



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

SIEVI 8 APRIL 2015

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 **14,873,027.32**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.07** per share be paid based on the annual result of the financial year ending on 31 December 2014, for a total of EUR **4,041,130.73**. The dividend matching day is 10 April 2015. 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 17 April 2015.

In Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS



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

Shareholders who hold more than 50% of the shares and votes propose that the remuneration for the members of the Board of Directors is as follows: Chairman of the Board of Directors **EUR 2,200/month**, member of the Board of Directors **EUR 1,700/month**.

The auditor is paid according to a reasonable invoice.

In Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS



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

The Board of Directors proposes to the general meeting that the number of members of the Board of Directors shall be **five (5)**.

In Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS



4. Election of members of Board of Directors

The Nomination Committee of the Board of Directors, supported by the company's major shareholders holding over 50% of the shares and votes, proposes that the general meeting will re-elect the following board members:

Harri Takanen (born 1968)

Jorma J. Takanen (born 1946)

Jarkko Takanen (born 1967)

Riitta Kotilainen (born 1958)

Christer Härkönen (born 1957)

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 Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS



5. Auditor appointment

The KPMG Oy Ab auditing firm will continue as the Company's auditor until further notice. It is proposed that CPA Antti Kääriäinen be again appointed as the main auditor.

In Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS



6. Authorising 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 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 8.7% 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 a different proportion to 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 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 8 April 2014 to repurchase the company's own shares. The authorisation is valid for 18 months from when it was granted.

In Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS



7. Authorising of 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 be authorised to decide on share issues through one or more issues and the issue of other special rights entitling their holders to shares in accordance with Section 1 of Chapter 10 of the Limited Liability Companies Act as follows:

The number of shares to be issued based on the authorisation can be no more than 12,000,000 shares, which is around 20.79% of all of the company's shares.

The Board shall decide on the terms and conditions of share issues and the issue 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 shall be valid until 30 June 2016.

In Sievi 11 March 2015

SCANFIL PLC

BOARD OF DIRECTORS