

ANNUAL GENERAL MEETING OF HARVIA PLC ON 4 APRIL AT 10.00 A.M.

TIME: 4 April 2019, 10.00 a.m.

PLACE: Meeting space at Allas Sea Pool at Katajanokanlaituri 2a, 00160 Helsinki

PRESENT: The shareholders listed in the register of votes (Appendix 1) confirmed at the meeting were present or represented at the meeting.

In addition, members of the Board of Directors Olli Liitola, Anders Björkell, Pertti Harvia, Ja Adlerceutz and Ari Hiltunen were present at the Meeting. In addition CEO Tapio Pajuharju, the Company's Responsible Auditor, other members of the Company's management, representative of the press, Attorney at Law Andreas Doepel and LL.M. Rickard Sandell and technical meeting staff were present at the Meeting.

1 OPENING OF THE MEETING

The Chairman of the Board of Directors Olli Liitola opened the Meeting.

2 CALLING THE MEETING TO ORDER

Attorney at law Andreas Doepel was elected as Chairman of the Meeting and he called Rickard Sandell as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Pia Supi and Anssi Pelkonen were elected as Scrutinisers of the Minutes and as Supervisors of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the Notice to the Meeting had been published on the Company's website and as a stock exchange release on 11 March 2019. Shareholders who wished to participate in the Meeting were required to register for the Meeting no later than on 1 April 2019.

It was noted that the documents of the Meeting have been available on the Company's website as of 6 March 2019. It was noted that the proposals to the Meeting were published in their entirety on the Company's website on 11 March 2019. The proposals of the Board of Directors were attached to the Minutes (Appendix 2).

It was noted that that the Meeting was duly convened in accordance with the Company's Articles of Association and the Companies Act and, thus, the Meeting constituted a quorum

The Notice to the Meeting was attached to the Minutes (Appendix 3).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The register of attendance and votes at the beginning of the Meeting was presented and, based on the record, 89 shareholders were represented at the Meeting either in person or by a proxy representative or a power of attorney (Appendix 1).

At the beginning of the Meeting 11,617,731 shares and votes were represented at the Meeting, representing approximately 62.1 % of all the votes in the Company.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

It was noted that certain shareholders who own nominee registered shares had provided voting instructions to the company in advance and that a summary of the voting instructions will be kept as an appendix separate from the minutes.

The voting instructions from shareholders holding nominee registered shares represented by Kirsi Virkki (Skandinaviska Enskilda Banken AB (publ)) included only votes in favor of the proposals.

The voting instructions from shareholders holding nominee registered shares represented by Maisa Toivakainen (Nordea Bank Plc) included oppositions and abstain votes, but no deviating proposals.

According to the voting instructions, no voting and full counting of votes is required, if the chairperson of the meeting can, based on the voting instructions provided in advance and the view presented at the meeting, clearly determine that the required majority of the votes (and shares represented at the meeting) supports the proposal made to the meeting.

The above-mentioned representatives confirmed, at the request of the chairperson of the meeting, that their principals did not require a vote on the matters where the voting instruction was to oppose the proposal or abstain from voting, but that a note in the relevant item of the minutes would suffice.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2018

The Company's CEO Tapio Pajuharju gave a presentation on the Company's activities during year 2018 and answered questions from the shareholders.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January – 31 December 2018 were presented to the Meeting.

It was noted that the documents concerning the Company's audit had been available on the Company's website for the time period leading up to the Meeting as required by the Companies Act

The Financial Statements and the associated documentation were attached to the Minutes (Appendix 4).

The Company's responsible auditor Markku Launis, Authorized Public Accountant, presented the Auditor's Report.

The Auditors Report was attached to the Minutes (Appendix 5)

7 ADOPTION OF THE FINANCIAL STATEMENTS

The Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January – 31 December 2018.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE PAYMENT OF DIVIDEND

It was noted that the Board of Directors has proposed to the Meeting that, based on the adopted balance sheet for the financial year 2018, no more than EUR 0.37 per share be paid as dividend and that the remainder of the distributable funds be transferred to shareholders' equity.

The Board of Directors has proposed that the dividend is divided into two instalments so that the Meeting would decide on a dividend of EUR 0.18 per share that will be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of 8 April 2019. The Board of Directors proposes that the dividend be paid on 15 April 2019.

In addition, the Board of Directors has proposed that the Annual General Meeting would authorise the Board of Directors to decide, at its discretion, on the payment of an extra dividend of no more than EUR 0.19 per share. The second instalment of no more than EUR 0.19 per share will be paid, according to estimate, in October 2019 to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date set by the Board of Directors.

It was decided that, based on the adopted balance sheet for the financial year 2018, a dividend of EUR 0.18 per share be paid. The dividend record date is 8 April 2019 and the dividend is paid on 15 April 2019.

In addition the Annual General Meeting authorised the Board of Directors to decide, at its discretion, on the payment of an extra dividend of no more than EUR 0.19 per share.

The authorisation is valid until the opening of the next Annual General Meeting.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge the members of the Board of Directors and CEO from liability for the financial year 1 January – 31 December 2018.

10 RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was noted, that the Board of Directors has proposed that the remuneration of the members of the Board of Directors remain unchanged and that the monthly remuneration of the members of the Board of Directors be paid as follows: The Chairman of the Board of Directors is paid EUR 3,500 and members of the Board of Directors are each paid EUR 2,000. Additionally, the Chairman of the Audit Committee is paid EUR 1,300 a month and members of the Audit Committee are paid EUR 650 a month. If current member of the Board of Directors Anders Björkell is re-appointed to the Board of Directors, no remuneration for being a member of the Board of Directors or the Audit Committee shall be paid to him. The Board of Directors has also proposed that the travel expenses of the members of the Board of Directors are compensated in accordance with the company's travel rules.

It was resolved that the Board members be remunerated in accordance with the proposal made to the Annual General Meeting.

11 RESOLUTION ON THE NUMBER OF MEMBERS ON THE BOARD OF DIRECTORS

It was noted that the Board of Directors has proposed to the Meeting that five (5) members are elected to the Board of Directors

It was resolved in accordance with the proposal of the Board of Directors that five (5) members are elected to the Board of Directors.

12 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Board of Directors has proposed to the Meeting that Olli Liitola, Ia Adlercreutz, Anders Björkell, Pertti Harvia and Ari Hiltunen, all currently members of the Board of Directors, be reappointed to the Board of Directors.

It was noted that all nominated persons have given their consent to the position.

It was recorded, that according to the voting instructions provided in advance, there were 288.502 against votes in respect of the proposal by the Board of Directors in the event of a vote, but no counterproposal. The Chairman of the Meeting noted that, based on the voting instructions provided in advance and the statements presented at the meeting, no vote on the matter is required.

It was resolved that Olli Liitola, Ia Adlercreutz, Anders Björkell, Pertti Harvia and Ari Hiltunen were re-elected to the Board of Directors for the following term of office ending at the closing of the next Annual General Meeting.

13 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors has proposed to the Annual General Meeting that the remuneration for the Auditor shall be paid according to the Auditor's reasonable invoice.

It was recorded, that according to the voting instructions provided in advance, there were 262.500 against votes in respect of the proposal by the Board of Directors in the event of a vote, but no counter-proposal. The Chairman of the Meeting noted that, based on the voting instructions provided in advance and the statements presented at the meeting, no vote on the matter is required.

It was resolved, in accordance to the proposal by the Board of Directors that the remuneration for the Auditor shall be paid according to the Auditor's reasonable invoice.

14 ELECTION OF THE AUDITOR

It was noted that according to the Articles of Association the Company shall have an auditor that is an auditing firm approved by the Finnish Patent and Registration Office.

It was noted that the Board of Directors has proposed to the Annual General Meeting that Authorised Public Accounting firm PricewaterhouseCoopers Oy is elected as the Auditor of the Company for the following term of office. PricewaterhouseCoopers Oy has informed that Markku Launis, Authorized Public Accountant, will act as the Responsible Auditor.

It was noted that the nominated auditor has given his consent to the position.

It was recorded, that according to the voting instructions provided in advance, there were 262.500 against votes in respect of the proposal by the Board of Directors in the event of a vote, but no counter-proposal. The Chairman of the Meeting noted that, based on the voting instructions provided in advance and the statements presented at the meeting, no vote on the matter is required.

It was resolved, in accordance with the proposal by the board, that Authorized Public Accounting firm PricewaterhouseCoopers Oy is elected as the Auditor of the Company for the following term of office ending at the closing of the next Annual General Meeting. Markku Launis, Authorized Public Accountant, will act as the Responsible Auditor.

15 AUTHORISATION TO THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF OWN SHARES

It was resolved in accordance with the proposal of the Board of Directors that the Board of Directors is authorized to resolve on the repurchase of own shares as follows:

The maximum number of own shares to be repurchased is 934,711 shares.

The maximum number of shares to be repurchased represents approximately five (5) percent of all the shares of the Company on the date of the Annual General Meeting. However, a decision to acquire own shares shall not be made so that the treasury shares in the possession of the company and its subsidiaries would exceed one tenth of all shares. Only the unrestricted equity of the Company can be used to repurchase own shares on the basis of the authorisation.

The shares can be repurchased otherwise than in proportion to the shareholdings of the shareholders in public trading arranged by Nasdaq Helsinki Oy for the market price formed at the moment of purchase or otherwise at a price formed on the market.

The authorisation may be used e.g. for the purposes of the company's share-based incentive systems or for other purposes decided by the Board of Directors.

Shares purchased by the company may be held by it, cancelled or transferred. The Board of Directors decides on other matters related to the repurchasing of own shares

The authorisation replaces the authorisation of the Board of Directors to resolve on the repurchase of own shares granted by the shareholders of the company on 2 March 2018.

The authorisation is valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2020.

16 AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON A SHARE ISSUE AND AN ISSUE OF SPECIAL RIGHTS ENTITLING TO SHARES

The general meeting resolved, in accordance with the proposal of the Board of Directors, that the Board of Directors is authorised to resolve on a share issue and an issue of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Companies Act in one or several tranches, either against payment or without payment as follows.

The aggregate amount of shares to be issued, including the shares to be received based on special rights, must not exceed 1,869,423 shares. The Board of the Directors may resolve to issue new shares or to transfer own shares possibly held by the company.

The authorization entitles the Board of Directors to decide on all other matters related to the issuance of shares and special rights entitling to shares, including the right to deviate from the pre-emptive right of shareholders to subscribe to shares to be issued. The authorisation may be used for the purposes of strengthening the balance sheet and financing position of the company or for other purposes decided by the Board of Directors.

The authorisation is valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2020.

The authorisation replaces and revokes all previous unused authorisations of the Board of Directors to resolve on the issuance of shares, share options and other special rights entitling to shares.

It was recorded, that, according to the voting instructions provided in advance, there were 262.500 against votes and 444.017 abstain votes in respect of the proposal by the Board of Directors in the event of a vote, but no counter-proposal. The Chairman of the Meeting noted that, based on the voting instructions provided in advance and the statements presented at the meeting, no vote on the matter is required.

17 CLOSING OF THE MEETING

It was recorded that all resolutions made at the Annual General Meeting were supported by all voting shareholders present at the Meeting, if not stated otherwise.

The Chairman of the Meeting noted that all matters on the agenda had been discussed and that the Minutes and the English translation of the Minutes will be available on the Company's website on 18 April 2019 at the latest.

The Chairman of the Meeting closed the meeting at 11.12 a.m.

[signatures on the following page]

Chairman of the Meeting:

Name: [Signature]
Andreas Doepel
Title: attorney at law

In Fidem

Name: [Signature]
Rickard Sandell
Title: LL.M.

**The minutes have been scrutinised
and approved:**

Name: [Signature]
Pia Supi

Name: [Signature]
Anssi Pelkonen

Appendices:

Appendix 1	Record of Votes
Appendix 2	Proposals to the Annual General Meeting
Appendix 3	Notice to the Annual General Meeting
Appendix 4	Financial Statements
Appendix 5	Auditor's Report