



PROPOSALS OF THE BOARD OF DIRECTORS AND AUDIT COMMITTEE
SCANFIL PLC'S ANNUAL GENERAL MEETING
25 APRIL 2025

SCANFIL

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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 70,308,241.25 including retained earnings EUR 36,674,749.71. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.24 per share be paid for the financial year ended on 31 December 2024. The dividend will be paid to those shareholders who, on the matching day 29 April 2025, are entered in the company's register of shareholders, kept by Euroclear Finland Oy. The proposed dividend payment date is 7 May 2025.

20 March 2025

**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.

20. March 2025

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 14 §

Resolution on the remuneration of the auditor

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

20 March 2025

SCANFIL PLC
BOARD OF DIRECTORS AND AUDIT COMMITTEE



Agenda item 15 §:

Election of the auditor

The Board of Directors proposes that Ernst & Young Oy auditing firm will be elected as the company's auditor for the term ending upon the conclusion of the next 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.

20 March 2025

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



Agenda item 16 §

Resolution on the remuneration of the sustainability reporting assurer

The board proposes that the sustainability reporting assurer be paid a fee based on a reasonable invoice

20 March 2025

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



Agenda item 17 §:

Election of the sustainability reporting assurer

The Board of Directors proposes that Ernst & Young Oy, Authorized Sustainability Audit Firm, will be elected as the company's sustainability reporting assurer for the term ending upon the conclusion of the next Annual General Meeting.

Ernst & Young Oy has informed the company that if it will be elected CPA, Authorized Sustainability Auditor (KRT) Toni Halonen would be appointed as the main auditor.

20 March 2025

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



Agenda item 18 §:

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 25 April 2024 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

20 March 2025

**SCANFIL PLC
BOARD OF DIRECTORS**

Agenda item 19 §:

Authorisation of the Board of Directors to decide on the issuance of shares, options and other special rights entitling their holders to shares to the key personnel of the group

The Board of Directors proposes to the Annual General Meeting that Board of Directors be authorized to decide on issuance of new shares and granting of option rights and other special rights entitling their holders to shares as defined under Section 1 of Chapter 10 of the Companies Act to the key personnel of the Scanfil Group as part of the group's incentive and commitment scheme mainly under the following conditions:

Shares and special rights can be given through one or more issues with or without a consideration.

The Board of Directors proposes that the number of shares to be issued or given under the authorization, including shares subscribed on the basis of special rights, may not exceed one million two hundred thousand (1,200,000) shares, corresponding to approximately 1.8% of all shares and votes at the time of the notice to the Annual General Meeting.

The Board of Directors decides on all of the conditions of the issuance of shares and the issuance of special rights entitling their holders to shares, including the criteria for determination of the subscription price of the issued shares and the final subscription price of the issued new shares, as well as the approval of the share subscriptions, the allocation of the new shares or shares held by the company to be issued and the final number of the shares to be issued.

The share issue and the issuance of special rights is proposed to include the right to deviate from the shareholders' pre-emptive subscription right, provided that there is a weighty financial reason for the deviation from the Company's point of view (directed issue). Directed 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. Under the authorization, the Board of Directors may resolve to issue shares and option rights entitling to the company without consideration.

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 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 2025

**SCANFIL PLC
BOARD OF DIRECTORS**



Agenda item 20 §:

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 25 April 2024 to decide on share issues and the issue of special rights entitling their holders to shares. The authorization shall be valid until 30 June 2026.

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 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 2025

**SCANFIL PLC
BOARD OF DIRECTORS**