



**PROPOSALS OF THE BOARD OF DIRECTORS, THE NOMINATION AND REMUNERATION COMMITTEE AND AUDIT
COMMITTEE TO THE**

SCANFIL PLC'S ANNUAL GENERAL MEETING

SIEVI 24 APRIL 2019



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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 **39.015.179,77** including retained earnings EUR **10.228.513,15**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.13** per share be paid for a total of EUR **8.324.607,07** for the financial year ending on 31 December 2018. The dividend matching day is 26 April 2019. The dividend will be paid to those shareholders who, on the matching day, are entered in the Company's Register of Shareholders, kept by Euro-clear Finland Ltd. The dividend payment day is 6 May 2019.

Vantaa 27 March 2019

SCANFIL PLC

BOARD OF DIRECTORS



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

The Nomination and Remuneration 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 3,800/month, member of the Board of Directors EUR 2,200/month and additionally to a member of the Committee EUR 550 / 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.

Vantaa 27 March 2019

SCANFIL PLC

BOARD OF DIRECTORS



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

The Nomination and Remuneration 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)**.

Vantaa 27 March 2019

SCANFIL PLC

BOARD NOMINATION AND REMUNERATION COMMITTEE



4. Election of members of Board of Directors

The Nomination and Remuneration 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)

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.

Vantaa 27 March 2019

SCANFIL PLC

BOARD NOMINATION AND REMUNERATION COMMITTEE



5. Auditor appointment

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

Vantaa 27 March 2019

SCANFIL PLC

BOARD OF DIRECTORS AND AUDIT COMMITTEE



6. 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 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 7.8% 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 25 April 2018 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

Vantaa 27 March 2019

SCANFIL PLC

BOARD OF DIRECTORS



7. Authorizing the Board of Directors to decide on share issues

The Board proposes to the Annual General Meeting that the Board is authorized to decide on share issues through one or more issues 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 20.3% 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 . The authorization 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 authorization cancels the authorization given in the Annual General Meeting on 25 April 2018 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 05 June 2018/09:36:50). The authorization shall be valid until 30 June 2020.

For reasons of clarity the authorization granted to the Board of Directors in this section to decide on share issue will neither cancel nor replace: (i) the authorization granted earlier to the Board to decide on issue of option rights and issue of special rights entitling their holders to shares (among others but without limitation to 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 P003 (04.01.2016 / 13: 53: 32), P004 (29.12.2016 / 15: 44: 02) and P005 (07.12.2017/10:45:54)), which remain in force.

Vantaa 27 March 2019

SCANFIL PLC

BOARD OF DIRECTORS



8. Authorizing the Board of Directors to decide on the granting of option rights

The Board of Directors proposes to the Annual General Meeting that Board of Directors be authorized to decide on the granting of option rights as defined under Section 1 of Chapter 10 of the Companies Act to the key personnel of Scanfil Group mainly according to the terms included into this proposal.

Granting the option rights has weighty financial reasons for the Company because option rights are intended to be part of the key personnel's incentive and commitment system. 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 owner value.

The total number of option rights according to the option scheme is 900,000 and they are granted free of charge. Of the option rights, 300,000 are marked as 2019A, 300,000 as 2019B and 300,000 as 2019C. The option rights enable the subscription of a total of 900,000 of the Company's new shares or shares in its possession. The total proportion of the subscribed shares issued on the basis of the option rights is 1.4% of all the Company's shares and of the votes produced by the shares after a possible share subscription, provided that the subscription on the basis of the option rights gives new shares.

The subscription period for option right 2019A is 1 May 2022 – 30 April 2024, for option right 2019B 1 May 2023 – 30 April 2025, and for option right 2019C 1 May 2024 – 30 April 2026.

The share subscription price for 2019A is the Company's trading volume weighted by the Company's average share price on the NASDAQ Helsinki 1 March 2019 – 31 March 2019, for option right 2019B the trading volume weighted by the Company's average share price on the NASDAQ Helsinki 1 March 2020 – 31 March 2020, and for 2019C the trading volume weighted by the Company's average share price on the NASDAQ Helsinki 1 March 2021 – 31 March 2021. The share subscription price is entered in the Company's reserve for invested non-restricted equity.

The Board decides on the granting of and all other the terms and conditions of the option rights. Commencement of the subscription period for option right shares requires that the Group's production and financial goals, specified by the Board for the use of option rights, are met. Option rights for which the goals have not been met, or which are not used, expire. The Board will make a separate decision on possible redistribution of such option rights. The Board decides the goals separately for each option right lot upon the distribution of option rights.

The authorization to decide on issue of option rights granted to the Board of Directors in this section will neither cancel nor replace the authorizations possibly granted to the Board of Directors under any other sections of this Annual General Meeting to decide on share issue, issue of option rights and issue of special rights entitling their holders to shares.

For reasons of clarity the authorization granted to the Board of Directors in this section or otherwise in this Annual General Meeting to decide on share issue and the issue of option rights and 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 but without limitation to 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 P003 (04.01.2016 / 13: 53: 32), P004 (29.12.2016 / 15: 44: 02) and P005 (07.12.2017/10:45:54)), which remain in force.

Vantaa 27 March 2019

SCANFIL PLC

BOARD OF DIRECTORS