



# Charter of GRK Infra Oyj's Audit Committee

## 1. Purpose of the Committee

The Board of Directors of GRK Infra Oyj (hereinafter "Company") has established an Audit Committee (hereinafter "Audit Committee") primarily for the preparation of the Company's financial and sustainability reporting and related supervision, as well as the monitoring of auditing and sustainability reporting assurance and other related matters. The Audit Committee also assists the Board in preparing matters related to financial and sustainability reporting, financing, internal control, internal audit and risk management. The Board of GRK Infra Oyj has approved this Charter of Audit Committee.

If necessary, the Audit Committee may use external experts. The Audit Committee has the right to access all information about the Company.

The Audit Committee has no independent decision-making power, but the Board of Directors makes decisions on matters based on the committee's processing and preparation.

This Charter defines the composition, tasks and procedures of the Audit Committee.

## 2. Composition and Term of Office of the Committee

The Audit Committee consists of a Chair and at least two members, who are elected annually by the Board from among its members at its first meeting after the Annual General Meeting for a term of office that terminates at the closing of the following Annual General Meeting.

The members of the committee shall have sufficient expertise and experience, taking into account the committee's area of responsibility and statutory audit responsibilities. From the point of view of the committee's duties, the members should have sufficient accounting and financial and sustainability reporting expertise. Expertise may be based on training, research or experience in or supervision of such activities. At least one member of the committee must have expertise in accounting or auditing, and the members of the committee as a whole must have relevant expertise in the Company's business operations.

The majority of the members of the Audit Committee must be independent of the Company, and at least one member must be independent of significant shareholders. A member of the Audit Committee may not participate in the daily management of the Company or a company belonging to the same Group as the Company.

### 3. Duties of the Committee

The Audit Committee oversees the Company's financial and sustainability reporting and prepares matters related to monitoring the financial situation, financial and sustainability reporting, financing, auditing and risk management for the Board.

The duties of the Audit Committee include:

#### Financial Reporting Processes

- managing the accounting policies and practices and changes in accounting principles
- evaluating the use and presentation of alternative performance measures
- monitoring and evaluating financial reporting processes
- monitoring the financial reporting process; the quality and reliability of the financial statements and other financial reports
- processing the financial statements, the annual report and the sustainability report included therein, financial statements release, half year and interim reports and reviewing them together with the management of the Company before they are processed by the Board of Directors
- discussing with the financial management and auditors every quarter about the Company's financial results and stock exchange release before approval by the Board

#### Auditing

- preparing a draft decision on the selection of the auditor and their remuneration
- monitoring the statutory audit of the financial statements and consolidated financial statements
- liaising with the auditor and reviewing the reports prepared by the auditor
- assessing the auditor's competence and performance
- monitoring and evaluating the independence of the auditor and, in particular, the non-audit services provided by the auditor
- presenting to the Board of Directors the results of the audit and the committee's opinion on how the audit has increased the reliability of reporting and the role of the Audit Committee during the audit procedure

#### Sustainability Reporting and its Assurance

- preparing proposals on the selection and remuneration of the sustainability reporting assurer
- monitoring and evaluating the sustainability reporting process (including the electronic reporting process) and the assurance and implementation of sustainability reporting and, if necessary, making recommendations for the development of the processes
- monitoring the process the Company uses to identify the information reported in accordance with approved sustainability reporting standards and making recommendations or suggestions to ensure its reliability
- processing the Company's sustainability reporting and corporate governance statement
- liaising with the sustainability reporting assurer and reviewing the reports they prepare
- assessing the competence and performance of the sustainability reporting assurer

- monitoring and assessing the independence of the sustainability reporting assurer and in particular the non-sustainability reporting assurance services provided by them
- presenting to the Board of Directors the results of the assurance of the sustainability report and the committee's opinion on how the assurance of the sustainability report has increased the reliability of the reporting and the role of the Audit Committee during the sustainability reporting assurance process

#### **Risk Management and Internal Control**

- monitoring and assessing the Company's financial position and preparing financing solutions
- discussing significant financial risks and measures of the management to monitor, manage and report on risks
- assessing the risk management of tender processes
- monitoring and assessing the effectiveness of the Company's internal control, internal audit and risk management system (including financial and sustainability reporting)
- processing internal audit charter, plans and reports
- assessing the performance of the internal audit

#### **Other Tasks**

- monitoring and assessing the principles and processes of related party transactions and how the agreements and other legal transactions concluded between the Company and its related parties meet the requirements of the ordinary course of business and arm's-length terms
- monitoring and assessing compliance with laws and regulations and the Company's corporate governance principles and policies
- assessing information security and the information systems used by the Company

In addition to the duties mentioned above, the Audit Committee may have other duties that are appropriate for the Audit Committee and for which the responsibility for preparation has been separately agreed on by the Board of Directors and the Chair of the Board. The Audit Committee has the right to investigate and clarify necessary matters related to its duties. The Audit Committee may be in direct contact with the auditor and sustainability report assurer or anyone in the Company's organisation.

## **4. Committee Work**

After the Annual General Meeting, the committee prepares an annual calendar at its first meeting. The annual calendar lists the matters to be discussed at the committee's meetings until the next Annual General Meeting. The Chair of the committee, together with the committee members, decides on the number and schedule of committee meetings and, together with the management and other appropriate parties, draws up the agendas for the meetings. The committee meets at least four times a year in connection with preparing financial reports. The annual calendar defines the issues to be addressed at each meeting to cover the committee's tasks. In addition to these, the committee may determine other matters within its remit on a per-meeting basis. If necessary, the Audit Committee may also hold extraordinary meetings. The committee is competent when the Chair and at least one member are present.

In addition to the committee members, the CEO, the auditor, sustainability report assurer, the CFO and the secretary of the committee attend the committee's meetings. The Chair of the Board may attend committee meetings if they so wish. The committee may also meet without the presence of management representatives or other persons. The internal auditor, a chief risk officer or company expert may be invited to present matters at the meetings. In addition, the Audit Committee may use third-party experts and advisors, taking into account the applicable insider and corporate law. Committee meetings may be held either as in-person meetings or remotely using technical means.

Minutes of committee meetings shall be drawn up and signed by the Chair and secretary of the committee. The Chair of the committee presents a report on each meeting of the Audit Committee to the Board. The material and minutes of the meetings of the Audit Committee are made available to the Board.

The Audit Committee evaluates its operations annually as part of the evaluation of the Board's operations and reports to the Board.