

## **NOTICE TO THE ANNUAL GENERAL MEETING OF KREATE GROUP PLC**

Notice is given to the shareholders of Kreate Group Plc ("**Kreate**") to the Annual General Meeting of the company to be held on Wednesday 5 May 2021, commencing at 10.00 a.m. (EEST) at the offices of Krogerus Attorneys Ltd at Unioninkatu 22, Helsinki, Finland. Shareholders of the company may participate and exercise their shareholder rights in the meeting only by voting in advance and by submitting counterproposals and asking questions in advance. Instructions to the shareholders can be found below in this notice in section C Instructions for the participants in the Annual General Meeting.

The Board of Directors of the company has resolved on extraordinary measures relating to the Annual General Meeting pursuant to the temporary legislation approved by the Finnish Parliament on 2 October 2020. In order to prevent the spread of the COVID-19 pandemic, the company has decided to undertake certain actions permitted under the temporary legislation, so that the Annual General Meeting may be organised in a predictable way, taking into account the health and safety of the shareholders, personnel and other stakeholders of the company.

### ***A Matters on the agenda of the Annual General Meeting***

At the Annual General Meeting, the following matters will be considered:

**1                    OPENING OF THE MEETING**

**2                    CALLING THE MEETING TO ORDER**

Attorney Tom Fagernäs will serve as the Chair of the Annual General Meeting. If Tom Fagernäs is not able to act as Chair due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as Chair.

**3                    ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Attorney Paul Raade, will act as the person to confirm the minutes and supervise the counting of votes. If Paul Raade is unable to act as the person to confirm the minutes and supervise the counting of the votes due to a weighty reason, the Board of Directors will nominate a person it deems most suitable to act as a person to confirm the minutes and supervise the counting of votes.

**4                    RECORDING LEGALITY OF THE MEETING**

**5                    RECORDING OF ATTENDANCE AT THE MEETING AND ADPOTION OF THE LIST OF VOTES**

Shareholders who have voted in advance within the advance voting period and have the right to attend the Annual General Meeting under Chapter 5, Sections 6 and 6 a of the Finnish Companies Act shall be deemed shareholders represented at the meeting. The list of votes will be adopted based on information delivered by Euroclear Finland Oy.

**6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2020**

As participation in the Annual General Meeting is possible only by voting in advance, the financial statements, the report of the Board of Directors and the auditor's report, published by the company on 6 April 2021 at the latest, are considered to have been presented to the Annual General Meeting. The financial statements, the report of the Board of Directors and the auditor's report are available on the company's website at [www.kreate.fi](http://www.kreate.fi) as from 6 April 2021, at the latest.

**7 ADOPTION OF THE FINANCIAL STATEMENTS**

**8 RESOLUTION ON THE USE OF PROFIT SHOWN ON THE BALANCE SHEET**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.44 per outstanding share be paid based on the balance sheet that will be adopted for 2020. The remaining distributable funds will be recorded in the unrestricted equity.

As at the date of the distribution proposal on 30 March 2021, the number of outstanding shares was 8,894,772, corresponding to a total dividend of EUR 3,913,699.68.

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 Oy. The Board of Directors proposes that the dividend be paid on 19 May 2021.

**9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE PRESIDENT & CEO FROM LIABILITY**

**10 ADOPTION OF THE REMUNERATION POLICY OF THE GOVERNING BODIES**

As participation in the Annual General Meeting is possible only by voting in advance, the remuneration policy for the governing bodies for the year 2020 published by Kreate on 6 April 2021 is considered to have been presented to the Annual General Meeting. The remuneration policy is available at the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/>. The resolution on the remuneration policy is advisory.

The Board of Directors proposes to the Annual General Meeting that the remuneration policy for the governing bodies be adopted.

**11 ADOPTION OF THE REMUNERATION REPORT OF THE GOVERNING BODIES**

As participation in the Annual General Meeting is possible only by voting in advance, the remuneration report for the governing bodies for 2020 published by Kreate on 6 April 2021 is considered to have been presented to the Annual General Meeting. The remuneration report is available on the company's website <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/>. The resolution on the remuneration report is advisory.

The Board of Directors proposes to the Annual General Meeting that the remuneration report for the governing bodies be adopted.

## **12 RESOLUTION ON THE REMUNERATION OF THE BOARD OF DIRECTORS**

Based on the proposal prepared by the Remuneration and Nomination committee, the Board of Directors proposes to the Annual General Meeting that the members of the Board of Directors of Kreate 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.

In addition, based on the proposal prepared by the Remuneration and Nomination committee, the Board of Directors proposes that the member of the Board of Directors elected as Chair or Member of the Audit Committee or Nomination and Remuneration Committee shall receive additional compensation of EUR 1,500 per year.

Reasonable travel expenses will be refunded in as invoiced.

## **13 RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

Based on the proposal prepared by the Remuneration and Nomination committee, the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors of Kreate shall be seven (7).

## **14 ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

Based on the proposal prepared by the Remuneration and Nomination committee, the Board of Directors proposes to the Annual General Meeting that the following members of the Board of Directors of Kreate be re-elected: Petri Rignell, Timo Kohtamäki, Janne Näränen, Elina Pienimäki and Markus Väyrynen, as well as that Timo Pekkarinen and Jussi Aine be elected as new members of the Board of Directors. The term of office of all members of the Board of Directors of Kreate will expire at the end of the Annual General Meeting 2022. The Board of Directors elects the Chairman among its members.

All the nominees are considered independent of Kreate and its major shareholders, except for Petri Rignell, who is not considered independent of Kreate, Janne Näränen, who is not considered independent of Kreate's major shareholder Intera Fund II L.P., Timo Pekkarinen, who is not considered independent of Kreate's major shareholder Tirinom Oy and Jussi Aine, who is not considered independent of Kreate's major shareholder Harjavalta Oy.

## **15 RESOLUTION OF THE REMUNERATION OF THE AUDITOR**

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the auditor of Kreate be paid reasonable remuneration in accordance with an invoice approved by the Board of Directors.

## **16 ELECTION OF AUDITOR**

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes to the Annual General Meeting that the firm of authorised public accountants KPMG Oy Ab, which has appointed APA Turo Koila as responsible auditor, be re-elected as the auditor of Kreate for a term ending at the end of the Annual General Meeting 2022.

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## **AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON THE ISSUANCE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES**

The Board of Directors proposes that the Annual General Meeting authorises 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 would correspond to approximately 10 percent of all Kreate's shares at the time of this 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 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 is authorised to resolve on all terms for share issues and granting of special rights entitling to Kreate shares. The Board of Directors 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.

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## **AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON THE ACQUISITION OF KREATE'S OWN SHARES AND ON ACCEPTANCE AS PLEDGE OF KREATE'S OWN SHARES**

The Board of Directors proposes that the Annual General Meeting authorises the Board of Directors to resolve on the acquisition of Kreate's own shares and on the acceptance as pledge of Kreate'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.

## **19 CLOSING OF THE MEETING**

### ***B Documents of the Annual General Meeting***

The aforesaid proposals of the Board of Directors relating to the agenda of the Annual General Meeting and this notice are available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/>. The Annual Report of Kreate, including the Financial Statements, the Report of the Board of Directors and the Auditor's Report will be available on the above-mentioned website as from 6 April 2021, at the latest.

Copies of the proposals of the Board of Directors as well as the other documents mentioned above and this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from 19 May 2021 at the latest.

### ***C Instructions for the participants in the Annual General Meeting***

In order to prevent the spread of the COVID-19 pandemic, the meeting will be organised so that the shareholders are not allowed to be present at the meeting venue. Shareholders cannot participate in the meeting through real-time telecommunications or technical means either. Shareholders can participate in the meeting and use their shareholder rights only by voting in advance in accordance with the instructions below.

#### **1. Shareholders registered in the shareholder's register**

Each shareholder being registered on 23 April 2021 in the shareholders' register of the company held by Euroclear Finland Oy has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on his/her personal book-entry account, is registered in the shareholders' register of the company. A shareholder may participate in the Annual General Meeting only by voting in advance as described below.

#### **2. Registration for the meeting and advance voting**

Registration for the meeting and advance voting shall begin on 12 April 2021 at 4.00 p.m. (EEST) following the deadline for submitting counterproposals. A shareholder registered in the shareholders' register of the company, who wishes to participate in the Annual General Meeting by voting in advance, must register for the meeting and vote in advance no later than by 28 April 2021 at 10.00 a.m. (EEST), by which time the registration and votes need to be received.

In connection with registering for the meeting, certain personal details requested must be provided, such as the name, personal identification number or business ID, address and telephone number of the shareholder. Personal information given by the shareholders to Euroclear Finland Oy or to the company will be used solely in the context of the Annual General Meeting and the processing of related registrations.

Shareholders who have a Finnish book-entry account, may register and vote in advance on certain items on the agenda of the Annual General Meeting from 12 April 2021 4.00 p.m. (EEST) until 28 April 2021 10.00 a.m. (EEST) by the following means:

- (a) on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/>

The book-entry account number of the shareholder is needed for voting in advance electronically. Other instructions relating to the advance voting may be found on the company's website.

- (b) by email

A shareholder may send the advance voting form available on the company's website or corresponding information to Euroclear Finland Oy by email at [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

If the shareholder participates in the meeting by sending the votes in advance to Euroclear Finland Oy, the delivery of the votes before the deadline for registering and advance voting constitutes registration for the Annual General Meeting, as long as the information required for registering for the meeting as described above is also provided therein.

Instructions relating to the voting may also be found on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/>.

### **3. Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which he/she would on the record date of the Annual General Meeting, i.e. on 23 April 2021 be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Oy. The right to participate in the Annual General Meeting requires, in addition, that the shareholder, on the basis of such shares, has been registered into the temporary shareholders' register held by Euroclear Finland Oy, at the latest on 30 April 2021 by 10.00 a.m (EEST). As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting. Changes in shareholding after the record date do not affect the right to participate in the meeting or the number of voting rights held in the meeting.

A holder of nominee-registered shares is advised to request, without delay, the necessary instructions regarding the registration in the shareholders' register of the company and registration for the Annual General Meeting from his/her custodian bank. The account management organisation of the custodian bank shall register a holder of nominee registered shares into the temporary shareholders' register of the company at the latest by the time stated above, and to see to the advance voting on behalf of the holder of nominee registered shares.

This temporary registration is considered a notice of attendance at the Annual General Meeting. Also shareholders, whose shares are nominee-registered, may only participate in the meeting and exercise their rights as shareholders through voting in advance. The account management organisation of the custodian bank must see to the voting in advance on behalf of a shareholder within the registration period

applicable to nominee-registered shares. A notice of attendance regarding the meeting without the delivery of votes in advance will not be considered participation in the Annual General Meeting.

#### **4. Proxy representatives and powers of attorney**

A shareholder may participate in the Annual General Meeting through a proxy representative. A proxy representative shall also vote in advance in the manner described in this notice.

A proxy representative shall provide a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Delivering of a proxy document and votes in advance to Euroclear Finland Oy prior to the end of registration and voting period is considered as registration for the Annual General Meeting if all required information for registering for the Annual General Meeting described above is included in the documents.

#### **5. Other instructions and information**

Shareholders who hold at least one hundredth of all the shares in the company have a right to make a counterproposal on the items on the agenda of the Annual General Meeting, to be placed for a vote. Such counterproposals are required to be sent to the company by email to [yhtiokokous@kreate.fi](mailto:yhtiokokous@kreate.fi) no later than by 9 April 2021. In connection with making a counterproposal, shareholders are required to provide adequate evidence of their shareholding. The counterproposal will be placed for a vote subject to the shareholder having the right to participate in the Annual General Meeting and that the shareholder holds at least one hundredth of all shares in the company on the record date of the Annual General Meeting. Should the counterproposal not be placed for a vote at the meeting, advance votes in favour of the proposal will not be taken into account. The company will publish the counterproposals, if any, that may be voted on its website [www.kreate.fi](http://www.kreate.fi) no later than by 10 April 2021.

A shareholder has the right to ask questions referred to in Chapter 5, Section 25 of the Finnish Companies Act with respect to the matters to be considered at the meeting until 21 April 2021 by email to [yhtiokokous@kreate.fi](mailto:yhtiokokous@kreate.fi). Such questions from shareholders, the company's management's answers to them, and any counterproposals that have not been placed for a vote will be made available on the company's website at <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2021/> no later than by 26 April 2021. In order to ask questions, shareholders are required to provide adequate evidence of their shareholding.

On the date of this notice to the Annual General Meeting, dated 6 April 2021, the total number of shares and votes in Kreate Group Plc is 8,984,772.

In Tuusula 6 April 2021

KREATE GROUP PLC

The Board of Directors