

ANNUAL GENERAL MEETING OF HARVIA PLC ON 8 APRIL 2021 AT 10.00 A.M.

TIME: 8 April 2021 at 10.00 a.m.

PLACE: Töölönlahdenkatu 2, FI-00100 Helsinki, Finland

PRESENT: The Board of Directors of the Company has resolved on extraordinary meeting procedures pursuant to the act on temporary derogation from the Limited Liability Companies Act (667/2020) (the "Temporary Act"), approved by the Finnish Parliament on 15 September 2020 to limit the spread of COVID-19 pandemic, which entered into force on 3 October 2020. According to the resolution, the Company's shareholders and their proxy representatives may participate in the General Meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions, if any, in advance.

The shareholders set out in the list of votes adopted at the meeting were represented at the meeting ([Appendix 1](#)).

Chief Executive Officer Tapio Pajuharju, Chief Financial Officer Ari Vesterinen, the Chair of the Shareholders' Nomination Board Juho Lipsanen, and Attorney-at-law Juha Koponen were present at the meeting. Chair of the Board of Directors Olli Liitola, APA Markku Launis, and Hille Korhonen and Anders Holmén who were proposed to be elected to the Board of Directors attended the meeting via remote connection.

1 OPENING OF THE MEETING

Olli Liitola, Chair of the Board of Directors, opened the meeting.

2 CALLING THE MEETING TO ORDER

In accordance with the notice to the General Meeting, Juha Koponen, Attorney-at-law, acted as Chair of the General Meeting.

The Chair explained the procedures for discussing the matters on the meeting agenda.

In order to limit the spread of COVID-19 pandemic, the Board of Directors of the Company has resolved on the exceptional procedure for the meeting under the Temporary Act. The Company's shareholders and their proxy representatives may participate in the General Meeting and exercise shareholder rights only through voting in advance as well as by making counterproposals and presenting questions, if any, in advance.

It was noted that shareholders had not submitted counterproposals to the proposals of the Board of Directors by the deadline of 16 March 2021 at 12.00 p.m., nor questions by the deadline of 23 March 2021 at 4.00 p.m. pursuant to Chapter 5, Section 25 of the Limited Liability Companies Act.

As participation in the General Meeting has been possible only in advance, all agenda items have been subject to voting. It was noted that, in accordance with the Temporary Act, the proposals in all agenda items may have been opposed without making a counterproposal. A summary of the votes cast in the advance voting conducted by Innovatics Ltd was attached to the minutes ([Appendix 2](#)).

It was noted that a shareholder may have refrained from providing a proper voting instruction in each particular agenda item, in which case such shareholder has not been recorded to have been represented at the General Meeting in that specific agenda item. Therefore, the number of shareholders and shares being represented in each agenda item is not necessarily the same.

Furthermore, it was noted that in addition to the Limited Liability Companies Act and the Temporary Act as well as the government bill thereto, recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements.

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

Ari Vesterinen, Chief Financial Officer of the Company acted as the scrutiniser of the minutes and as the supervisor of counting of the votes in accordance with the notice to the General Meeting.

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 12 March 2021 and that the General Meeting documents have been available on the Company's website as of 18 March 2021.

It was noted that the General Meeting is duly convened in accordance with the provisions of the Articles of Association, the Limited Liability Companies Act and the Temporary Act and that therefore, the meeting is legal and constitutes 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

A list recording the shareholders who have voted in advance personally or by an authorised proxy representative during the advance voting period, and who have the right to participate in the Annual General Meeting pursuant to sections 6 and 6 a of chapter 5 of the Limited Liability Companies Act, was presented. It was recorded that 105 shareholders, representing 9,643,449 shares and votes in total, had participated in the advance voting. The attendance status and list of votes was attached to the minutes ([Appendix 1](#)).

6 PRESENTATION OF THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR THE YEAR 2020

The Company's Chief Executive Officer presented a review, in which he addressed the Company's operations in 2020.

It was noted that as participation in the general meeting is possible only in advance, the annual report published by the Company on 12 March 2021 that includes the financial statements, the report of the Board of Directors, and the auditor's report, and which is available on the Company's website, is deemed to have been presented to the Annual General Meeting.

The financial statements were attached to the minutes ([Appendix 4](#)).

The auditor's report was attached to the minutes ([Appendix 5](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS, INCLUDING THE ADOPTION OF THE CONSOLIDATED FINANCIAL STATEMENTS

It was recorded that 9,641,184 shares and votes, representing 51.57 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 9,638,277 votes were cast, representing 99.97 per cent of the total votes cast. The number of shares and votes abstained from voting was 2,907.

Based on the voting results, the General Meeting adopted the financial statements for the financial period ended 31 December 2020, in accordance with the proposal of the Board of Directors.

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 had proposed to the General Meeting that, based on the adopted balance sheet for the financial year 2020, no more than EUR 0.51 per share be paid as dividend and that the remainder of the distributable funds be transferred to shareholders' equity.

The Board of Directors had proposed that the basic dividend is divided into two instalments so that the General Meeting would decide on a dividend of EUR 0.20 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 the dividend of 12 April 2021. The Board of Directors proposed that the dividend be paid on 19 April 2021.

In addition, the Board of Directors had proposed to the General Meeting that a dividend of EUR 0.12 is paid to celebrate Harvia Plc's 70-year anniversary. According to the proposal, the anniversary dividend is to be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of the dividend of 12 April 2021. The Board of Directors had proposed that the dividend will be paid on 19 April 2021.

In addition, the Board of Directors had proposed to the General Meeting that the General Meeting authorises 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. According to the proposal, the Board of Directors expects to decide on the record date and the payment date of the extra dividend in accordance with the rules of the Finnish book-entry securities system at its meeting scheduled to be held on 16 October 2021. The extra dividend is estimated to be paid in October 2021 to shareholders who are registered in the share-holders' register maintained by Euroclear Finland Ltd on the record date decided by the Board of Directors.

It was recorded that 9,643,449 shares and votes, representing 51.59 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 9,643,448 votes were cast, representing 100 per cent of the total votes cast.

Based on the voting results, it was decided that, based on the adopted balance sheet for the financial year 2020, a basic dividend, consisting of a dividend of EUR 0.20 per share and an anniversary dividend of EUR 0.12 per share be paid. The dividend record date is 12 April 2021 and the dividends are paid on 19 April 2021.

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 CHIEF EXECUTIVE OFFICER FROM LIABILITY

It was noted, that the discharge from liability for the financial period 2020 concerns all persons who have acted as members of the Board of Directors and as Chief Executive Officer during the financial period.

It was recorded that 9,396,789 shares and votes, representing 50,27 per cent of all shares and votes in the Company, participated in the voting. For the discharge from liability 9,393,882 votes were cast, representing 99,97 per cent of the total votes cast. The number of shares and votes abstained from voting was 2,907.

Based on the voting result, the General Meeting resolved to discharge from liability the persons who have served as members of the Board of Directors and as Chief Executive Officer during the financial period 1 January 2020 – 31 December 2020.

10 HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES

It was noted that the remuneration report for the year 2020 prepared in accordance with the remuneration policy adopted on 2 April 2020 by the Company's Annual General Meeting was presented for the first time in the Annual General Meeting of 2021.

It was noted that as participation in the General Meeting has been possible only via advance voting, the Company's remuneration report for the year 2020 published by the Company as a

stock exchange release on 12 March 2021, and which has also been available on the Company's website, is deemed to have been presented to the General Meeting.

The remuneration report was attached to the minutes ([Appendix 6](#)).

It was recorded that 9,609,486 shares and votes, representing 51.4 per cent of all shares and votes in the Company, participated in the voting. For the acceptance of the remuneration report 7,3471,819 votes were cast, representing 77.75 per cent of the total votes cast and 2,077,617 votes were cast against the acceptance, representing 21.62 per cent of the total votes cast. The number of shares and votes abstained from voting was 60,050.

Based on the voting result, the General Meeting resolved to approve the remuneration report. The resolution was advisory.

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

The Chair of the Shareholders' Nomination Board Juho Lipsanen presented the proposal of the Nomination Board to the General Meeting regarding the election and remuneration of the members of the Board of Directors.

The Shareholders' Nomination Board had proposed to the General Meeting that the members of the Board of Directors elected for the term of office lasting until the Annual General Meeting of 2022 be paid a monthly remuneration as follows: Chair of the Board of Directors is paid EUR 3,500 and members of the Board of Directors are each paid EUR 2,000. Additionally, Chair of the Audit Committee is paid EUR 1,300 a month and members of the Audit Committee are paid EUR 750 a month. The travel expenses of the members of the Board of Directors are compensated in accordance with the Company's travel rules.

It was recorded that 9,424,901 shares and votes, representing 50.42 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 9,423,901 votes were cast, representing 99.99 per cent of the total votes cast. The number of shares and votes abstained from voting was 1,000.

Based on the voting result, the General Meeting resolved to approve the proposal of the Shareholders' Nomination Board.

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

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that five (5) members be elected to the Board of Directors.

It was recorded that 9,639,751 shares and votes, representing 51.57 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 9,639,751 votes were cast, representing 100 per cent of the total votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that the number of the members of Board of Directors shall be five (5).

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the current members la Adlercreutz, Olli Liitola and Sanna Suvanto-Harsaae be reappointed to the Board of Directors for the following term of office and Hille Korhonen and Anders Holmén be appointed as new members of the Board of Directors.

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

It was recorded that 9,639,546 shares and votes, representing 51.56 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Shareholders' Nomination Board 9,639,546 votes were cast, representing 100 per cent of the total votes cast.

Based on the voting result, the General Meeting resolved to elect la Adlercreutz, Olli Liitola Sanna Suvanto-Harsaae, Hille Korhonen and Anders Holmén as members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting following the election.

14 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 approved by the Company.

It was recorded that 9,639,646 shares and votes, representing 51.56 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 9,639,646 votes were cast, representing 100 per cent of the total votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the Auditor to be appointed is paid on the basis of reasonable invoice approved by the Company.

15 ELECTION OF THE AUDITOR

It was noted that the Board of Directors had proposed that Authorised Public Accounting firm PricewaterhouseCoopers Oy be 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 recorded that 9,639,646 shares and votes, representing 51.56 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 9,639,646 votes were cast, representing 100 per cent of the total votes cast.

Based on the voting result, the General Meeting resolved, in accordance with the proposal by the Board of Directors, 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.

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

It was noted that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to resolve on the repurchase of a maximum of 934,711 shares in the Company in one or several tranches.

The maximum number of shares that can be repurchased corresponds to approximately 5 per cent of all the shares in the Company on the date of the notice to the 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 in the Company.

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 Board of Directors had proposed to the General Meeting that 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 repurchased 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 is proposed to replace the authorisation of the Board of Directors to resolve on the repurchase of own shares granted by the shareholders of the company on 2 April 2020.

The authorisation is proposed to be valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2022.

It was recorded that 9,609,651 shares and votes, representing 51.4 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 9,334,956 votes were cast, representing 97.14 per cent of the total votes cast. The number of shares and votes abstained from voting was 247,695.

Based on the voting result, the General Meeting resolved, in accordance with the proposal of the Board of Directors, to authorise the Board of Directors to decide on the repurchase of the Company's own shares on the terms and conditions proposed by the Board of Directors.

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

It was noted that the Board of Directors had proposed that the General Meeting authorises the Board of Directors to resolve on the issuance of shares and the issuance of special rights entitling to shares as referred to in Chapter 10 Section 1 of the Limited Liability Companies Act in one or several parts, either against payment or without payment.

The aggregate number 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.

According to the proposal, the Board of Directors is authorised 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 is proposed to 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 proposed to be valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2022. The authorisation would replace any earlier, unused authorisations regarding the issuance of shares and share option as well as other special rights entitling to shares.

It was recorded that 9,639,651 shares and votes, representing 51.56 per cent of all shares and votes in the Company, participated in the voting. For the proposal of the Board of Directors 9,311,296 votes were cast, representing 96.59 per cent of the total votes cast. 53,3660 votes were cast against the proposal of the Board of Directors, representing 0.56 per cent of total votes cast. The number of shares and votes abstained from voting was 274,695.

Based on the voting result, the General Meeting resolved to authorise the Board of Directors to resolve on the issuance of the Company's shares and the issuance of special rights entitling to shares referred to in Chapter 10, Section 1 of the Limited Liability Companies Act, in accordance with the proposal of the Board of Directors.

18 CLOSING OF THE MEETING

The Chair stated that all items on the agenda had been considered and that the minutes of the meeting will be available on the Company's website on 22 April 2021 at the latest.

The Chair closed the meeting at 11.37 a.m.

Chair of the Annual General Meeting:

Name: _____
Juha Koponen



MINUTES
N:o 1/2021

Unofficial English Translation

HARVIA PLC
ANNUAL GENERAL MEETING
8 April 2021

The Minutes scrutinised and
approved by:

Name: _____
Ari Vesterinen

Appendices

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