

BOARD'S PROPOSALS TO THE ANNUAL GENERAL MEETING 2025

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 2024, EUR 0.75 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 0.38 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 10 April 2025. The Board of Directors proposes that the dividend be paid on 17 April 2025.

The second instalment, EUR 0.37 per share, shall be paid in October 2025. 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 2025. The record date of the dividend date would then be 21 October 2025 and the dividend payment date 28 October 2025.

Handling of the remuneration report for governing bodies

The Board of Directors proposes Annual General Meeting that the Annual General Meeting adopts the remuneration report for the governing bodies. The resolution is advisory in accordance with the Finnish Limited Liability Companies Act.

The report on the remuneration of the institutions is available on the company's website at www.harviagroup.com on 18 March 2025 at the latest.

Adoption of the remuneration policy for governing bodies

The Board of Directors proposes that the Annual General Meeting adopts the remuneration policy for the governing bodies. 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 18 March 2025 at the latest.

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

To enable the Board composition proposed by the Shareholders' Nomination Board, the Board of Directors proposes to the Annual General Meeting that 5 § of the Articles of Association be amended so that the maximum number of members of the Board of Directors will be increased from six to seven. The amended article of the Articles of Association reads as follows:

5 § BOARD OF DIRECTORS

The Company has a Board of Directors, consisting of at least three and not more than seven ordinary members. The Board of Directors elects a Chairperson among its members for its term. The term of the members of the Board of Directors shall expire at the close of the Annual General Meeting following the election.



Harvia's business has grown significantly, with the company expanding internationally and diversifying its product portfolio. As the size and complexity of the business increases, the Shareholders' Nomination Board believes that raising the maximum number of Board members to seven will further strengthen the Board's competence. Additionally, this change provides greater flexibility to adjust the Board's composition according to Harvia's evolving business needs

Resolution on the remuneration of the auditor

The Board of Directors proposes to the Annual General Meeting 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 to the Annual General Meeting 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.

Resolution on the remuneration of the sustainability reporting assurer

The Board of Directors proposes to the Annual General Meeting that the authorised sustainability auditor to be appointed will receive remuneration in accordance with a reasonable invoice approved by the company.

Election of the sustainability reporting assurer

The Board of Directors proposes to the Annual General Meeting that Deloitte Oy be elected as the company's authorised sustainability auditor for a term that lasts until the end of the company's next Annual General Meeting. Deloitte Oy has stated that Johan Groop, ASA, APA would act as the responsible authorised sustainability auditor.

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

The Board of Directors proposes to the Annual General Meeting 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 will 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 26 April 2024.

It is proposed that the authorisation remain valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2026.

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

The Board of Directors proposes to the Annual General Meeting 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 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 2026. The authorisation replaces and revokes all previous unused authorisations of the Board of Directors to resolve on the issuance of shares, options and other special rights entitling to shares.

Muurame, 14 March 2025

HARVIA PLC

Board of Directors