



Notice of the Annual General Meeting of Scanfil plc

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Notice of the Annual General Meeting of Scanfil plc

Notice is given to the shareholders of Scanfil plc of the Annual General Meeting to be held on 25 April 2025 at 12:00 p.m. EEST.

The General Meeting will be held without a meeting venue as a remote meeting referred to in Section 8 of the Articles of Association and in Chapter 5, Section 16(3) of the Finnish Limited Liability Companies Act using a real-time remote connection. Instructions to participants have been provided in Part C of this notice.

Shareholders may also exercise their voting rights by voting in advance. Instructions on advance voting have been provided in Part C of this notice of the General Meeting.

A. Matters on the agenda of the General Meeting

The following matters will be discussed at the General Meeting:

- 1. Opening of the Meeting**
- 2. Calling the Meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording of the legality of the Meeting**
- 5. Recording of the attendance at the Meeting and adoption of the list of votes**

6. Presentation of the financial statements, the report of the Board of Directors and the auditor's report for the year 2024

The company's Financial Statements, consolidated Financial Statements, the Report of the Board of Directors and Auditor's Report for the year 2024 will be published 28 March 2025 and made available on the company's website:

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 distribution of dividend

The parent company's distributable funds are EUR 70,308,241.25 including retained earnings EUR 36,674,749.71. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.24 per share be paid for the financial year ended on 31 December 2024. The dividend will be paid to those shareholders who, on the matching day 29 April 2025, are entered in the company's register of shareholders, kept by Euroclear Finland Oy. The proposed dividend payment date is 7 May 2025.

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 on 28 March 2025 and it will be available on the company's website

www.scanfil.com/agm.

11. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes that the annual remuneration for the members of the Board of Directors is as follows: Chairman of the Board of Directors EUR 63,000 (currently EUR 60,000), member of the Board of Directors EUR 41 000 (currently EUR 38,400) and additionally to a member of the Committee EUR 800/meeting (currently EUR 750/meeting) and additionally to the Chairman of the Audit Committee EUR 6,000 (currently EUR 4,560). Remuneration shall be paid monthly. Additional fee of EUR 400 per face-to-face meeting held outside of the Board members' country of residence (currently EUR 380/face-to-face meeting) will be paid. Travel expenses of the members of the Board of Directors and other expenses directly related to the work of the Boards and Committees would be reimbursed in accordance with the company's travel policy.

12. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board 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 Shareholders' Nomination Board 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), Juha Räisänen (born 1958), Thomas Dekorsy (born 1963) and Minna Yrjönmäki (born 1967).

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 Board Member nominees, except Harri Takanen, are independent of the company's largest shareholders and independent of the company.

More information about proposed Members of the Board of Directors can be found at www.scanfil.com/board-of-directors.

14. Resolution on the 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 Ernst & Young Oy auditing firm will be elected as the company's auditor for the term ending upon the conclusion of the next Annual General Meeting.

Ernst & Young Oy has informed the company that if it will be elected CPA Toni Halonen would be appointed as the main auditor.

16. Resolution on the remuneration of the sustainability reporting assurer

The board proposes that the sustainability reporting assurer be paid a fee based on a reasonable invoice.

17. Election of the sustainability reporting assurer

The Board of Directors proposes that Ernst & Young Oy, Authorized Sustainability Audit Firm, will be elected as the company's sustainability reporting assurer for the term ending upon the conclusion of the next Annual General Meeting.

Ernst & Young Oy has informed the company that if it will be elected CPA, Authorized Sustainability Auditor (KRT) Toni Halonen would be appointed as the main auditor.

18. Authorisation of the Board of Directors to decide on the acquisition of 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 that summons 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 25 April 2024 to repurchase the company's own shares. The authorization is valid for 18 months from when it was granted.

19. Authorisation of the Board of Directors 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 Board of Directors proposes to the Annual General Meeting that Board of Directors be authorized to decide on issuance of new shares and granting of option rights and other special rights entitling their holders to shares as defined under Section 1 of Chapter 10 of the Companies Act to the key personnel of the Scanfil Group as part of the group's incentive and commitment scheme mainly under the following conditions:

Shares and special rights can be given through one or more issues with or without a consideration.

The Board of Directors proposes that 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, corresponding to approximately 1.8% of all shares and votes at the time of the notice to the Annual General Meeting.

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

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 earlier authorizations 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 authorization registered on 5 July 2022 at 12:55:56 maximum of 1,200,000 pcs of shares), (ii) already registered option and special rights entitling their holders to shares decisions (decisions registered 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.

20. Authorisation of the Board of Directors to decide on the issuance of shares, options and other special rights entitling their holders 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 approximately 18.4% of all of the company's shares at the time of publication that summons 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 an especially weighty financial reason.

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

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 earlier authorizations 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 authorization registered on 5 July 2022 at 12:55:56 maximum of 1,200,000 pcs of shares), (ii) already registered option and special rights entitling their holders to shares decisions (decisions registered 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.

21. Closing of the Meeting

B. Documents of the General Meeting

The above-mentioned proposals for resolutions on the agenda of the General Meeting and this notice are available on Scanfil plc's website at www.scanfil.com/agm. Scanfil plc's financial statements, report of the Board of Directors and auditor's report as well as remuneration report will be available on the above-mentioned website no later than 4 April 2025. The proposals for resolutions and other documents mentioned above will also be available at the General Meeting.

The minutes of the General Meeting will be available on the above-mentioned website as of 9 May 2025 at the latest.

C. Instructions for Meeting participants

1. Shareholders recorded in the shareholders' register

Shareholders who are registered in the shareholders' register of the company held by Euroclear Finland Oy on the record date of the General Meeting 11 April 2025 are entitled to participate in the General Meeting. A shareholder whose shares are registered in their personal Finnish book-entry account is entered in the shareholders' register of the company.

Registration for the General Meeting starts on 21 March 2025 at 10:00 a.m. EET. A shareholder who is entered in the shareholders' register of the company and who wishes to attend the General Meeting must register no later than 17 April 2025 at 4:00 p.m. EEST, by which time the registration must be received. Shareholders can register for the General Meeting:

a) via the company's website at 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. 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 e-mail or mail.

A shareholder registering by e-mail or mail must send a registration form, which will be made available on the company website at www.scanfil.com/agm or corresponding information by mail to Euroclear Finland Oy, Yhtiökokous/Scanfil Oyj, P.O. Box 1110, FI-00101 Helsinki, Finland or by email to yhtiokokous@euroclear.com.

When registering, shareholders must provide the requested information, such as the shareholder's name, date of birth/personal identification number or business ID, address, telephone number and e-mail address and the name of any assistant or proxy representative and the proxy representative's date of birth/personal identification number. The personal data provided to Scanfil plc by shareholders will only be used in connection with the General Meeting and the processing of the necessary registrations related thereto.

2. Holders of nominee-registered shares

Holders of nominee-registered shares are entitled to participate in the General Meeting on the basis of the shares that would entitle them to, on the record date of the General Meeting, i.e. 11 April 2025, be entered in the shareholders' register held by Euroclear Finland Oy. Participation also requires that the shareholder is temporarily entered in the shareholders' register held by Euroclear Finland Oy on the basis of such shares by 22 April 2025 by 10:00 a.m. EEST at the latest. As regards nominee-registered shares, this constitutes due registration for the General Meeting. Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes held by a shareholder.

Holders of nominee-registered shares are advised to request well in advance the necessary instructions regarding temporary registration in the shareholders' register, the issuing of proxy documents and voting instructions, and registration for the General Meeting as well as remote participation and advance voting from their custodian bank. The account manager of the custodian bank has to temporarily register the holder of nominee-registered shares who wishes to attend the Annual General Meeting in the shareholders' register of the company by the aforementioned date and time at the latest and, if necessary, arrange for advance voting on behalf of the holder of nominee-registered shares before the end of the registration period for holders of nominee-registered shares. Further information is also available on the company's website at www.scanfil.com/agm.

3. Proxy representatives and proxy documents

Shareholders may attend the General Meeting and exercise their rights at the Meeting through a proxy representative. A shareholder's proxy representative may also elect to vote in advance as described in this notice if they so wish. The shareholder's proxy representative must present a dated proxy document or otherwise prove in a reliable manner that they are entitled to represent the shareholder at the General Meeting. A model proxy document and voting instructions are available on the company's website at www.scanfil.com/agm. If a shareholder participates in the General Meeting through several proxy representatives representing the shareholder with shares held in different securities accounts, the shares on the basis of which each proxy representative represents the shareholder must be specified in connection with the registration.

Any proxy documents must be submitted by mail to Euroclear Finland Oy, Yhtiökokous/Scanfil Oyj, PL 1110, FI-00101 Helsinki or by e-mail to yhtiokokous@euroclear.com before the end of the registration period. In addition to submitting the proxy documents, the shareholder or their proxy representative must register for the General Meeting as described above in this notice.

Shareholders that are legal entities can also use the suomi.fi e-Authorizations service instead of a traditional proxy document. The proxy representative will be authorised in the suomi.fi e-Authorizations service at

www.suomi.fi/e-authorizations (mandate "Representation at the General Meeting"). In the general meeting service, the authorised person must in connection with the registration identify themselves by using strong electronic identification, after which the electronic mandate is automatically checked. Strong electronic identification requires Finnish online banking codes or a mobile certificate. More information on the electronic authorisation is available at www.suomi.fi/e-authorizations.

4. Participation instructions

Shareholders who have the right to participate in the General Meeting will participate in the Meeting and exercise their full rights in real time during the Meeting using a remote connection.

Remote access to the General Meeting will be provided through the online General Meeting service provided by Euroclear Finland Oy, which includes video and audio access to the General Meeting. Participating in the remote meeting does not require any paid software or downloads. In addition to an internet connection, participation requires a computer, smartphone or tablet with speakers or headphones for sound and a microphone for posing questions or speaking. To participate, participants are recommended to use the latest versions of the most common browsers.

The participation link and username and password for remote participation will be sent by e-mail to the e-mail address provided in connection with the registration after the end of the registration period and approximately two hours before the meeting. It is advisable to test the network connection and log in to the meeting system well in advance of the meeting's start time.

More detailed information on the general meeting service, additional instructions to proxy representatives representing more than one shareholder, contact details of the service provider and instructions in case of possible disruptions can be found on the company's website at www.scanfil.com/agm on 4 April 2025 at the latest. It is recommended that participants read the detailed participation instructions before the Meeting.

5. Advance voting

A shareholder who has a Finnish book-entry account may vote in advance between 21 March 2025 at 10:00 a.m. EET and 17 April 2025 at 4:00 p.m. EEST on items 7-20 on the agenda of the General Meeting

a) via the company's website

b) by submitting the advance voting form available on the company's website or equivalent information to Euroclear Finland Oy by e-mail to yhtiokokous@euroclear.com or by mail to Euroclear Finland Oy, Yhtiökokous/Scanfil Oyj, P.O. Box 1110, FI-00101 Helsinki.

Advance votes must be received by the time the advance voting ends. The submission of votes in this way before the end of the registration and advance voting period constitutes due registration for the General Meeting, provided that it contains the above information required for registration.

A shareholder who has voted in advance cannot exercise the right to ask questions under the Finnish Companies Act or demand a vote unless they attend the General Meeting in person or by proxy remotely.

With respect to nominee-registered shareholders, the advance voting is carried out via the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares whom they represent in accordance with the voting instructions given by such holders of nominee-registered shares during the registration period set for the nominee-registered shareholders.

Proposals for resolutions that are subject to advance voting are deemed to have been presented at the General Meeting without any changes. The conditions and other instructions regarding electronic advance voting are available on the company's website at www.scanfil.com/agm.

6. Other instructions and information

The meeting will be conducted primarily in Finnish, but possible questions may also be answered in English.

Shareholders present at the General Meeting have the right to ask questions about the matters discussed at the Meeting in accordance with Chapter 5, Section 25 of the Finnish Companies Act. Shareholders may exercise their right to ask questions during the Meeting also in writing. The General Meeting may, under the conditions provided for in Chapter 5, Section 25 of the Finnish Companies Act, decide on the principles in accordance with which questions submitted in writing may be combined and edited. The answers of the company's management to the questions submitted in writing during the Meeting will be published on the company's website within two weeks of the Meeting. However, the General Meeting may decide that the question must be answered at the Meeting.

Changes in shareholding after the record date of the General Meeting do not affect the right to participate in the General Meeting or the number of votes held by a shareholder.

On the date of this notice of the Meeting, i.e. 20 March 2025, Scanfil plc has a total of 65,349,993 shares representing the same number of votes. On 20 March 2025, the company holds directly and through subsidiaries a total of 48,738 of its own shares which do not entitle the company to vote at the General Meeting.

20 March 2025

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

Attachments

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