

Proposals of GRK Infra Oyj's Shareholders' Nomination Board to the Annual General Meeting 2026

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The Shareholders' Nomination Board of GRK Infra Oyj presents the following proposals to the Annual General Meeting, which is scheduled to be held on 30 March 2026:

Proposal for the composition of the Board

The Nomination Board proposes that seven members be elected to the Board of Directors.

The 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 persons 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.

The presentation of the new member candidate Kai Laitinen is attached to this stock exchange release. The proposed current members of the Board are presented on [GRK's website](#).

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, and 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 Board elects the Chair and Vice Chair from among its members.

Proposal for Board remuneration

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.

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 for each committee meeting they attend (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.

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 nonvoting expert member of the Nomination Board.

At present, the Nomination Board is composed of representatives appointed by the three largest shareholders, with the Chair of the Board serving as a nonvoting 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, will be published separately on the company's website at <https://www.grk.fi/en/annual-general-meeting-2026/> and as an appendix to the notice convening the 2026 Annual General Meeting.

The Shareholders' Nomination Board was chaired by **Keijo Haavikko** and members were **Juulia Kurunsaari**, General Counsel, Ilmarinen Mutual Pension Insurance Company, and **Mikael Niemi**, Investment Director, Finnish Industry Investment Ltd (Tesi).

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About GRK Infra Oyj

GRK designs, repairs and builds roads, highways, tracks and bridges in order to make everyday life run smoothly, promote people meeting each other and to create a more sustainable future. GRK's expertise also includes environmental technology. We operate in Finland, Sweden and Estonia with approximately 1,200 professionals. GRK's core competencies include the execution of versatile infrastructure construction projects, project management of both small and large projects as well as extensive rail expertise. GRK provides services from design to construction and maintenance.

Our customers include the state administration, municipalities and cities, as well as the private sector. GRK works on several projects in alliance with other companies of the infrastructure construction sector. In addition to the parent company of the group, GRK Infra Plc, the group consists of subsidiaries in each operating country: GRK Finland Ltd in Finland, GRK Eesti AS in Estonia and GRK Sverige AB in Sweden. The parent company of the group, GRK Infra Plc, is responsible for the administration and financing of the group. The subsidiaries carry out the operational activities of the group.

Attachments

- [Download announcement as PDF.pdf](#)
- [Kai Laitinen CV \(in English\).pdf](#)