



Share-Based Incentive Plans 2026-2028 for Key Employees

Terms and Conditions (Summary)

I. Introduction

The Board of Directors of Scanfil Plc has resolved to establish share-based incentive plans for selected key employees of the Scanfil Group. The plans form part of the company's remuneration and incentive framework and are intended to support long-term value creation.

II. Structure of the Plans

1. Plan Types

The incentive framework consists of:

- Performance Share Plan (PSP) 2026–2028
- Matching Share Plan (MSP) 2026–2028

2. Participants

The Board determines participants, comprising approximately 35 key employees, including members of the Management Team and the CEO.

III. Performance Share Plan (PSP)

1. Performance Period

Financial years 2026–2028.

2. Performance Criteria

Rewards are based on:

- Total Shareholder Return (TSR)
- Earnings Per Share (EPS)

3. Reward Payment

- Paid after the performance period
- Delivered partly in shares and partly in cash

IV. Matching Share Plan (MSP)

1. Participation Requirement

Participants must invest in Scanfil shares to participate.

2. Matching Mechanism

Participants receive matching shares based on shares committed (e.g. 1:1 matching).

3. Vesting Conditions

- Continued employment
- Compliance with plan rules

V. General Terms

1. Form of Reward

Rewards are paid:

- Partly in shares
- Partly in cash to cover taxes and social costs

2. Employment Condition

As a rule, rewards are forfeited if employment ends before payout (subject to Board discretion).

3. Discretion and Adjustments

The Board of Directors:

- interprets and applies the plan terms
- may adjust the plans in case of structural changes (e.g. merger, demerger)
- decides final outcomes and allocations

4. Nature of the Plan

The plans:

- are discretionary
- do not form part of fixed salary
- do not create entitlement to future participation

5. Applicable Law

The plans are governed by Finnish law.