



**PROPOSALS OF THE BOARD OF DIRECTORS AND THE NOMINATION COMMITTEE TO THE
ANNUAL GENERAL MEETING
SCANFIL PLC'S ANNUAL GENERAL MEETING**

SIEVI 18 APRIL 2013

SCANFIL

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1. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The parent company's distributable funds are EUR **13,259,857.00**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.04** be paid from the unrestricted shareholders' equity per share, for a total of EUR **2,309,217.56**. The dividend matching day is 23 April 2013. The dividend will be paid to those shareholders who, on the matching day, are entered in the Company's Register of Shareholders, kept by Euroclear Finland Ltd. The dividend payment day is 30 April 2013.

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2. Resolution on the remuneration of the members of the Board of Directors and the Auditor

Shareholders who hold more than 50% of the shares and votes propose that the remuneration for the members of the Board of Directors is as follows: Chairman of the Board of Directors **EUR 2,000/month**, member of the Board of Directors **EUR 1,500/month**.

The auditor is paid according to a reasonable invoice.

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3. Resolution on the number of members of Board of Directors

The Board of Directors proposes to the general meeting that the number of members of the Board of Directors shall be **five (5)**.

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BOARD OF DIRECTORS



4. Election of members of Board of Directors

The Nomination Committee of the Board of Directors, supported by the company's major shareholders holding over 50% of the shares and votes, proposes that the general meeting will re-elect the following board members:

Jorma J. Takanen (born 1946)

Jarkko Takanen (born 1967)

Tuomo Lähdesmäki (born 1957)

and elect new members:

Harri Takanen (born 1968) and

Riitta Kotilainen (born 1958)

The first time nominees to the Board of Directors are presented on Company's website at www.scanfil.com.

The term of office of the Board members expires at the close of the first Annual General Meeting following the one at which they were elected. All Board member nominees have given their consent to the election.

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5. Auditor appointment

The KPMG Oy Ab auditing firm will continue as the Company's auditor until further notice. It is proposed that CPA Ari Ahti be again appointed as the main auditor ¹.

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¹ The Board has changed its proposal regarding the main auditor, and it is proposed that CPA Antti Kääriäinen be appointed as the main auditor.



6. Authorising the Board to decide on purchasing the company's own shares

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows:

The Board of Directors is authorized to decide on the purchase of a maximum of five million (5,000,000) company shares, which accounts for 8.7% of all shares of the company. Company shares will be purchased with funds from the company's non-restricted equity, in which case the acquisition will decrease the company's distributable non-restricted equity.

Shares will be purchased in a different proportion to that of the holdings of the current shareholders. Purchasing will take place through public trading arranged by NASDAQ OMX Helsinki Oy. The shares will be purchased at the fair value established in public trading at the time of acquisition.

Shares can be purchased to develop the company's capital structure, to be used as remuneration in corporate acquisitions or the funding of other business arrangements, or as part of the company's incentive system, or otherwise to be forwarded, to be retained by the company, or to be annulled. The Board of Directors will decide on other matters related to the acquisition of the company's shares.

The authorization cancels the authorization given in the Annual General Meeting on 19 April 2012 to repurchase the company's own shares. The authorisation is valid for 18 months from when it was granted.

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7. Board proposal to the AGM on the granting of option rights

Scanfil Corporation's (hereinafter "the Company") Board proposes that the AGM decide on the granting of option rights to the key personnel of Scanfil Group according to the terms attached to the proposal.

Granting the option rights has weighty financial reasons for the Company because option rights are intended to be part of the key personnel's incentive and commitment system. The purpose of option rights is to promote the commitment of key personnel to Scanfil Group and to encourage them to work in the long term to increase the Company's owner value.

The total number of option rights according to the option scheme is 750,000 and they are granted free of charge. Of the option rights, 250,000 are marked as 2013A, 250,000 as 2013B and 250,000 as 2013C. The option rights enable the subscription of a total of 750,000 of the Company's new shares or shares in its possession. The total proportion of the subscribed shares issued on the basis of the option rights is 1.3% of all the Company's shares and of the votes produced by the shares after a possible share subscription, provided that the subscription on the basis of the option rights gives new shares.

The subscription period for option right 2013A is 1 May 2016 – 30 April 2018, for option right 2013B 1 May 2017 – 30 April 2019, and for option right 2013C 1 May 2018 – 30 April 2020.

The share subscription price for 2013A is the Company's trading volume weighted by the Company's average share price on the NASDAQ OMX Helsinki 1 March 2013 – 31 March 2013, for option right 2013B the trading volume weighted by the Company's average share price on the NASDAQ OMX Helsinki 1 March 2014 – 31 March 2014, and for 2013C the trading volume weighted by the Company's average share price on the NASDAQ OMX Helsinki 1 March 2015 – 31 March 2015. The share subscription price is entered in the Company's reserve for invested non-restricted equity.

The Board annually decides on the granting of option rights. Commencement of the subscription period for option right shares requires that the Group's production and financial goals, specified by the Board for the use of option rights, are met. Option rights for which the goals have not been met, or which are not used, expire. The Board will make a separate decision on possible redistribution of such option rights. The Board annually decides the goals separately for each option right lot upon the distribution of option rights. Appendix: Option right terms for 2013.

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