

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 today 5 May 2021 in Helsinki. The Annual General Meeting adopted the financial statements for the financial year 2020 and discharged the members of the Board of Directors as well as the President & CEO from liability for the financial year 2020. Furthermore, the Annual General Meeting made the following resolutions.

Use of profit shown on the balance sheet

The Annual General Meeting resolved that a dividend of EUR 0.44 per outstanding share will be paid based on the balance sheet adopted for the financial year ended 31 December 2020. The dividend will be paid to shareholders who on the dividend record date of 7 May 2021 are entered as shareholders in the Company's shareholder register held by Euroclear Finland Ltd. The dividend will be paid on 19 May 2021.

Adoption of the remuneration policy of the governing bodies

The Annual General Meeting adopted the remuneration policy of the governing bodies. The decision is advisory.

Adoption of the remuneration report of the governing bodies

The Annual General Meeting adopted the remuneration report of the governing bodies. The decision is advisory.

Remuneration of the Board of Directors

The Annual General Meeting resolved that the members of the Board of Directors shall be paid the following remuneration: 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. Further, the Annual General Meeting resolved that the member of the Board of Directors elected as Chair or member of the Audit Committee or the Nomination and Remuneration Committee shall receive additional compensation of EUR 1,500 per year, and that reasonable travel expenses will be refunded in as invoiced.

Composition of the Board of Directors

The Annual General Meeting resolved that the number of members of the Board of Directors shall be seven (7). The following current members of the Board of Directors were re-elected as members of the Board of Directors: Petri Rignell, Timo Kohtamäki, Janne Näränen, Elina Pienimäki and Markus Väyrynen. Timo Pekkarinen and Jussi Aine were elected as new members of the Board of Directors. The term of office of all members of the Board of Directors will expire at the end of the Annual General Meeting 2022.

Election and remuneration of the Auditor

The Annual General Meeting re-elected the firm of 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 reasonable remuneration in accordance with an invoice approved by the Board of Directors.

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

The Annual General Meeting authorised 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 of the Finnish Companies Act as follows:

Under the authorisation, a maximum of 898,000 shares can be issued, which corresponds to approximately 10 percent of all Kreate's shares at the time of the resolution. 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 of Kreate is authorised to resolve on all terms for share issues and granting of special rights entitling to Kreate's shares. The Board of Directors of Kreate 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 until 30 June 2022. The authorisation shall revoke previous unused share issue authorisations.

Authorisation to resolve on the acquisition of Kreate's own shares and on acceptance as pledge of Kreate's own shares

The Annual General Meeting authorised the Board of Directors to resolve on the acquisition of Kreate's own shares and on the acceptance as pledge of Adapteo'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 percent 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 2022. The authorisation shall revoke previous unused authorisations regarding acquisition of Kreate's own shares and on acceptance as pledge of Kreate's own shares.

The minutes of the Annual General Meeting

The minutes of the Annual General Meeting will be available on the company's website at www.kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/ as from 19 May 2021, at the latest.

Decisions by the Board of Directors

In its organisation meeting held after the Annual General Meeting, the Board of Directors decided to appoint Petri Rignell as the Chair from among its members. In addition, the Board of Directors decided to appoint from among its members the following members to its committees:

Audit Committee: Elina Pienimäki (Chair), Jussi Aine and Petri Rignell.

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

KREATE GROUP PLC
The Board of Directors

Distribution: Nasdaq Helsinki Oy, media and kreate.fi/en

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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 235 million in 2020 and the company has over 400 employees. Kreate Group is listed on Nasdaq Helsinki.

Attachments

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