

PROPOSALS FROM THE BOARD OF DIRECTORS AND THE REMUNERATION AND NOMINATION COMMITTEE TO KREATE GROUP PLC'S ANNUAL GENERAL MEETING OF 2023

1. 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 2022, a dividend of EUR 0.46 be issued per share for shares held outside the company at the time of dividend distribution. The remaining funds distributable as profits are left in the company's unrestricted equity. The Board of Directors proposes that a dividend be paid in two instalments as follows:

- The first instalment of the dividend, EUR 0.23 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 31 March 2023. The Board of Directors proposes that the dividend be 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 would be 27 September 2023 and the preliminary date of payment would be 11 October 2023.

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.

2. Deciding on the discharge from liability of the members of the Board of Directors and the President and CEO

3. 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 8 March 2023 on the company's website <https://kreate.fi/en/investor/governance/general-meeting/annual-general-meeting-2023/>.

The Board of Directors proposes to the Annual General Meeting that the General Meeting of shareholders approve the Remuneration Report of the Governing Bodies. The decision on the Remuneration Report will be advisory.

4. 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 remain unchanged: The Chair

of the Board is to be paid a monthly fee of EUR 5,250 and other members of the Board are to be paid a monthly fee of EUR 2,500.

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.

5. 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.

6. 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 2024 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-2023/>. All proposed individuals have given their consent to the task.

7. 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.

8. 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 2024.

9. Board of Directors' proposal for amending the Articles of Association

The Board of Directors proposes to the Annual General Meeting that Article 8 of the Articles of Association (currently, "Notice of General Meeting and registration for General Meeting") be amended as follows:

- The heading of Article 8 be amended so that, in addition to the notice of General Meeting and the registration for the General Meeting, it would also mention the location of the General Meeting.
- Article 8 be supplemented so that it would allow for a General Meeting to be held outside of the Company's domicile (Helsinki, Espoo, Vantaa or Tuusula).
- Article 8 be supplemented so that it would allow for a General Meeting to be held without a specific location, as a remote meeting, should the Board of Directors so decide.

According to the Limited Liability Companies Act, a General Meeting of shareholders shall be held in the company's domicile unless the Articles of Association specify another location. The purpose of the amendment concerning the location of the General Meeting is to allow for the flexible organising of General Meetings in locations outside of Helsinki.

The Board of Directors' proposal concerning a remote meeting is based on changes to Chapter 5 of the Limited Liability Companies Act that provide the opportunity to arrange General Meetings remotely. The starting point for the changes in legislation is that the rights of the shareholders are not jeopardised and that all shareholders participating in the meeting, regardless of the type of General Meeting that is selected, are able to fully exercise their shareholder rights, including the right to vote and to pose questions. Arranging General Meetings remotely allows the Company to prepare for rapid changes in its operating environment and society in general, due to reasons such as pandemics, for example. It is important for the Company that it has access to various means for offering shareholders the opportunity to exercise their rights and to decide on matters submitted to the General Meeting under all conditions.

According to the Board of Directors' proposal, Article 8 of the Company's Articles of Association would, following the amendment, read as follows:

"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).”

10. 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 2024. The authorisation revokes any previous unused share issue authorisations.

11. 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 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 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.