

KREATE

Notice to the Annual General Meeting of Kreate Group Plc

27.2.2024 16:20:00 EET | Kreate Group Oyj | Notice to general meeting

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 Monday, 25 March 2024 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*”.

It is possible to follow the General Meeting via webcast. Instructions on how to follow the webcast will be available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2024/> prior to the General Meeting. 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 2023

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 1 March 2024 on the Company’s website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2024/>.

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 2023, a dividend of EUR 0.48 be issued per share for shares held outside the company at the time of dividend distribution. The Board of Directors proposes that a dividend be paid in two instalments as follows:

- The first instalment of the dividend, EUR 0.30 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 27 March 2024. The Board of Directors proposes that the dividend be paid on 9 April 2024.
- The second instalment of the dividend, EUR 0.18 per share, is paid in October 2024. 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 24 September 2024, 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 26 September 2024 and the preliminary date of payment would be 3 October 2024.

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 1 March 2024 on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2024/>.

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 5,750 and other members of the Board are to be paid a monthly fee of EUR 3,000.

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 2025 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-2024/>. 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 2025.

16. Deciding on the remuneration of the sustainability reporting assurer

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

17. Electing the sustainability reporting assurer

Based on a proposal prepared by the Board of Directors' Audit Committee, the Board proposes to the Annual General Meeting that the authorised sustainability audit firm KPMG Oy Ab be elected as Kreate's sustainability reporting assurer until the end of the Annual General Meeting of 2025.

18. 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 2025. The authorisation revokes any previous unused share issue authorisations.

19. 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 2025. The authorisation revokes any previous unused authorisations for the repurchase and acceptance as a pledge of the company's own shares.

20. 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-2024/> from 28 February 2024. 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 1 March 2024. 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 8 April 2024.

C. Instructions for the attendants of the meeting

1. Shareholders registered in the shareholders' register

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 (13 March 2024), 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 28 February 2024 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 18 March 2024 at 16:00 EET, at which time their registration shall have arrived. The General Meeting may be registered for in the following ways:

- Via the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2024/>

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

- 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-2024/> or the corresponding information to Innovatics Oy primarily by email to agm@innovatics.fi or by postal mail to Innovatics Oy, Annual General Meeting / Kreate Group Ltd, 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. Holders of nominee-registered shares

A holder of nominee-registered shares is eligible to attend the General Meeting based on the shares that would grant them entry into the shareholders' register maintained by Euroclear Finland Oy on the record date for the General Meeting on 13 March 2024. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 20 March 2024 at 10:00 am EET at the latest. This is considered as registration for the General Meeting for the nominee-registered shares. Changes in the shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the General Meeting and advance voting well in advance. The account manager of the custodian bank shall temporarily register the holder of nominee-registered shares who wishes to attend the General Meeting in the register of shareholders of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares. 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-2024/>.

3. Proxy representatives and powers of attorney

A shareholder may attend the General Meeting and exercise their rights at the Meeting through a proxy representative. A shareholder's proxy may also elect to vote in advance as described in this notice if they so wish.

The proxy representative must authenticate to the electronic registration service and advance voting personally with strong authentication, after which they will be able to register and vote in advance on behalf of the shareholder, who they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the General Meeting. Proving the right to represent can be done by using the suomi.fi e-Authorizations service available in the electronic registration service.

Model proxy documents and voting instructions will be available on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2024/> at the latest from 28 February 2024. If a shareholder participates in the General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, Annual General Meeting / Kreate Group Ltd, Ratamestarinkatu 13 A, 00520 Helsinki, Finland or by email to agm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the General Meeting in the manner described above in this notice.

4. Voting in advance

Shareholders whose shares in the company are recorded on their personal Finnish book-entry account may vote in advance between 28 February 2024 at 12:00 pm EET and 18 March 2024 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-2024/>. 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, Annual General Meeting / Kreate Group Ltd, 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.

With respect to nominee registered shareholders, the advance voting is carried out by the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom they represent in accordance with the voting instructions given by them during the registration period set for the nominee-registered shareholders.

Proposals for resolution that are subject to advance voting are deemed to have been made at the General Meeting without any changes.

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 11 March 2024 at 16:00 EET. The Company's management will answer such questions, which are posed in writing and in advance, at the latest on 14 March 2024 on the Company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2024/>. 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, 27 February 2024, 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, 27 February 2024

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

Attachments

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