

EXTRAORDINARY GENERAL MEETING OF SCANFIL PLC ON 1 DECEMBER 2022 AT 12.00 P.M.

TIME: 1 December 2022 at 12.00 p.m.

PLACE: Scanfil Oyj, Yritystie 6, 85410 Sievi, Finland.

PRESENT: The Board of Directors of the Company has resolved on extraordinary meeting procedures according to the changes in the Companies Act (624/2006) which came into force on 11 July 2022 and the implementing provision of the Act to amend Chapter 5 of the Companies Act (660/2022) to decide upon changes to the Articles of Association. Therefore, pursuant to the resolution of the Board of Directors, the Company's shareholders and their proxy representatives may participate in the General Meeting and exercise their shareholder rights only by mail, use of telecommunication or other technical means prior to the meeting as well as by making counterproposals not subjected to a vote and presenting questions in advance.

The shareholders set out in the list of votes adopted at the meeting were represented at the meeting ([Appendix 1](#)).

General Counsel Teemu Ohtamaa, Attorney-at-law Juha Koponen, and LL.M Akseli Uotila were present.

1 OPENING OF THE MEETING

Juha Koponen, Attorney-at-law, opened the meeting.

2 CALLING THE MEETING TO ORDER

In accordance with the notice to the General Meeting, Juha Koponen, Attorney-at-law, acted as Chairman of the General Meeting and he called Teemu Ohtamaa, General Counsel of the Company, to act as the Secretary to the General Meeting.

Chairman explained the procedures for discussing the matters on the meeting agenda.

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It was noted that the Extraordinary General Meeting can only decide upon the approval or rejection of the amendment to the Articles of Association allowing remote meetings, not on other

matters and thus shareholders could not submit counterproposals to proposal of the Board. The shareholders have not submitted questions by the deadline of 17 November 2022 at 4.00 p.m. pursuant to Chapter 5, Section 25 of the Finnish Limited Liability Companies Act.

As participation in the General Meeting has been possible only in advance, the agenda item has been subject to voting. It was noted that, the proposed agenda item could have been opposed without making a counterproposal. A summary of the votes cast in the advance voting conducted by Euroclear Finland Ltd was attached to the minutes ([Appendix 2](#)).

It was noted that a shareholder may have refrained from providing a proper voting instruction in the agenda item, in which case such shareholder has not been recorded to have been represented at the General Meeting in that specific agenda item.

Furthermore, it was noted that in addition to the Finnish Limited Liability Companies Act and the Act to amend Chapter 5 of the Companies Act (660/2022), recommendations of the Advisory Board of Finnish Listed Companies were adhered to in terms of the meeting arrangements.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Akseli Uotila acted as the person to scrutinise the minutes and as the supervisor of counting of the votes in accordance with the notice to the General Meeting.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the notice to the meeting had been published on the Company's website and as a stock exchange release on 10 November 2022 and that the General Meeting documents have been available on the Company's website as of 10 November 2022.

It was noted that the General Meeting was duly convened in accordance with the provisions of the Articles of Association, the Finnish Limited Liability Companies Act and the Act to amend Chapter 5 of the Companies Act (660/2022) and that therefore, the meeting was legal and constituted a quorum.

The notice to the meeting was attached to the minutes ([Appendix 3](#)).

5 RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

A list recording the shareholders who had voted in advance personally or by an authorised proxy representative during the advance voting period, and who had the right to participate in the General Meeting under Finnish Limited Liability Companies Act, was presented. It was recorded that 19 shareholders were represented in the meeting, representing 31 497 042 shares and votes in total. The register of votes was adopted based on the information provided by Euroclear Finland Ltd. The attendance status and list of votes was attached to the minutes ([Appendix 1](#)).

6 THE BOARD'S PROPOSAL TO AMEND THE COMPANY'S ARTICLES OF ASSOCIATION IN RESPECT OF GENERAL MEETINGS

It was noted that the Board of Directors had proposed that an addition would be made to the Articles of Association concerning remote participation in the General Meeting as an alternative or without convening to a physical meeting. The amendment would be made to Section 8 of the Articles of Association (Invitation to shareholders' meeting and attendance at a shareholders' meeting).

The Section of the new Articles of Association:

8 § Invitation to shareholders' meeting and attendance at a shareholders' meeting

Invitations to a shareholders' meeting shall be delivered not earlier than three (3) months and not later than three (3) weeks prior to the shareholders' meeting; however, a minimum of nine (9) days prior to the shareholders' meeting reconciliation date as defined in the Companies Act by publishing the invitation on the company's website or a newspaper decided upon by the Board of Directors or by sending the invitation to the shareholders in a letter mailed to the address specified in the company's list of shareholders. In order to attend a shareholders' meeting, shareholders must notify the company of their attendance at the latest on the date specified in the invitation to the meeting, which can be at the earliest ten (10) days before the meeting.

The Board of Directors may decide on alternative additional means of participating in the General Meeting so that shareholders may exercise their decision-making rights prior to or during the General Meeting by use of telecommunication or other technical means. The Board of Directors may also decide that the General Meeting is arranged without a meeting venue so that the shareholders exercise their full decision-making powers in real time by use of telecommunication or other technical means during the meeting.

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It was noted that making a valid decision on the matter requires a qualified majority according to Chapter 5, Section 27 of the Limited Liability Companies Act, i.e. that the proposed decision has been supported by at least two-thirds of the votes cast and the shares represented.

It was recorded that 31,497,042 shares and votes participated in the voting, corresponding to approximately 48.5 percent of all the company's shares and votes. 30,764,864 votes were cast

in favor of the board's proposal, representing approximately 97.7 percent of the votes cast and approximately 97.7 percent of the shares represented at the meeting. 732,178 votes were cast against the board's proposal, representing approximately 2.3 percent of the votes cast and approximately 2.3 percent of the shares represented at the meeting. No empty votes were given.

Based on the voting result, the general meeting decided to change the Articles of Association as proposed.

7 CLOSING OF THE MEETING

Chairman stated that all items on the agenda had been considered and that the minutes of the meeting will be available on the Company's website on 15 December 2022 at the latest.

Chairman closed the meeting at 12:15 p.m.

Chairman of the Annual General Meeting:

Name: JUHA KOPONEN
Juha Koponen

In Fidem:

Name: TEEMU OHTAMAA
Teemu Ohtamaa

The Minutes scrutinised and approved

Name: AKSELI UOTILA
Akseli Uotila

Appendices

Appendix 1	Attendance status and list of votes
Appendix 2	Summary of votes cast in the advance voting
Appendix 3	Notice to the General Meeting