



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

SCANFIL PLC'S ANNUAL GENERAL MEETING

25 APRIL 2024

SCANFIL

CONTENT:

RESOLUTION ON THE USE OF THE PROFIT SHOWN ON THE BALANCE SHEET AND THE DISTRIBUTION OF DIVIDEND	3
HANDLING OF THE REMUNERATION REPORT FOR THE GOVERNING BODIES	4
HANDLING OF THE REMUNERATION POLICY FOR THE GOVERNING BODIES	5
RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS	6
RESOLUTION ON THE NUMBER OF MEMBERS OF BOARD OF DIRECTORS.....	7
ELECTION OF MEMBERS OF BOARD OF DIRECTORS.....	8
RESOLUTION ON THE AUDITOR'S FEE.....	9
ELECTION OF THE AUDITOR.....	10
AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES	11
AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON THE ISSUANCE OF SHARES, OPTIONS AND OTHER SPECIAL RIGHTS ENTITLING TO SHARES.....	12
ESTABLISHMENT OF A SHAREHOLDERS NOMINATION BOARD.....	13



Agenda item 8 §:

Resolution on the use of the profit shown on the balance sheet and the distribution of dividend

The parent company's distributable funds are EUR **60,942,965.89** including retained earnings EUR **25,793,374.35**. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR **0.23** per share be paid for the financial year ended on 31 December 2023. The dividend will be paid to those shareholders who, on the matching day 29 April 2024, are entered in the company's register of shareholders, kept by Euroclear Finland Oy. The proposed dividend payment date is 7 May 2024.

20 March 2024

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 10 §:

Handling of the Remuneration Report for governing bodies

The Board of Directors proposes approval of the remuneration report for governing bodies in accordance with the preparation of the Nomination and Remuneration Committee.

20. March 2024

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 11 §:

Handling of the Remuneration Policy for governing bodies

The company's remuneration policy for the governing bodies was last presented to the Annual General Meeting in 2020. The remuneration policy must be presented to the Annual General Meeting at least every four years or every time material changes are made to the policy.

The Board of Directors proposes that the Annual General Meeting supports the remuneration policy for the governing bodies. The resolution of the Annual General Meeting on this matter is advisory. (Exhibit: Scanfil plc's Remuneration Policy for the Governing Bodies 2023).

20. March 2024

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 12 §:

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

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

- Chairman of the Board of Directors EUR 5,000/month (currently EUR 4,800/month);
- Member of the Board of Directors EUR 3,200/month (currently EUR 3,000/month);
- Chairman of the Audit Committee EUR 380/month (currently EUR 350/month);
- Member of the Committee EUR 750/meeting (currently EUR 700/meeting);
- Additional fee of EUR 380 per face-to-face meeting held outside of the Board member's country of residence (currently EUR 350/face-to-face meeting)

Board members' travel expenses are paid in accordance with the company's travel policy.

20 March 2024

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 13 §:

Resolution on the number of members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors proposes that the number of members of the Board of Directors shall be six (6).

20 March 2024

**SCANFIL PLC
BOARD NOMINATION AND REMUNERATION COMMITTEE**



Agenda item 14 §:

Election of members of the Board of Directors

The Nomination and Remuneration Committee of the Board of Directors and the company's major shareholders holding approximately 45% of the shares and votes propose that the Annual General Meeting will re-elect the following board members:

Harri Takanen (*born 1968*), **Bengt Engström** (*born 1953*), **Christina Lindstedt** (*born 1968*), **Juha Räisänen** (*born 1958*), **Minna Yrjönmäki** (*born 1967*) and **Thomas Dekorsy** (*born 1963*).

Harri Takanen would be re-elected as the Chair 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, except Harri Takanen, are independent of the company's largest shareholders and independent of the company

20 March 2024

SCANFIL PLC
BOARD NOMINATION AND REMUNERATION COMMITTEE



Agenda item 15 §

Resolution on the remuneration of the auditor

The board proposes that the auditor be paid a fee based on a reasonable invoice

20 March 2024

**SCANFIL PLC
BOARD OF DIRECTORS AND AUDIT COMMITTEE**



Agenda item 16 §:

Election of the auditor

The Board of Directors proposes that Ernst & Young Oy auditing firm will be elected as the company's auditor. The term ends at the end of the 2025 Annual General Meeting.

Ernst & Young Oy has informed the company that if it will be elected CPA Toni Halonen would be appointed as the main auditor.

If Ernst & Young Oy will be elected as the auditor of the company, it will also carry out the assurance of the company's sustainability reporting for the financial year 2024 in accordance with the transitional provision of the act changing the Finnish Limited Liability Companies Act (1252/2023), and the assurer is paid a remuneration against a reasonable invoice approved by the company.

20 March 2024

SCANFIL PLC
BOARD OF DIRECTORS AND AUDIT COMMITTEE



Agenda item 17 §:

Authorisation of the Board of Directors to decide on the acquisition of 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 re-purchase 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 that summons 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 27 April 2023 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

20 March 2024

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 18 §:

Authorisation of the Board of Directors to decide on the issuance of shares, options and other special rights entitling their holders 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 approximately 18.4% of all of the company's shares at the time of publication that summons 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 an especially weighty financial reason.

The authorization cancels the authorization given in the Annual General Meeting on 27 April 2023 to decide on share issues and the issue of special rights entitling their holders to shares. The authorization shall be valid until 30 June 2025.

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 earlier authorizations 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 authorization registered on 22 May 2019 at 15:05:25 maximum of 900,000 pcs of shares and authorization registered on 5 July 2022 at 12:55:56 maximum of 1,200,000 pcs of shares), (ii) already registered option and special rights entitling their holders to shares decisions (decisions registered P007 (10.12.2019/11:47:45), P008 (19.11.2020/10:23:20) and 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.

20 March 2024

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 19 §:

Establishment of a Shareholders Nomination Board

The Board of Directors proposes to the General Meeting that a Shareholders' Nomination Board be established to prepare proposals to upcoming annual general meetings and, where necessary, to any extraordinary general meetings concerning the election of the board members and remuneration of the members of the Board of Directors and of board committee members. The Nomination Board is also responsible for ensuring that the Board of Directors and its members have a sufficient level of knowledge and experience that corresponds to the needs of the company. In addition, the Board of Directors proposes to the General Meeting that the Charter of the Shareholders' Nomination Board is adopted. The proposal of the Board of Directors is available on the company's website www.scanfil.com/agm.

According to the proposal of the Board of Directors, the Nomination Board has three members. Two of those members are representatives appointed by the two largest shareholders, and the Chair of the Board of Directors is the third member of the Nomination Board.

Each year, those two shareholders that hold the largest share of the votes conferred by all shares in the company pursuant to the shareholders' register maintained by Euroclear Finland Oy on the first working day of the September preceding the applicable annual general meeting, will be entitled to appoint members that represent the shareholders. The Chair of the Board of Directors will request the two largest shareholders, which will be determined as stated above, to each appoint one member to the Nomination Board. The largest shareholders are determined based on their shareholdings in the company's shareholder register. However, holders of nominee-registered shares and shareholders whose holdings should, according to shareholding disclosure rules, be added together are also taken into account in the appointment process as described in the proposed Charter of the Shareholders' Nomination Board. If a shareholder does not wish to exercise its right of appointment, the right will be transferred to the next largest shareholder that would otherwise not have the right of appointment.

The Chair of the Board of Directors will convene the first meeting of each term of office of the Nomination Board, and the representative of the largest shareholder will be appointed as the Chair of the Nomination Board, unless the members of the Nomination Board unanimously decide otherwise. Once the Nomination Board has been elected, the company will make the composition public by means of a stock exchange release.

The Nomination Board must submit its proposals annually to the Board of Directors at the latest on the 31st day of the January preceding the applicable annual general meeting. The Nomination Board must keep the proposals confidential until the company has published the relevant proposals. Provisions of the Finnish Securities Markets Act are applicable to the insider information potentially received by the members of the Nomination Board.

The established Nomination Board will operate until further notice, i.e., until the general meeting decides otherwise. The term of office of the members of the Nomination Board will end upon the appointment of the new Nomination Board. The members of the Nomination Board will not receive any compensation for acting as a member thereof. The members will be compensated for their travel costs in accordance with the company's travel policy. In order to carry out its duties and where necessary, the Nomination Board may, at a cost approved by the company, retain the services of external experts.

20 March 2024

SCANFIL PLC
BOARD OF DIRECTORS AND THE NOMINATION AND REMUNERATION COMMITTEE