



Decisions of the Annual General Meeting of Scanfil plc on 25 April 2025

25.4.2025 16:30:00 EEST | Scanfil Oyj | Decisions of general meeting

Scanfil plc Decisions of General Meeting 25 April 2025 at 4.30 p.m. EEST

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The Annual General Meeting of Scanfil plc was held without a meeting venue using a remote connection in real time on 27 April 2025 starting at 12.00 p.m. EEST in accordance with Section 8 of the Company's Articles of Association and Chapter 5, Section 16 Subsection 3 of the Finnish Limited Liability Companies Act.

Scanfil plc's Annual General Meeting confirmed the Financial Statements for 2024 and discharged the Board of Directors and the CEO from liability. The Annual General Meeting considered the Remuneration Report for Governing Bodies.

Dividend

According to the Board of Directors' proposal, The Annual General Meeting decided to distribute a dividend total of EUR 0.24 per outstanding share. The record date for the payment of dividend is 29 April 2025, and the date of payment of the dividend is 7 May 2025.

The Board of Directors and the Auditor

The Meeting resolved that the Board of Directors consist of six members. Harri Takanen, Thomas Dekorsy, Bengt Engström, Christina Lindstedt and Juha Räisänen and Minna Yrjömäki were re-elected as members of the Board of Directors.

In its meeting, held after the General Meeting, the Board of Directors elected Harri Takanen as the Chair of the Board of Directors. The Board further resolved to organize the Audit Committee as follows: Juha Räisänen (chair), Christina Lindstedt and Minna Yrjömäki.

Following the Annual General Meeting, the Board of Directors has reassessed the members' independence. Thomas Dekorsy, Bengt Engström, Christina Lindstedt, Juha Räisänen and Minna Yrjömäki are independent of the Company and major shareholders. Harri Takanen is not independent of the Company and major shareholders. A more detailed description of the independence assessment of the Board members is available on the Company's website.

The meeting decided that the remuneration of Chair of the Board of Directors is EUR 63,000/year, and the remuneration of a member of the Board of Directors is EUR 41,000/year. Additionally, members of the Committee will receive a compensation of EUR 800/meeting and the Chair of the Audit Committee EUR 6,000/year. Annual compensations are paid monthly. In addition, a fee of EUR 400 per face-to-face meeting held outside of the Board Members' country of residence will be paid. Board members' travel expenses are paid in accordance with the Company's travel policy.

The remuneration for the auditor shall be paid against the auditor's reasonable invoice.

Ernst & Young Oy, a company of Authorized Public Accountants, was elected as the Company's auditor and the main auditor is CPA, Authorized Sustainability Auditor (KRT) Toni Halonen. Ernst & Young Oy will also carry out the assurance of the company's sustainability reporting for the financial year 2025. The auditor is appointed to a term ending to Annual General Meeting in 2026.

Authorization on the acquisition of the Company's own shares

The Meeting decided according to the Board of Directors' proposal to authorize the Board of Directors to decide on the acquisition of the Company's own shares. The maximum number of the shares to be repurchased shall not exceed 5,000,000 shares. 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.

Shares will be purchased in another proportion than that of the holdings of the current shareholders. Purchasing will take place through public trading arranged by Nasdaq Helsinki Oy at the market price on the date on which the acquisition is made or otherwise at a price formed on the market.

The authorization cancels the authorization given in the Annual General Meeting on 25 April 2024 to repurchase the Company's own shares. The authorization will remain in force for 18 months after it is issued.

Authorization 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 Annual General Meeting authorized the Board of Directors be to decide on the issuance of new shares and granting of option rights and other special rights entitling their holders to shares. Shares and special rights can be given through one or more issues with or without consideration. 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.

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 authorization, the Board of Directors may resolve to issue shares and option rights entitling to the company without consideration.

Authorization to decide on share issue, granting shares and issue of special rights entitling to shares

The Meeting decided according to the Board of Directors' proposal to authorize the Board of Directors to decide on share issues and granting option rights. The number of shares to be issued based on the authorization can be no more than 12,000,000 shares.

The Board shall decide on the terms and conditions of share issues. The authorization concerns both the issue of new shares and the transfer of treasury shares. Shares can be issued in deviation from the shareholders' pre-emptive rights (directed issue).

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 share. The authorization shall be valid until 30 June 2026.

The minutes of the Annual General Meeting will be available on the Company's website, www.scanfil.com/agm, 9 May 2025 at the latest.

Scanfil plc

The Board of Directors

Scanfil plc is the largest European stock-listed Electronics Manufacturing Service company (EMS) with EUR 780 million turnover in 2024. It serves global industry leaders in Industrial, Energy & Cleantech as well as the Medtech & Life Science customer segments. Scanfil's objective is to increase customer value by helping them to become more competitive and to be their global, preferred supply chain, and long-term manufacturing partner. www.scanfil.com

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Attachments

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