

KREATE

Decisions taken by Kreate Group Plc's Annual General Meeting and Board of Directors

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Decisions taken by Kreate Group Plc's Annual General Meeting and Board of Directors

Kreate Group Plc's ("Kreate") Annual General Meeting was held on 29 March 2023 at the Sanoma House in Helsinki. Shareholders who had registered for the Annual General Meeting had the opportunity to follow an online broadcast of the meeting.

The Annual General Meeting adopted the financial statements for the financial year 2022 and granted the members of the Board of Directors and the President & CEO release from liability for the financial year 2022.

Furthermore, the Annual General Meeting made the following decisions:

Use of the profit shown on the balance sheet and deciding on the payment of a dividend

The Annual General Meeting decided 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 dividend is paid in two instalments as follows:

- The first instalment of the dividend, EUR 0.23 per share, is paid to shareholders who are recorded in the company's list of shareholders maintained by Euroclear Finland Oy on the date of record for dividend payment which is 31 March 2023. This dividend is 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 is 27 September 2023 and the preliminary date of payment is 4 October 2023.

Remuneration Report of the Governing Bodies

The Annual General Meeting approved the Remuneration Report of the Governing Bodies. The decision was advisory.

Fees of the Board of Directors

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

In addition, the Annual General Meeting decided that an additional yearly fee of EUR 1,500 is paid to each member of the Board of Directors elected as the Chair or Member of the Audit Committee or Remuneration and Nomination Committee and that reasonable travel expenses are reimbursed according to invoices.

Composition of the Board of Directors

The Annual General Meeting confirmed that the Board of Directors shall have six (6) members. Petri Rignell, Timo Kohtamäki, Elina Rahkonen, Timo Pekkarinen, Jussi Aine and Petra Thorén were re-elected as members of the Board. The term of office of all members of the Board shall end at the end of the 2024 Annual General Meeting.

Election and remuneration of the Auditor

The Annual General Meeting re-elected authorised public accountants KPMG Oy Ab as the Auditor of the company, with Authorised Public Accountant Turo Koila as the responsible auditor. The Auditor shall be paid a reasonable fee in accordance with an invoice approved by the company.

Amendment of the Articles of Association

The Annual General Meeting decided that Article 8 of the Articles of Association be amended such that it allows holding a General Meeting outside the company's registered office (in Espoo, Vantaa or Tuusula, in addition to Helsinki) and holding a General Meeting without a specific location, as a remote meeting, should the Board of Directors so decide.

According to a decision by the Annual General Meeting, Article 8 of the company's Articles of Association would, following the amendment, read as follows (amended sections in bold):

"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)."

Authorisation to decide on the issuance of shares and special rights entitling to shares

The Annual General Meeting authorised the Board of Directors 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 corresponds to approximately 10 per cent of Kreate's total shares at the time of the decision. 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.

Authorisation to decide on the repurchase and acceptance as a pledge of own shares

The Annual General Meeting authorised the Board of Directors to decide on the repurchase and acceptance as a 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 Kreate's all shares 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.

Minutes of the Annual General Meeting

The minutes from the Annual General Meeting will be available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/> at the latest on 12 April 2023.

Decisions by the Board of Directors

In its constituent meeting held after the Annual General Meeting, the Board of Directors elected Petri Rignell as the Chair from the Members of the Board.

Furthermore, the Board of Directors elected the following committee members from the members of the Board:

Audit Committee: Elina Rahkonen (Chair), Jussi Aine, Petra Thorén

Remuneration and Nomination Committee: Petri Rignell (Chair), Timo Kohtamäki, Timo Pekkarinen

Helsinki 29 March 2023

Kreate Group Plc

Board of Directors

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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 274 million in 2022 and the company employs more than 400 people. Kreate Group is listed on Nasdaq Helsinki.

Attachments

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