



Decisions of the Annual General Meeting of Scanfil plc on 25 April 2024

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Scanfil plc Decisions of General Meeting 25 April 2024 at 3.45 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 25 April 2024 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 2023 and discharged the Board of Directors and the CEO from liability. The Annual General Meeting considered the Remuneration Report and Policy for Governing Bodies.

Dividend

According to the Board of Directors' proposal, The Annual General Meeting decided to distribute a dividend total of EUR 0.23 per outstanding share. The record date for the payment of dividend is 29 April 2024, and the date of payment of the dividend is 7 May 2024.

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 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: the members of the Audit Committee are 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 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 5,000/month, and the remuneration of a member of the Board of Directors is EUR 3,200/month. Additionally, members of the Committee will receive a compensation of EUR 750/meeting and the Chair of the Audit Committee EUR 380/month. In addition, a fee of EUR 380 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 Toni Halonen. Ernst & Young Oy will also carry out the assurance of the company's sustainability reporting for the financial year 2024 in accordance with the transitional provision of the act changing the Finnish Limited Liability Companies Act (1252/2023). The auditor is appointed to a term ending to Annual General Meeting in 2025.

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 27 April 2023 to repurchase the Company's own shares. The authorization will remain in force for 18 months after it is issued.

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 27 April 2023 to decide on share issues and the issue of special rights entitling their holders to share. The authorization shall be valid until 30 June 2025.

Decision on establishing Shareholders' Nomination Board

The Annual General Meeting resolved to establish a Shareholders' Nomination Board to prepare proposals to upcoming annual general meetings and, where necessary, to any extraordinary general meetings concerning the election of the board members and remuneration of the members of the Board of Directors and of board committee members. The Nomination Board is also responsible for ensuring that the Board of Directors and its members have a sufficient level of knowledge and experience that corresponds to the needs of the company. In addition, the Charter of the Shareholders' Nomination Board was adopted. The proposal of the Board of Directors is available on the company's website www.scanfil.com/agm.

The Nomination Board has three members. Two of those members are representatives appointed by the two largest shareholders, and the Chair of the Board of Directors is the third member of the Nomination Board. Each year, those two shareholders that hold the largest share of the votes conferred by all shares in the company pursuant to the shareholders' register maintained by Euroclear Finland Oy on the first working day of the September preceding the applicable annual general meeting, will be entitled to appoint members that represent the shareholders.

The minutes of the Annual General Meeting will be available on the Company's website, www.scanfil.com/agm, 9 May 2024 at the latest.

Scanfil plc

The Board of Directors

Scanfil is an international manufacturing partner and system supplier for the electronics industry with over 45 years of experience in demanding manufacturing. Scanfil provides its customers with an extensive array of services, ranging from product design to product manufacturing, material procurement and logistics solutions. Vertically integrated production and a comprehensive supply chain are the foundation of Scanfil's competitive advantages: speed, flexibility and reliability.

Typical Scanfil products are modules or integrated products for e.g. self-service application, automation systems, wireless connectivity modules, climate control systems, collection and sorting systems, analyzers and weather solutions. Scanfil services are used by numerous international automation, safety, energy, cleantech and health service providers, as well as companies operating in the field of urbanisation. Scanfil's network of factories consists of 9 production units in Europe, Asia and North America. Read more: www.scanfil.com

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Attachments

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