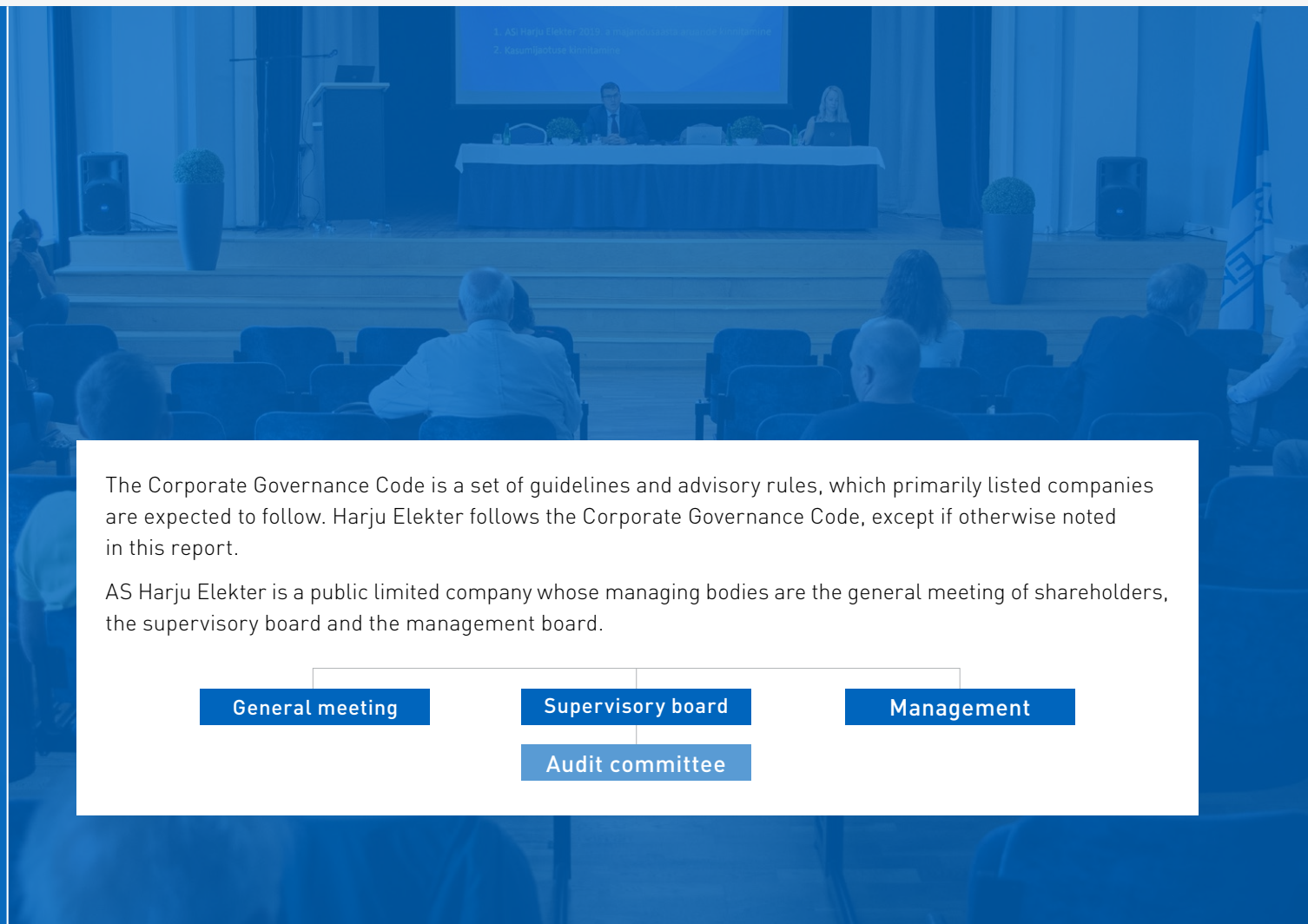


Corporate Governance Report 2021

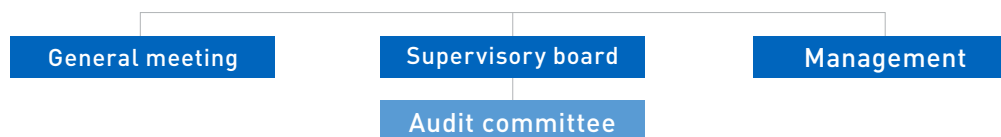


General Meeting	2
Management Board	3
Supervisory Board	5
Cooperation between the management board and the supervisory board	9
Diversity policy	9
Publication of information	9
Financial reporting and auditing	10
Additional managing bodies and committees	10
Audit committee	10



The Corporate Governance Code is a set of guidelines and advisory rules, which primarily listed companies are expected to follow. Harju Elekter follows the Corporate Governance Code, except if otherwise noted in this report.

AS Harju Elekter is a public limited company whose managing bodies are the general meeting of shareholders, the supervisory board and the management board.



General Meeting

Exercise of rights by shareholders

The general meeting of shareholders is the highest managing body of AS Harju Elekter, which is authorised, among others, to amend the articles of association and the share capital, elect and remove members of the supervisory board, appoint the auditor, approve the annual report and distribute profit, and decide on the issues provided for by law.

Each shareholder has the right to participate in the general meeting, speak up on the items presented in the agenda during the general meeting, and submit reasoned questions and make proposals. A shareholder may attend the general meeting and vote at the meeting in person or through an authorized representative.

Each share of Harju Elekter grants equal voting and dividend rights. All shareholders are equal and there are no separate restrictions and agreements concerning the right to vote. As far as is known to Harju Elekter, the mutual contracts between shareholders include no restrictions on the transfer of securities or other specific rights of control.

Calling a general meeting and information to be published

The annual general meeting takes place once a year not later than within six months after the end of the financial year of the company. A special general meeting is called by the management board in accordance with law.

The management board gives notice of an annual general meeting at least three weeks in advance.

Harju Elekter published the notice calling an annual general meeting on 31 March 2021 via the information system of the Nasdaq Tallinn Stock Exchange, the Financial Supervision Authority and on its website, and on 1 April 2021 in Äripäev. Shareholders could send questions and make different proposals about the topics on the agenda to the e-mail address given in the notice. The annual

report and other relevant documents were available on the website of Harju Elekter and in company's office in Keila. The shareholders submitted no questions about the topics on the agenda before the general meeting of shareholders in 2021.

Holding a general meeting

The general meeting is authorised to adopt resolutions if over one-half of the votes represented by shares are present thereat. A resolution of the general meeting is adopted if over one-half of the votes represented at the general meeting are in favour of the resolution, unless the law prescribes a greater majority requirement.

The general meeting of shareholders of AS Harju Elekter of 2021 was held on 29 April in the conference center of LaSpa, Laulasmaa. To minimize the number of people, present at the general meeting due to the COVID-19 pandemic, shareholders were able, to forward their vote before the general meeting, by e-mail or by post. The shareholders who voted before the general meeting were considered to be participating in the general meeting and the votes represented by the shares owned by the shareholder were included in the quorum of the general meeting. 16 shareholders cast their votes before the meeting

The meeting was held in Estonian. The meeting was chaired by lawyer Ursula Joon, minutes were taken by the group's financial reporting manager Merili Pärnpuu. The CEO and the chairman of the supervisory board of Harju Elekter attended the meeting, and notary Reeli Eelmets, who certified the minutes of the meeting. The auditor did not attend the general meeting. 36 shareholders or their authorised representatives attended the meeting and they represented 59.76% of the total number of votes.

The meeting could also be heard through a webinar, which was attended by 29 participants. The webinar was published on the company's website www.harjuelekter.com as well as on the Nasdaq Baltic youtube.com account.

The general meeting approved the annual report for 2020 and profit distribution proposal and decided to pay the shareholders dividends for 2020 in the amount of 0.16 euros per share, 2.8 million euros in total. An auditor was elected for

the next three years, the articles of association were amended and the share option program for 2021-2022 was approved. The decisions made at the general meeting were published in the information system of the Nasdaq Tallinn Stock Exchange, on the Financial Supervision Authority and on the company's website.

Management Board

Functions of the management board

The management board is the managing body of AS Harju Elekter that represents the company and directs the everyday activities of the company in accordance with the requirements of law and the articles of association. Each member of the management board may represent the company in all legal acts. The management board is required to act in the most economically purposeful manner and make everyday management decisions independently, proceeding from the best interests of Harju Elekter and the shareholders, and leaving aside their personal interests.

Composition and remuneration of the management board

The management board consists of one to five members. The members of the management board are elected by the supervisory board for a term of three years. To elect a member of the management board, his or her written consent is required. The chair of the management board is appointed by the company's supervisory board.

The management board of AS Harju Elekter has two members as of 4 May 2020. CEO Tiit Atso is responsible for the general and strategic management, daily business activities and financial issues of the Group. Member of the management board Aron Kuhi-Thalfeldt is responsible for the company's property and energy areas. The members of the management board participate in the work of the managing and control bodies of the Group's subsidiaries.

Remuneration is paid to the members of the management board according to the contract of a member of the management board. The Supervisory Board reviews the basic remuneration of the members of the Management Board once a year. The performance pay for a Member of the Management Board is set at 0.75% of the consolidated operating profit of the Harju Elekter Group. The performance pay

is paid in two instalments: (I) 80% of the performance pay of the first half of the year, after the results of the first half become known; (II) performance pay of the second half of the year, together with the previously formed 20% reserve after the audited annual results have become known. The annual performance pay paid to Members of the Management Board is 1.0% of the consolidated net profit. Disbursement of the performance pay of the second half of the year and the annual performance pay is coordinated with the Supervisory Board, and disbursed after the audit of the Group's annual accounts. The amount of performance pay is proportional to the share of basic salary in the basic salary total.

Members of the management Board are entitled to severance pay up to eight month's remuneration of a management board member. No severance shall be paid if a member of the Management Board is removed by the Supervisory Board or his/her term of office is not extended due to a breach of the confidentiality and / or non-compete obligation or any other contractual or legal obligation.

Gross remuneration paid to Members of the Management Board in 2021:

EUR	Basic remuneration	Performance pay	Total gross remuneration
Tiit Atso	131	40	171
Aron Kuhi-Thalfeldt	86	33	119

Stock options granted to Members of the Management Board as at 31 December 2021:

	Quantity	Exercise price (EUR)	Subscription time
Tiit Atso	8,000	3.98	15.07.2022
Aron Kuhi-Thalfeldt	8,000	3.98	15.07.2022
Tiit Atso	10,000	4.44	14.07.2023
Tiit Atso	10,000	4.5	25.06.2025
Aron Kuhi-Thalfeldt	10,000	4.5	25.06.2025

As at the end of 2021, the members of the company's management board held a total of 0.14% (2020: 0.06%) of the company's shares directly and via indirect holdings (Note 16).

Members of the management board as at 31 December 2021:



TIIT ATSO
Chairman of the Board

EDUCATION:

Tallinn University of Technology, master of social sciences (urban and environmental economics)

CAREER:

2020 – AS Harju Elekter, Chairman of the Board
 2016 – 2020 AS Harju Elekter, Chief Financial Officer, Member of the Board
 2015 – 2016 AS Harju Elekter, Chief Financial Officer
 2014 – 2015 AS Harju Elekter, Chief Economist
 2012 – 2014 AS Viru Keemia Grupp, Project Finance Manager

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS:

Chairman of the Supervisory Board: AS Harju Elekter Elektrotehnika, AS Harju Elekter Teletehnika, Energo Veritas OÜ

Member of the Supervisory Board: OÜ Skeleton Technologies Group

Chairman of the Board: Harju Elekter UAB, Telesilta Oy, Harju Elekter AB, Harju Elekter Services AB

Vice-Chairman of the Board: Harju Elekter Oy

Member of the Board: Harju Elekter Kinnteistöt Oy, Holm Capital OÜ, Holm Kinnisvara OÜ

AS of 31.12.2021 Tiit Atso owns 7,500 Harju Elekter shares. He has direct participation 0.04%. He doesn't have indirect holdings.



ARON KUHI-THALFELDT
Member of the Board

EDUCATION:

Tallinn University of Technology, urban and environmental economics

CAREER:

2016 – AS Harju Elekter, member of the board
 2007 – AS Harju Elekter, Head of Real estate and Energy Services department
 2003 – 2007 AS Harju Elekter, construction and energy services department engineer

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS:

Chairman of the Board: Harju Elekter Kiinteistöt Oy

AS of 31.12.2021 Aron Kuhi-Thalfeldt owns 18,029 of Harju Elekter shares. He has direct participation 0.10%. He doesn't have indirect holdings.

Conflict of interest

The members of the management board abstain from conflicts of interest and follow the requirements of prohibition of competition. The members of the management board must inform the other members of the management board and the chairman of the supervisory board of Harju Elekter of any business propositions made to them, the persons close to or related to them, which are associated with the company's economic activities. The supervisory board decides on the conclusion of transactions with a member of the management board of Harju Elekter or persons close to or related to them that are important for the company and determine the terms and conditions of such transactions. In 2021, no such transactions took place.

A member of the management board of Harju Elekter does not demand or accept from third parties money or any other benefits for personal purposes in connection with their work or grant to third parties any unlawful or unreasonable advantages on behalf of the issuer. There were no conflicts of interest in 2021.

Supervisory Board

Functions of the supervisory board

The supervisory board plans the activities of the Company, organises the management thereof and supervises the activities of the management board. The supervisory board issues orders to the management board for the organisation of the management of the company. The supervisory board decides on the company's development strategy and investment policy, the conclusion of transactions with immovables and the approval of the investment and annual budget prepared by the management board. Meetings of the supervisory board are held when necessary but not less frequently than once every quarter. The supervisory board has a quorum if over a half of the members of the supervisory board are present.

In 2021, ten meetings of the supervisory board were held, and one resolution of the supervisory board was adopted without convening a meeting. All members of the Supervisory Board took part in the meetings and the adoption of the resolution.

Composition and remuneration of the supervisory board

According to the articles of association, the supervisory board of Harju Elekter has three to five members. The members of the supervisory board are elected by the general meeting for a term of five years. The chairman shall be elected from among the members of the Supervisory Board.

On 27 April 2017, the annual general meeting of shareholders elected the following five-member supervisory board for the public limited company for a period of five years: Endel Palla (chairman), Arvi Hamburg, Aare Kirsme, Triinu Tombak and Andres Toome. Two of the five members of the supervisory board – Arvi Hamburg and Triinu Tombak – are independent members. The authorities of the members of the supervisory board remain valid until 3 May 2022.

The remuneration of a member of the supervisory board and the chairman of the supervisory board determined by the general meeting is 1,000 euros per month and 1,600 euros per month, respectively. In addition to this, the fee for attending meetings in the amount of 200 euros was determined for members of the supervisory board, which is not paid if the member of the supervisory board attends the meeting by telephone. The members of the supervisory board working in executive management are paid a performance fee on the same basis as to the members of the management board.

The Group will not be obliged to pay compensation when the authorisation of the members of the supervisory board expire or are terminated. The Chairman of the Supervisory Board is an exception, as he has the right to receive severance pay in the amount of the development director's salary for six months.

Gross remuneration paid to Members of the Supervisory Board in 2021

EUR'000	Basic remuneration	Performance pay	Fee for attending the meeting	Audit committee fee	Total gross remuneration
Endel Palla	31*	12*	4	0	47*
Triinu Tombak	12	0	2	3	17
Aare Kirsme	12	0	2	0	17
Andres Toome	12	0	2	3	19
Arvi Hamburg	12	0	2	0	14

* includes the remuneration of the development director under the employment contract and the performance fee.

Stock options granted to Members of the Supervisory Board as at 31 December 2021:

	Quantity	Exercise price (EUR)	Subscription time
Endel Palla	8,000	3.98	15.07.2022
Triinu Tombak	8,000	3.98	15.07.2022
Aare Kirsme	8,000	3.98	15.07.2022
Andres Toome	8,000	3.98	15.07.2022
Arvi Hamburg	8,000	3.98	15.07.2022
Endel Palla	10,000	4.44	14.07.2023
Triinu Tombak	10,000	4.44	14.07.2023
Aare Kirsme	10,000	4.44	14.07.2023
Andres Toome	10,000	4.44	14.07.2023
Arvi Hamburg	10,000	4.44	14.07.2023

As at the end of 2021, the members of the company's supervisory board held a total of 13.16% (2020: 9.45%) of the company's shares directly and via indirect holdings (note 16).

Members of the supervisory board as at 31 December 2021:



ENDEL PALLA
Chairman of the Board

EDUCATION:

Tallinn Polytechnic Institute, engineer

CAREER:

- 1999 – AS Harju Elekter Chairman of the Supervisory Board/Development Manager
- 1983 – 1999 Harju Elekter, incl. 1991–1999 AS Harju Elekter Managing Director/Chairman of the Board
- 1969 – 1983 Harju KEK Manager of Electrical Equipment Production Division

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS AND SOCIAL ACTIVITIES:

Member of the Supervisory Board: AS Harju Elekter Elektrotehnika, AS Harju Elekter Teletehnika, AS Entek

Member of the Board: Harju Elekter Oy, Tallinna Direktorite Klubi

As of 31.12.2021 Endel Palla owns 1,256,500 Harju Elekter shares. He has direct participation 6.97% and indirect participation 4.00%.



TRIINU TOMBAK
Member of the Supervisory Board

EDUCATION:

Tallinn University of Technology, economics and business administration

CAREER:

- 2014 – TH Consulting OÜ, Managing Director
- 2013 – 2019 think tank Praxis, member of the Supervisory Board (incl. 2015-2017 Chairman of the Board)
- 2001 – 2009 World Bank Publishing Department, Consultant, since 2006 Sales Manager of on-line databases and e-Library
- 1993 – 1998 Estonian Investment Bank, Optiva Bank; Loan Department, Investment Department

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS AND SOCIAL ACTIVITIES:

Member of the Board: Eesti Sulgpalliliit

As of 31.12.2021 Triinu Tombak owns 15,000 of Harju Elekter shares. She has direct participation 0.08%. She doesn't have indirect holdings.



ANDRES TOOME
Member of the Supervisory Board

EDUCATION:

Tallinn University of Technology, economics and business administration

CAREER:

- 1999 – OÜ Tradematic, Managing Director
- 1992 – 1999 Estonian Bank, Estonian Investment Bank, Optiva Bank and Sampo Bank Estonia, Head of Investment Department

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS AND SOCIAL ACTIVITIES:

Member of the Supervisory Board: AS Harju KEK, AS Entek, AS Laagri Vara, OÜ KEK Kinnisvara, Proformex OÜ, OÜ Tarbus Kinnisvara AS Tallinna Olümpiapurjespordikeskus, Valdmäe Tööstuspark OÜ, Hoiupanga Töötajate Aktsiaselts, H11 OÜ, Baltlink-Valduse Aktsiaselts

Member of the Board: Harju Elekter UAB, Harju Elekter AB, OÜ Tradematic, 30pluss OÜ, Hermes Worldwide OÜ, Ladina Kvartali Kinnisvara OÜ, Osaühing M50, Tradematic KV OÜ, OÜ Sherwood

As of 31.12.2021 Andres Toome owns 37,500 of Harju Elekter shares. He has direct participation 0.21% and indirect participation 0.33%.



ARVI HAMBURG

Member of the Supervisory Board

EDUCATION:

Tallinn University of Technology, Ph.D of Energy and Geotechnology

CAREER:

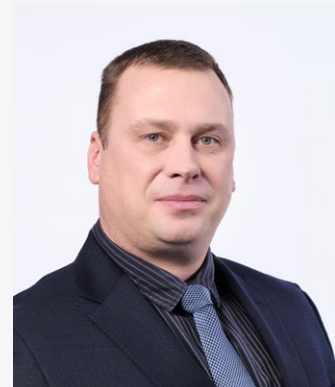
- 2012 – European Engineer
- 2003 – Chartered electrical engineer, level 8
- 2018 – Old Town Education College, Technology Teacher
- 2017 – 2020 Tallinn University of Technology, Visiting Professor
- 2012 – 2016 Tallinn University of Technology, Professor, Dean of the Faculty of Power Engineering
- 2006 – 2020 Euroakadeemia, lecturer, Professor
- 2006 – 2011 Tallinn University of Technology, Visiting Professor
- 2001 – 2011 Eesti Gaas, Councillor
- 1992 – 2001 Estonian Ministry of Economy, Deputy Chancellor, General Secretary
- 1990 – 1992 Estonian Industry and Energy Ministry, Deputy Minister
- 1987 – 1990 Eesti Energia, Vice President
- 1986 – 1987 Eesti Energiajärelvalve, Chief Engineer
- 1966 – 1986 Põhja Kõrgepingevõrgud, since 1982 Deputy Director

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS AND SOCIAL ACTIVITIES

Member of the supervisory board: AS Ecomatic, SA Eesti Teadus- ja Tehnikamuuseumi algatajad, SA TTÜ traditsioonide väärtustamine

Member of the board: Eesti Elektroenergeetika Selts, MTÜ Eesti Klubi, Maailma Energeetika-nõukogu Eesti Rahvuskomitee

As of 31.12.2021 Arvi Hamburg owns 7,500 Harju Elekter shares. He has direct participation 0.04%. He doesn't have indirect holdings.



AARE KIRSME

Member of the Supervisory Board

EDUCATION:

Institute of Justice (since 2001 UT Faculty of Law), law

CAREER:

- 2012 – AS Harju KEK, Member of the Supervisory Board
- 2002 – 2011 AS Devest, Lawyer
- 2000 – 2013 AS Harju KEK, Legal Advisor
- 1998 – 1999 Maa-amet, Lawyer

PARTICIPATION IN THE MANAGEMENT AND SUPERVISORY BODIES OF BUSINESS ORGANISATIONS AND SOCIAL ACTIVITIES:

Chairman of the supervisory board: OÜ KEK Kinnisvara

Member of the supervisory board: AS Harju KEK, AS EKE, AS Harju Elekter, OÜ Valdmäe Tööstuspark, AS Laagri Vara, H11 OÜ

Member of the board: OÜ Kirschmann, OÜ Devest Kaubandus, Kindluse Kodud OÜ, Helicraft OÜ, Silvertec OÜ

As of 31.12.2021 Aare Kirsme owns 235,750 Harju Elekter shares. He has direct participation in share capital 1.31% and indirect participation 0.21%

Conflict of interest

The members of the supervisory board abstain from conflicts of interest and follow the requirements of prohibition of competition. In their activities as a member of the supervisory board, a member of the supervisory board prefers the interests of the issuer to their personal interests or the interests of third parties. Members of the supervisory board do not use commercial offers aimed at the issuer in their personal interests. A member of the supervisory board will not vote at the meetings of the supervisory board if granting consent to the conclusion of a transaction between the member of the supervisory board and Harju Elekter is being decided or if a similar conflict of interest is caused by a transaction of a related party of the member of the supervisory board. There were no such conflicts of interest in 2021. Also, no significant transactions were concluded in 2021 between Harju Elekter and the members of the supervisory board or persons close to or related to them.

Cooperation between the management board and the supervisory board

The management board and the supervisory board cooperate closely for the purpose of the best protection of interests of Harju Elekter. The management board regularly informs the supervisory board of any important matters that concern planning the activities of the Group as well as its business activities and draws particular attention to important changes in the business activities of Harju Elekter. The management board forwards data, incl. financial reports, to the supervisory board in sufficient time prior to supervisory board meetings. The management of the company is governed by relevant laws, the articles of association and the decisions of and the goals set by the meetings of shareholders and the supervisory board.

Diversity policy

Pursuant to subsection 24² (4) of the Estonian Accounting Act, a large company who has issued securities that grant the right to vote, and these have been accepted for trading on the regulated securities market of Estonia or another contracting state must describe the diversity policy implemented in the company's management board and the highest managing body, and the results of its

implementation in the reporting year in its corporate governance report. If the diversity policy has not been implemented in the reporting year, the reasons of this must be explained in the corporate governance report.

AS Harju Elekter has not considered it necessary to prepare a document covering diversity policy and people are elected and appointed to the highest managing bodies primarily in consideration of the possible added value that they bring to the management of the Group with their knowledge and skills, and their suitability. Nobody is discriminated against on the grounds of age, gender, religion, origin or other characteristics.

Publication of information

As a listed company, AS Harju Elekter proceeds from the principles of openness and equal treatment of shareholders. The information required in the stock exchange regulations is published regularly in accordance with the deadlines, and the company thereby follows the principle that it will not publish any forecasts – only factual events that have taken place are reported and commented. This information is published in Estonian and English on the websites of the Nasdaq Tallinn Stock Exchange, the company and the Financial Supervision Authority.

In order to quickly inform the shareholders and the public, the company has a website that includes stock exchange notices, economic reports, compositions of the management board and the supervisory board, information on the auditor, an overview of the Group, its history, products and other important information.

Unlike point 5.3 of the CGC, the management board of the company finds that strategy is a trade secret of a company and not subject to disclosure. The general directions and important topics have been outlined in the management report.

The company does not find it important to keep a schedule regarding the time and agenda of the meetings of different shareholders according to point 5.6 of the CGC, because the information discussed at the meetings has already been published. The company always proceeds from the principle of equal treatment of shareholders in its activities. Mandatory, important, and price-sensitive information is first disclosed in the system of the Nasdaq Tallinn Stock Exchange and then on the websites of the Financial Supervision Authority and the company.

Each shareholder also has the right to request additional information from the company and set up meetings. This rule applies in the case of all meetings, also immediately before the disclosure of financial reports.

Financial reporting and auditing

The consolidated accounts of AS Harju Elekter are prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union. The purpose of financial reporting processes is to ensure uniform and reliable reporting of the Group in accordance with legislation and other existing requirements. The reporting processes are performed by the Group's Financial Reporting manager. The principles of reporting are determined by the Group's internal rules, employee job descriptions, and sector-specific guidelines. If necessary, external experts will be involved, and other external audits and inspections will be taken into account in the activities.

The identification of risk areas associated with the processes, as well as the upgrading and development of internal control systems are carried out continuously. The functioning of internal control systems is supervised by the internal auditor of the Group. We constantly monitor changes in legislation and requirements, and analyse the impact of such changes on the internal rules and principles in force within the Group, which will be amended if necessary. Summaries of the audits and consultative work carried out are submitted to the Audit Committee, and the most important observations and recommendations are presented at meetings of the Supervisory Board. At least twice a year, a summary review of internal control activities is presented to the Supervisory Board.

To better assess and manage the company's risks, the Group's companies prepare a budget for the next financial year. Current implementation of approved budgets is monitored and regularly reviewed at meetings of the Supervisory Board.

AS Harju Elekter publishes yearly the annual report and quarterly its interim reports. The annual report approved by the Management Board is audited, approved by the Supervisory Board and by the General Meeting.

According to the resolution of the general meeting of shareholders of 29 April 2021, AS Harju Elekter and its subsidiaries are audited by PricewaterhouseCoopers from

2021-2023, except for Energo Veritas OÜ, which is audited by Baker Tilly Baltics OÜ and Harju Elekter Services AB, which is audited by Allians Revision & Redovising AB.

The information on the auditor is accessible on the company's website. The auditors are remunerated for their work according to contract. In 2021, the auditor provided the Group companies with contractual services, and other assurance services. The amounts of the fees are disclosed in [Note 18](#) from the financial statements.

During the reporting period, the auditor did not inform the supervisory board of any significant circumstances that have become known to them, which may affect the work of the supervisory board and the management of the issuer. Neither did the auditor inform the supervisory board of any threats to the auditor's independence or professionalism. The auditor gave the audit committee formed by the supervisory board a written overview of the course of the audit of the company in 2021, the observations made and any other important topics that were discussed with the management board of the company.

Additional managing bodies and committees

The necessary procedures in the company are regulated with rules and guidelines, and there has been no practical need for the establishment of additional managing bodies and committees (including remuneration committee, appointment committee)

Audit committee

In 2010 the supervisory board of the public limited company formed an audit committee in relation to obligation arising from the Auditors Activities Act, whose task is to monitor and analyse the processing of financial information, the efficiency of risk management and internal control, the process of auditing the consolidated financial statements, the independence of the audit firm and the auditor who represents the audit firm on the basis of law, and make proposals and recommendations to the supervisory board in the issues stipulated by law. The audit committee is an advisory body subject to supervision by the supervisory board.

The audit committee of AS Harju Elekter has two members. Members of the supervisory board Triinu Tombak (chairman) and Andres Toome belong to the committee since 2012.

See the full Annual Report of Harju Elekter for 2021 here:
harjuelekter.com/annual-report-of-harju-elekter-2021/

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