



NOTICE TO THE ANNUAL GENERAL MEETING OF GRK INFRA PLC

9.3.2026 12:30:00 EET | GRK Infra Oyj | Notice to general meeting

GRK Infra Plc

Stock exchange release

9 March 2026 at 12:30 pm EET

GRK Infra Plc's shareholders are invited to the Annual General Meeting to be held on Monday, 30 March 2026 at 4.00 p.m. (EEST) at Scandic Helsinki Aviacongress, Robert Huberin tie 4, FI-01510 Vantaa, Finland. The reception of those who have registered for the meeting and distribution of ballot papers will start on 30 March, 2026 at 3.00 p.m. (EEST) at the Meeting venue.

Shareholders may follow the Annual General Meeting via webcast. Instructions on how to follow the webcast are available in Section C of this notice and on the Company's website www.grk.fi/en/annual-general-meeting-2026/. It is not possible to ask questions, make counterproposals, make other interventions, or vote via webcast. Following the webcast shall not be considered as participation in the Annual General Meeting or as the exercise of shareholders' rights.

A. Matters to be discussed at the Annual General Meeting

The Annual General Meeting will discuss the following matters:

1. Opening of the Meeting

2. Calling the Meeting to order

3. Election of the persons to confirm the minutes and to supervise the counting of votes

4. Recording the legality of the Meeting

5. Recording the attendance at the meeting and adopting the list of votes

6. Presentation of the financial statements, consolidated financial statements, the annual report, the auditor's report and the assurance report on the sustainability report for the year 2025

- Presentation of the CEO's review.

The financial statements, consolidated financial statements, the annual report, the auditor's report and the assurance report on the sustainability statement are available on the Company's website at www.grk.fi/en/annual-general-meeting-2026/ on 9 March 2026 at the latest.

7. Adoption of the financial statements

8. 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.

9. Resolution on the discharge of the members of the Board of Directors and the CEOs from liability

10. 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/.

11. 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. In addition, 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/.

12. 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.

13. 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.

14. 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/.

15. 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.

16. 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.

17. 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.

18. 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.

19. 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/.

20. 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.

21. 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.

22. Closing the meeting

B. Documents of the Annual General Meeting

The above-mentioned proposals for resolutions on the agenda of the Annual General Meeting and this notice are available on GRK Infra Plc's website at www.grk.fi/en/annual-general-meeting-2026/. GRK Infra Plc's financial statements, annual report (including sustainability report), auditor's report and the assurance report on the sustainability report as well as remuneration policy and remuneration report will be available on said website by 9 March 2026. The proposed resolutions and financial statement documents will also be available for inspection at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the above-mentioned website on 13 April 2026 at the latest.

C. Instructions for meeting participants

1. Shareholders registered in the shareholders' register

Shareholders who are registered in the shareholders' register of Euroclear Finland Oy on the record date of the Annual General Meeting, 18 March 2026, are entitled to participate in the Annual General Meeting. Any shareholder whose company shares are recorded in their personal Finnish book-entry account including equity savings account is automatically included in the company's shareholders' register. Changes in the shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

The registration period for the Annual General Meeting commences on 10 March 2026 at 10 a.m. (EET). A shareholder who is registered in the company's shareholders' register and wishes to participate in the Annual General Meeting must register for the Meeting no later than Monday, 23 March 2026 at 4.00 p.m. (EET), by which time the registration must be received.

A shareholder can register for the Annual General Meeting:

a) via the company's website at www.grk.fi/en/annual-general-meeting-2026/. Electronic registration requires strong identification of the shareholder or their legal representative or proxy with a Finnish, Swedish, or Danish bank ID, or a mobile certificate.

b) by e-mail to Innovatics Oy at agm@innovatics.fi. Shareholders registering by e-mail shall submit the registration form available on the company's website www.grk.fi/en/annual-general-meeting-2026/ or equivalent information to agm@innovatics.fi.

c) by mail. Shareholders registering by mail shall submit the registration form available on the company's website www.grk.fi/en/annual-general-meeting-2026/ or equivalent information to: Innovatics Oy, Annual General Meeting / GRK Infra Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland

d) by calling the number + 358 10 2818 909 on weekdays between 9.00 a.m. and 12.00 p.m. and 1.00 p.m. and 4.00 p.m.

The shareholder and their representative are required to provide information, such as the shareholder's name, date of birth or business ID, phone number and/or e-mail, address, the name of any assistant or proxy representative and the proxy's date of birth, phone number and/or e-mail. The personal data is only used in connection with the Annual General Meeting and the processing of the necessary registrations related thereto.

The shareholder and their representative or proxy must be able to prove their identity and/or right of representation at the meeting.

Further information on registration is available by telephone during the registration period of the Annual General Meeting by calling Innovatics Oy at +358 10 2818 909 on weekdays from 9.00 a.m. to 12.00 p.m. and from 1.00 p.m. to 4.00 p.m.

2. Holders of nominee-registered shares

A holder of nominee-registered shares is entitled to participate in the Annual General Meeting based on the shares, which would entitle them entry into the shareholders' register held by Euroclear Finland Oy on the record date for the Annual General Meeting, 18 March 2026. Participation also requires that the shareholder is temporarily registered in the shareholders' register held by Euroclear Finland Oy by 10.00 a.m. (EET) on 25 March 2026, at the latest. In the case of nominee-registered shares, this is considered as registration for the Annual General Meeting. Changes in the shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the shareholder's voting rights.

A holder of nominee-registered shares is advised to request well in advance the necessary instructions from their custodian bank regarding temporary registration in the register of shareholders, the issuing of proxy documents and voting instructions, registration, and attendance at the Annual General Meeting. The account manager of the custodian bank shall register the holder of nominee-registered shares who wishes to participate in the Annual General Meeting temporarily in the register of shareholders of the company by the aforementioned date and time at the latest.

3. Proxy representatives and powers of attorney

A shareholder may attend the Annual General Meeting and exercise their rights at the Meeting through a proxy representative. The proxy representative must authenticate to the electronic registration service personally with strong authentication, after which they will be able to register on behalf of the shareholder, who they represent. The shareholder's proxy must present dated proxy documents, or otherwise in a reliable manner prove that they are entitled to represent the shareholder at the Annual General Meeting.

Shareholders can also use the electronic Suomi.fi authorization service instead of a traditional proxy document. In such cases, the shareholder authorizes a proxy that they nominate in the Suomi.fi authorization service at www.suomi.fi/e-authorizations using the mandate theme "Representation at the Annual General Meeting". At the service, the authorized person must identify themselves using strong electronic identification in connection with their registration, after which the electronic authorization will be checked automatically. Strong electronic identification can be done using online banking codes or Mobile ID. More information is available on the website www.suomi.fi/e-authorizations.

Model proxy document is available on the company's website www.grk.fi/en/annual-general-meeting-2026/. If a shareholder participates in the Annual General Meeting through several proxies representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy represents the shareholder shall be identified in connection with the registration.

Any proxy documents are requested to be submitted preferably as an attachment with the electronic registration or alternatively by mail to Innovatics Oy, Annual General Meeting / GRK Infra Plc, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by e-mail to agm@innovatics.fi before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy shall register for the Annual General Meeting in the manner described above in this notice.

4. Following the Annual General Meeting remotely

A shareholder who is entitled to attend the Annual General Meeting and whose shares are registered in their personal Finnish book-entry account including equity savings account may also follow the meeting remotely.

It is not possible to ask questions, make counterproposals, make other interventions, or vote via webcast. Following the webcast shall not be considered as participation in the Annual General Meeting or as the exercise of shareholders' rights.

Remote access to the Annual General Meeting will be provided through Inderes Plc virtual general meeting service on the Videosync platform, which includes video and audio access to the Annual General Meeting. Remote access does not require any paid software or downloads. In addition to an internet connection, remote access requires a computer, smartphone or tablet with speakers or headphones for sound. One of the following browsers is recommended for remote access: Chrome, Firefox, Edge, Safari, or Opera.

The link and password for following the meeting remotely will be sent by e-mail and/or SMS to the e-mail address and/or mobile phone number provided at the time of registration to all those who have registered for the Annual General Meeting no later than the day before the Annual General Meeting. It is advisable to log in to the meeting system well in advance of the meeting.

For more information on the general meeting service, additional instructions for proxies representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found here: <https://vagm.fi/support>. A link to test the compatibility of your computer, smartphone or tablet with the network connection can be found here: <https://b2b.inderes.com/knowledge-base/compatibility-testing>. It is recommended that you read the detailed instructions before the meeting.

5. Other instructions/information

The meeting language is Finnish.

Shareholders present at the Annual General Meeting have the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

On the date of the notice to the meeting, on 9 March 2026, GRK Infra Plc has a total of 40,969,231 shares representing the same number of votes.

Vantaa, 9 March 2026

GRK INFRA PLC

BOARD OF DIRECTORS

Contacts

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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 include selectricity network construction and 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 GRK Infra Oyj, the GRK Group includes country companies in each operating country: GRK Suomi Oy in Finland, GRK Eesti AS, A-Kaabel OÜ and Novus Initium Investments OÜ in Estonia and GRK Sverige AB in Sweden. The parent company GRK Infra Plc is responsible for the Group's administration and financing. The country companies carry out the Group's operative activities.

Attachments

- [Download announcement as PDF.pdf](#)