

## NOTICE TO THE ANNUAL GENERAL MEETING

The shareholders of Scanfil plc are invited to the Annual General Meeting, to be held on Wednesday 26 April 2017 at 12.00 p.m. at the Company's main office, Yritystie 6, 85410 Sievi, Finland.

### A. MATTERS ON THE AGENDA OF THE GENERAL MEETING

At the general meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinize the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2016
  - Review by the CEO
7. Adoption of the annual accounts
8. 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 34,338,367.26 including retained earnings EUR 6,276,350,64. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.09 per share be paid for a total of EUR 5.730.339,51 for the financial year ending on 31 December 2016. The dividend matching day is 28 April 2017. 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 8 May 2017.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors and the auditor

The Nomination Committee of the Board of Directors proposes that the remuneration for the members of the Board of Directors is as follows: Chairman of the Board of Directors EUR 3,500/month, member of the Board of Directors EUR 2,000/month and additionally to a member of the Committee EUR 500 / meeting. Travelling expenses are compensated to the Members of the Board according to the Travel Policy of the company.

The auditor is paid according to a reasonable invoice.

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

The Nomination Committee of the Board of Directors proposes to the Annual General Meeting that the number of members of the Board of Directors shall be five (5).

12. Election of members of the Board of Directors

The Nomination Committee of the Board of Directors proposes and the company's major shareholders holding 45% of the shares and votes have informed to support in the meeting, that the Annual General Meeting will re-elect the following board members: Harri Takanen (born 1968), Jarkko Takanen (born 1967), Christer Härkönen (born 1957), Bengt Engström (born 1953) and Christina Lindstedt (born 1968).

Harri Takanen would be still elected as the Chairman of the Board of Directors.

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.

### 13. Auditor appointment

The Audit Committee of the Board of Directors proposes that KPMG Oy Ab auditing firm will continue as the Company's auditor until further notice. It is proposed that CPA Kirsi Jantunen will continue as the main auditor.

### 14. Authorizing 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 is authorized to decide on the re-purchase 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 7.9 % of all shares of the company at the time of publication the summons to the Annual General Meeting. 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 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 12 April 2016 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

### 15. Authorising 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 is authorized to decide on share issues through one or more issues and the issue of other special rights entitling their holders to shares in accordance by Section 1 of Chapter 10 of the Companies Act as follows:

The number of shares to be issued based on the authorization can be no more than 13,000,000 shares, which accounts for 20.4 % of all of the company's shares at the time of publication the summons to the Annual General Meeting.

The Board shall decide on the terms and conditions of share issues and the issue of special rights entitling their holders to shares. The authorization 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 authorization cancels the authorization given in the Annual General Meeting on 12 April 2016 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 26 May 2016 at 14:21:08). The authorization shall be valid until 30 June 2018.

For reasons of clarity the authorization granted to the Board in this section 7. to decide on share issue and the issue of special rights entitling their holders to shares will neither cancel nor replace (i) the authorization granted to the Board to decide on issue of option rights and issue of special rights entitling their holders to shares (among others authorization registered on 26 May 2016 at 14:21:08 maximum of 900 000 pcs of shares), (ii) nor already registered option and special rights entitling their holders to shares decisions

(decisions registered P002 (25.11.2014 / 14:11:55), P003 (01.04.2016 / 13:53:32 ) and P004 (29.12.2016 / 15:44:02)), which remain in force.

## 16. Closing of the meeting

### B. DOCUMENTS OF THE GENERAL MEETING

The proposals of the Board of Directors and its committee relating to the agenda of the general meeting as well as this notice are available on Scanfil plc's website at [www.scanfil.com](http://www.scanfil.com). Scanfil plc's annual report, the annual accounts, the report of the board of directors and the auditor's report are available on the abovementioned website no later than 24 March 2017. The proposals of the Board of Directors and its committee and the annual accounts are also available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the abovementioned website as of 10 May 2017 at the latest.

### C. INSTRUCTIONS FOR THE PARTICIPANTS IN THE GENERAL MEETING

#### 1. The right to participate and registration

Eligibility to attend the meeting shall be enjoyed by shareholders who were entered by 12 April 2017 at the latest as shareholders in the register of Scanfil plc's shareholders kept by Euroclear Finland Oy. In order to be able to attend the Annual General Meeting, shareholders shall register with the company by 4 p.m. on 20 April 2017 at the latest, either in writing to the address Scanfil plc, Yritystie 6, 85410 Sievi, Finland, by telephone, on +358 8 4882 111, or by e-mail [agm@scanfil.com](mailto:agm@scanfil.com).

When registering by post, the letter shall have arrived before the end of the registration period. In connection with the registration, the shareholder's name, personal ID, address, telephone number and name and personal ID of any assistant must be reported. The personal data given is used only in connection with the general meeting and with the processing of related registrations.

#### 2. Proxy representative and powers of attorney

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation.

A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the general meeting. When a shareholder participates in the general meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the general meeting.

Possible proxy documents should be delivered in originals to Scanfil plc, CFO Marjo Nurkkala, Yritystie 6, 85410 Sievi, Finland before the last date for registration.

#### 3. Holders of nominee registered shares

A shareholder whose shares are nominee registered and who wishes to participate in the Annual General Meeting must be recorded in the company's shareholders' register on the matching date of the Annual General Meeting, 12 April 2017. Participation requires that the shares have been registered temporarily in the company's shareholders' register on 21 April 2017 by 10 am. With regard to nominee registered shares, this is considered a registration for the Annual General Meeting.

It is recommended that the holder of a nominee registered share request the asset manager to provide the necessary instruction concerning registration in the shareholders' register, issuance of proxies and registration for the Annual General Meeting.

#### 4. Other instructions and information

On the date of this notice the total number of shares and votes in Scanfil plc is 63,670,439 shares and votes.

In Pärnu on 20 March 2017

SCANFIL PLC

THE BOARD OF DIRECTORS

Distribution: NASDAQ OMX Helsinki  
Main media  
[www.scanfil.com](http://www.scanfil.com)