



Charter of GRK Infra Oyj's Tender and Project Committee

1. Purpose of the Committee

The purpose of the Tender and Project Committee (hereinafter "Committee") of the Board of Directors of GRK Infra Oyj (hereinafter "Company") is to process and prepare significant contract tenders for decision by the Board of Directors and to monitor the progress of such projects.

The Board of Directors makes decisions on the basis of preparatory work by the Committee and the Committee has no independent decision-making power.

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

2. Composition and Term of Office of the Committee

The Company's Board of Directors appoints the members of the Committee from among its members at the Board's constitutive meeting, held after the Annual General Meeting. The Committee consists of no fewer than three members, whose term of office begins at the end of the constitutive meeting and ends at the closing of the next Annual General Meeting.

The members of the Committee must have sufficient experience of the Company's sector in general, of projects of relevant size and their implementation, and of the contractual practices in the Company's sector. The majority of the members of the Committee shall be independent of the Company.

3. Duties of the Committee

The Company takes part in competitive tenders and projects the size of which requires the approval and decision of the Board of Directors in accordance with the Company's internal decision-making authority.

The duties of the Committee are:

- a. preparing tenders that require approval by the Board of Directors in order for the Board to make its decision;
- b. monitoring the progress of projects decided by the Board;
- c. supporting the management in assessing the risks and opportunities related to these projects and in determining appropriate risk management measures; and
- d. supporting the management in negotiations and the successful implementation of projects.

In addition to the above, the duties of the Committee include those separately assigned to it by the Company's Board of Directors.



4. Committee Work

The Chair of the Committee convenes the meetings of the Committee. The Committee meets as necessary, as required by the progress of projects and tenders prepared by the Company. The CEO may also propose a meeting of the Committee. The Chair of the Audit Committee may attend meetings of the Committee if they so wish.

Meeting minutes are drawn up of all Committee meetings and sent to the Board of Directors and the CEO for information. The Chair of the Committee reports to the Board of Directors about the meetings of the Committee at the following Board meeting.

The Committee reviews this Charter at regular intervals and the Board of Directors decides on any changes to it, if necessary. In addition, the Committee reviews its operations at least once per year. The Chair of the Committee submits the results of the review to the Company's Board of Directors.