



**PROPOSALS TO EXTRAORDINARY GENERAL MEETING  
EXTRAORDINARY GENERAL MEETING OF SCANFIL PLC**

**19 APRIL 2012**

**SIEVI**

# SCANFIL

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# SCANFIL

## 1 Resolution on the remuneration of the members of the Board of Directors

Shareholders who hold more than 50% of the shares and votes propose that the remuneration for the members of the Board of Directors is EUR 1,300/month.

Vantaa on 21 March 2012

**SCANFIL PLC**

**- THE BOARD OF DIRECTORS -**

# SCANFIL

## 2 Resolution on the number of members of the Board of Directors

The Nomination Committee of the Board of Directors proposes to the general meeting that the number of members of the Board of Directors shall be four (4).

Vantaa on 21 March 2012

SCANFIL PLC

- THE BOARD OF DIRECTORS -

# SCANFIL

## 3 Election of members of the Board of Directors

Sievi Capital plc's ("Sievi Capital") Extraordinary General Meeting on 22 November decided on the demerger of Sievi Capital as a partial demerger into the investment company Sievi Capital and contract manufacturing company Scanfil plc in accordance with the demerger plan, in which Jorma J. Takanen, Asa-Matti Lyytinen, Tuomo Lähdesmäki, Reijo Pöllä and Jarkko Takanen were appointed as members of Scanfil plc's Board of Directors. Jorma J. Takanen was appointed as Chairman of the Board. The execution of the demerger was entered in the Trade Register on 1 January 2012.

The Nomination Committee of the Board of Directors of Scanfil plc, and the company's major shareholders holding over 50% of the shares and votes, propose that the General Meeting re-elect:

*Jorma J. Takanen* (born 1946)

*Tuomo Lähdesmäki* (born 1957)

*Jarkko Takanen* (born 1967), sekä

*Päivi Marttila* (born 1961) (as a new board member)

Detailed introduction of first time Board member nominee Päivi Marttila is available on the company's Internet site at [www.scanfil.com](http://www.scanfil.com).

The term of office of the Board expires at the close of the next Annual General Meeting. The persons nominated to be elected as members of the board have announced their consent to election.

Vantaa on 21 March 2012

**SCANFIL PLC**

**- THE BOARD OF DIRECTORS -**

# SCANFIL

## 4 **Authorizing the Board of Directors to decide on the repurchase of the company's own shares**

The Board of Directors proposes to the 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 8.66% 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 another proportion than 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 repurchased to develop the company's capital structure, for use as consideration in acquisitions or to finance other arrangements, as part of the company's incentive scheme or to be further disposed of or retired.

The Board of Directors will decide on other matters related to the acquisition of the company's shares. The authorization will remain in force for 18 months after it is issued.

Vantaa on 21 March 2012

**SCANFIL PLC**

**- THE BOARD OF DIRECTORS -**

# SCANFIL

## 5 To authorise the Board to decide on the disposal of company shares

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

The Board of Directors is authorized to convey a maximum of five million (5,000,000) company shares, which accounts for 8.66% of all shares of the company.

The Board of Directors will be authorized to decide to whom and in which order to transfer the Company's treasury shares. The Board of Directors may decide to transfer the Company's own shares in another proportion than that of the shareholders' pre-emptive rights to the Company's own shares.

Shares may be transferred as consideration, for example, in acquisitions or other arrangements, or as part of the company's incentive scheme in the manner and within the scope determined by the Board. The Board is also authorized to decide on selling company shares in public trading to fund possible acquisitions.

The authorization includes the right for the Board to decide on all other conditions relating to the transfer of company shares. The Board of Directors' authorization for the conveyance of the company's shares will remain in force for three (3) years from the General Meeting's decision.

Vantaa on 21 March 2012

**SCANFIL PLC**

**- THE BOARD OF DIRECTORS -**