



BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2023

Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The Board of Directors proposes to the Annual General Meeting that, based on the adopted balance sheet for the financial year 2022, EUR 0.64 per share be paid as dividend and that the remainder of the distributable funds be transferred to shareholders' equity.

The Board of Directors proposes that the dividend is paid in two instalments. The first instalment, EUR 0.32 per share, 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 24 April 2023. The Board of Directors proposes that the dividend be paid on 2 May 2023.

The second instalment, EUR 0.32 per share, shall be paid in October 2023. The second instalment will be paid to shareholders who are registered in the shareholders' register maintained by Euroclear Finland Ltd on the record date of the dividend, which, together with the dividend payment date, shall be decided by the Board of Directors in its meeting scheduled for 19 October 2023. The record date of the dividend date would then be 23 October 2023 and the dividend payment date 30 October 2023.

Handling of the remuneration report for governing bodies

The remuneration report for 2022 prepared in accordance with the remuneration policy adopted on 2 April 2020 by the company's Annual General Meeting is available on the company's website at www.harviagroup.com.

The Board of Directors proposes that the Annual General Meeting adopts the remuneration report for the governing bodies. The resolution is an advisory resolution.

Resolution on the remuneration of the Auditor

The Board of Directors proposes that the Auditor to be appointed will receive remuneration in accordance with a reasonable invoice approved by the company.

Election of the auditor

The Board of Directors proposes that Authorised Public Accounting firm PricewaterhouseCoopers Oy be elected as the Auditor of the company for the following term of office. PricewaterhouseCoopers Oy has stated that Authorised Public Accountant Markku Katajisto will act as the Responsible Auditor should PricewaterhouseCoopers Oy be elected as the Auditor of the company.

Proposal by the Board of Directors to amend the Articles of Association

The Board of Directors proposes that 10 § of the Articles of Association be amended so that, upon the decision of the Board of Directors, the General Meeting can be organised without any meeting venue (remote meeting). The amended article of the Articles of Association reads as follows:

"10 § NOTICE OF AN ANNUAL GENERAL MEETING



The notice convening an Annual General Meeting shall be delivered to the shareholders no earlier than three (3) months and no later than three (3) weeks prior to the Meeting, however, no later than nine (9) days before the record date of the Annual General Meeting.

The notice shall be delivered to the shareholders by means of a notice published on the Company's website or in at least one national daily newspaper designated by the Board of Directors.

In order to be entitled to attend and use their right to speak at an Annual General Meeting, a shareholder must notify the Company of its attendance by the date specified in the notice convening the Meeting, which date may not be earlier than ten (10) days prior to the Meeting.

In addition to the domicile of the Company, General Meetings may be held in Helsinki or the Board of Directors may decide that a General Meeting of Shareholders is arranged without a meeting venue so that the shareholders exercise their full decision-making powers in real time during the meeting by use of telecommunication connections and technical means (remote meeting)."

It is proposed that the Articles of Association remain otherwise unchanged.

Authorising the Board of Directors to decide on the repurchase of the company's own shares

The Board of Directors proposes that the Annual General Meeting authorise 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 this notice. 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 Ltd for the market price formed at the moment of purchase or otherwise at a price formed on the market.

The authorisation is proposed to 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 Board of Directors proposes that 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 7 April 2022.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2024.

Authorising the Board of Directors to decide on the issue of shares, options and other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting authorise 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 Finnish Limited Liability Companies Act in one or several parts, either against payment or without payment.

Relaxing Moments



Natural Wellbeing

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.

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.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2024. 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.

Muurame, 22 March 2023

HARVIA PLC

Board of Directors