

**SCANFIL PLC**

Business ID: 2422742-9

**MINUTES**

No. 1/2016

**SCANFIL PLC – ANNUAL GENERAL MEETING 2016**

**DATE AND TIME:** 12 April 2016 starting from 12:00 noon

**PLACE:** Company's head office, Yritystie 6, Sievi, Finland

**PRESENT:** A total of 32 shareholders in accordance with the list of votes (**Appendix 1**) were present, representing a total of 28,812,289 shares and votes from the company's total 63,445,439 shares and votes.

Harri Takanen, Jarkko Takanen, Christer Härkönen and Bengt Engström, members of the Board of Directors; CEO Petteri Jokitalo; Christina Lindstedt, proposed to the company's Board of Directors as a new member; and Kirsi Jantunen, proposed to be selected as the main auditor; as well as representatives of the company's top management and the company's technical employees were present at the meeting.

**1 § OPENING OF THE MEETING**

Harri Takanen, chairman of the Board of Directors, opened the Annual General Meeting, welcoming every shareholder present to the meeting.

**2 § ORGANISATION OF THE MEETING**

Jarmo Rankinen, LL.M., was elected chairman of the AGM, and he appointed Teemu Ohtamaa, LL.M., as secretary.

The chairman described procedures concerning the handling of the issues listed on the meeting agenda.

The chairman described voting instructions that had been sent beforehand to nominee-registered shareholders. Summaries of the instructions and powers of attorney were attached to the minutes (**Appendix 2A and 2B**).

It was stated and recorded that voting instructions for nominee-registered shareholders represented by Nordea Bank Finland Plc and Scandinaviska Enskilda Banken AB had been sent to the company and the chairman of the AGM before the meeting as information, including votes against but no deviating proposals. According to the voting instructions, no voting or no counting of votes will be required if the chairman of the AGM is able to state, on the basis of the voting instructions sent before the meeting, that the majority of votes and shares represented at the meeting required for the specific matter is in favour of the proposals presented to the AGM. Representatives of nominee-registered shareholders confirmed that no voting will be required and that an entry of votes against in each specific section of the minutes will be sufficient.

It was stated that the number of votes against will be added to the minutes regarding the sections of the agenda for which voting instructions have been submitted but for which no voting is required, where applicable and in accordance with the voting instructions.

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

Mira Kotilainen and Reijo Takanen were elected to scrutinise the minutes and, if required, also to count votes.

### **4 § RECORDING THE LEGALITY OF THE MEETING AND THE PRESENCE OF A QUORUM**

It was stated that the notice of the Annual General Meeting had been issued through a stock exchange bulletin released on 14 March 2016 and on the company's website.

It was stated that the AGM had been summoned according to the provisions of the Articles of Association and the Finnish Limited Liability Companies Act and that, therefore, it had a quorum.

The notice of the Annual General Meeting was attached to the minutes (**Appendix 3**).

### **5 § RECORDING THOSE PRESENT AND VERIFYING THE LIST OF VOTES**

A list of participants at the beginning of the AGM and a list of votes were presented, according to which a total of 32 shareholders were present in person or represented by an authorised agent. The company's temporary list of shareholders was on display at the meeting, including the shareholders who were registered as shareholders on the record date of the AGM and the nominee-registered shareholders who have temporarily been registered in the list of shareholders.

It was stated that a total of 28,812,289 shares and votes were represented at the AGM.

The list of votes was confirmed and attached to the minutes (**Appendix 1**).

## **6 § PRESENTING THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR 2015**

CEO Petteri Jokitalo presented a summary of the company's operations in 2015.

Financial statements and notes over the financial period of 1 January – 31 December 2015 and the report of the Board of Directors were presented.

It was recorded that the financial statements documents have been available at the company's head office and on the company's website for the period set out in the Limited Liability Companies Act before the AGM.

The financial statements documents were attached to the minutes (**Appendix 4**).

The auditor's report was presented and attached to the minutes (**Appendix 5**).

A directed issue carried out by the company was discussed. After the discussion, the chairman asked whether the comments or opinions made are to be recorded in the minutes of the AGM. It was stated that it was not proposed or claimed that any comments or opinions be recorded.

## **7 § APPROVAL OF THE FINANCIAL STATEMENTS**

**IT WAS RESOLVED** to approve the financial statements and consolidated financial statements over the financial period of 1 January – 31 December 2015.

## **8 § RESOLUTION ON THE MEASURES WARRANTED BY THE PROFIT SHOWN ON THE BALANCE SHEET AND ON THE PAYMENT OF DIVIDENDS**

It was stated that, according to the parent company's balance sheet closed on 31 December 2015, the parent company's distributable assets stood at EUR 5,075,524.11.

It was stated that the Board of Directors had proposed to the AGM that EUR 0.08 per share be paid as dividends from the company's distributable assets over the financial period closed on 31 December 2015. It was stated that the dividend proposed by the Board of Directors balanced with the current number of shares following the directed issue carried out after the issuance of the notice of the AGM is EUR 0.0799 per share, totalling EUR 5,069,290.58. According to the proposal, the dividend will be paid to shareholders who are recorded in the company's list of shareholders maintained by Euroclear Finland Oy on the rec-

ord date of the dividend payment, 14 April 2016. According to the proposal, the dividend will be paid on 21 April 2016.

The proposal of the Board of Directors was attached to the minutes (**Appendix 6**).

According to the specified proposal of the Board of Directors, **IT WAS RESOLVED** to pay EUR 0.0799 per share as dividends from the company's distributable assets over the financial period of 1 January – 31 December 2015. The record date for the payment of dividend was is 14 April 2016 and the date of payment of the dividend is 21 April 2016. The dividend will be paid to shareholders who are recorded in the company's list of shareholders maintained by Euroclear Finland Oy on the record date of the dividend payment.

#### **9 § DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY**

**IT WAS RESOLVED** to discharge the individuals acting as members of the Board of Directors over the financial period of 1 January – 31 December 2015 and the CEO from liability.

#### **10 § RESOLUTION ON THE FEES OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR**

It was stated that shareholders who represent more than 50% of the company's shares and votes had proposed that the following fees be paid to members of the Board of Directors: EUR 2,200.00 per month to the chairman of the Board of Directors and EUR 1,700.00 per month to members of the Board of Directors. The travel expenses of members of the Board of Directors will be compensated in accordance with the company's travel policy. The auditor will be paid according to a reasonable invoice. The auditor has been elected until further notice.

The proposal of the shareholders was attached to the minutes (**Appendix 7**).

According to the proposal of the shareholders, **IT WAS RESOLVED** that the following fees be paid to the members of the Board of Directors to be elected for the term of office starting from the close of this AGM and ending at the next AGM: EUR 2,200.00 per month to the chairman of the Board of Directors and EUR 1,700.00 per month to members of the Board of Directors. The travel expenses of members of the Board of Directors will be compensated for in accordance with the company's travel policy.

**IT WAS RESOLVED** that the auditor will be paid according to a reasonable invoice.

## 11 § RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS

According to Section 4 of the Articles of Association, the Board of Directors comprises a minimum of three (3) and a maximum of seven (7) ordinary members.

It was stated that the Nomination Committee of the Board of Directors had proposed that five (5) members be confirmed as the number of members of the Board of Directors, and that the company's largest shareholders, representing more than 50% of all shares and votes, were in favour of the proposal. The proposal of the Nomination Committee of the Board of Directors was attached to the minutes (**Appendix 8**).

According to the proposal of the Nomination Committee, **IT WAS RESOLVED** that five (5) members be confirmed as the number of members of the Board of Directors.

## 12 § ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS

It was recorded that the term of office of members of the Board of Directors ends at the close of the AGM following the election.

It was stated that the Nomination Committee of the Board of Directors had proposed that the following persons be elected to the Board of Directors for the term of office to end at the close of the following AGM, and that the company's largest shareholders, representing more than 50% of the company's shares and votes, were in favour of the proposal: Harri Takanen, Jarkko Takanen, Christer Härkönen, Bengt Engström, and Christina Lindstedt as a new member. Harri Takanen would continue as the chairman.

The proposal of the Nomination Committee of the Board of Directors was attached to the minutes (**Appendix 9**).

**IT WAS RESOLVED** that the following persons be elected as members of the Board of Directors for the term of office which ends at the close of the following AGM:

Harri Takanen (b. 1968)

Jarkko Takanen (b. 1967)

Christer Härkönen (b. 1957)

Bengt Engström (b. 1953), and

Christina Lindstedt (b. 1968)

It was recorded that the nominee-registered shareholders presented 271,061 votes against.

### 13 § ELECTION OF THE AUDITOR

It was stated that accounting firm KPMG Oy Ab be re-elected as the company's auditor, and it was elected until further notice. The Board of Directors proposes that Kirsi Jantunen, Authorised Public Accountant, be elected as the main auditor according to her consent. The proposal of the Board of Directors was attached to the minutes (**Appendix 10**).

**IT WAS RESOLVED** that KPMG Oy Ab be re-elected as the company's auditor and Kirsi Jantunen, Authorised Public Accountant, be elected as the main auditor according to the proposal of the Board of Directors.

### 14 § AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF TREASURY SHARES

It was stated that the Board of Directors had proposed to the AGM that the Board of Directors be authorised to decide on the acquisition of at most five million (5,000,000) treasury shares. The authorisation cancels the authorisation given at the AGM of 8 April 2015 to acquire treasury shares. The authorisation will remain in force for 18 months after its issuance. The entire proposal of the Board of Directors was attached to the minutes (**Appendix 11**).

**IT WAS RESOLVED** to authorise the Board of Directors to decide on the acquisition of at most five million (5,000,000) treasury shares according to the proposal of the Board of Directors.

**IT WAS RESOLVED** that the authorisation cancels the authorisation given at the AGM of 8 April 2015 to acquire treasury shares. The authorisation will remain in force for 18 months.

### 15 § AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON SHARE ISSUES AND SPECIAL RIGHTS ENTITLING THEIR HOLDERS TO SHARES

It was stated that the Board had proposed to the AGM that the Board of Directors be authorised to decide on share issues through one or more issues and the issuance of other special rights entitling their holders to shares in accordance with Section 1 of Chapter 10 of the Limited Liability Companies Act. At most thirteen million (13,000,000) shares may be issued under the authorisation. According to the proposal, the Board of Directors shall decide on the terms and conditions of share issues and the issuance of special rights entitling their holders to shares. The authorisation concerns both the issuance 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 authorisation cancels the authorisation given at the AGM of 8 April 2015 to decide on share issues and the issuance of special rights entitling their holders to shares. The authorisation will remain in force until 30 June 2017.

The authorisation given to the Board of Directors in this section does not cancel or replace any authorisation given to the Board of Directors in Section 16 of the

agenda and minutes to decide on the issuance of option rights or other special rights.

The entire proposal of the Board of Directors was attached to the minutes (**Appendix 12**).

**IT WAS RESOLVED** to authorise the Board of Directors, according to its proposal, to decide on share issues through one or more issues and the issuance of other special rights entitling their holders to shares in accordance with Section 1 of Chapter 10 of the Limited Liability Companies Act. At most thirteen million (13,000,000) shares may be issued under the authorisation. The Board shall decide on the terms and conditions of share issues and the issuance of special rights entitling their holders to shares. The authorisation 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 authorisation will remain in force until 30 June 2017.

It was recorded that the authorisation given to the Board of Directors in this section does not cancel or replace any authorisation given to the Board of Directors in Section 16 of the agenda and minutes to decide on the issuance of option rights or other special rights.

It was recorded that the nominee-registered shareholders presented 435,391 votes against.

## **16 § AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF OPTION RIGHTS**

It was stated that the Board of Directors had proposed that the AGM authorise the Board of Directors to decide on the issuance of option rights as referred to in Section 1 of Chapter 10 of the Limited Liability Companies Act to the key personnel of the Scanfil Group. At most 900,000 option rights may be issued under the authorisation and they entitle the key personnel to subscribe to a combined total of 900,000 of the company's new shares or shares in its possession.

It was recorded that the issuance of the option rights has financial significance for the company, because option rights are intended to be part of the key personnel's incentive and commitment scheme. 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 ownership value.

The whole proposal of the Board of Directors, including the terms and conditions of the option programme, was attached to the minutes (**Appendix 13**).

**IT WAS RESOLVED** to authorise the Board of Directors to decide on the issuance of option rights according to the proposal of the Board of Directors. At most 900,000 option rights may be issued under the authorisation and they entitle their holders to subscribe to a combined total of 900,000 of the company's new shares or shares in its possession.

It was recorded that the authorisation given to the Board of Directors in this section does not cancel or replace any authorisation given to the Board of Directors in Section 15 of the agenda and minutes to decide on the issuance of share issues, option rights or other special rights.

## 17 § CLOSING OF THE MEETING

It was recorded that all shareholders present at the meeting were in favour of the decisions made at the AGM, unless otherwise stated in the minutes or its appendices.

The chairman stated that all matters attributed to the AGM have been handled and that no other matters were to be handled.

The chairman closed the meeting at 12:47 pm.

It was stated that the minutes of the AGM will be available on the company's website from 26 April 2016.

### IN WITNESS THEREOF:

Chairman *JARMO RANKINEN*

Jarmo Rankinen

Secretary *TEEMU OHTAMAA*

Teemu Ohtamaa

### Minutes scrutinised and approved by:

*MIRA KOTILAINEN*

Mira Kotilainen

*REIJO TAKANEN*

Reijo Takanen



## **APPENDICES TO THE MINUTES:**

<b>Appendix 1:</b>	List of votes
<b>Appendix 2A:</b>	Voting instructions and powers of attorney for shareholders represented by Nordea Bank Finland Plc
<b>Appendix 2B:</b>	Voting instructions and powers of attorney for shareholders represented by Scandinaviska Enskilda Banken Ab (publ)
<b>Appendix 3:</b>	Notice of the Annual General Meeting
<b>Appendix 4:</b>	Financial statements documents
<b>Appendix 5:</b>	Auditor's report
<b>Appendix 6:</b>	Board of Directors' proposal for the payment of dividends
<b>Appendix 7:</b>	Shareholders' proposal for fees of members of the Board of Directors and the auditor
<b>Appendix 8:</b>	Nomination Committee's proposal for the number of members of the Board of Directors
<b>Appendix 9:</b>	Nomination Committee's proposal for members of the Board of Directors
<b>Appendix 10:</b>	Board of Directors' proposal for the auditor and main auditor
<b>Appendix 11:</b>	Board of Directors' proposal to authorise the Board of Directors to decide on the acquisition of treasury shares
<b>Appendix 12:</b>	Board of Directors' proposal to authorise the Board of Directors to decide on share issues and the issuance of special rights entitling their holders to shares
<b>Appendix 13:</b>	Board of Directors' proposal to authorise the Board of Directors to decide on the issuance of option rights