



BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2024

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 2023, EUR 0.68 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 0.34 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 30 April 2024. The Board of Directors proposes that the dividend be paid on 8 May 2024.

The second instalment, EUR 0.34 per share, shall be paid in October 2024. 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 17 October 2024. The record date of the dividend date would then be 21 October 2024 and the dividend payment date 28 October 2024.

Handling of the remuneration report for governing bodies

The remuneration report for 2023 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.

Adoption of the remuneration policy for governing bodies

The Board of Directors proposes that the amended Remuneration Policy be adopted. The Remuneration Policy was last time presented to the Annual General Meeting on 2 April 2020. The resolution is advisory in accordance with the Finnish Limited Liability Companies Act.

The remuneration policy is attached to the notice to the General Meeting as well as available on the company's website at www.harviagroup.com on 5 April 2024 at the latest.

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 Deloitte Oy be elected as the Auditor of the company for the following term of office. Deloitte Oy has stated that Authorised Public Accountant Johan Groop will act as the Responsible Auditor should Deloitte Oy be elected as the Auditor of the company.



The company must prepare its first statutory sustainability report for the financial year 2024. If Deloitte Oy is elected as the company's auditor, it will also act as a certification authority for the company's sustainability reporting in financial year 2024 in accordance with the transitional provision of the Act amending the Companies Act (1252/2023), and a fee will be paid for this position on the basis of a reasonable invoice.

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, for the purposes of board compensation 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 20 April 2023.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2025.

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.

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, for the purposes of board compensation 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 2025. 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.

Relaxing Moments



Natural Wellbeing

Muurame, 2 April 2024

HARVIA PLC

Board of Directors