

ANNUAL GENERAL MEETING OF HARVIA PLC ON 15 APRIL 2026 AT 10:00 A.M. (FINNISH TIME)

TIME: 15 April 2026 at 10:00 a.m. (Finnish time).

PLACE: Itämerentori 2, FI-00180 Helsinki, Finland.

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

Present at the meeting were also members of the Board of Directors, excluding Heiner Olbrich, who had announced that he is not available for re-election for the next term of the Board of Directors, Martin Richter, who was nominated as a new member of the Board of Directors, Chief Executive Officer Matias Järnefelt, Chief Financial Officer Ari Vesterinen, the Chair of the Shareholders' Nomination Board Josefin Degerholm, the company's auditor Deloitte Oy's representative APA Johan Groop, as well as Attorney-at-law Juha Koponen and LL.M Akseli Uotila.

1 OPENING THE MEETING

Catharina Stackelberg-Hammarén, Chair of the Board of Directors, opened the meeting.

2 CALLING THE MEETING TO ORDER

Juha Koponen, Attorney-at-law, was elected as Chair of the General Meeting, and he called LL.M Akseli Uotila to act as secretary.

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

It was noted that shareholders whose shares had been registered on the shareholder's Finnish book-entry account or equity savings account, have had the opportunity to vote in advance on certain items on the agenda of the Annual General Meeting. In addition, certain custodian banks representing nominee-registered shareholders had also participated in the advance voting on behalf of the shareholders they represented.

A summary list of the advance votes was attached to the minutes ([Appendix 2](#)).

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

Ari Vesterinen, Chief Financial Officer of the company was elected as scrutiniser of the minutes and as supervisor of the counting of 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 13 March 2026 and that the General Meeting documents have been available on the company's website as of 25 March 2026 at the latest. The documents were also available for inspection at the General Meeting.

It was noted that the General Meeting is duly convened in accordance with the provisions of the Articles of Association and the Finnish Limited Liability Companies 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 ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list of shareholders represented at the meeting at the opening of the meeting, and a list of votes ([Appendix 1](#)) were presented. It was recorded that at the opening of the meeting 300 shareholders were represented at the Annual General Meeting, either through advance voting, in person or by a legal representative or authorised proxy representative. At the opening of the meeting, a total of 11,246,395 shares and votes representing approximately 60.16 per cent of all shares and votes were represented at the meeting.

The list of attendees at the beginning of the meeting and the list of votes were confirmed ([Appendix 1](#)).

It was noted that the list of votes would be separately confirmed to correspond to the attendance at the beginning of a possible vote.

It was noted that the company's shareholders' register was also available at the General Meeting.

The Chair noted based on the advance votes that if a full counting of votes is not carried out in an agenda item, votes against and abstaining votes will be recorded in the minutes under each agenda item concerned. The chair further noted that to the extent the summary list included opposing votes that had been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be formally acknowledged as votes against and would not be recorded under the relevant agenda items.

6 PRESENTATION OF THE FINANCIAL STATEMENTS, ANNUAL REPORT, AUDITOR'S REPORT AND ASSURANCE REPORT OF THE SUSTAINABILITY STATEMENT FOR YEAR 2025

The company's Chief Executive Officer presented a review, in which he addressed the company's operations in 2025.

The financial statements and the report by the Board of Directors for the financial year 1 January 2025–31 December 2025 were presented.

It was recorded that the annual accounts had been available for shareholders on the company's website prior to the Annual General Meeting for the period required by the Finnish Limited Liability Companies Act.

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

The auditor's report and the assurance report of the sustainability statement were presented and attached to the minutes ([Appendix 5](#)).

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

The General Meeting adopted the financial statements and the consolidated financial statements for the financial year 1 January 2025–31 December 2025.

Under this agenda item, 400 opposing votes and 4,966 abstaining votes cast by shareholders who had voted in advance were recorded.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION 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 2025, EUR 0.77 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 dividend be paid in two instalments. The first instalment, EUR 0.39 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 17 April 2026. The Board of Directors had proposed that the dividend be paid on 24 April 2026.

The second instalment, EUR 0.38 per share, shall be paid in October 2026. 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 15 October 2026. The record date of the dividend would then be 19 October 2026 and the dividend payment date 26 October 2026.

The General Meeting decided in accordance with the proposal of the Board of Directors that, based on the adopted balance sheet for the financial year 2025, a dividend of EUR 0.77 per share be paid and that the remainder of the distributable funds be transferred to shareholders' equity.

Under this agenda item, 400 opposing votes cast by shareholders who had voted in advance were recorded.

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

It was recorded that the discharge from liability concerned all persons who had acted as members of the Board of Directors or as CEO during the financial year 1 January 2025–31 December 2025.

The General Meeting resolved to discharge from liability the persons who have served as members of the Board of Directors or as CEO during the financial year 1 January 2025–31 December 2025.

Under this agenda item, 311,928 opposing votes and 7,160 abstaining votes cast by shareholders who had voted in advance were recorded.

10 HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES

It was noted that the remuneration report for the year 2025 prepared in accordance with the remuneration policy presented on 8 April 2025 in the company's Annual General Meeting, has been available on the company's website, and therefore has been presented.

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

The General Meeting resolved to adopt the remuneration report. The resolution is advisory under the Finnish Limited Liability Companies Act.

Under this agenda item, 769,538 opposing votes and 44,400 abstaining votes cast by shareholders who had voted in advance were recorded.

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

The Chair of the Shareholders' Nomination Board Josefin Degerholm presented the work of the Nomination Board during the financial year as well as 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 remuneration be paid to the Board members as follows: the Chair of the Board of Directors is paid a monthly remuneration of EUR 5,500, Deputy Chair of the Board is paid a monthly remuneration of EUR 4,000 and other members of Board of Directors are paid a monthly remuneration of EUR 3,500.

In addition, the Nomination Board had proposed that the remuneration of the Board committee members be paid as meeting fees as follows: EUR 1,400 per meeting for the chair of the committee and EUR 900 per meeting for the other members.

Further, the Nomination Board had proposed that the monthly remuneration of the Board members be paid in company shares and in cash in such a way that 40% of the total monthly remuneration will be paid in company shares purchased at a price determined in public trading on Nasdaq Helsinki Ltd or via a share issue and 60% will be paid in cash. The company will pay any trading costs and transfer tax related to the purchase of the remuneration shares. In case the remuneration cannot be paid in the company's shares due to legal or other regulatory restrictions or due to other reasons related to the company or a member of the Board of Directors or if the payment of the remuneration in shares would prove to be unreasonably difficult in practice, the remuneration will be paid in cash.

The Nomination Board had recommended that a member of the Board of Directors does not assign the shares received as remuneration for Board membership in 2026 until two years have passed since the date of the receipt of the shares.

It was proposed that the remuneration for the Board committee work be paid fully in cash.

In addition, it was proposed that the members of Board of Directors who live outside Finland will be paid EUR 900 for each meeting if the member travels to Finland only for that meeting. It was proposed that the fee be paid in cash. When the member of Board of Directors attends the meeting by telephone or other electronic means, no such separate fee will be paid for that meeting. No fee is paid for decisions made without convening a meeting.

It was also proposed that the travel expenses of the members of the Board of Directors are compensated in accordance with the company's travel policy.

The General Meeting resolved to approve the proposal of the Shareholders' Nomination Board.

Under this agenda item, 133,387 opposing votes and 45,986 abstaining votes cast by shareholders who had voted in advance were recorded.

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

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that the number of members of the Board of Directors shall be seven (7).

It was noted that, should any candidate proposed by the Shareholders' Nomination Board be prevented from serving, the Shareholders' Nomination Board had proposed that the proposed Board members who are not prevented from serving shall be elected as members of the Board of Directors and the proposed number of Board members shall be decreased accordingly.

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 seven (7).

Under this agenda item, 44,020 abstaining votes cast by shareholders who had voted in advance were recorded.

13 ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

It was noted that the Shareholders' Nomination Board had proposed to the General Meeting that for a term beginning at the close of the Annual General Meeting and ending at the close of the next Annual General Meeting, the current members Catharina Stackelberg-Hammarén, Petri Castrén, Anders Holmén, Hille Korhonen, Markus Lengauer and Olli Liitola be re-elected to the Board of Directors. Heiner Olbrich had announced that he is not available for re-election for the next term of the Board of Directors.

In addition, the Nomination Board had proposed that Martin Richter be elected as a new member of the Board of Directors.

It was noted that, should any candidate proposed by the Shareholders' Nomination Board be prevented from serving, the Shareholders' Nomination Board had proposed that the proposed Board members who are not prevented from serving shall be elected as members of the Board of Directors and the proposed number of Board members shall be decreased accordingly.

It was noted that all proposed persons have given their consent to the appointment and are independent of the company and of the major shareholders of the company.

The General Meeting resolved to re-elect Catharina Stackelberg-Hammarén, Petri Castrén, Anders Holmén, Hille Korhonen, Markus Lengauer and Olli Liitola as members of the Board of Directors for a term ending at the close of the next Annual General Meeting and Martin Richter as a new member for a term ending at the close of the next Annual General Meeting.

Under this agenda item, 3,153,477 abstaining votes cast by shareholders who had voted in advance were recorded.

14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the General Meeting that the remuneration for the auditor shall be paid according to the auditor's reasonable invoice approved by the company.

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 according to a reasonable invoice approved by the company.

Under this agenda item, 5,360 opposing votes and 435 abstaining votes cast by shareholders who had voted in advance were recorded.

15 ELECTION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the 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.

The General Meeting resolved, in accordance with the proposal by the Board of Directors, that Authorised Public Accounting firm Deloitte 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. Johan Groop, Authorised Public Accountant, will act as the Responsible Auditor.

16 RESOLUTION ON THE REMUNERATION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that the Board of Directors had proposed to the General Meeting that the remuneration for the authorised sustainability auditor shall be paid according to the authorised sustainability auditor's reasonable invoice approved by the company.

The General Meeting resolved, in accordance with the proposal of the Board of Directors, that the remuneration of the authorised sustainability auditor to be appointed is paid according to a reasonable invoice approved by the company.

Under this agenda item, 1,388 abstaining votes cast by shareholders who had voted in advance were recorded.

17 ELECTION OF THE SUSTAINABILITY REPORTING ASSURER

It was noted that the Board of Directors had proposed to the General Meeting that sustainability audit firm 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 will act as the responsible authorised sustainability auditor. It was noted that the election of the sustainability reporting assurer has been proposed to be made conditional so that the election shall become effective only in the event that the company is, under the legislation in force at the end of the financial year 2026, obligated to prepare a sustainability report for the financial year 2026 and to obtain assurance for it.

The General Meeting resolved, in accordance with the proposal by the Board of Directors, that sustainability audit firm Deloitte Oy is elected as the authorised sustainability auditor of the company. Johan Groop, ASA, APA will act as the responsible authorised sustainability auditor. The election of the sustainability reporting assurer shall become effective only in the event that the company is, under the legislation in force at the end of the financial year 2026, obligated to prepare a sustainability report for the financial year 2026 and to obtain assurance for it. The term of office of the authorised sustainability auditor of the company shall end at the close of the next Annual General Meeting following the election.

18 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S 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 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 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, 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 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 8 April 2025.

The authorisation is proposed to be valid until the closing of the next Annual General Meeting, but no longer than until 30 June 2027.

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.

Under this agenda item, 45,353 abstaining votes cast by shareholders who had voted in advance were recorded.

19 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUE OF SHARES, OPTIONS AND OTHER 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 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 maximum number of shares to be issued corresponds to approximately 10% of all the shares in the company as at the date of the notice. The Board of 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, for the purposes of board remuneration 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 2027. The authorisation would replace and revoke all previous unused authorisations of the Board of Directors to resolve on the issuance of shares, options and other special rights entitling to shares.

The General Meeting resolved to authorise the Board of Directors to decide on the issue of shares, share options and other special rights entitling to shares, in accordance with the proposal of the Board of Directors.

Under this agenda item, 9,988 opposing votes and 44,035 abstaining votes cast by shareholders who had voted in advance were recorded.

20 CLOSING 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 29 April 2026 at the latest.

The Chair closed the meeting at 12:10 p.m. (Finnish time).

Chair of the Annual General Meeting:

Name: [See original minutes for signatures]
Juha Koponen

In fidem:

Name: [See original minutes for signatures]
Akseli Uotila

The Minutes scrutinised and approved by:

Name: [See original minutes for signatures]
Ari Vesterinen

Appendices

Appendix 1	Attendance status and list of votes
Appendix 2	Summary list of advance votes
Appendix 3	Notice to the General Meeting
Appendix 4	Financial Statements
Appendix 5	Auditor's Report and Assurance Report of the Sustainability Statement
Appendix 6	Remuneration Report for governing bodies