



## Notice to the Scanfil plc's Extraordinary General Meeting

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Scanfil plc Stock exchange release 10 November 2022 at 4.00 p.m. EET

### Notice to the Extraordinary General Meeting

The shareholders of Scanfil plc are invited to the Extraordinary General Meeting, to be held on Thursday 1 December 2022 beginning at 12 pm at the premises of the company at Yritystie 6, 85410 Sievi.

The Board of Directors of the company has resolved on exceptional meeting procedures to resolve on the amendment of the Articles of Association based on the amendment of the Companies Act (624/2006) which came into force on 11 July 2022 and the implementing provision of the Act to amend Chapter 5 of the Companies Act (660/2022). The Extraordinary General Meeting can only decide upon the approval or rejection of the amendment to the Articles of Association allowing remote meetings, not on other matters. Shareholders of the company and their proxy representatives may participate in the meeting and exercise shareholder rights only by mail, use of telecommunication or other technical means prior to the meeting as well as by making counterproposals not subjected to a vote and presenting questions in advance. People may not participate the meeting in person at the venue nor can the meeting be followed online. Instructions for shareholders are presented in this notice under section C "Instructions for the participants in the General Meeting".

#### A. Matters on the agenda of the general meeting

At the general meeting, the following matters will be considered:

##### 1. Opening of the meeting

##### 2. Calling the meeting to order

The Chair of the Meeting will be Juha Koponen, Attorney-at-law. In case Juha Koponen would not be able to act as the Chair of the Meeting for a weighty reason, the Board of Directors will name another person it deems most suitable to act as the Chair. The Chair may appoint a secretary for the meeting.

##### 3. Election of persons to scrutinize the minutes and to supervise the counting of votes

The person to confirm the minutes and to verify the counting of votes will be Akseli Uotila, LL.M. In case Akseli Uotila would not be able to act as the person to confirm the minutes and to verify the counting of votes for a weighty reason, the Board of Directors will name another person it deems most suitable to act in that role.

##### 4. Recording the legality of the meeting

##### 5. Recording the attendance at the meeting and adoption of the list of votes

##### 6. The Board's proposal to amend the Company's Articles of Association in respect of General Meetings

The Board of Directors proposes that an addition is made to the Articles of Association concerning remote participation in the General Meeting as an alternative or without convening to a physical meeting. The amendment would be made to Section 8 of the Articles of Association (Invitation to shareholders' meeting and attendance at a shareholders' meeting).

The Section of the new Articles of Association:

*8 § Invitation to shareholders' meeting and attendance at a shareholders' meeting*

*Invitations to a shareholders' meeting shall be delivered not earlier than three (3) months and not later than three (3) weeks prior to the shareholders' meeting; however, a minimum of nine (9) days prior to the shareholders' meeting reconciliation date as defined in the Companies Act by publishing the invitation on the company's website or a newspaper decided upon by the Board of Directors or by sending the invitation to the shareholders in a letter mailed to the address specified in the company's list of shareholders. In order to attend a shareholders' meeting, shareholders must notify the company of their attendance at the latest on the date specified in the invitation to the meeting, which can be at the earliest ten (10) days before the meeting.*

*The Board of Directors may decide on alternative additional means of participating in the General Meeting so that shareholders may exercise their decision-making rights prior to or during the General Meeting by use of telecommunication or other technical means. The Board of Directors may also decide that the General Meeting is arranged without a meeting venue so that the shareholders exercise their full decision-making powers in real time by use of telecommunication or other technical means during the meeting.*

The Section of the old Articles of Association:

#### *8 § Invitation to shareholders' meeting and attendance at a shareholders' meeting*

*Invitations to a shareholders' meeting shall be delivered not earlier than three (3) months and not later than three (3) weeks prior to the shareholders' meeting; however, a minimum of nine (9) days prior to the shareholders' meeting reconciliation date as defined in the Companies Act by publishing the invitation on the company's website or a newspaper decided upon by the Board of Directors or by sending the invitation to the shareholders in a letter mailed to the address specified in the company's list of shareholders. In order to attend a shareholders' meeting, shareholders must notify the company of their attendance at the latest on the date specified in the invitation to the meeting, which can be at the earliest ten (10) days before the meeting.*

## **7. Closing of the meeting**

### **B. Documents of the general meeting**

This notice, which incorporates the agenda proposals to the Extraordinary General Meeting is available on Scanfil plc's website at [www.scanfil.com/agm](http://www.scanfil.com/agm) from 10 November 2022. Copies of these documents, this notice and proposals will be sent to shareholders upon request and will be available on the above-mentioned website at the time of the Extraordinary General Meeting.

The minutes of the meeting will be available on the abovementioned website on 15 December 2022 at the latest.

### **C. Instructions for the participants in the general meeting**

The Extraordinary General Meeting will be held in such a way that shareholders will not be able to attend the meeting place. The Extraordinary General Meeting can only resolve upon the approval or rejection of the amendment to the Articles of Association allowing remote meetings, not on other matters. The shareholders may participate and exercise their rights as shareholders in the Extraordinary General Meeting only by mail, use of telecommunication or other technical means prior to the meeting, either in person or through a proxy, and by submitting counterproposals not subjected to a vote and questions in advance in accordance with the instructions below, considering the limitations of the temporary legislative act. The voting list of the Extraordinary General Meeting and the results of the voting are determined solely on the basis of advance voting.

#### **1. Shareholders registered in the shareholders' register**

The right to participate in the Extraordinary General Meeting is held by shareholders who were entered by 21 November 2022 at the latest as shareholders in the register of Scanfil plc's shareholders kept by Euroclear Finland Oy. A shareholder, whose shares have been recorded in his/her personal book-entry account, is registered in the company's shareholders' register. A shareholder may attend the meeting only by voting in advance and submitting counterproposal not subjected to a vote and asking questions in advance as described below.

#### **2. Registration and advance voting**

Registration and advance voting will begin on 15 November 2022 at 10 am. In order to be able to vote in advance in the Extraordinary General Meeting, shareholders shall register and exercise their rights by mail, use of telecommunication or other technical means prior to the meeting with the company by 4 pm on 24 November 2022 at the latest when the registration and vote needs to be submitted. Registration for the Extraordinary General Meeting without advance voting is not considered participation in the Extraordinary General Meeting.

A shareholder, who has a personal Finnish book-entry account, may register, and vote in advance on certain items on the agenda of the Extraordinary General Meeting from 10 am on 15 November 2022 until 4 pm on 24 November 2022 by the following means:

- a) Through the Company website at [www.scanfil.com/agm](http://www.scanfil.com/agm)

The electronic registration and advance voting of shareholders who are private individuals, requires the use of strong electronic identification with Finnish online banking credentials or mobile certificate. In this connection, the shareholder may, if necessary, authorize a proxy for herself/himself.

Shareholders who are legal entities are not required to have strong electronic identification. However, the book-entry account number and other required information are required.

b) By mail or email

A shareholder may send an advance voting form, which will be made available on the Company website at [www.scanfil.com/agm](http://www.scanfil.com/agm) or corresponding information by mail to Euroclear Finland Ltd, Yhtiökokous, PL 1110, 00101 Helsinki or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

If a shareholder participates in the meeting by sending the votes in advance by mail or email to Euroclear Finland Ltd before the end of the registration and advance voting period, this delivery of votes constitutes registration for the Extraordinary General Meeting, provided that the above-mentioned information required for registration is included.

Instructions relating to advance voting may also be found at the Company website [www.scanfil.com/agm](http://www.scanfil.com/agm) at the latest on 15 November 2022 at 10 am.

Upon registration, a shareholder is requested to disclose the shareholder's name, personal/business ID, address, telephone number, book-entry number and name and personal ID of any legal representative or proxy must be reported. The personal data given by the shareholder to Scanfil plc and Euroclear Finland Oy is used only in connection with the general meeting and with the identification of the shareholder and processing of related registrations. Shareholders are requested to note that personal information provided in connection with registration and advance voting by email is possibly sent through an unsecure connection on the shareholder's own responsibility.

### **3. Proxy representative and powers of attorney**

A shareholder may participate and exercise his/her rights at the meeting only by mail, use of telecommunication or other technical means prior to the meeting by way of proxy representation.

The proxy representative of a shareholder may exercise the shareholder rights on behalf of the shareholder she/he represents only by mail, use of telecommunication or other technical means prior to the meeting in the manner instructed in this notice. The proxy representative of shareholders who are legal entities, can register the legal entity she/he represents to the Extraordinary General Meeting on the company's website [www.scanfil.com/agm](http://www.scanfil.com/agm) and proceed to the actual voting. The proxy must also send a power of attorney or a similar document stating the proxy's right to represent the legal entity to the company by e-mail to [agm@scanfil.com](mailto:agm@scanfil.com) or by mail to Scanfil plc, Extraordinary General Meeting, Yritystie 6, 85410 Sievi. Votes will be registered in the system only after a power of attorney with the required information has been submitted to the company.

A shareholder who does not vote in advance personally, may participate in the General Meeting and exercise their rights therein by a centralised proxy representative designated by the company, who is Akseli Uotila, LL.M from Borenium Attorneys Ltd. or a person independent of the company designated by him from Borenium Attorneys Ltd. Further information on the centralised proxy representative appointed by the company is available at: <https://www.borenium.com/people/akseli-uotila/>. The executed Power of Attorney including the voting instructions shall be delivered to Akseli Uotila by regular mail or by email (contact information below) prior to the end of registration and voting period, by which the said documents must be received. The authorisation of a proxy representative appointed by the company does not incur any expenses to the shareholders except for possible expenses incurring from the delivery of proxy materials.

The contact information of the proxy representative designated by the company:

mail address: Borenium Attorneys Ltd., Akseli Uotila, Eteläesplanadi 2, 00130 Helsinki.

email: [Scanfil.AGM2022@borenium.com](mailto:Scanfil.AGM2022@borenium.com)

telephone: +358 20 713 3167

Shareholders may also participate in the Extraordinary General Meeting and exercise their rights at the meeting through another proxy representative. Should a shareholder participate in the Extraordinary General Meeting by means of several proxy representatives representing the shareholder with shares on different book-entry accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration. The shareholder's proxy representative must also register and vote in advance by mail, use of telecommunication or other technical means prior to the meeting as described in this invitation. A model power of attorney and advance voting instructions will be available on the company's website at 10:00 on 15 November 2022 at the latest. Possible power of attorney including the advance voting instructions are required to be delivered by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by mail to Euroclear Finland Oy, Yhtiökokous / Scanfil plc, PL 1110, 00101 Helsinki prior to the end of registration and voting period, by which the said documents must be received.

The delivery of the power of attorney including the advance voting instructions prior to the end of registration and voting period is deemed as the registration to the Extraordinary General Meeting if the required information mentioned above are

provided. Scanfil plc may request original power of attorneys if the company considers it necessary.

#### **4. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Extraordinary General Meeting by virtue of such shares based on which he/she would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on the matching date of the Extraordinary General Meeting, 21 November 2022. Participation requires that shareholders' shares have been registered temporarily in the company's shareholders' register held by Euroclear Finland Ltd on 28 November 2022 by 10 am, at the latest. Regarding nominee registered shares, this is considered a registration for the Extraordinary General Meeting. Changes in the shareholdings after the matching date do not have an effect on the right to participate nor number of votes in the Extraordinary General Meeting.

It is recommended that the holder of a nominee registered share request the asset manager to provide the necessary instruction concerning registration in the temporary shareholders' register, issuance of proxies and registration for the Extraordinary General Meeting in a timely manner. Asset managers' custodian bank must register a holder of nominee registered shares, who wants to participate in the Extraordinary General Meeting, into the temporary shareholders' register of the company at the latest by the time stated above and ensure the advance voting for the holder of the nominee registered shares.

#### **5. Other instructions and information**

Pursuant to Chapter 5 Section 25 of the Companies Act, a shareholder may present questions with respect to the matters to be considered at the Extraordinary General Meeting no later than 17 November 2022 at 4 pm. Questions can be delivered by email [agm@scanfil.com](mailto:agm@scanfil.com) or mail Scanfil plc, Extraordinary General Meeting, Yritystie 6, 85419 Sievi, Finland. Such questions by shareholders and responses of the company's management to such questions and possible counterproposals not taken into agenda and voting will be available on the company's website at [www.scanfil.com/agm](http://www.scanfil.com/agm) by no later than 22 November 2022. As a prerequisite for presenting questions and counterproposals, a shareholder must present evidence of his/her shareholding.

On the date of this notice, 10 November 2022, the total number of shares and votes in Scanfil plc is 64,959,993 shares and votes. On the date of this notice the company holds 118,738 own shares. According to the Finnish Companies Act, shares held by the Company, or its subsidiary are not entitled to attend the Extraordinary General Meeting.

10 November 2022  
Scanfil Plc  
The Board of Directors

#### **Attachments**

- [Download announcement as PDF.pdf](#)