



GRK Infra Plc

Board of Directors' proposals to the Annual General Meeting 2026

Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that dividend of EUR 0.43 per share will be distributed to the shareholders, plus an additional dividend of EUR 0.10 per share. An additional dividend is proposed to be paid due to the exceptionally strong result for 2025 and the Group's solid cash position.

The Board of Directors proposes, that dividend of EUR 0.43 per share and an additional dividend of EUR 0.10 per share, will be distributed to the shareholders registered in the shareholders' register of the Company maintained by Euroclear Finland Oy on the record date, which shall be 1 April 2026. The Board of Directors proposes to the Annual General Meeting that dividend and additional dividend be paid on 10 April 2026.

On the date of publication of the Notice to the Annual General Meeting, 9 March 2026, the Company has 40,969,231 shares, and the Company does not hold any treasury shares. Based on this, the total combined amount of the dividend and the additional dividend is EUR 21,713,692.43.

The Company's distributable funds on 31 December 2025 amounted to EUR 151,826,289.00, of which the profit for the financial period was EUR 29,223,562.98. The remaining profit shall be recorded in the Company's retained earnings account. Distributable funds of EUR 130,112,596.57 remain in equity.

Adoption of the Remuneration Report of the Governing Bodies

The Board of Directors proposes that the Annual General Meeting adopt the Remuneration Report for the financial year 2025. The resolution of the Annual General Meeting on the adoption of the Remuneration Report is advisory.

The Remuneration Report of the Governing Bodies will be available no later than 9 March 2026 on the Company's website at www.grk.fi/en/annual-general-meeting-2026/.



Adoption of the Remuneration Policy of the Governing Bodies

The Board of Directors proposes that the Annual General Meeting adopt the amended Remuneration Policy of the Governing Bodies. The resolution of the Annual General Meeting on the approval of the Remuneration Policy is advisory.

The Remuneration Policy was presented to the Annual General Meeting on 5 March 2025, and it was approved without voting. The amendments constitute a reform of the Remuneration Policy following the Company's listing.

In the Remuneration Policy the components of the CEO's remuneration and the terms of service have been described in more detail. The potential criteria for determining the CEO's variable remuneration and the related performance metrics have been further specified, taking into account sustainability-related criteria. The maximum amount of variable remuneration (short-term and long-term performance bonus) for the CEO have been amended so that the maximum variable remuneration amount is 150% of the CEO's annual fixed salary. The maximum amounts of short-term and long-term performance bonuses are also described. The minimum length of the long-term performance bonus earning period has been extended from the previous two years to three years from the financial year 2027. The terms and conditions concerning the adjustment and possible recovery of the CEO's remuneration have been specified. The conditions for temporary deviations have been described in greater detail than before.

The amended Remuneration Policy to be presented to the Annual General Meeting will be available no later than 9 March 2026 on the Company's website at www.grk.fi/en/annual-general-meeting-2026/.

Resolution on the remuneration of the auditor

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the auditor be paid remuneration according to an invoice approved by the Company.

Election of the auditor

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that PricewaterhouseCoopers Oy be re-elected as the auditor of the Company. The auditor's term of office shall end at the close of the next Annual General Meeting following the election.

PricewaterhouseCoopers Oy has notified the Company that Markku Launis, APA, according to his consent, would continue as the principally responsible auditor.



Resolution on the remuneration of the Sustainability Reporting Assurance Provider

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that the remuneration be paid to the sustainability reporting assurance provider according to an invoice approved by the Company.

Election of the Sustainability Reporting Assurance Provider

Based on the proposal prepared by the Audit Committee, the Board of Directors proposes that PricewaterhouseCoopers Oy be re-elected as the sustainability reporting assurance provider of the Company. The sustainability reporting assurance provider's term of office shall end at the close of the next Annual General Meeting following the election.

PricewaterhouseCoopers Oy has notified the Company that it would appoint Markku Launis, ASA, according to his consent, as the principally responsible sustainability reporting assurance provider.

Authorizing the Board of Directors to decide on the repurchase of the Company's own shares

The Board of Directors proposes to the general meeting that the Board of Directors be authorized to decide on the purchase of the Company's own shares as follows:

The aggregate number of own shares to be acquired shall not exceed 4,000,000 shares, which corresponds to approximately 9.8 percent of all the shares in the Company at the time of the proposal. However, the Company together with its subsidiaries, cannot at any moment own more than 10 percent of all the shares in the Company. The Company's own shares may be purchased based on the authorization only by using non-restricted equity as determined by the Board of Directors, which consequently reduces the amount of the funds available for distribution of profits.

The price paid for the shares under the authorization shall be based on the market price formed on the securities markets or on another market-based price. The shares may be repurchased either through an offer to all shareholders on equal terms or through other means and otherwise than in proportion to the existing shareholdings of the Company's shareholders (directed repurchases). Shares may be repurchased to be cancelled, held to be reissued, transferred further or for other purposes resolved by the Board of Directors. The authorization also includes the right to accept the Company's own shares as a pledge. The Company may enter into derivative, share lending or other arrangements customary in capital market practice in connection with the repurchases.

The Board of Directors shall resolve on all other matters related to the repurchase of the Company's own shares.



The authorization will remain in force until the end of the next Annual General Meeting, but no later than 30 June 2027.

Authorizing the Board of Directors to decide on the issues of shares and special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on share issues as well as issues of option rights and other special rights entitling to shares, pursuant to Chapter 10 of the Finnish Companies Act as follows:

The shares issued under the authorization may be new shares or shares that are in the Company's possession. Under the authorization, a maximum of 4,000,000 shares, which correspond to approximately 9.8 percent of all the shares in the Company at the time of the proposal can be issued. The shares, option rights or other special rights entitling to shares can be issued in one or more tranches.

The Board of Directors shall be authorized to resolve on all terms and conditions of the issuance of shares and special rights entitling to shares. The issuance of shares and the special rights entitling to shares may be issued in a directed share issue, deviating from the shareholder's pre-emptive subscription right, if there is a weighty financial reason for doing so from the Company's point of view. The authorization may be used for executing acquisitions or other arrangements related to the Company's business operations, as well as for implementing share-based incentive schemes and share-based rewards for the personnel of the group or for other means decided by the Board of Directors.

The Board of Directors may also resolve on a share issue without payment to the Company itself. In addition, the Board of Directors may resolve to issue special rights referred to in Chapter 10, Section 1 of the Finnish Companies Act, which carry the right to receive, against payment, new shares in the Company or treasury shares in such a manner that the subscription price of the shares is paid in cash or by using the subscriber's receivable to offset the subscription price.

The new shares may be issued and the treasury shares transferred either against payment or without payment. The directed share issue may be without payment only if there is an especially weighty financial reason for the company, taking into account the interests of all shareholders in the company.

The authorization will remain in force until the end of the next Annual General Meeting, but no later than 30 June 2027.