

SCANFIL PLC'S ANNUAL GENERAL MEETING, 24 APRIL 2019

Financial Statements

Scanfil plc's Annual General Meeting has in its meeting on 24 April 2019 confirmed the Financial Statements for 2018 and discharged the Board of Directors and the CEO from liability.

Dividend

According to Board of Directors' proposal The Annual General Meeting decided to distribute a dividend total of EUR 0.13 per share. The record date for the payment of dividend is 26 April 2019 and the date of payment of the dividend is 6 May 2019.

The Board of Directors and the Auditor

The Meeting resolved that the Board of Directors consists of five members. Harri Takanen, Jarkko Takanen, Christer Härkönen, Bengt Engström and Christina Lindstedt were re-elected as members of the Board of Directors.

In it's meeting, held after the General Meeting, the Board of Directors elected Harri Takanen as the Chairman of the Board of Directors. The Board further resolved to organize the Board committees as follows: the members of the Audit Committee are Harri Takanen, Jarkko Takanen and Christina Lindstedt and the members of the Nomination and Compensation Committee are Harri Takanen, Jarkko Takanen and Bengt Engström.

The meeting decided that the remuneration of Chairman of the Board of Directors is EUR 3,800/month and remuneration of a member of the Board of Directors is EUR 2,200/month. Additionally members of the Committee will receive a compensation of EUR 550/meeting. The remuneration for the auditor shall be paid against the auditor's reasonable invoice.

The company's auditor is KPMG Oy AB, a company of Authorized Public Accountants, and the main auditor is Authorized Public Accountant Kirsi Jantunen. The auditor is appointed for an indefinite term.

Authorization on the acquisition of the Company's own shares

The Meeting decided according to the Board of Directors' proposal to authorize the Board of Directors to decide on the acquisition of the Company's own shares. The maximum number of the shares to be repurchased shall not exceed 5,000,000 shares. 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 another proportion than 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.

The authorization cancels the authorization given in the Annual General Meeting on 25 April 2018 to repurchase the company's own shares. The authorization will remain in force for 18 months after it is issued.

Authorization to decide on share issues

The Meeting decided according to the Board of Directors' proposal to authorize the Board of Directors to decide on share issues through one or more issues.

The number of shares to be issued based on the authorization can be no more than 13,000,000 shares.

The Board shall decide on the terms and conditions of share issues. The authorization concerns both the issue of new shares and the transfer of treasury shares. 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 25 April 2018 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 05 June 2018/09:36:50). The authorization shall be valid until 30 June 2020.

Authorization to decide on the granting of option rights

The Meeting decided to authorize the Board of Directors to decide on granting option rights as defined under Section 1 of Chapter 10 of the Companies Act to the key personnel of Scanfil Group.

The total number of option rights according to the option scheme is 900,000 and they are granted free of charge. Of the option rights, 300,000 are marked as 2019A, 300,000 as 2019B and 300,000 as 2019C. The option rights enable the subscription of a total of 900,000 of the Company's new shares or shares in its possession.

The subscription period for option right 2019A is 1 May 2022 – 30 April 2024, for option right 2019B 1 May 2023 – 30 April 2025, and for option right 2019C 1 May 2024 – 30 April 2026.

The share subscription price for 2019A is the Company's trading volume weighted by the Company's average share price on the NASDAQ Helsinki 1 March 2019 – 31 March 2019, for option right 2019B the trading volume weighted by the Company's average share price on the NASDAQ Helsinki 1 March 2020 – 31 March 2020, and for 2019C the trading volume weighted by the Company's average share price on the NASDAQ Helsinki 1 March 2021 – 31 March 2021. The share subscription price is entered in the Company's reserve for invested non-restricted equity.

The Board decides on the granting of and all other the terms and conditions of the option rights.

The minutes of the Annual General Meeting will be available on the company's website, www.scanfil.com, as of 8 May 2019.

SCANFIL PLC

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Typical Scanfil products include mobile and communications network devices, automation system modules, frequency converters, lift control systems, analysers, various slot and vending machines, and devices related to medical technology and meteorology. Scanfil services are used by numerous international automation, energy, IT and health service providers, as well as companies operating in the field of urbanisation. Scanfil's network of factories consists of 10 production units in Europe, Asia and North America. The total number of employees is about 3,300.

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