



GRK Infra Plc: Resolutions of the Annual General Meeting 2026

30.3.2026 18:15:00 EEST | GRK Infra Oyj | Decisions of general meeting

GRK Infra Plc, stock exchange release, 30 March 2026, at 06.15 p.m.

GRK Infra Plc's Annual General Meeting was held in Vantaa on 30 March 2026.

The Annual General Meeting of GRK Infra Plc approved the financial statements and discharged the members of the Board of Directors and the CEOs from liability for the financial year 2025.

The Annual General Meeting elected seven members to the Board of Directors based on the Nomination Board's proposal. The Annual General Meeting re-elected Antonia Eneh, Keijo Haavikko, Minna Heinonen, Kari Kauniskangas, Jukka Nikkanen and Tarja Pääkkönen. Kai Laitinen was elected as a new member of the Board of Directors.

Dividend payment

The Annual General Meeting approved the Board of Directors proposal that dividend of EUR 0.43 per share will be distributed to the shareholders, plus an additional dividend of EUR 0.10 per share.

The 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 dividend and additional dividend will be paid on 10 April 2026.

Advisory resolution on the acceptance of the Remuneration Report 2025 and the Remuneration Policy

The Annual General Meeting approved the Remuneration Report 2025 and the updated Remuneration Policy on an advisory basis.

Remuneration of the Chair and the members of the Board of Directors

The Annual General Meeting decided based on Shareholders' Nomination Board proposal 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).

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 to be paid in cash.

Election and remuneration of the auditor

The Annual General Meeting elected PricewaterhouseCoopers Oy as the Company's auditor. PricewaterhouseCoopers Oy has informed the Company that Markku Launis, APA shall act as the principal auditor. The Auditor's remuneration will be paid according to an invoice approved by the Company.

Election and remuneration of the Sustainability Reporting Assurance Provider

The Annual General Meeting elected PricewaterhouseCoopers Oy as the sustainability assurance provider. PricewaterhouseCoopers Oy informed the Company that Markku Launis, ASA shall act as the principal sustainability

reporting assurer. The sustainability reporting assurance provider's remuneration will be paid according to an invoice approved by the Company.

Amending the Charter of the Shareholders' Nomination Board

The Annual General Meeting decided according to the Shareholders' Nomination Board proposal 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.

Authorization to decide on the repurchase of the Company's own shares

The Annual General Meeting authorized the Board of Directors 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.

Authorization to decide on share issues and issues of special rights entitling to shares

The Annual General Meeting authorized 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.

Minutes of the Meeting

The minutes of the Annual General Meeting will be available on the Company's website <https://www.grk.fi/en/annual-general-meeting-2026/> on 13 April 2026 at the latest.

Contacts

- Johanna Metsä-Tokila, General Counsel, +358 40 562 0408, johanna.metsa-tokila@grk.fi

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](#)