



## Notice of the Annual General Meeting of Scanfil plc

22.3.2023 11:00:00 EET | Scanfil Oyj | Notice to general meeting

Scanfil plc Notice of the Annual General Meeting 22 March 2023 at 11.00 a.m. EET

### Notice of the Annual General Meeting of Scanfil plc

The shareholders of Scanfil plc are invited to the Annual General Meeting, to be held on Thursday 27 April 2023 beginning at 12:00 p.m. EEST.

The General Meeting will be held without a meeting venue using remote connection in real time, in accordance with Section 8 of the Articles of Association of the Company and Chapter 5, Section 16 Subsection 3 of the Finnish Limited Liability Companies Act. Instructions for participation are provided in section C of this notice. The Company's shareholders may also exercise their voting rights by voting in advance. Instructions for advance voting are provided in section C of this notice.

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

##### 1. Opening of the meeting

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

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

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

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

##### 6. Presentation of the annual accounts, the report of the board of directors and the auditor's report for the year 2022.

- Review by the CEO

- Company's Financial Statements, consolidated Financial Statements, the Report of the Board of Directors and Auditor's Report for the financial year 2022 will be published at the latest on the 29 March 2023 and made available on the company's website: [www.scanfil.com/agm](http://www.scanfil.com/agm).

##### 7. Adoption of the Financial Statements and the Consolidated Financial Statements

##### 8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The parent company's distributable funds are EUR 63,779,792.03 including retained earnings EUR 30,011,400.49. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.21 per share be paid for the financial year ending on 31 December 2022. The preliminary dividend matching day is 2 May 2023. The dividend will be paid to those shareholders who, on the matching day, are entered in the Company's Register of Shareholders, kept by Euroclear Finland Ltd. The proposed dividend payment date is 9 May 2023.

##### 9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability

##### 10. Handling of the Remuneration Report for governing bodies

The Remuneration Report will be published at the latest on 29 March 2023 and it will be available on the Company's website [www.scanfil.com/agm](http://www.scanfil.com/agm).

##### 11. 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 4,800/month (current EUR 4,500/month),

member of the Board of Directors EUR 3,000/month (current EUR 2,800/month) and additionally to a member of the Committee EUR 700/meeting (current EUR 650/meeting) and additionally to the Chairman of the Audit Committee EUR 350/month (current EUR 300/month). Additional fee of EUR 350 per face-to-face meeting held outside of the Board Members country of residence (currently EUR 300/face-to-face meeting) will be paid. Board members' travel expenses are paid in accordance with the company's travel policy.

## **12. 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).

## **13. 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 over 40% of the shares and votes proposes, that the Annual General Meeting will re-elect the following board members: Harri Takanen (born 1968), Bengt Engström (born 1953), Christina Lindstedt (born 1968) and Juha Räisänen (born 1958) and Minna Yrjönmäki (born 1967) and Thomas Dekorsy (born 1963) to be elected as new members of the Board of Directors. 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 nominated persons have given their consent to the election. All Board Member nominees, except Harri Takanen, are independent of the company's largest shareholders and independent of the company.

More information about the current and nominated Members of the Board of Directors can be found at [www.scanfil.com/board-of-directors](http://www.scanfil.com/board-of-directors).

## **14. Remuneration of the Auditor**

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

## **15. Election of the Auditor**

The Board of Directors proposes that KPMG Oy Ab auditing firm will continue as the company's auditor. The term begins at the end of the 2023 Annual General Meeting and ends at the end of the 2024 Annual General Meeting.

KPMG Oy Ab has informed the Company that if it will be re-elected CPA Janna Kivimäki would be appointed as the main auditor.

## **16. Authorizing the Board to decide on purchasing 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 repurchase 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 the summons to 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 21 April 2022 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

## **17. Authorizing the Board of Directors to decide on share issue, granting shares and issue of special rights entitling 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 18.5% of all of the company's shares at the time of publication the summons to 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 a weighty financial reason.

The authorization cancels the authorization given in the Annual General Meeting on 21 April 2022 to decide on share issues and the issue of special rights entitling their holders to share. The authorization shall be valid until 30 June 2024.

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 authorization 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 (a) authorization registered on 26 May 2016 at 14:21:08 maximum of 900,000 pcs of shares and (b) authorization registered on 22 May 2019 at 15:05:25 maximum of 900,000 pcs of shares), (ii) already registered option and special rights entitling their holders to shares decisions (decisions registered P004 (29.12.2016 / 15:44:02), P005 (07.12.2017/10:45:54), P006 (22.07.2019/09:26:54), 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.

## **18. Closing of the meeting**

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

This notice, which incorporates the agenda proposals to the Annual General Meeting is available on Scanfil plc's website at [www.scanfil.com/agm](http://www.scanfil.com/agm). Scanfil plc's annual accounts, the report of the Board of Directors and the auditor's report and remuneration statement as well as corporate governance statement will be available on the above mentioned website at the latest on 29 March 2023.

The minutes of the meeting will be available on the above mentioned website at the latest on 11 May 2023 at the latest.

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

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

The right to participate in the Annual General Meeting is held by shareholders who were entered by 17 April 2023 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 Finnish book-entry account, is registered in the company's shareholders' register.

Registration for the Annual General Meeting will begin on 3 April 2023 at 10:00 a.m. EEST. A shareholder who is registered in the Company's shareholders' register and who wishes to participate in the Annual General Meeting, must register his/her participation no later than 21 April 2023 at 4:00 p.m. EEST, by which time the notice of participation must be received. The registration can be done in the following ways:

a) Via company website at [www.scanfil.com/agm](http://www.scanfil.com/agm)

Private persons can register electronically by utilizing Euroclear's electronic general meeting service access. Registering requires strong electronic identification with a bank ID or mobile certificate. In this context, the shareholder can, if necessary, authorize a representative.

Legal entities are not required to have strong electronic identification. However, the legal entities must provide the number of share account and other required information.

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/Scanfil Oyj, P.O. Box 1110, FI-00101 Helsinki, Finland or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu).

## **2. Holders of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the Annual 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 Annual General Meeting, 17 April 2023. Participation requires that shareholders' shares have been registered temporarily in the company's shareholders' register held by Euroclear Finland Ltd on 24 April 2023 by 10 a.m. EEST, at the latest. With regard to nominee-registered shares, this is considered a registration for the Annual General Meeting. Changes in the shareholdings after the matching date do not have an effect on right to participate nor number of votes in the Annual 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 voting instructions, registration for the Annual General Meeting and remote participation as well as advance voting in a timely manner. Asset managers' custodian bank has to register a holder of nominee- registered shares, who wants to participate in the Annual 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. Instructions related to this matter may also be found at the Company website [www.scanfil.com/agm](http://www.scanfil.com/agm).

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

A shareholder may participate in the general meeting and exercise his/her rights at the meeting by way of proxy representation. The proxy representative of a shareholder may also participate by voting in advance in the manner instructed in this notice. The proxy representative must present a dated power of attorney, or otherwise prove in a reliable manner that he is entitled to represent the shareholder at the general meeting. A template for a power of attorney and voting instructions is available on the company's website [www.scanfil.com/agm](http://www.scanfil.com/agm). If the shareholder participates in the general meeting through several proxies, who represent the shareholder with shares in different book-entry accounts, the shares on the basis of which each proxy represents the shareholder must be indicated when registering.

The proxy must send a possible power of attorney by mail to Euroclear Finland Oy, Yhtiökokous / Scanfil plc, PL 1110, 00101 Helsinki, Finland or by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) before the registration ends. In addition to the delivery of proxies, the shareholder or his/her proxy must take care of registering for the Annual General Meeting as described above in this invitation.

Shareholders that are legal persons can also use the electronic [Suomi.fi](http://Suomi.fi) authorization service instead of the traditional proxy in Euroclear Finland Ltd's general meeting service. In this case, the shareholder that is legal person authorizes an assignee nominated by it in the [Suomi.fi](http://Suomi.fi) service at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) using the authorization topic "Representation at the General Meeting".

The proxy must identify himself/herself with strong electronic authentication in Euroclear Finland Ltd's general meeting service when registering, after which the electronic mandate is automatically checked. The strong electronic authentication works with personal bank IDs or a mobile certificate. More information on [www.suomi.fi/e-authorization](http://www.suomi.fi/e-authorization).

## **4. Participation in a remote meeting**

A shareholder who has the right to participate in the Annual General Meeting and whose shares are registered in his personal Finnish book-entry account can also participate in the meeting via a remote connection. A shareholder participating via remote connection has the right to vote during the meeting.

The remote connection to the Annual General Meeting is implemented through the online General Meeting service provided by Euroclear Finland Ltd which includes a video and audio connection to the Annual General Meeting. Participating in a remote meeting does not require paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound reproduction and a microphone for asking oral

questions or speeches. To participate, it is recommended to use the latest versions of the most common browsers in use. The participation link and username and password for remote participation will be sent by e-mail to the e-mail address provided during registration after the end of the registration period and approximately two hours before the meeting. It is recommended to test the network connection and log into the meeting system well in advance of the meeting's start time. More detailed information about the general meeting service, additional instructions for the proxy when he/she represents several shareholders, the service provider's contact information and instructions for possible disruptions can be found on the Company's website at [www.scanfil.com/agm](http://www.scanfil.com/agm) no later than 3 April 2023. It is recommended that you familiarize yourself with the more detailed participation instructions before the start of the Annual General Meeting.

## 5. Voting in advance

Shareholders with a Finnish book-entry account may vote in advance 3 April 2023 at 9:00 a.m. EEST until 21 April 2023 at 4:00 p.m. EEST. Agenda items which can be voted are 7–9 and 11–17.

a) Via company website at [www.scanfil.com/agm](http://www.scanfil.com/agm)

b) by sending the advance voting form available on the Company's website or corresponding information to Euroclear Finland Ltd by email to [yhtiokokous@euroclear.eu](mailto:yhtiokokous@euroclear.eu) or by regular mail to Euroclear Finland Oy, Yhtiökokous/Scanfil Oyj, P.O. Box 1110, FI-00101 Helsinki.

The advance votes has to be delivered at the latest when the registration time ends. Submitting votes in this way before the end of registration and advance voting is considered registration for the general meeting, as long as it shows the above-mentioned information required for registration.

A shareholder who has voted in advance cannot request information under the Finnish Limited Liability Companies Act or request a voting at the Annual General Meeting if they or their proxy representative is not present at the General Meeting by using remote connections.

With regards to holders of nominee registered shares, the advance voting is performed via the account manager of their custodian. The account manager of their custodian may vote in advance on behalf of the holders of nominee registered shares it represents, in accordance with the voting instructions provided by them, during the advance voting period for holders of nominee registered shares.

An agenda item subject to advance voting, is considered to have been presented unchanged to the Annual General Meeting. Conditions related to the electronic advance voting and other related instructions are available on the Company's website at [www.scanfil.com/agm](http://www.scanfil.com/agm)

## 6. Other instructions and information

Meeting will be held in Finnish.

The shareholder present at the Annual General Meeting has the right to ask questions about the matters discussed at the meeting in accordance with Chapter 5, Section 25 of the Limited Liability Companies Act. The shareholder can exercise his/her right to question during the meeting in writing. The Annual General Meeting can, under the conditions laid down in Chapter 5, Section 25a of the Limited Liability Companies Act, decide on the principles by which questions presented in writing can be combined and modified. The answers of the company's management to the questions presented in writing during the meeting will be published on the company's website within two weeks of the meeting. However, the Annual General Meeting can decide that the question must be answered at the Annual General Meeting.

Changes in shareholding after the record date do not affect the right to participate in the General Meeting nor the number of voting rights.

On the date of this notice, 22 March 2023, 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 98,738 own shares. According to the Finnish Companies Act, shares held by the Company or its subsidiary are not entitled to attend the Annual General Meeting.

22 March 2023

Scanfil Plc

The Board of Directors

## Attachments

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