



## Decisions of the Annual General Meeting of Scanfil plc on 24 April 2026

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Scanfil plc Decisions of General Meeting 24 April 2026 at 3.00 p.m. EEST

### Decisions of the Annual General Meeting of Scanfil plc on 24 April 2026

The Annual General Meeting of Scanfil plc was held without a meeting venue using a remote connection in real time on 24 April 2026 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 adopted the Financial Statements for 2025 and discharged the Board of Directors and the CEO from liability. The Annual General Meeting adopted 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 0.25 per outstanding share. The record date for the payment of dividend is 28 April 2026, and the date of payment of the dividend is 6 May 2026.

#### The Board of Directors and the Auditor

The Meeting resolved that the Board of Directors consists of six members. Harri Takanen, Thomas Dekorsy, Bengt Engström, Christina Lindstedt, Juha Räisänen and Minna Yrjönmäki 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 Yrjönmäki.

Following the Annual General Meeting, the Board of Directors has reassessed the members' independence. Thomas Dekorsy, Bengt Engström, Christina Lindstedt, Juha Räisänen and Minna Yrjönmäki are independent of the Company and its major shareholders. Harri Takanen is not independent of the Company nor its major shareholders. A more detailed description of the independence assessment of the Board members is available on the Company's website at [www.scanfil.com](http://www.scanfil.com).

The meeting decided that the remuneration of Chair of the Board of Directors is EUR 66,000/year, and the remuneration of a member of the Board of Directors is EUR 43,000/year. Additionally, members of the Audit Committee will receive a compensation of EUR 840/meeting and the Chair of the Audit Committee EUR 6,300/year. Annual compensations are paid monthly. In addition, a fee of EUR 420 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 2026. The auditor is appointed to a term ending upon the conclusion of the Annual General Meeting in 2027.

#### Authorization on the acquisition of the Company's own shares

The Meeting authorized 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.

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 authorization cancels the authorization given in the Annual General Meeting on 25 April 2025 to repurchase the Company's own shares. The authorization is valid for 18 months from when it was granted.

#### Authorization to decide on the issuance of shares, options and other special rights entitling their holders to shares

The Annual General Meeting authorized the Board of Directors to decide on giving or granting shares, and issue special rights entitling 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 twelve million (12,000,000) shares.

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 2025 to decide on share issues and the issue of special rights entitling their holders to shares. The authorization shall be valid until 30 June 2027.

The minutes of the Annual General Meeting will be available on the Company's website, <http://www.scanfil.com/agm>, as of 8 May 2026 at the latest.

## **Scanfil plc**

The Board of Directors

Scanfil plc is one of the biggest European electronics manufacturing services (EMS) companies. The company serves global sector leaders in Aerospace & Defense, Energy & Cleantech, Industrial, and Medtech & Life Science. The company's services include design services, prototype manufacturing, design for manufacturability (DFM) services, test development, supply chain and logistics services, circuit board assembly, manufacture of subsystems and components, and complex systems integration services. Scanfil's objective is to grow customer value by improving their competitiveness and by being their primary supply chain partner and long-term manufacturing partner internationally. Scanfil's longest-standing customer account has continued for more than 40 years. The company has global supply capabilities and 16 production facilities across four continents. [www.scanfil.com](http://www.scanfil.com)

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## **Attachments**

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