, the company’s own shares can only be repurchased with Kreate’s unrestricted equity.

The company’s own shares may be purchased in one or more tranches on a regulated market where Kreate’s shares are being traded at a price determined on the date of purchase or otherwise at market price.

Kreate’s Board of Directors will decide on the repurchase and acceptance as a pledge of own shares. Derivatives, among other things, may be used in the purchase of own shares. Own shares may be purchased in proportions that differ from the ownership proportions of the shareholders (directed purchase).

Own shares may be repurchased and accepted as a pledge, among other things, in order to limit the dilution effect of share issues implemented during business acquisitions, for the purpose of developing Kreate's capital structure, for handing over in connection with possible acquisitions, for use in incentive systems or for the purpose of annulment, provided that the purchase is in line with the interests of Kreate and its shareholders.

This authorisation is valid until the end of Kreate's next Annual General Meeting but no later than 30 June 2024. The authorisation revokes any previous unused authorisations for the repurchase and acceptance as a pledge of the company's own shares.

19. Closing the meeting

B. Meeting documents for the Annual General Meeting

The above-mentioned Board of Directors' proposals on the agenda of the General Meeting and this notice of meeting are available on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>. Kreate's Annual Report, including the financial statements, the report of the Board of Directors and the audit report, and the Remuneration Report will be available on the above-mentioned website at the latest from 8 March 2023. The decision proposals and the other documents mentioned hereinabove will also be available for viewing at the General Meeting.

Copies of the Board of Directors' proposals, the other documents mentioned hereinabove and the present notice of General Meeting are sent to the shareholders upon request.

The minutes from the General Meeting will be available on the website mentioned hereinabove at the latest from 12 April 2023.

C. Instructions for the attendants of the meeting

1. Shareholder registered in the list of shareholders

The right to participate in the Annual General Meeting is held by a shareholder who, on the date of record of the Annual General Meeting (17 March 2023), is registered in the Company's shareholder register maintained by Euroclear Finland Oy. A shareholder whose shares in the Company are registered on their personal Finnish book-entry account is registered in the Company's shareholder register.

Registration for the General Meeting begins on 1 March 2023 at 12:00 pm EET. A shareholder registered in the Company's shareholder register who wishes to participate in the General Meeting shall perform their registration at the latest on 22 March 2023 at 16:00 EET, at which time their registration shall have arrived. The General Meeting may be registered for in the following ways:

1. Via the company's website at

<https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>

For electronic registration, the shareholder or their legal representative or agent shall provide strong authentication using Finnish or Swedish banking credentials or Mobile ID;

1. By email or postal mail

A shareholder registering by email or postal mail shall submit the registration form and advance voting sheet available at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/> or the corresponding information to Innovatics Oy primarily by email to agm@innovatics.fi or by postal mail to Innovatics Oy, Yhtiökokous / Kreate Group Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland.

The registration shall include the requested information, such as the shareholder's name, date of birth or Business ID, contact information, name of any possible assistant or agent and the agent's date of birth. The personal information disclosed by shareholders to Kreate Group Plc will solely be used for the processing of the General Meeting and its related necessary registrations.

The shareholder or their representative or agent shall be able to provide proof of their identity and/or right of representation at the meeting venue upon request.

Further information related to the registration and advance voting is available by telephone during the registration period for the General Meeting via Innovatics Oy's number +358 10 2818 909, weekdays between 9:00 and 12:00 and 13:00 and 16:00 EET.

2. Owner of nominee-registered share

Owners of nominee-registered shares are entitled to participate in the General Meeting by virtue of the shares that would entitle them to be registered in the list of shareholders maintained by Euroclear Finland Oy on the date of record of the Annual General Meeting, which is 17 March 2023. The participation further requires that the shareholder is, by virtue of these shares, temporarily registered in the list of shareholders maintained by Euroclear Finland Oy at the latest by 24 March 2023 at 10:00 am EET. As regards nominee-registered shares, this is considered a registration for the General Meeting. Changes to share ownership after the date of record of the Annual General Meeting will not affect the right to participate in the General Meeting or the shareholder's number of votes.

Owners of nominee-registered shares are asked to, in good time, request from their asset manager the instructions concerning temporary registration in the list of shareholders, the provision of powers of attorney and voting instructions, the registration and participation in the Annual General Meeting and advance voting. The account manager from the asset manager shall submit the owner of a nominee-registered share wishing to participate in the Annual General Meeting for temporary registration in the Company's list of share holders at the latest by the time mentioned hereinabove and to manage, if necessary, the advance voting on behalf of the owner of nominee-registered shares before the registration time concerning owners of nominee-registered shares ends. Further information on the matter is also available on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>.

3. Use of agents and powers of attorney

Shareholders may employ agents to participate in the General Meeting and to exercise their rights. If the shareholder's agent so desires, they may also vote in advance according to the manner described in this invitation.

The agent shall personally identify themselves in the electronic registration service and advance voting using strong authentication, after which they are able to perform the registration and to vote in advance on behalf of the shareholder they represent. A shareholder's agent shall present a dated power of attorney or otherwise reliably demonstrate that they are entitled to represent the shareholder in the General Meeting. The right of representation may be demonstrated in the electronic registration service by using the available service "[Suomi.fi](https://suomi.fi) authorisations".

A template for the power of attorney and voting instructions will be available on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/> at the latest from 1 March 2023. If the shareholder participates in the General Meeting via several agents, each representing the shareholder by virtue of shares on different securities accounts, the shares by virtue of which each agent represents the shareholder must be indicated upon registration.

Any possible powers of attorney are requested primarily as attachments in connection with the electronic registration or, alternatively, by mail to Innovatics Oy, Yhtiökokous / Kreate Group Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to agm@innovatics.fi before the end of the registration period. In addition to the submittal of the powers of attorney, the shareholder or their representative shall ensure that they are registered for the General Meeting in the manner described in this notice.

In lieu of a traditional power of attorney, owner communities may also employ the electronic [Suomi.fi](https://suomi.fi) authorisation service for authorising their agent on Innovatics Oy's General Meeting service. In this case, the community will authorise their appointed agent on the [Suomi.fi](https://suomi.fi) service at www.suomi.fi/valtuudet (authorisation for "Representation at General Meeting of shareholders"). Upon registration, a party authorised in Innovatics Oy's General Meeting service shall identify themselves using strong authentication, after which they may register and, if necessary, vote in advance on behalf of the shareholder they represent. Strong electronic authentication works with banking credentials or Mobile ID. More information on electronic authorisation is available at www.suomi.fi/valtuudet.

4. Voting in advance

Shareholders whose shares in the company are recorded on their personal Finnish book-entry account may vote in advance between 1 March 2023 at 12:00 pm EET and 22 March 2023 at 16:00 EET regarding specific items on the agenda of the

Annual General Meeting:

- a) Via the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>. Logging in to the service occurs similarly to the registration process described hereinabove under section C.1 of this notice.
- b) By email or mail, by submitting the advance voting sheet available on the Company's website or corresponding information to Innovatics Oy, primarily by email to agm@innovatics.fi or, alternatively, by postal mail to Innovatics Oy, Yhtiökokous / Kreate Group Oyj, Ratamestarinkatu 13 A, 00520 Helsinki, Finland. The advance votes must have been received by the time the advance voting ends. The submittal of votes in this manner, before the end of the registration and advance voting, is considered registration for the General Meeting as long as the information required for registration mentioned hereinabove is included.

Shareholders who voted in advance are not able to exercise their right to pose questions under the Limited Liability Companies Act or the right to demand a vote unless they are attending the General Meeting at the venue either personally or by proxy.

As regards owners of nominee-registered shares, advance voting takes place via the account manager. An account manager may vote in advance on behalf of the owners of nominee-registered shares they represent, using the voting instructions provided by them during the registration period set for nominee-registered shares.

A decision proposal subject to advance voting is considered to have been presented without modification at the General Meeting. The conditions for electronic advance voting and the other instructions concerning such are available on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>.

5. Other instructions/information

The language of the meeting will be Finnish.

Shareholders may pose questions concerning the matters discussed at the meeting. Such questions shall be submitted by email to yhtiokokous@kreate.fi. The questions shall have arrived at the latest on 15 March 2023 at 16:00 EET. The Company's management will answer such questions, which are posed in writing and in advance, at the latest on 20 March 2023 on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>. When posing a question, the shareholder shall provide sufficient proof of their share ownership. Any questions posed in the manner described hereinabove are not considered questions referred to in Chapter 5, Section 25 of the Limited Liability Companies Act. Under Chapter 5, Section 25 of the Limited Liability Companies Act, shareholders present at the General Meeting are entitled to pose questions regarding the matters processed at the meeting.

Changes to share ownership after the date of record of the General Meeting will not affect the right to participate in the General Meeting or the shareholder's number of votes.

On the date of this notice, 28 March 2023, Kreate Group Plc has a total of 8,984,772 shares and votes.

Coffee will be served before the start of the General Meeting.

Tuusula, 28 February 2023

KREATE GROUP PLC

BOARD OF DIRECTORS

Distribution: Nasdaq Helsinki, media ja kreate.fi/en

Contacts

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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](#)