



GRK Infra Plc

The proposals of the Shareholders' Nomination Board to the Annual General Meeting 2026

Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the remuneration of the members of the Board be reduced and that the remuneration be paid as annual remuneration as follows:

- Annual remuneration, Chair of the Board EUR 50,000 (previously EUR 57,000);
- Annual remuneration, other members of the Board EUR 24,000 (previously EUR 27,000); and
- In addition to the aforementioned annual remuneration, the Chair of the Audit Committee is paid an annual remuneration of EUR 7,000 (previously EUR 7,000).

The basis for the proposal to reduce the annual fees is the Board's example to keep the fees moderate due to the change negotiations carried out in the Finnish subsidiary's rail construction operations during 2025.

In addition, the Nomination Board proposes that the members of the Board of Directors be paid a fee of EUR 600 (previously EUR 600) for each committee meeting they attend (EUR 900 (previously EUR 900) per meeting to the chair of the committee). However, a maximum of one meeting fee per month is paid for each committee, even if there are several meetings during the same month.

Travel and accommodation expenses incurred by the members of the Board for Board and committee work are reimbursed in accordance with the Company's expense reimbursement policy.

The aforementioned annual and meeting fees are proposed to be paid in cash.

Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes that seven (7) members be elected to the Board of Directors.

Should one or more of the candidates proposed by the Nomination Board not be available for election to the Board of Directors for any reason, the proposed number of Board members shall be decreased accordingly.



Election of members of the Board of Directors

The Shareholders' Nomination Board proposes that the current Board members Antonia Eneh, Keijo Haavikko, Minna Heinonen, Kari Kauniskangas, Jukka Nikkanen and Tarja Pääkkönen be re-elected, as well as Kai Laitinen as a new member.

Of the current members of the Board, Esa Lager has declared that he will not be available as a member of the Board.

All proposed candidates have given their consent to the task. The persons proposed to be elected are independent of the Company and its significant shareholders, with the exception of Keijo Haavikko. Keijo Haavikko is not considered independent of the Company, as he was employed by GRK Infra Plc until early 2025. He is also not regarded as independent of a significant shareholder, given that he himself is a major shareholder of the Company.

Should one or more of the candidates proposed by the Nomination Board not be available for election to the Board of Directors for any reason the Nomination Board proposes that the remaining available candidates are elected in accordance with the proposal by the Nomination Board.

As regards the selection procedure for the members of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting.

The candidates nominated for the Board of Directors are presented on the Company's website at www.grk.fi/en/annual-general-meeting-2026/.

Proposal to Amend the Charter of the Shareholders' Nomination Board

The Shareholders' Nomination Board proposes that the charter of the Shareholders' Nomination Board be amended so that the Nomination Board will, going forward, consist of representatives appointed by the four largest shareholders of the Company. In addition, the Chair of the Board of Directors will continue to serve as a non-voting expert member of the Nomination Board.

At present, the Shareholders' Nomination Board is composed of representatives appointed by the three largest shareholders, with the Chair of the Board serving as a non-voting expert member. No other amendments to the charter of the Shareholders' Nomination Board are proposed.



The Nomination Board proposes that the Annual General Meeting resolve to approve the updated charter of the Shareholders' Nomination Board. The amended charter, in its proposed form, is available on the Company's website at www.grk.fi/en/annual-general-meeting-2026/.