



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

SCANFIL PLC'S ANNUAL GENERAL MEETING

22 APRIL 2021

SCANFIL

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Agenda item 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 **73,734,335.62** including retained earnings EUR **41,558,744.08**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.17** per share be paid for the financial year ending on 31 December 2020 .The dividend matching day is 26 April 2021. 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 3 May 2021.

25 March 2021

SCANFIL PLC

BOARD OF DIRECTORS



Agenda item 10 §:

Handling of the Remuneration Report for the Governing Bodies

The Board of Directors proposes approval of the Remuneration Report for the Governing Bodies in accordance with the preparation of the Nomination and Remuneration Committee (Exhibit: Remuneration Report for the Governing Bodies 2020).

25. March 2021

SCANFIL OYJ

BOARD OF DIRECTORS



Agenda item 11 §:

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

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 4,200/month (currently EUR 4,000/month);
- Member of the Board of Directors EUR 2,600/month (currently EUR 2,400/month);
- and additionally to a member of the Committee EUR 600/meeting (currently EUR 550/meeting);
- Additional fee of EUR 200 per face-to-face meeting for the Board Members living outside of Finland (same as currently).

Travelling expenses are compensated to the Members of the Board according to the Travel Policy of the company.

25 March 2021

SCANFIL PLC

BOARD OF DIRECTORS



Agenda item 12 §:

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).

25 March 2021

SCANFIL PLC

BOARD NOMINATION AND REMUNERATION COMMITTEE



Agenda item 13 §:

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)

Bengt Engström (born 1953)

Christina Lindstedt (born 1968) and

Juha Räisänen (born 1958).

Harri Takanen would be re-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.

Out of the nominees Bengt Engström, Christina Lindstedt and Juha Räisänen are independent of the company's largest shareholders. Out of the nominees Jarkko Takanen, Bengt Engström and Christina Lindstedt are independent of the company.

25 March 2021

SCANFIL PLC

BOARD NOMINATION AND REMUNERATION COMMITTEE



Agenda item 14 §

Resolution on the Auditor's fee

The Board of Directors propose that the company's auditor be remunerated on the basis of a reasonable invoice.

25 March 2021

SCANFIL PLC

BOARD OF DIRECTORS AND AUDIT COMMITTEE



Agenda item 15 §:

Auditor appointment

The Board of Directors propose that the auditing firm KPMG Oy Ab be re-elected as the auditor for the term beginning at the end of the 2021 Annual General Meeting and ending at the end of the 2022 Annual General Meeting.

KPMG Oy Ab has announced that if it is elected as the auditor, CPA Kirsi Jantunen will continue as the main auditor.

25 March 2021

SCANFIL PLC

BOARD OF DIRECTORS AND AUDIT COMMITTEE



Agenda item 16 §:

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. The decision to repurchase own shares may not be made in such a way that the total number of own shares held or pledged by the company and its subsidiaries would exceed one tenth of all shares.

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 23 April 2020 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

25 March 2021

SCANFIL PLC

BOARD OF DIRECTORS



Agenda item 17 §:

Authorizing the Board of Directors to decide on share issues, granting shares and issue of special rights entitling to shares

The Board proposes to the Annual General Meeting that the Board is authorized to decide on share issues and issue special rights entitling to shares as referred in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act through one or more issues with the following terms:

The shares and special rights entitling to shares can be given through one or more issues with or without a consideration. The number of shares to be issued based on the authorization can be no more than 13,000,000 shares, including special rights entitling to 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 and special rights entitling to shares. Share issues and granting special rights entitling to shares can be issued in deviation from the shareholders' pre-emptive rights if the company has a weighty financial reason (directed share issue). Directed share issue can be carried out without consideration only if it is beneficial to the company and all of its shareholders and it has a weighty financial reason.

The authorization cancels the authorization given in the Annual General Meeting on 23 April 2020 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 17.06.2020/12:25). The authorization shall be valid until 30 June 2022.

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), P007 (10.12.2019/11:47:45) and P008 (19.11.2020/10:23) which remain in force.

25 March 2021

SCANFIL PLC

BOARD OF DIRECTORS