

KREATE

Kreate Group Plc's Board of Directors decided on share-based incentive plans

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The Board of Directors of Kreate Group Plc has decided to establish two new long-term share-based incentive plans for the key employees of the Group and the Group's joint venture. The share-based incentive plan 2025–2028 is directed at the members of the company's Management Team and the share-based incentive plan 2025–2027 at the key employees of the Group and the Group's joint venture, including the members of the company's Management Team. The aim of the plans is to align the objectives of the company, shareholders and key employees in order to increase the value of the company in the long term. In addition, the aim is to commit key employees to the company and offer them an incentive based on earning and accumulating the company's shares and increasing the value of the share.

A member of the company's Management Team must hold at least 50 per cent of the net shares paid to the member based on the plans until the member's total holding of shares in the company is equivalent to the member's gross yearly salary. This amount of shares must be held for as long as the person is a member of the Management Team.

The aim is to pay the rewards of the incentive plans using the treasury shares held by the company leaving the plans with no dilution effect.

Performance share plan 2025–2028

The performance share plan 2025–2028 has a two-year performance period, calendar years 2025–2026. The performance period is followed by a two-year commitment period, calendar years 2027–2028.

The potential reward of the plan will be paid after the end of the commitment period, partly in the company's shares and partly in cash. The cash portion is intended to cover taxes and tax-related costs arising from the reward to a participant. As a rule, no reward will be paid if a participant's service or employment terminates before the reward payment.

During the performance period 2025–2026, the reward is based on the Group's cumulative EBITA, Total Shareholder Return on Kreate share (TSR) and the fulfillment of the company's strategic objectives.

The rewards to be paid for the performance period 2025–2026 correspond to the value of a maximum total of approximately 188,500 Kreate Group Plc shares, also including the portion to be paid in cash. The target group of the share-based incentive plan during the performance period 2025–2026 is the members of the company's Management Team.

The share bonus plan for 2025–2027

The share bonus plan for 2025–2027 is a continuation of the company's previous similar share bonus plans. The share bonus plan offers the key persons in the target group an opportunity to earn the company's shares by converting into shares a portion, which is to be decided by the Board of Directors, of the performance bonus earned for 2025 within the performance bonus plan. A performance bonus converted into shares is multiplied by a bonus multiplier decided by the Board of Directors before the payment of the bonus.

The possible bonus within the share bonus plan is paid after a two-year commitment period in 2028, partly in the company's shares and partly in cash. The purpose of the cash portion is to cover the taxes and tax-like charges incurred due to the bonus by the key person. In connection with the payment, the key person is credited for the dividends paid and possible funds distributed during the commitment period.

The share bonus plan target group includes approximately 80 persons, including the members of the company's Management Team. In the share bonus plan, the persons included in the target group may convert into shares a maximum of approximately EUR 2.0 million in total of the performance bonuses they have earned. A matching bonus is paid for the shares with a bonus multiplier of 0.5. As a rule, the matching bonus is not paid if the key person's employment or service contract terminates during the commitment period. The final number of shares paid out of the plan depends on the number of persons participating in the plan, the realised performance bonus and the share price at the time of conversion.

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 EUR 320 million in 2023 and the company has over 450 employees. Kreate Group is listed on Nasdaq Helsinki.

Attachments

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