



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

SCANFIL PLC'S ANNUAL GENERAL MEETING

24 MARCH 2022

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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 64,773,284.67** including retained earnings **EUR 31,264,893.13**. The Board of Directors proposes to the Annual General Meeting that a dividend of **EUR 0.19** per share be paid for the financial year ending on 31 December 2021. The dividend matching day is 25 April 2022. 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 2 May 2022.

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BOARD OF DIRECTORS



Agenda item 10 §:

Handling of the Remuneration Report for the Governing Bodies

The proposal for the Remuneration Policy of the company's governing bodies was approved without voting at the Annual General Meeting in 2020.

The Remuneration Report for the governing bodies describes the basis and outcomes of the Remuneration policy of the Board of Directors and the CEO in the previous financial period.

As participation in the Annual General Meeting is possible only in advance, the Remuneration Report will be published as a part of the Annual Report 2021 during the week 12, 2022. It will be available on the Company's website www.scanfil.com/agm, is deemed to have been presented to the Annual General Meeting.

The Board of Directors proposes to the Annual General Meeting to approve the Remuneration Report for governing bodies for 2021. The Annual General Meeting's resolution on the Remuneration Report is advisory.

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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 4,500/month (currently EUR 4,200/month);
- Member of the Board of Directors EUR 2,800/month (currently EUR 2,600/month);
- and additionally to a member of the Committee EUR 650/meeting (currently EUR 600/meeting) and additionally to the Chairman of the Audit Committee EUR 300/month (currently no monthly remuneration).
- Additional fee of EUR 300 per face-to-face meeting held outside of the Board Members country of residence (currently EUR 200/face-to-face meeting for members having residence outside of Finland) will be paid. Board members' travel expenses are paid in accordance with the company's travel policy.

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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 four (4).

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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)

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 Bengt Engström, Christina Lindstedt and Juha Räisänen are independent of the company.

More information about the Members of the Board of Directors can be found at www.scanfil.com/board-of-directors.

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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.

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BOARD OF DIRECTORS AND AUDIT COMMITTEE



Agenda item 15 §:

Auditor appointment

The Board of Directors proposes that KPMG Oy Ab auditing firm will continue as the company's auditor. The term begins at the end of the 2022 Annual General Meeting and ends at the end of the 2023 Annual General Meeting.

KPMG Oy Ab has informed the Company that if it will be re-elected CPA Kirsi Jantunen continues as the main auditor.

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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 purchase 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 exceeds one tenth of all shares.

The shares will be acquired otherwise than in proportion to the share ownership of the shareholders via public trading arranged by Nasdaq Helsinki Ltd at the market price on the date on which the acquisition is made or otherwise at a price formed on the market.

The 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 22 April 2021 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

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SCANFIL PLC

BOARD OF DIRECTORS



Agenda item 17 §:

Authorizing the Board of Directors to decide on share issue and granting of option rights

The Board of Directors proposes to the Annual General Meeting that Board of Directors be authorized to decide on issuance of new shares, shares held by the company and granting of option rights as defined under Section 1 of Chapter 10 of the Companies Act to the key personnel of the Scanfil Group as part of the Group's incentive and commitment scheme mainly under the following conditions: Shares and option rights can be given through one or more issues with or without a consideration. The Board of Directors proposes that the number of shares to be issued or given under the authorization, including shares subscribed on the basis of option rights, may not exceed one million two hundred thousand (1,200,000) shares, corresponding to approximately 1.8% of all shares and votes at the time of the notice to the Annual General Meeting. The Board of Directors decides on all of the conditions of the issuance of shares and the issuance of option rights, including the criteria for determination of the subscription price of the issued shares and the final subscription price of the issued new shares, as well as the approval of the share subscriptions, the allocation of the new shares or shares held by the company to be issued and the final number of the shares to be issued. The share issue and the issuance of option rights is proposed to include the right to deviate from the shareholders' pre-emptive subscription right, provided that there is a weighty financial reason for the deviation from the Company's point of view (directed issue). Directed 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. Under the authorization, the Board of Directors may resolve to issue shares and option rights entitling to the Company without consideration. 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, granting of option rights 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 or other special rights entitling their holders to shares (among others but without limitation to (a) authorization registered on 26 May 2016 at 14:21:08 maximum of 900,000 pcs of shares and (b) authorization registered on 22 May 2019 at 15:05:25 maximum of 900,000 pcs of shares), (ii) already registered option and special rights entitling their holders to shares decisions (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), P008 (19.11.2020/10:23:20) and P009 (11.01.2022/15:26:55)), (iii) nor authorization notified to the Finnish Patent and Registration Office on 2 March 2022 (record number 2022/660530), which remain in force.

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BOARD OF DIRECTORS



Agenda item 18 §:

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

The Board proposes that the Annual General Meeting authorizes the Board to decide on giving or granting shares, and issue special rights entitling to shares as referred in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act 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 11,800,000 shares, including special rights entitling to shares, which accounts for 18.2% 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. The authorization applies to both the issue of new shares and the transfer of own 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 22 April 2021 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 27 May 2021/10:00:01). The authorization shall be valid until 30 June 2023.

For the sake of clarity, the authorization granted to the Board of Directors in this section to decide on share issue and special rights entitling to shares as referred in Chapter 10 Section 1 of the Finnish Limited Liability Companies Act 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 (a) authorization registered on 26 May 2016 at 14:21:08 maximum of 900,000 pcs of shares and (b) authorization registered on 22 May 2019/15:05:25 maximum of 900,000 pcs of shares), (ii) already registered option and special rights entitling their holders to shares decisions (decisions registered P004 (29 December 2016 /15:44:02), P005 (7 December 2017/10:45:54), P006 (22 July 2019/09:26:54), P007 (10 December 2019/11:47:45), P008 (19 November 2020/10:23:20) and P009 (11.01.2022/15:26:55)), (iii) nor authorization notified to the Finnish Patent and Registration Office on 2 March 2022 (record number 2022/660530), which remain in force.

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BOARD OF DIRECTORS