

SCANFIL

**PROPOSALS TO THE ANNUAL GENERAL MEETING
OF SCANFIL PLC
ON APRIL 8, 2010**

1. Proposal for the use of the profit shown on the balance sheet and the payment of dividend
2. Proposal on the remuneration of the members of the Board of Directors and the auditor
3. Proposal on the number of members of the Board of Directors
4. Proposal by the Nomination Committee for composition of the Board of Directors
5. Proposal by the Board of Directors for amendment of the Articles of Association
6. Proposal by the Board of Directors on authorization of the Board of Directors to decide on the repurchase of own shares of the company
7. Proposal by the Board of Directors on authorization of the Board of Directors to decide on the issuance of the shares of the company

Exhibit 1: Amended Articles of Association in consolidated structure

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1. **Proposal for the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting, that according to the dividend policy, a dividend of EUR 0.08 per share will be paid based on the annual result of the financial year ending on 31 December 2009, plus an additional dividend of EUR 0.04 per share regarding the shares on the market. The dividend-matching day is 13 April 2010. 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 dividend payment day is 20 April 2010.

Sievi, March 17, 2010

Scanfil Plc

BOARD OF DIRECTORS



2. Proposal on the remuneration of the members of the Board of Directors and the auditor

Shareholders who hold more than 50% of the shares and votes propose that the remuneration for the members of the Board of Directors remain unchanged.

The remuneration is as follows: Chairman of the Board of Directors EUR 1,500/month, member not employed by the company EUR 2,000/month and member employed by the company EUR 500/month.

The auditor is paid according to a reasonable invoice.

The auditor has been elected until further notice.

Sievi, March 17, 2010

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BOARD OF DIRECTORS

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3. Proposal on the number of members of the Board of Directors

The Board of Directors proposes to the general meeting that the number of members of the board of directors shall be five (5).

Sievi, March 17, 2010

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BOARD OF DIRECTORS

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4. Proposal by the Nomination Committee for composition of the Board of Directors

The Nomination Committee of the Board of Directors, supported by the company's major shareholders holding over 50% of the shares and votes thereof, proposes that the general meeting will re-elect the following board members:

Jorma J. Takanen
Asa-Matti Lyytinen
Reijo Pöllä
Jarkko Takanen and
Tuomo Lähdesmäki.

All members of the board have delivered their consent for re-election.

Sievi, March 17, 2010

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Nomination Committee

5. Proposal by the Board of Directors for amendment of the Articles of Association

5.1 Amendment of Article 7 of the Articles of Association

The Board of Directors proposes that the first paragraph of Article 7 of the Articles of Association be amended so that an invitation to a shareholders' meeting must be delivered by publishing the invitation on the company's website or a newspaper published in Helsinki selected by the Board of Directors or by sending letters to shareholders by ordinary post, and because of the change in the Companies Act the invitation to a shareholders' meeting must be published at the earliest three (3) months and at the latest three (3) weeks before the meeting, however not later than nine days before the matching date for the shareholders' meeting,

After the amendment the Article 7 of the Articles of Association reads as follows:

7§ Invitation to shareholders' meeting and attendance at a shareholders' meeting

An invitation to a shareholders' meeting must be delivered at the earliest three (3) months and at the latest three (3) weeks before the meeting, however not later than nine (9) days before the matching date for the shareholders' meeting, by publishing the invitation on the company's website or a newspaper published in Helsinki selected by the Board of Directors or by sending letters to shareholders by ordinary post at the addresses recorded in the shareholders' register.

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In order to attend a shareholders' meeting, shareholders must notify the company of their attendance at the latest on the date specified in the invitation to the meeting, which can be at the earliest ten (10) days before the meeting.

5.2 Amendment of Article 9 of the Articles of Association

The Board of Directors propose, that while the present Companies Act includes necessary rules for entering the shareholders into the shareholders' register and their right to receive the distributable funds from the company, such corresponding references from the Article 9 of the Articles of Association are being deleted as irrelevant.

After the amendment the Article 9 of the Articles of Association reads as follows:

9§ *Rights attached to shares*

The company's shares are included in a book-entry securities system.

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Sievi, March 17, 2010

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BOARD OF DIRECTORS

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6. Proposal by the Board of Directors on authorization of the Board of Directors to decide on the repurchase of own shares of the company

The Board of Directors proposes to the Annual General Meeting that the Board of Directors be authorized to decide on the repurchase of the company's own shares as follows:

The maximum number of the shares to be repurchased is 3,000,000 shares. The shares will be purchased using the company's non-restricted equity in compliance with the regulations of the Companies Act in force.

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 OMX Helsinki Oy. The shares will be purchased at the fair value established in public trading at the time of acquisition. The acquisition of shares will decrease the Company's distributable non-restricted reserves.

The authorization cancels the authorization given in the Annual General Meeting on 26 March 2009 to repurchase the company's own shares. The authorization will remain in force for 18 months after it is issued.

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BOARD OF DIRECTORS

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7. Proposal by the Board of Directors on authorization of the Board of Directors to decide on the issuance of the shares of the company

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on the transfer of a maximum of 5,900,000 treasury shares held by the company in compliance with the regulations of the Companies Act in force. The authorization includes the transfer of treasury shares already held by the company and own shares purchased based on the authorization presented above in item 14.

The Board of Directors is authorized to decide on all the terms and conditions of the share issue and share warrants. The authorization concerns both the issue of new shares and the transfer of treasury shares. The Board of Directors may decide to transfer the shares issued in share issues as a directed issue in deviation from shareholders' pre-emptive rights.

The shares are transferred at the fair value established in public trading at the time of transfer and they may also be transferred against other consideration than money.

The authorization cancels the authorization given in the Annual General Meeting on 26 March 2009 to decide on share issues. The authorization will remain in force for three years after it is issued.

Sievi, March 17, 2010

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BOARD OF DIRECTORS

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Enclosure 1:

(free translation)

ARTICLES OF ASSOCIATION

Reg.No. 0190457-0

SCANFIL OYJ

1§ Company name and registered office

The name of the company is Scanfil Oyj, in Finnish, and Scanfil plc, in English. The company's registered office is in Sievi, Finland.

2§ Field of business

The company's fields of business are investment and industrial activities. The company can act as a parent company of the Group, and own, manage and sell securities, shares and facilities.

3§ Board of Directors

The company's administration and proper organisation of operations shall be the responsibility of the Board of Directors, consisting of a minimum of five (5) and a maximum of seven (7) members in accordance with the decision made by the Annual General Meeting. The Board of Directors shall elect a Chairman from among its members. In the event of a tied vote, the Chairman shall be selected by drawing lots.

The term of office of members of the Board of Directors shall expire at the close of the first Annual General Meeting following the one at which they were elected.

4§ Managing Director

The company shall have a Managing Director, who is elected by the Board of Directors.

5§ Auditors

The company shall have between one and two (1-2) regular auditors, who shall be auditors or auditing firms certified by the Central Chamber of Commerce. In addition, between one and two (1-2) deputy auditors can be appointed. If only one regular auditor is appointed, one deputy auditor must be appointed. When an auditing firm certified by the Central Chamber of Commerce is appointed to perform auditing, however, a deputy auditor shall not be appointed.

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Auditors shall be elected to their duties for an indefinite period.

6§ Rights to sign on behalf of the company

The Managing Director and the Chairman of the Board of Directors each separately, or two members of the Board of Directors jointly, have the right to sign on behalf of the company as well as two persons authorised by the Board of Directors jointly or each jointly with a member of the Board of Directors.

The Board of Directors shall decide on granting procurator rights.

7§ Invitation to shareholders' meeting and attendance at a shareholders' meeting

An invitation to a shareholders' meeting must be delivered at the earliest three (3) months and at the latest three (3) weeks before the meeting, however not later than nine (9) days before the matching date for the shareholders' meeting, by publishing the invitation on the company's website or a newspaper published in Helsinki selected by the Board of Directors or by sending letters to shareholders by ordinary post at the addresses recorded in the shareholders' register.

In order to attend a shareholders' meeting, shareholders must notify the company of their attendance at the latest on the date specified in the invitation to the meeting, which can be at the earliest ten (10) days before the meeting.

8§ Annual General Meeting

The Annual General Meeting of shareholders shall be held annually on a day determined by the Board of Directors within six (6) months of the end of the accounting period in the same locality as the company's registered office, in Helsinki, in Vantaa or in Oulu.

At the meeting the following shall be resolved:

- (1) confirming the financial statements, comprising also the confirmation of Group financial statement;
- (2) any action to be taken arising from the profit shown on the adopted Balance Sheet;
- (3) release from personal liability for the members of the Board of Directors and the Managing Director;
- (4) appointment of the members of the Board of Directors, and if necessary, the auditors and deputy auditors;
- (5) the remuneration to be paid to the members of the

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Board of Directors and to the auditors;
(6) other issues mentioned in the notice of meeting.

9§ Rights attached to shares

The company's shares are included in the book-entry securities system.