

TERMS AND CONDITIONS OF DIRECTED SHARE ISSUE

The Board of Directors of Scanfil plc (the "Company") has in its meeting of 14 March 2016, by virtue of the authorization granted by the Annual General Meeting of the Company on 8 April 2015, resolved that the Company shall issue up to 5 715 000 new shares of the Company (the "Shares") by a directed share issue. The Shares will be issued on the following terms and conditions:

1. SUBSCRIPTION RIGHT

Up to 5 715 000 new Shares shall be issued in the share issue. The Shares will be offered to be subscribed for by institutional and other selected investors obtained by the lead manager and sole bookrunner of the share issue, Nordea Bank Finland Plc, in deviation from the pre-emptive subscription rights of the shareholders set forth in Chapter 9, Section 3 of the Finnish Companies Act.

There is a weighty financial reason for the Company to deviate from the pre-emptive subscription rights as the share issue increases the Company's financial flexibility, broadens the shareholder base of the Company and the Company receives equity financing under terms (including the timetable and price) that would not, in the view of the Board of Directors of the Company, have been otherwise available for the Company.

2. SUBSCRIPTION PRICE AND ITS ENTRY INTO BALANCE SHEET

The subscription price for the Shares is EUR 3.00 per Share. The subscription price for the Shares is based on the price determined in the accelerated book-building procedure, which the Board of Directors of the Company considers to represent the fair value of the Shares.

The subscription price shall be recorded in its entirety to the invested unrestricted equity fund of the Company.

3. SUBSCRIPTION AND PAYMENT PERIOD OF THE SHARES

The Shares are subscribed immediately based on the subscription commitments received during the accelerated book-building procedure. The Board of Directors may reject subscription commitments in whole or partially and allocate the Shares to the potential investors at its sole discretion.

Those involved in the book-building procedure will receive confirmation of the allocation of Shares without delay after the resolution of the Board of Directors on share issue.

The subscription price of the Shares shall be paid by 16 March 2016 according to instructions given by the Company. The Board of Directors of the Company retains the right to extend the payment period.

4. RIGHT TO DIVIDEND AND OTHER RIGHTS

The Shares carry a right to dividend and other shareholder rights as from their registration with the Finnish Trade Register.

5. REGISTRATION OF SHARES TO BOOK-ENTRY ACCOUNTS AND TRADING

The Shares subscribed for in the share issue shall be issued as book-entries in the book-entry system maintained by Euroclear Finland Ltd after the registration of the Shares to the Trade Register. The Shares fully paid by the Investor shall be entered into the book-entry accounts of the investor on or about 16 March 2016.

The Company will apply for filing of the new Shares, subscribed through the share issue, to be listed for public trading on the main list of NASDAQ Helsinki Ltd and traded equally with the other series of shares of the Company on or about 16 March 2016.

6. OTHER ISSUES

The Board of Directors of the Company will decide on other matters related to the share issue and practical arrangements resulting therefrom.