



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

SCANFIL PLC'S ANNUAL GENERAL MEETING

SIEVI 23 APRIL 2020

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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 **43,485,669.92** including retained earnings EUR **12,168,378.38**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.15** per share be paid for the financial year ending on 31 December 2019. The dividend matching day is 27 April 2020. 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 5 May 2020.

27 March 2020

SCANFIL PLC

BOARD OF DIRECTORS



2. Handling of the Remuneration Policy for the Governing Bodies

The Board of Director proposes approval of the Remuneration Policy for the Governing Bodies in accordance with the preparation of the Nomination and Remuneration Committee (Exhibit: Remuneration Policy for the Governing Bodies 23.4.2020).

27. March 2020

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BOARD OF DIRECTORS



3. 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 to the Annual General Meeting that the remuneration for the members of the Board of Directors be as follows: Chairman of the Board of Directors EUR 4,000/month, member of the Board of Directors EUR 2,200/month⁽¹⁾ and additionally to a member of the Committee EUR 550 / meeting. Additional fee of EUR 200 per face-to-face meeting will be paid for the Board Members living outside of Finland.

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.

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SCANFIL PLC

BOARD OF DIRECTORS

(1) At the beginning of the Annual General Meeting on 23 April, the Nomination Committee corrected the remuneration proposal of a member of the Board of Directors for a clerical error in the material of the Annual General Meeting. The new revised proposal for the remuneration of a member of the Board of Directors is EUR 2,400 (current 2,200), which corresponds to a general increase of EUR 200.00 to the board fees.



4. 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 **six (6)**.

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SCANFIL PLC

BOARD NOMINATION AND REMUNERATION COMMITTEE



5. 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 about 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) and

Juha Räisänen (born 1958 as a new member.

CV of the candidate to be nominated to the Board of Directors first time is available on the company's website on the AGM documents.

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.

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BOARD NOMINATION AND REMUNERATION COMMITTEE



6. 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.

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BOARD OF DIRECTORS AND AUDIT COMMITTEE



7. 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 7.7 % 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, remuneration of the Board of Directors 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 24 April 2019 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

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BOARD OF DIRECTORS



8. 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 20.1 % 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 24 April 2019 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 22.05.2019/15:05). The authorization shall be valid until 30 June 2021.

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 authorizations (a) registered on 26 May 2016 at 14:21:08 maximum of 900 000 pcs of shares and (b) registered on 22.05.2019/15:05:25, maximum of 900 000 pcs of shares); (ii) nor already registered option and special rights entitling their holders to shares (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.

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BOARD OF DIRECTORS