

BASICS OF THE DEMERGER

The board of directors of Sievi Capital plc signed on 11 August 2011 a demerger plan. According to the plan, contract manufacturing operations are demerged into a newly established, publicly listed company Scanfil plc, with investment operations remaining in the demerged company Sievi Capital.

The demerger will clarify corporate structures, enhance operative transparency and hence, promote the value appreciation for shareholders in the long term.

Sievi Capital's shareholders shall receive one (1) new share of Scanfil plc, the new company to be founded, against each Sievi Capital plc's share in their ownership, by way of consideration for the demerger.

MAIN POINTS OF THE DEMERGER PLAN

Demerger plan

The Board of Directors of Sievi Capital plc proposes that Sievi Capital plc (“Sievi Capital” or “the Demerged Company”) demerge partially so that part of its assets and liabilities will be transferred to a newly established publicly listed company Scanfil plc (“Scanfil” or “the Recipient Company”) without liquidation proceedings.

The shareholders of the Demerged Company will receive shares in the Recipient Company in proportion to their holdings as consideration for the demerger.

The demerger will comply with the provisions of Chapter 17 of the Companies Act and section 52c of the Act on Business Income Taxation.

Upon approving the demerger plan, the general meeting of shareholders of Sievi Capital will establish the Recipient Company and ratify its proposed Articles of Association.

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MAIN POINTS OF THE DEMERGER PLAN

Reasons for the demerger

The purpose of the demerger is to implement the division of the different business functions of the Sievi Capital group of companies into legally separate units so that contract manufacturing and other industrial operations demerged into a separate unit with investment operations remain in the Demerged Company as a unit of its own. The Board of Directors of Sievi Capital believes that the demerger will promote any future restructuring, with industrial operations demerged into a separate legal unit. The demerger will clarify the corporate structures, enhance operative transparency and promote the value appreciation for shareholders in the long term.

MAIN POINTS OF THE DEMERGER PLAN

Board of Directors, President and auditors of Sievi Capital plc

The current number of members of the Board of Directors of Scanfil plc will remain unchanged, and the present Board members will continue in their positions until the next Annual General Meeting, with the exception that Asa-Matti Lyytinen will be appointed as the Chairman of the Board of Directors, replacing Jorma J. Takanen. The composition of the Board of Directors will, after the execution of the demerger, therefore be as follows: Asa-Matti Lyytinen (Chair), Jorma J. Takanen, Reijo Pöllä , Jarkko Takanen and Tuomo Lähdesmäki.

It is proposed that Jorma J. Takanen be appointed as Sievi Capital's President to replace Harri Takanen following the execution of the demerger.

Sievi Capital's present auditor and main auditor will continue in their positions also after the demerger.

MAIN POINTS OF THE DEMERGER PLAN

Board of Directors, President and auditors of Sievi Capital plc

According to Scanfil's proposed Articles of Association, the Board of Directors comprises a minimum of three (3) and maximum of seven (7) members. According to the proposed Articles of Association, the term of office of the Board members ends at the close of the next Annual General Meeting following their election. The Board of Directors elects the Chairman of the Board from among its members. If the votes are even, the election of the Chairman will be determined by the drawing of lots.

The initial number of members of the Board of Directors of Scanfil is proposed to be five (5) and it is proposed that Jorma J. Takanen , Asa-Matti Lyytinen , Tuomo Lähdesmäki , Reijo Pöllä and Jarkko Takanen be elected as regular members of the Board of Directors. It is proposed that Jorma J. Takanen be elected as the Chairman of the Board.

It is proposed that Harri Takanen be appointed as Scanfil's President. It is proposed that KPMG Oy Ab (Business ID 1805485-9) be elected as Scanfil's auditor, with Ari Ahti as the main auditor.

MAIN POINTS OF THE DEMERGER PLAN

Number of shares in the recipient company

The number of shares in the Recipient Company will be the number corresponding to the number of shares in the Demerged Company less the number of treasury shares held by the Demerged Company. On the date of signing this demerger plan, the Demerged Company holds 2,983,831 treasury shares. The estimated number of shares is therefore $60,714,270 - 2,983,831 = 57,730,439$. The shares in the Recipient Company are of a single type.

MAIN POINTS OF THE DEMERGER PLAN

Demerger consideration and time of demerger

The Board of Directors proposes that the shareholders of the Demerged Company be issued one (1) share in the Recipient Company for each share in the Demerged Company as consideration for the demerger.

No demerger consideration will be distributed on the basis of any treasury shares held by the Demerged Company. The demerger consideration will be distributed to the shareholders of Sievi Capital in proportion to their holdings. The payment of the demerger consideration to the shareholders of the Demerged Company will commence on the registration date of the demerger execution, which is estimated to be 1 January 2012.

MAIN POINTS OF THE DEMERGER PLAN

Recipient company's share capital

The share capital of the established Recipient Company is proposed to be EUR 2,000,000. The amount of the share capital does not depend on the total number of Scanfil shares distributed as Demerger Consideration.

Assets, liabilities and shareholders' equity of the demerged company and proposal for their division to the recipient company

As the result of the demerger, the Demerged Company's assets, liabilities and risks related to contract manufacturing and other industrial operations will be transferred to the Recipient Company. In accordance with this general rule, the following will be transferred to the Recipient Company:

- Scanfil EMS Oy shares
- EUR 100,000 in cash assets
- the Demerged Company's agreements related to contract manufacturing operations and
- any other assets and liabilities associated with contract manufacturing operations.

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MAIN POINTS OF THE DEMERGER PLAN

Planned registration time of the execution of the demerger

The planned registration date of the execution of the demerger is 1 January 2012. The registration date of the execution of the demerger may change.

Listing

Scanfil will apply for the listing of its shares in public trading on the Nasdaq OMX Helsinki Ltd. stock exchange from or around 3 January 2012. The quoting of the Demerged Company's shares on the Nasdaq OMX Helsinki Ltd. stock exchange will continue normally after the registration of the execution of the demerger.

THE IMPLEMENTATION OF THE DEMERGER

The implementation of the demerger has been entered in the Trade Register on 1 January 2012.

Trading in Scanfil plc shares started on the stock exchange list of the NASDAQ OMX Helsinki Stock Exchange on 2 January 2012. The trading code of the shares is SCL1V.