



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

**SCANFIL PLC'S ANNUAL GENERAL MEETING**

**27 APRIL 2023**

# 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 **63.779.792,03** including retained earnings EUR **30.011.400,49**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.21** per share be paid for the financial year ending on 31 December 2022. The dividend matching day is 2 May 2023. 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 9 May 2023.

22 March 2023

**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 2022).

22. March 2023

**SCANFIL PLC  
BOARD OF DIRECTORS**



## Agenda item 11 §:

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

The Nomination and Remuneration Committee proposes that the remuneration for the members of the Board of Directors be as follows:

- Chairman of the Board of Directors EUR 4,800/month (currently EUR 4,500/month);
- Member of the Board of Directors EUR 3,000/month (currently EUR 2,800/month);
- Chairman of the Audit committee EUR 350/month (currently EUR 300/month);
- to a Member of the Committee EUR 700/meeting (currently EUR 650/meeting);
- in addition a Member of the Board of Directors is paid EUR 350/physical meeting held outside the Board Member's country of residence (currently EUR 300physical meeting)

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

22 March 2023

**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 six (6).

22 March 2023

**SCANFIL PLC  
BOARD NOMINATION AND REMUNERATION COMMITTEE**



## Agenda item 13 §:

### Election of members of Board of Directors

The Board's Nomination and Remuneration Committee and the company's largest shareholders, who represent over than 40% of the votes of the company's shares, propose, that the Annual General Meeting will re-elect the following board members as follows:

**Harri Takanen** (*born 1968*), **Bengt Engström** (*born 1953*), **Christina Lindstedt** (*born 1968*), **Juha Räisänen** (*born 1958*)

and that the following persons are elected as new Board Members:

**Minna Yrjönmäki** (*born 1967*) and **Thomas Dekorsy** (*born 1963*).

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.

Apart from Harri Takanen, all of the proposed members are independent of both significant shareholders and the company.

22 March 2023

**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.

22 March 2023

**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 2023 Annual General Meeting and ending at the end of the 2024 Annual General Meeting.

KPMG Oy Ab has announced that if it is elected as the auditor, APA Janna Kivimäki will be named as the main auditor.

22 March 2023

**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.

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 21 April 2022 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

22 March 2023

**SCANFIL PLC  
BOARD OF DIRECTORS**



**Agenda item 17 §:**

**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 12,000,000 shares, including special rights entitling to shares, which accounts for 18,5% 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 21 April 2022 to decide on share issues and the issue of special rights entitling their holders to share (authorization registered on 05.07.2022/12:55:56). The authorization shall be valid until 30 June 2024.

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 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), P009 (11.01.2022/15:26:55), P010 (05.05.2022/12:11:50) and P011 (21.11.2022 00:01:37), which remain in force.

22 March 2023

**SCANFIL PLC  
BOARD OF DIRECTORS**