

SCANFIL PLC

Business ID: 2422742-9

MINUTES

No. 1/2020

SCANFIL PLC – ANNUAL GENERAL MEETING 2020

DATE AND TIME: 23 April 2020 starting from 12:00 noon

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

PRESENT: In accordance with the voting list (**Appendix 1**), a total of 40 shareholders representing a total of 36,512,335 shares and votes of all 64,699,993 shares and votes in the company.

Harri Takanen, Chairman of the Board, and Petteri Jokitalo, CEO, and technical staff were present at the meeting in person at the meeting place. A total of 5 people were present at the meeting place.

1 § OPENING OF THE MEETING

Harri Takanen, Chairman of the Board of Directors, opened the Annual General Meeting, welcoming the attendees present to the meeting.

2 § ORGANISATION OF THE MEETING

Jarmo Rankinen, LL.M., was elected Chairman of the AGM, and he appointed Marjo Nurkkala, M.Sc. (Econ), as secretary.

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

The Chairman stated that the arrangements for the Annual General Meeting (“AGM”) had complied with the regulations, instructions and restrictions issued by the Finnish Government on the corona epidemic and that the AGM would be kept short and concise, taking into account exceptional circumstances. It was noted that a total of 5 people were personally present at the meeting place.

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: (i) that voting instructions for nominee-registered shareholders represented by Nordea Bank Oyj 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; (ii) that 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; (iii) that it could be stated, assuming that the members of the Board of Directors present at the AGM are supporting the proposals of the Board of Directors, that in the agenda sections including voting instructions the required majority of votes represented in the AGM are supporting the proposals made to the AGM.

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

Jussi Kukkonen and Reijo Pöllä 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 AGM had been issued through a stock exchange bulletin released on 27 March 2020 and on the company's website.

It was stated that the financial statement documents and the Annual Report were available during the AGM and have been available at the company's head office and on the company's website as of 20 March 2020 and they were sent upon request to shareholders.

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 AGM 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 40 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 36,512,335 shares and votes were represented at the AGM.

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

Due to the meeting restrictions and instructions issued by the Finnish Government due to the corona epidemic, it was noted that the company's auditor, new board member and current board members, with the exception of the Chairman of the Board of Directors, were not present at the general meeting. The company's CEO was present online through web-connection.

6 § PRESENTING THE FINANCIAL STATEMENTS, THE REPORT OF THE BOARD OF DIRECTORS AND THE AUDITOR'S REPORT FOR 2019

CEO Petteri Jokitalo presented a summary of the company's operations in 2019.

Financial statements and notes over the financial period of 1 January – 31 December 2019 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 audit auditor's report, which is included in the financial statements, was attached to the minutes (**Appendix 5**). It was recorded that the statement of the auditor's report was in standard format.

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 2019.

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 2019, the parent company's distributable assets stood at EUR 43,485,669.92, including non-distributed profit funds of EUR 12,168,378.38.

It was stated that the Board of Directors had proposed to the AGM that EUR 0.15 per share be paid as dividends from the company's distributable assets over the financial period closed on 31 December 2019. 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 record date of the dividend payment, 27 April 2020. According to the proposal, the dividend will be paid on 5 May 2020.

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

IT WAS RESOLVED according to the proposal of the Board of Directors, to pay EUR 0.15 per share as dividends from the company's distributable assets over the financial period of 1 January – 31 December 2019. The record date for the payment of dividend was is 27 April 2020 and the date of payment of the dividend is 5 May 2020. 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 2019 and the CEO from liability.

10 § HANDLING OF THE REMUNERATION POLICY FOR THE GOVERNING BODIES

The Remuneration Policy approved by the company's Board of Directors was presented.

It was noted that the Remuneration Policy has been available on the company's website since 27 March 2020, in addition to which it was also available at the meeting place.

The Remuneration Policy was annexed to the minutes (**Appendix 7**).

The AGM decided to approve the proposed Remuneration Policy. The decision was advisory.

11 § RESOLUTION ON THE FEES OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE AUDITOR

It was noted that the Nomination Committee of the Board of Directors had informed the Chairman of the AGM that the notice of the AGM and the proposal documents of the Board of Directors contained a clerical error regarding the remuneration proposal of a member of the Board of Directors: According to the erroneous text of the proposal, the remuneration of a member of the Board of Directors would have remained unchanged, i.e. EUR 2,200.00 / month, when the intended proposal as now corrected by the Nomination Committee was EUR 2,400.00 / month.

It was stated that the Nomination Committee proposed that the following fees be paid to members of the Board of Directors: EUR 4,000.00 per month to the Chairman of the Board of Directors and EUR 2,400.00 per month to members of the Board of Directors and EUR 550.00 per meeting to the members of the Audit Committee. In addition, a

member of the Board of Directors residing outside Finland is paid EUR 200.00 / physical meeting.

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 Nomination Committee was attached to the minutes (**Appendix 8**).

IT WAS RESOLVED according to the proposal of the Nomination Committee 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 4,000.00 per month to the chairman of the Board of Directors and EUR 2,400.00 per month to members of the Board of Directors and EUR 550.00 per meeting for the members of the Audit Committee. In addition, a member of the Board of Directors residing outside Finland is paid EUR 200.00 / physical meeting. 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.

12 § 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 six (6) members be confirmed as the number of members of the Board of Directors. The proposal of the Nomination Committee of the Board of Directors was attached to the minutes (**Appendix 9**).

IT WAS RESOLVED according to the proposal of the Nomination Committee, that six (6) members be confirmed as the number of members of the Board of Directors.

13 § 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 45% of the company's shares and votes, were in favour of the proposal: Harri Takanen, Jarkko Takanen, Christer Härkönen, Bengt Engström, Christina Lindstedt and new elect Juha Räisänen. Harri Takanen would continue as the Chairman of the Board of Directors.

The proposal of the Nomination Committee of the Board of Directors was attached to the minutes (**Appendix 10**).

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)

Christina Lindstedt (b. 1968), and

Juha Räisänen (b. 1958).

It was recorded that the nominee-registered shareholders presented 517,972 votes against.

14 § ELECTION OF THE AUDITOR

It was stated that the Audit Committee proposes that the accounting firm KPMG Oy Ab be re-elected as the company's auditor, which is elected until further notice. The Audit Committee proposes that Kirsi Jantunen, Authorised Public Accountant, be elected as the main auditor according to her consent. The proposal of the Audit Committee was attached to the minutes (**Appendix 11**).

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 Audit Committee.

It was recorded that the nominee-registered shareholders presented 3,900 votes against.

15 § 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 (company's own shares). The authorisation cancels the authorisation given at the AGM of 24 April 2019 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 12**).

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 24 April 2019 to acquire treasury shares. The authorisation will remain in force for 18 months.

16 § AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON SHARE ISSUES

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. 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. The authorisation concerns both the issuance of new shares and the transfer of treasury shares. Shares can be issued in deviation from the shareholders' pre-emptive rights (directed issue). The authorisation cancels the authorisation given at the AGM of 24 April 2019 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 2021.

The authorisation given to the Board of Directors in this section does not cancel or replace any authorisation given to the Board of Directors to decide granting of option rights or other special rights.

The entire proposal of the Board of Directors was attached to the minutes (**Appendix 13**).

IT WAS RESOLVED to authorise the Board of Directors, according to its proposal, to decide on share issues through one or more issues. 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. The authorisation 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 authorisation will remain in force until 30 June 2021.

It was recorded that the authorisation given to the Board of Directors in this section does not cancel or replace (i) any authorisation given to the Board of Directors to decide on issue of option rights and issue of special rights entitling their holders to shares (among others without limitation (a) authorization registered on 26.5.2016 at 14:21:08 maximum of 900,000 pcs of shares; (b) authorization registered on 22.5.2019 at 15:05:25 maximum of 900,000 pcs of shares), (ii) nor already registered stock options and other special rights issuance decisions (decisions registered P004 (29.12.2016/15:44:02), P005 (07.12.2017/10:45:54), P006 (22.07.2019/09:26:54) and P007 (10.12.2019/11:47:45), which remain in force.

It was recorded that the nominee-registered shareholders presented 557,167 votes against.

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 12:19 pm.

It was stated that the minutes of the AGM will be available on the company's website from 7 May 2020.

Unofficial translation – in cases of conflict, the original Finnish version shall take precedence.

[Signatures at the next/last page]

IN WITNESS THEREOF:

Chairman *JARMO RANKINEN*

Jarmo Rankinen

Secretary *MARJO NURKKALA*

Marjo Nurkkala

Minutes scrutinised and approved by:

JUSSI KUKKONEN

Jussi Kukkonen

REIJO PÖLLÄ

Reijo Pöllä

APPENDICES TO THE MINUTES:

Appendix 1:	List of votes
Appendix 2A:	Voting instructions and powers of attorney for shareholders represented by Nordea Bank Oyj
Appendix 2B:	Voting instructions and powers of attorney for shareholders represented by Scandinaviska Enskilda Banken Ab (publ)
Appendix 3:	Notice of the Annual General Meeting
Appendix 4:	Financial statements documents
Appendix 5:	Auditor's Report
Appendix 6:	Board of Directors' proposal for the payment of dividends
Appendix 7:	Remuneration Policy of the Governing Bodies
Appendix 8:	Nomination Committee's proposal for fees of members of the Board of Directors, Committee Members and the auditor
Appendix 9:	Nomination Committee's proposal for the number of members of the Board of Directors
Appendix 10:	Nomination Committee's proposal for members of the Board of Directors
Appendix 11:	Audit Committee's proposal for the auditor and main auditor
Appendix 12:	Board of Directors' proposal to authorise the Board of Directors to decide on the acquisition of treasury shares
Appendix 13:	Board of Directors' proposal to authorise the Board of Directors to decide on share issues