



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

**SIEVI 25 APRIL 2018**

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# 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 **37,164,484.87** including retained earnings EUR **8,785,218.25**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.11** per share be paid for a total of EUR **7.028.498,29** for the financial year ending on 31 December 2017. The dividend matching day is 27 April 2018. 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 7 May 2018.

In Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**



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

The Nomination Committee of the Board of Directors proposes that the remuneration for the members of the Board of Directors is as follows: Chairman of the Board of Directors **EUR 3,675/month**, member of the Board of Directors **EUR 2,100/month** and additionally to a member of the Committee **EUR 525 / meeting**. Travelling expenses are compensated to the Members of the Board according to the Travel Policy of the company.

The auditor is paid according to a reasonable invoice.

Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**



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

The Nomination Committee of the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors shall be **five (5)**.

Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**



#### 4. Election of members of Board of Directors

The Nomination Committee of the Board of Directors proposes and the company's major shareholders holding 45% of the shares and votes have informed to support in the meeting, that the Annual General Meeting will re-elect the following board members:

*Harri Takanen (born 1968)*

*Jarkko Takanen (born 1967)*

*Christer Härkönen (born 1957)*

*Bengt Engström (born 1953)*

*Christina Lindstedt (born 1968).*

Harri Takanen would be still elected as the Chairman of the Board of Directors.

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.

In Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**



## 5. Auditor appointment

The Audit Committee of the Board of Directors proposes that KPMG Oy Ab auditing firm will continue as the Company's auditor, that was appointed until further notice. It is proposed that CPA Kirsi Jantunen will continue as the main auditor.

In Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**



## 6. Authorizing 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 is 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 7.8 % of all shares of the company at the time of publication the summons to the Annual General Meeting. 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 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 26 April 2017 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

In Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**





## **7. Authorizing the Board of Directors to decide on share issues and the issue of special rights entitling their holders to shares**

The Board proposes to the Annual General Meeting that the Board is authorized to decide on share issues through one or more issues and the issue of other special rights entitling their holders to shares in accordance by Section 1 of Chapter 10 of the Companies Act as follows:

The number of shares to be issued based on the authorization can be no more than 13,000,000 shares, which accounts for 20.3 % of all of the company's shares at the time of publication the summons to the Annual General Meeting.

The Board shall decide on the terms and conditions of share issues and the issue of special rights entitling their holders to shares. The authorization concerns both the issue of new shares and the transfer of treasury shares. Shares and special rights entitling their holders to shares can be issued in deviation from the shareholders' pre-emptive rights (directed issue).

The authorization cancels the authorization given in the Annual General Meeting on 26 April 2017 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 12 June 2017/07:15:30). The authorization shall be valid until 30 June 2019.

For reasons of clarity the authorization granted to the Board in this section 7. to decide on share issue and the issue of special rights entitling their holders to shares will neither cancel nor replace (i) the authorization granted to the Board to decide on issue of option rights and issue of special rights entitling their holders to shares (among others authorization registered on 26 May 2016 at 14:21:08 maximum of 900 000 pcs of shares), (ii) nor already registered option and special rights entitling their holders to shares decisions (decisions registered P003 (01.04.2016 / 13: 53: 32 ), P004 (29.12.2016 / 15: 44: 02) and P005 (07.12.2017/10:45:54)), which remain in force.

In Vantaa 20 March 2018

**SCANFIL PLC**

**BOARD OF DIRECTORS**