

## ANNUAL GENERAL MEETING

Time	25 March 2024 between 10:00 a.m. and 11:04 a.m.
Venue	Eliel-studio, Sanomatalo, Töölönlahdenkatu 2, 00100 Helsinki
Attendees	The shareholders in Kreate Group Plc (hereinafter referred to as “Kreate”) who are listed in the confirmed list of votes ( <u>Appendix 1</u> ) were represented at the meeting.  Also present were members of the Company’s Board of Directors, the President & CEO, the Company’s auditor, the Chief Financial Officer and meeting officials.

### 1 OPENING THE MEETING

The Chair of the Board of Directors, Petri Rignell, opened the meeting and welcomed the attendees. The Chair of the Board of Directors introduced the current members of the Board and presented a brief review of the Board of Directors’ activities in 2023.

### 2 ORGANISATION OF THE MEETING

Attorney at law Hanna-Mari Manninen was elected as the chair of the Annual General Meeting.

The chair invited attorney at law Pia Kaikkonen as the secretary of the meeting.

The chair explained the procedures for processing the items on the meeting’s agenda.

It was noted that shareholders are able to follow the Annual General Meeting via webcast; however, following the meeting via webcast is not considered participation in the general meeting of shareholders or the exercising of rights as a shareholder in accordance with the Limited Liability Companies Act.

It was noted that the Board of Directors’ proposals to the Annual General Meeting had been published in a stock market release as part of the notice of annual general meeting and on the Company’s website on 27 February 2024. The Company’s financial statements, the Remuneration Report of the Governing Bodies and the other documents and information required by the Limited Liability

Companies Act and the Securities Market Act had been available for viewing by the shareholders on the Company's website in advance of the Annual General Meeting, for the time period required in the Limited Liability Companies Act.

It was noted that shareholders were provided with the opportunity to pose advance questions to the Company's management by following the guidelines in the notice of annual general meeting. No questions for the Company's management had arrived by the deadline.

It was noted that the meeting will be held in Finnish, and the procedures for taking the floor were reviewed.

It was noted that shareholders had been provided with the opportunity to vote in advance regarding the decision proposals on the agenda for the Annual General Meeting. Holders of nominee-registered shares had also been provided with the opportunity for advance voting.

It was noted that, in accordance with the Limited Liability Companies Act, a decision proposal subject to advance voting is considered to have been presented without modification at the General Meeting.

It was noted that, if the opinions submitted in advance and presented at the meeting allow for clearly establishing that the majority required for the item in question, in terms of votes and shares represented at the meeting, is in favour of the proposal made to the Annual General Meeting, a vote and a full counting of votes will not, as a rule, be carried out on the matter.

It was further noted that, if a full counting of votes is not carried out regarding an item, the number of opposing advance votes and advance abstentions is recorded for each item according to standard practice. Insofar as the summary concerning advance votes contains opposing votes without a counterproposal for items where proposals cannot be opposed to without a counterproposal, such votes will not be formally considered as votes opposing the decision proposal and not entered under the appropriate item in the minutes.

It was noted that the clear majority of the advance votes were in favour of the Board of Directors' decision proposals.

A summary list of the advance votes was enclosed with the minutes (Appendix 2).

It was noted that the progress of the meeting is visible in the notice of annual general meeting, which also serves as the agenda, and that the matters will be discussed in the order presented in the notice.

3

### ELECTION OF THE SCRUTINISERS OF THE MINUTES AND THE VOTE COUNTING OFFICIALS

Sami Rantala was elected as the scrutiniser of the minutes.

Niina Streng and Sari Mänttäre were elected as the vote counting officials.

4

### VERIFICATION OF THE LEGALITY OF THE MEETING

It was recorded that the meeting had been convened by means of a notice of annual general meeting published on 27 February 2024 on the Company's website and as a stock market release, and that the documents which the Limited Liability Companies Act requires to be made available for viewing have been available on the Company's website for at least three (3) weeks prior to the meeting.

It was noted that the Annual General Meeting had been convened in accordance with the provisions of the Articles of Association and the Limited Liability Companies Act, and that it was thereby legal and the members present constituted a quorum.

The notice of annual general meeting was enclosed with the minutes (Appendix 3).

5

### IDENTIFICATION OF THOSE PRESENT AND CONFIRMATION OF THE LIST OF VOTES

It was noted that shareholders participating in the meeting are considered to be those shareholders who had appropriately registered for the Annual General Meeting before the end of the registration period and who, by virtue of Chapter 5, Sections 6 and 6 a of the Limited Liability Companies Act, had the right to participate in the Annual General Meeting and who had either voted in advance during the advance voting period or participated in the Annual General Meeting at the meeting venue.

A list of participants and votes submitted by Innovatics Oy was presented that corresponded to the starting time of the meeting; according to it, 39 shareholders were represented at the Annual General Meeting either by having voted in advance, by being personally present at the meeting venue or by being represented by a legal representative or an authorised proxy. It was recorded that

4,828,435 shares and votes were represented at the meeting at the time of its starting, corresponding to approximately 53.74% of all shares and votes in the company.

The lists of participants and votes at the start of the meeting were enclosed with the minutes ([Appendix 1](#)). It was noted that the list of votes will be confirmed to match the participation status at the start of any possible vote.

It was also stated that all members of the Company's Board of Directors, with the exception of Timo Pekkarinen, and the President & CEO and Chief Financial Officer of the Company were physically present at the Annual General Meeting. The Company's Principal Auditor Turo Koila, Authorised Public Accountant, was present to represent the audit firm KPMG. Meeting officials were also present.

6

#### PRESENTATION OF THE FINANCIAL STATEMENTS, THE BOARD OF DIRECTORS' REPORT AND AUDITOR'S REPORT FOR 2023

President & CEO Timo Vikström provided a review.

It was recorded that the Company's Annual Report for 2023, which includes the Company's financial statements and consolidated financial statements as well as the Board of Directors' report and the audit report, had been available for viewing by shareholders on the Company's website starting from 1 March 2024, in addition to which the documents were available for viewing by the meeting's participants at the venue.

The secretary of the meeting presented the statement part of the auditor's report.

It was noted that the Group's and the parent company's financial statements, the Board of Directors' report and the audit report had been presented to the Annual General Meeting in the manner required by the Articles of Association and the Limited Liability Companies Act, and they were enclosed with the minutes ([Appendix 4](#)).

7

#### APPROVAL OF THE FINANCIAL STATEMENTS

The Annual General Meeting approved the financial statements and consolidated financial statements for the fiscal period 1 January 2023–31 December 2023.

It was recorded that, under this item, there were no opposing votes among the shareholders who voted in advance, and that there were 1,900 abstentions.

8

#### USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND DECIDING ON THE DISTRIBUTION OF A DIVIDEND

It was noted that the Board of Directors had proposed to the Annual General Meeting that, from the parent company's distributable funds, a dividend of EUR 0.48 per share be paid in two instalments to shares not held by the Company at the time of the distribution of dividends. According to the proposal, the dividend would 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 dividend is 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.

It was noted that the Board of Directors had also proposed 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.

The proposal from the Board of Directors was enclosed with the minutes ([Appendix 5](#)).

It was decided to approve the Board of Directors' proposal on the profit shown on the balance sheet and the distribution of dividend.

It was recorded that, under this item, there were no opposing votes among the shareholders who voted in advance, and that there were no abstentions.

9

**DECIDING ON THE DISCHARGE FROM LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS AS WELL AS THE PRESIDENT & CEO**

It was noted that the discharge from liability for the fiscal period of 2023 concerns all persons who acted as members of the Board of Directors or as the President & CEO during the financial year of 1 January 2023–31 December 2023.

It was recorded that the members of the Board of Directors and the President & CEO are disqualified from processing this matter.

It was decided to grant the members of the Board of Directors and the President & CEO release from liability for the financial year 2023.

It was recorded that, under this item, there were no opposing votes among the shareholders who voted in advance, and that there were no abstentions.

10

**ADVISORY DECISION ON THE APPROVAL OF THE REMUNERATION REPORT OF THE GOVERNING BODIES**

It was noted that the Remuneration Report of the Company's Governing Bodies had been available for viewing on the Company's website from 1 March 2024, in addition to which it was available for viewing at the venue.

The Remuneration Report of the Governing Bodies was enclosed with the minutes ([Appendix 6](#)).

It was noted that the Board of Directors had proposed 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.

The proposal from the Board of Directors was enclosed with the minutes ([Appendix 5](#)).

The decision was made to approve the Remuneration Report. The decision was advisory.

It was recorded that, under this item, there were 2,763 opposing votes among the shareholders who voted in advance, and that there were 426,100 abstentions.

11

**DECIDING ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that the Board of Directors' Remuneration and Nomination committee had proposed to the Annual General Meeting that the following yearly fees be paid to the members of the Board being elected for the term beginning at the end of the Annual General Meeting and ending at the end of the Annual General Meeting for 2025:

- To the Chair of the Board, a monthly fee of EUR 5,750 and to the other members of the Board, a monthly fee of EUR 3,000.

The Board of Directors' Remuneration and Nomination Committee had further proposed 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 was also proposed that reasonable travel costs be reimbursed according to an invoice.

The proposal from the Board of Directors' Remuneration and Nomination Committee was enclosed with the minutes ([Appendix 5](#)).

The decision was made to approve the proposal from the Board of Directors' Remuneration and Nomination Committee concerning fees to the members of the Board of Directors.

It was recorded that, under this item, there were 427,763 opposing votes among the shareholders who voted in advance, and that there were no abstentions.

12

**DECIDING ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that, under Article 4 of the Company's Articles of Association, between three (3) and ten (10) ordinary members are to be elected for the Board of Directors. The current number of members in the Board of Directors is six (6).

It was noted that the Board of Directors' Remuneration and Nomination Committee had proposed to the Annual General Meeting that six (6) members be elected to Kreate's Board of Directors.

The proposal from the Board of Directors' Remuneration and Nomination Committee was enclosed with the minutes (Appendix 5).

The decision was made to confirm the number of members in the Board of Directors as six (6).

It was recorded that, under this item, there were no abstentions among the shareholders who voted in advance.

13

### ELECTING THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Board of Directors' Remuneration and Nomination Committee had proposed to the Annual General Meeting that the following persons be re-elected as members of the Board of Directors for the term starting at the end of this Annual General Meeting and ending at the end of the Annual General Meeting for 2025:

Petri Rignell  
Timo Kohtamäki  
Elina Rahkonen  
Timo Pekkarinen  
Jussi Aine  
Petra Thorén

The proposal from the Board of Directors' Remuneration and Nomination Committee was enclosed with the minutes (Appendix 5).

The decision was made to elect as members of the Board of Directors the persons proposed by the Board of Directors' Remuneration and Nomination Committee for the term starting at the end of the Annual General Meeting for 2024 and ending at the end of the Annual General Meeting for 2025. The Board of Directors will elect a Chair from among its ranks.

It was recorded that, under this item, there were no abstentions among the shareholders who voted in advance.

14

### DECIDING ON THE REMUNERATION OF THE AUDITOR

It was noted that, based on a proposal prepared by the Board of Directors' Audit Committee, the Board had proposed to the Annual General Meeting that the auditor being elected be reimbursed according to a reasonable invoice approved by the Company.

The proposal from the Board of Directors was enclosed with the minutes (Appendix 5).

Based on the proposal prepared by the Board of Directors' Audit Committee, it was decided that the auditor is reimbursed according to a reasonable invoice approved by the Company.

It was recorded that, under this item, there were no opposing votes among the shareholders who voted in advance, and that there were no abstentions.

15

#### ELECTING THE AUDITOR

It was noted that, pursuant to the Articles of Association, the Company has one auditor that must be an audit firm approved by the Finnish Patent and Registration Office. The auditor's term of office begins from the General Meeting that elects the auditor and then ends at the close of the Annual General Meeting following the election.

It was noted that, based on a proposal prepared by the Board of Directors' Audit Committee, the Board had proposed 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.

The proposal from the Board of Directors was enclosed with the minutes (Appendix 5).

Based on the proposal prepared by the Board of Directors' Audit Committee, the decision was made to re-elect audit firm KPMG Oy Ab as the Company's auditor until the end of the Annual General Meeting of 2025.

It was recorded that, under this item, there were no abstentions among the shareholders who voted in advance.

16

#### DECIDING ON THE REMUNERATION OF THE PROVIDER OF EXTERNAL ASSURANCE FOR THE SUSTAINABILITY REPORTING

It was noted that, based on a proposal prepared by the Board of Directors' Audit Committee, the Board had proposed to the Annual General Meeting that the provider of external assurance for Kreate's sustainability reporting be reimbursed according to a reasonable invoice approved by the Company.

The proposal from the Board of Directors was enclosed with the minutes (Appendix 5).

Based on the proposal prepared by the Board of Directors' Audit Committee, it was decided that the provider of external assurance for the sustainability reporting is reimbursed according to a reasonable invoice approved by the Company.

It was recorded that, under this item, there were no opposing votes among the shareholders who voted in advance, and that there were no abstentions.

17

#### ELECTING THE PROVIDER OF EXTERNAL ASSURANCE FOR THE SUSTAINABILITY REPORTING

It was noted that, based on a proposal prepared by the Board of Directors' Audit Committee, the Board had proposed to the Annual General Meeting that audit firm KPMG Oy Ab be re-elected as the provider of external assurance for Kreate's sustainability reporting until the end of the Annual General Meeting of 2025.

The proposal from the Board of Directors was enclosed with the minutes (Appendix 5).

Based on the proposal prepared by the Board of Directors' Audit Committee, the decision was made to elect audit firm KPMG Oy Ab as the provider of external assurance for Kreate's sustainability reporting until the end of the Annual General Meeting of 2025.

It was recorded that, under this item, there were no abstentions among the shareholders who voted in advance.

18

#### AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES AND SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed to the Annual General Meeting that it 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.

The proposal from the Board of Directors was enclosed with the minutes ([Appendix 5](#)).

The decision was made to authorise the Board of Directors to decide on the issuance of shares and special rights entitling to shares in accordance with the Board's proposal.

It was recorded that, under this item, there were 1,100 opposing votes among the shareholders who voted in advance, and that there were no abstentions.

19

#### AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE AND ACCEPTANCE AS A PLEDGE OF OWN SHARES

It was noted that the Board of Directors had proposed to the General Meeting of shareholders 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 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.

The proposal from the Board of Directors was enclosed with the minutes ([Appendix 5](#)).

The decision was made to authorise the Board of Directors to decide on the repurchase and acceptance as a pledge of own shares in accordance with the Board of Directors' proposal.

It was recorded that, under this item, there were 1,100 opposing votes among the shareholders who voted in advance, and that there were no abstentions.

The chair stated that all the matters listed in the notice of annual general meeting had been processed, and that the minutes of the

meeting will be available on the Company's website at the latest from 8 April 2024.

The chair thanked the participants of the meeting and closed the meeting at 11:04 a.m.

*[Signatures on the next page]*

In fidem

\_\_\_\_\_  
Hanna-Mari Manninen  
Chair

Secretary

\_\_\_\_\_  
Pia Kaikkonen

Minutes scrutinised and approved

\_\_\_\_\_  
Sami Rantala  
scrutiniser of minutes

## APPENDICES

- 1 Participation status and list of votes
- 2 Summary of votes given during the advance voting
- 3 Notice of Annual General Meeting
- 4 Financial statements and auditor's report
- 5 Board of Directors' proposals to the General Meeting of shareholders
- 6 Remuneration Report of the Governing Bodies