

COMPETITIVE EDGE AS A STRATEGIC PARTNER



InCAP

ANNUAL REPORT 2012

# CONTENTS

| GROUP                                    | BUSINESS   | CORPORATE RESPONSIBILITY          | CORPORATE GOVERNANCE                  |
|--|--|-----------------------------------|---------------------------------------|
| Incap in brief..... 2                    | Service offering..... 8                            | Corporate responsibility ..... 14 | Corporate governance..... 20          |
| Year 2012 in brief ..... 3               | Business units                                     | Quality and environment..... 16   | Organisation ..... 21                 |
| Review by the President and CEO..... 4   | Energy efficiency and Well-being solutions..... 10 | Human resources ..... 18          | Board of Directors ..... 22           |
| Strategy and operating environment.... 6 |  |                                   | Management ..... 24                   |
|  |  |                                   | Shares and shareholders..... 26       |
|  |  |                                   | Information for shareholders ..... 28 |
|  |  |                                   | Contact information ..... 29          |



# INCAP PROVIDES COMPETITIVE EDGE AS A STRATEGIC PARTNER

**SOLID EXPERIENCE AND COMPETENCE** provide the leading companies in energy efficiency technology with a new competitive edge.

**STRONG PRESENCE IN THE ASIAN MARKET** ensures that services are close to our customers and makes it possible to tap into the region's growth potential.

**SERVICES COVER THE ENTIRE LIFE-CYCLE OF THE PRODUCT** from design and manufacture to testing and maintenance.

## INCAP IN BRIEF

Incap is a globally operating technology company with focus on energy efficiency. Our business operations cover besides manufacturing also design and value-added services related to industrial production.

Incap is a manufacturing partner providing complete services. Our customers are leading companies focusing on energy efficiency or growth companies commercialising new technology.

Incap's comprehensive services cover the entire product life-cycle from design, sourcing and procurement, manufacturing of prototypes, ramp-up of production, volume production, final assembly, testing, logistics to repair and maintenance services. The company's design and manufacturing know-how covers electronics and mechanics as well as the final assembly and product integration.

Incap has operations in India, China, Finland and Estonia. The Group's revenue in 2012 amounted to about EUR 64.1 million and the company currently employs approximately 610 people.

Incap's share is listed on the NASDAQ OMX Helsinki Ltd.

## Year 2012: STRUCTURAL CHANGES AND OPERATIONAL DEVELOPMENT IN DEMANDING CIRCUMSTANCES

This year, Incap Group's revenue was 7% lower than in 2011. In the energy efficiency industry, deliveries in Europe remained at a good level. In well-being technology, revenue decreased nearly 33% year-on-year as a result of the decline in the general market situation and termination of certain products. Demand for energy efficiency products manufactured at the Indian plant developed strongly and revenue from these increased by 37% from the previous year.

The company's profitability continued to improve, although the full-year operating result remained negative. The earnings trend was impaired most significantly by costs related to structural changes in production. Profitability of the Indian operations was on

a solid foundation and the unit has lived up to the expectations set for it at the time of the acquisition.

During the financial year, Incap completed the structural change in line with its strategy and the operations at the Helsinki plant were discontinued. New facilities at the extension of the Estonian plant enabled efficient measures to improve productivity.

Negotiations about a convertible loan arrangement and additional financing were concluded successfully. In order to strengthen the capital structure, a share issue was directed to the largest shareholders.

The financial performance of Incap in 2012 is described more in detail in the Financial Statements of the Annual Report.

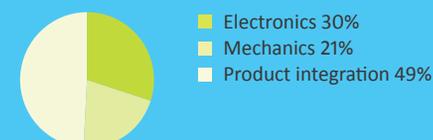
### KEY FIGURES (IFRS)

|  |             | 2012  | 2011  |
|--|-------------|-------|-------|
| Revenue  | EUR million | 64.1  | 68.9  |
| Operating profit/loss (EBIT)   | EUR million | -0.7  | -1.6  |
| share of revenue   | %           | -1.1  | -2.4  |
| Operating profit/loss before interest, taxes, depreciation and amortisation (EBITDA) | EUR million | 0.8   | 0.4   |
| Profit/loss for the period   | EUR million | -4.9  | -4.0  |
| Earnings per share (EPS)   | EUR         | -0.25 | -0.21 |
| Return on investment (ROI)   | %           | -12.6 | -5.1  |
| Equity ratio   | %           | -10.3 | 3.3   |
| Investments  | EUR million | 0.1   | 0.3   |
| share of revenue   | %           | 0.2   | 0.4   |
| Personnel at year end  |             | 614   | 735   |

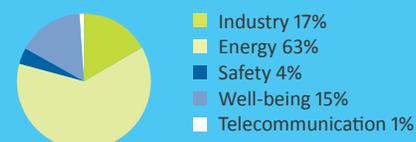
### REVENUE BY BUSINESS UNIT



### REVENUE BY PRODUCT SEGMENT



### REVENUE BY CUSTOMER INDUSTRY



## ONWARD IN CHALLENGING CONDITIONS

### Main focus on improving profitability and operational efficiency

---

For 2012, we set the return to a steady track of profitable growth as our objective. Despite challenging conditions, we managed to partly achieve this objective. Revenue from our Indian operations was a positive surprise and compensated for the decline of revenue in Finland. Although the full-year operating result still remained negative, it was clearly better than in the previous year. We completed the company's strategic structural change, and efficiency improvement measures got well under way in all functions.



Decline in the general economic situation was reflected in our operations mainly as even more cautious demand forecasts from customers and an extremely short fixed order book. Due to market uncertainty, decisions about bringing new products to the market were postponed. There were great pressures related to product manufacturing costs and consequently customers organised tenderings for contract manufacturing actively.

### REVENUE STRUCTURE CHANGED

Despite the challenging operating environment, the year was relatively good. Revenue was approximately EUR 64.1 million, decreasing by some 7% from the previous year. The decrease resulted mainly from the fact that slot machines and certain products made at the Helsinki plant with lower profitability were eliminated from the manufacturing programme. As a result of this development, there was a distinct change in the structure of our customer base and the share of well-being technology products in the Group's revenue decreased clearly.

Development in our Indian operations was delightful and compensated for losses occurring elsewhere. Revenue from products delivered from our Indian plant increased by 37% from the previous year, amounting to approximately EUR 18.9 million, which was nearly one third of the entire Group's revenue. The earnings trend was strong as well and the unit has lived up to the expectations set for it at the time of the acquisition. There was other good news from India, too: according to the annual survey, the unit's customer satisfaction developed positively and at the same time the company's ability to reach a high quality level as well as reliability of its deliveries improved.

### SUCCESSFUL OPERATIONAL DEVELOPMENT IN CHALLENGING CONDITIONS

We completed the strategic structural change in production halfway through the year when production activities at the Helsinki plant were discontinued. By centralising our production activities we have been able to reduce the number of plants. In addition, Group services have been streamlined and the focus has been shifted to low-cost regions. Efficiency improvement measures are well under way in all functions.

Machinery at the Vaasa plant was updated with machines from the Helsinki plant. Smoothness of

operations was enhanced by visualising production control and monitoring, for instance. In addition, an extensive cooperation project with a customer was launched in Vaasa. The project will speed up the flow of information and make it possible to take customer needs into account quickly.

The extension of the Kuressaare plant was completed in the summer. As new production facilities were taken into use, internal material flows and logistics of production were streamlined. Other development projects include the introduction of an initiative system, a 5S project encompassing the entire production department and the reformation of management practices.

In order to maintain and improve its position in the market, a contract manufacturer must constantly improve its operational efficiency so that manufacturing costs can be kept at a competitive level. Although the starting point for operational development in 2012 was challenging due to the company's financial position, we carried out a lot of careful groundwork in various development projects. Its results can be seen in productivity and profitability this year.

Competences and commitment of the personnel are a significant strength for us, which was confirmed by our annual customer satisfaction survey, too. Despite the scarcity of economic resources in the company, we wished to invest in the personnel's job satisfaction by organising a comprehensive personnel survey. On the basis of its results, we are able to allocate development resources correctly. Our objective is to improve leadership and management in particular, as this has an immediate effect on job satisfaction and consequently on operational efficiency and the company's result.

### WE WILL CONTINUE WITH THE SELECTED STRATEGY

For 2012, we defined truly global operations in Europe and Asia, finalising the structural change and increasing the role of product design as our strategic focus areas. The structural change was completed in line with its objectives, and harmonisation of operations between Europe and Asia proceeded. In design services, the objective was to increase own design resources to a sufficient level and to develop cooperation with design partners, but in this aspect we did not manage to proceed as quickly as we originally expected. We are continuing to develop design ser-

vices and improve preparedness for comprehensive design cooperation with selected customers. Our long-term aim is to offer our customers more of what are known as White Label products, which are designed and manufactured by Incap but sold and marketed under the customer's brand.

### A FAVOURABLE OUTCOME IN FINANCING ARRANGEMENTS

Our financial situation was challenging and required special effort throughout the year. As a result of multiphase negotiations, we arranged the re-redemption of the convertible loan that was due in May. After the end of the financial year, we negotiated about redeeming the remaining part of the convertible loan and reached an agreement of this happening by the end of June 2013. Now at the publication of this annual report, from the original amount of the convertible loan, i.e. approximately EUR 6.8 million, only an EUR 1 million instalment is remaining.

In these challenging circumstances, the major shareholders of the company have expressed their support for the company by participating in the directed share issue and by granting a capital loan to cover the company's financial needs. In addition, our Finnish financing bank granted us a supplementary loan, of which the first EUR 1 million was withdrawn in the summer. In 2013, one of the important milestones for financing is the rights issue to be arranged in the spring, and I am very confident it will be a success.

### A LOOK INTO THE FUTURE

We believe that demand for our services will increase in 2013, especially in energy efficiency and renewable energy technology. We expect last year's groundwork to bear fruit and bring new customers to our plants in Europe and India. According to our estimates, profitability will continue to improve as the structural change carried out last year and other development measures we have initiated will show in our result this year.

I wish to thank our personnel for good work and commitment under the challenging circumstances. I also wish to thank our customers, suppliers and shareholders for their perseverance and trust.

Tallinn, March 2013  
**Sami Mykkänen**  
 President and CEO

# INCAP'S STRATEGIC TRANSFORMATION 2009–2012

| 2009  | 2010  | 2011  | 2012  |
|---|---|---|---|
| <ul style="list-style-type: none"><li>• Transfer of production equipment from Finland to India and Estonia</li><li>• Centralising design services in Bangalore</li><li>• Introduction of new production premises in India</li></ul> | <ul style="list-style-type: none"><li>• Centralising electronics manufacturing in Europe to Estonia</li><li>• Enhanced new customer acquisition</li><li>• Development of tools for quality management</li></ul> | <ul style="list-style-type: none"><li>• Strengthening design services</li><li>• Establishing procurement office in Hong Kong</li><li>• Harmonisation of processes and methods</li></ul> | <ul style="list-style-type: none"><li>• Finalising structural change</li><li>• Increasing role of product design</li><li>• Enhancing the production</li></ul> |

## Profitable growth based on A HEALTHY FOUNDATION

In 2012, Incap continued to implement its strategy according to the guidelines that were set already five years ago. The company's transformation from a contract manufacturer focusing on PCB assembly to a provider of product packages was completed. After the change in the production structure and reorganisation of operations, the company now has a solid foundation for profitable growth of business operations.

Specialisation is at the core of Incap's business strategy. The company has developed its operations and competence in order to play a significant role as its customers' technology partner in the design and manufacture of devices that increase energy efficiency. The growth prospects are favourable in these products due to global megatrends.

Incap's customers are leading companies in their industries that invest in energy efficiency and build their competitiveness in cooperation with strategic partners. Incap aims to be the first choice as manufacturing and technology partner for its customers.

Incap pursues long-lasting customer relationships, and cooperation has continued with several key customers for more than 30 years. Success as a partner requires continuous maintenance of competitiveness, in-depth knowledge of the customer's business and the constant development of services to match the customer's changing needs.

Incap operates in Europe and Asia, which means we can offer our globally operating customers local service in their main market areas. The growing Asian market offers Incap significant growth potential due to the increasing demand for both local and

global equipment manufacturers. Contract manufacturing in low production cost areas in Asia, close to low-cost material sources, is considered an advantage by technology companies, and Incap can offer high-quality and competitive service for such needs from India and China.

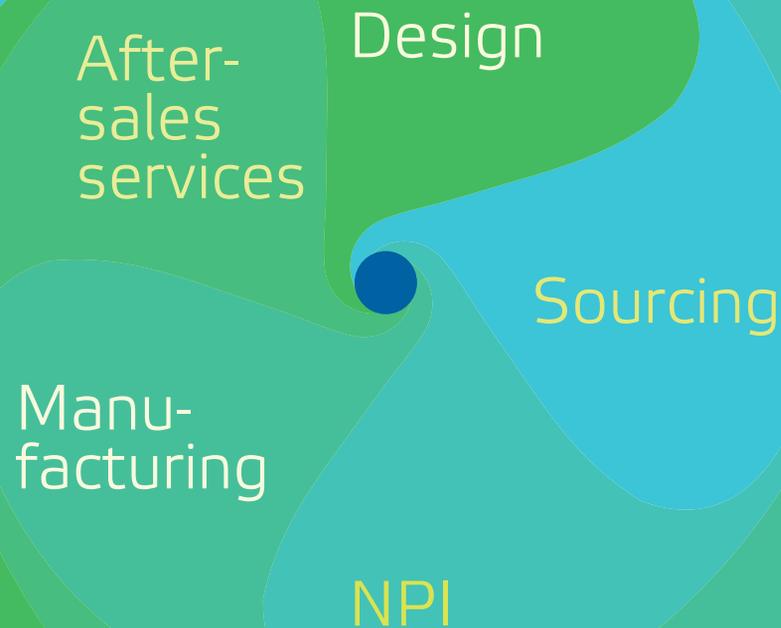
Incap designs and manufactures product packages that contain electronics and mechanics and also offers production-related value added services. Services are developed in accordance with the demands of key accounts. Product design, in particular, is reinforced to cover the technological needs of the most important customer industries.

Our particular focus area is energy efficiency product solutions in which we have accumulated solid competence. These solutions include power supplies and inverters, electricity and control switchboards, electric motors and generators, tracking devices, home automation, solar power solutions, electric vehicles and various measuring instruments. Incap is actively seeking new cooperation opportunities with which we can expand our business to the development and creation of our own technologies and products.

### THE CORE OF INCAP'S STRATEGY

- **Focus on energy efficiency**  
We develop and market our services especially for equipment manufacturers that invest in energy efficiency as well as for growing companies that turn new technology into commercial solutions.
- **Benefitting from the economic growth in Asia**  
The regional focus of our operations is in Asia where the demand for energy efficiency technology is growing more strongly than in Europe.
- **Comprehensive services**  
We are a full-service technology partner and in addition to manufacturing service we offer value added services related to industrial production. We are developing design services into a significant part of our offering.
- **Expansion of business to own products**  
We actively seek new cooperation opportunities with which we can expand our business to the development and creation of our own technologies and products.

# SKILLFUL SERVICE FOR THE ENTIRE LIFE-CYCLE OF THE PRODUCT



## Comprehensive manufacturing services

# ENSURE THAT CUSTOMERS GET QUICK AND FLEXIBLE SERVICE

Incap's broad service portfolio offers customers an opportunity to manage the entire life-cycle of products through a single partner. The company's manufacturing services range from product design to controlled ramp-down of the product. Key factors in service production include flexibility and speed, high quality, reliability of deliveries and the correct service attitude.

Incap's design services cover all key areas, from product design and testing to product integration and maintenance design. With regard to product design, the company is building a global competence network and offers its customers new alternatives for developing products further.

Incap's own sourcing office in Hong Kong ensures excellent connections with Asia's low-cost procure-

ment sources and guarantees the availability of raw materials and components at competitive prices.

Our efficient ramp-up service ensures that products are transferred from the design phase to production and the market quickly and with a high degree of quality. Product manufacturing transfers from the customer to Incap or from one plant to another are implemented through professional project activity.

Incap's manufacturing services include serial manufacture, final assembly and testing of electronics and mechanics. Production of electronics products includes commonly used manufacturing processes, such as automatic and manual assembly, protective coating, final device assembly and product testing. In the manufacture of sheet-metal com-

ponents and products, we use technology that facilitates precise and quick processing of complicated shapes.

Final assembly is a significant part of Incap's comprehensive service. Assembly of final products involving both electronics and mechanics, known as the "box-build" service, may also include packing the product in the customer's packaging and delivery directly to the end customers.

Incap's after-sales services include the servicing of products as well as maintenance and spare parts service. As a part of the life-cycle service of a product, we take care of the controlled ramp-down of product manufacture, if necessary.

## Design

Incap implements and takes responsibility for the product's entire design covering electronics, software, mechanics as well as test and tester design. We perform type approval, EMC- and environmental tests if needed. We manufacture also customer's prototypes and execute their testing.



## CUSTOMER BENEFIT

Customer saves time and money when the product is optimised already in the design and prototype stage for the actual volume manufacturing. At the same time quality and yield of production are improved.

# STRONG DEMAND FOR TECHNOLOGY THAT IMPROVES ENERGY EFFICIENCY

As defined in its strategy, Incap focuses on manufacturing of equipment for energy efficiency and well-being technology. The company's Energy efficiency business unit designs and manufactures subassemblies and equipment for the production and distribution of energy and for various electro-technical applications. The Well-being business unit provides a broad range of manufacturing services for security, health and well-being technology companies.

Factors that influence the success of the Energy efficiency unit include varied use of renewable energy resources and efforts to improve energy efficiency in electrical equipment as well as in energy production and energy transfer. Increasing environmental awareness has also increased interest in equipment that involves advanced automation and control engineering. This is a favourable trend for Incap, because the design and manufacture of electrotechnical

equipment are among the company's core competencies.

The Well-being business unit designs and manufactures products for easier everyday living and diverse leisure-time activities. The market for these products continues to grow due to an ageing population, increased leisure time and greater interest among people in their own well-being and safety and that of family members.

## **SPECIAL EXPERTISE IN EQUIPMENT MANUFACTURING FOR THE ENERGY INDUSTRY**

The Energy efficiency business unit supplies its customers with rotor components for electric motors and generators, power supplies, equipment for the transformation of electrical energy, and UPS equipment for uninterrupted and undisturbed current input. Other growing product segments include equipment for solar and wind power solutions, remotely readable electricity meters, electronics and mechanics for heating systems, as well as LED lighting systems.

In Europe, the Energy efficiency business unit focuses on the manufacture of components and equipment for the production and distribution of energy. Most of the production in Europe is carried out at the Vaasa plant in Finland, which manufactures rotors for electric motors and generators, among other products. In the Asian operations, the focus is on the Indian plant, which concentrates on manufacturing equipment for ensuring, transform-

## Sourcing

Incap procures all the materials needed in the different stages of product's life-cycle fast and affordably by using its international sources of supply. Systematic materials management secures product's good quality and cost-effective manufacturing.

## CUSTOMER BENEFIT

Customer will get competitive material prices. Availability of components and materials in the volume production is secured. Loss of materials and the amount of obsolescent materials will stay as small as possible.





## ROTOR COMPONENTS

Incap and ABB Electrical Machines Ltd. have collaborated in the manufacture of rotor components since 2000. Incap's plant in Vaasa manufactures rotor components for ABB's electric motors and generators, which are used in large cruise liners and wind turbines, among others. Incap's scope of delivery covers the manufacturing of the rotor magnet poles and coil winding as well as the final assembly of different rotor structures. Over the years cooperation has expanded to even larger entities and recently ABB trusted Incap with the responsibility of the high-precision final coil winding.

ing, measuring and controlling the supply of current. Our plant in India serves both our European and Asian customers.

### A BROAD RANGE OF PRODUCT SOLUTIONS RELATED TO SAFETY AND WELL-BEING

The end products of the Well-being business unit's customers include health and patient care monitors, measuring devices for physical exercise, equipment for monitoring and tracking, metal detectors and lock solutions. These products often contain built-in properties that utilise telecommunications technology. Applications are found in the leisure and security industries, as well as health care and elderly care.

The business unit's customers are leading technology companies in their respective fields. Services play a central role in the business of many customers, and their core business has increasingly expanded from marketing devices to producing services enabled by the equipment.

Technical equipment is needed in order to make the services available to end users. Incap's role in the

cooperation is to manufacture and, if necessary, design the customer's devices so that the customer is able to concentrate on developing its own core expertise, marketing and building the product brand.

### REVENUE INCREASED STRONGLY FOR PRODUCTS MANUFACTURED IN INDIA

The general market situation of the energy efficiency customers was good, and in 2012, approximately 67%, or circa EUR 42.6 million, of Incap Group's revenue accrued from energy efficiency equipment manufacturing. Revenue increased at a steady rate until the autumn, at which point the general economic uncertainty started to have an impairing effect both revenue and the earnings trend.

Especially the revenue from inverters and UPS products manufactured at the Indian plant exceeded expectations and grew by 37% to EUR 18.9 million. Thanks to the enhancement of operational efficiency, profitability of these products, too, improved substantially from the previous year.

The revenue of the Well-being business unit accounted for approximately 33%, or circa EUR 21.5 million, of Incap Group's revenue. During the first half of the year, revenue developed as planned, but when looking at the entire year, deliveries declined and revenue decreased by some 33% from the previous year. The decrease in revenue resulted mainly from the fact that component manufacturing and assembly of slot machines and some other products that were manufactured at the Helsinki plant were eliminated from the production programme after the closure of the plant.

### DESIGN SERVICES DEVELOPED INTO A COMPETITIVE EDGE

Incap's design team in Bangalore specialises in the design of various electrical equipment that improve energy efficiency, in which the team has long-ranging experience.

In 2012, the design team concentrated e.g. on the development of devices that utilise solar energy. In addition, new product versions of inverters intended

## NPI

Incap minimises new product's ramp-up risks by systematic project management. Inspections are made in the different phases of the project, after which the project will then proceed to the next phase. This operating model ensures effective and controlled ramp-up of the product.



## CUSTOMER BENEFIT

Productisation and ramp-up take place fast and in a controlled way. Professional project management ensures that the customer will get the same quality and service from all of the Incap's factories.

*“Increasing electricity prices and new emission regulations force energy companies and industry to invest in environmentally friendly and efficient power transfer and distribution.”*



for home use were designed, featuring new properties that reduce operating costs. A device designed for a customer to be used in emergency rescue occasions in elevators was taken into mass production at the Indian plant.

Harmonisation of operating models between locations was continued. Testing design expertise was strengthened in Estonia and India.

Incap's objective is to develop preparedness for comprehensive design cooperation with selected customers. The role of design services is being further strengthened, and a long-term aim is to introduce our own products on the market and into mass production and to sell them under the customer's own brand.

#### **CONTINUOUS SEARCH FOR NEW CLIENTS**

The increase in the revenue from energy efficiency products in 2012 arose mostly from increased delivery volumes of established products that have been in production for a long time.

We proceeded to the prototype phase with several new customers, but the launch of actual mass production was postponed as the decline in general economic conditions and uncertain market outlook made customers more cautious and slowed decision-making down.

The most significant new customer agreement signed was related to the manufacturing of stator components for wind generators. The first stator component deliveries were made from Incap's plant in Vaasa in March 2012. However, manufacturing volumes were still low.

#### **SPECIAL EXPERTISE IN ENERGY EFFICIENCY IS A COMPETITIVE EDGE**

International megatrends support Incap's strategic choice to concentrate in serving energy efficiency and well-being technology customers. Energy-efficient equipment are becoming more and more popular. Demand for renewable energy sources is on the increase, and their use is supported throughout the

world. In addition, increasing electricity prices and new emission regulations force energy companies and industry to invest in environmentally friendly and efficient power transfer and distribution.

Incap's core competitive edge in manufacturing energy-efficient equipment is based on its solid experience and particular expertise in electric machines, power supplies, inverters and UPS products. Our manufacturing services are complemented by design services that specialise in energy-efficient equipment.

Incap's comprehensive service includes combining electronics, electrotechnical assembly and mechanics into product packages so that the customer obtains all the required manufacturing services from a single contract manufacturing partner. The company's goals include gaining superior knowledge of the energy industry and the ability to actively develop product solutions that meet the needs of leading companies in the industry.

## Manufacturing

Incap manufactures and delivers high quality products complying with the requirements to the customer at just the right time. Long experience in manufacturing mechanics, electronics and box-build products ensures efficient and professional production. Due to Incap's international presence, the best manufacturing location can be chosen either in Europe or in Asia.

## CUSTOMER BENEFIT

Products are manufactured flexibly and efficiently by utilising appropriate production technology. Products will then be delivered as agreed with the customer with competitive production costs.





## METAL DETECTORS

Incap's first deliveries of Rapiscan metal detectors, or so called security gates, took place as early as 30 years ago. At that time cooperation started off with PCB assembly using customer's own materials and later expanded into mechanical manufacturing, final assembly, testing, tester design and maintenance design of PCBs. Today Incap is responsible for the manufacture of the entire product and delivers complete metal detectors to end-users around the world from its Kuressaare plant. Rapiscan security gates are used for security screening at airports, among other things, and in other public places.

### DEMAND FOR WELL-BEING TECHNOLOGY BOOSTS INCAP'S BUSINESS

In the well-being industry, development is driven by an ageing population and increased leisure time, which strongly increase the demand for product solutions that contribute to health, quality of life and well-being.

Incap has cooperated closely with the world's leading well-being equipment manufacturers since 1970s. When it comes to expertise and capacity, Incap is the perfect choice for all well-being technology companies that appreciate long-term cooperation that goes deeper than a subcontracting relationship. Moreover, Incap's well-established and reliable operations in India constitute a significant competitive edge for companies operating internationally.

### MODERATE OUTLOOK FOR 2013

In 2013, Incap's principal objectives are to improve profitability of business operations by enhancing operational efficiency, to expand cooperation with

### END PRODUCTS OF ENERGY EFFICIENCY CUSTOMERS

- large electric motors and generators
- equipment in solar and wind power technologies
- control cabinets
- measuring devices
- UPSs and inverters
- compact substations

### END PRODUCTS OF WELL-BEING TECHNOLOGY CUSTOMERS

- monitors for registering health and body functions
- instruments for analysing sport performance
- monitoring and tracking devices
- metal detectors
- electronic faucets
- electric locks

current customers and to establish new customer relationships in growing market segments.

Demand is estimated to be low during the first few months of the year, but the situation is expected to improve in the summer, after which revenue is estimated to take an upward turn. In sales and marketing, the key challenges are related to gaining new, growing customers in a weakening market situation.

Long-term growth prospects are good especially in the field of energy efficiency but also in well-being technology where new, innovative and promising products are constantly being introduced to the market. Many new growing companies have adopted the strategy of focusing on core functions and outsourcing all production activities. For these companies, Incap is able to offer the entire production process or comprehensive product integration.

## After-sales

Incap designs and implements any necessary changes to the product and carries out the required electronics, software and mechanical design. The product's life-cycle can be prolonged with the maintenance design if the availability of materials or components changes.



## CUSTOMER BENEFIT

Customer can focus its own R&D resources on new product development when product maintenance and ramp-down take place in a controlled manner.

# YOUR PARTNER FOR TOMORROW

## Values

Customer-orientation  
Profitability  
Continuous improvement  
Respect for the individual

## Mission

Incap provides its customers with a competitive edge as their strategic manufacturing and technology partner.

## Vision

Incap is a leading provider of manufacturing and life-cycle services for electromechanical products for the selected customers.

# RESPONSIBLE OPERATIONS EACH AND EVERY DAY

For Incap, corporate responsibility means that the principles of sustainable development and the company values are constantly taken into account in all operations. Incap practices and develops its business operations in such a way that the profitability of operations and competitiveness are improved in harmony with the demands of the company's stakeholders and the environment.

## RESPONSIBILITY TO STAKEHOLDERS

Incap's customers give feedback on the company's operations in an annual customer satisfaction survey. The customers' views are of major importance when developing the operations and services further.

Incap supports its customers in improving product safety by, among other things, paying special attention to eliminating risk factors in products in the design stage. Quality inspections and testing carried out during the manufacturing process prevent faulty goods from reaching the market.

Incap monitors the operations of its suppliers and service providers and conducts regular supplier assessments, which are used to examine suppliers' social responsibility.

Incap recognises its responsibility as a part of a supply chain, and strives to promote the success of all of its partners in cooperation.

## SOCIAL RESPONSIBILITY

Incap respects and adheres to international agreements on human and children's rights as well as employees' rights. Incap's personnel policy is based on equality between the sexes, nationalities and ethnic groups.

Incap fosters the well-being of its employees by developing occupational safety and healthcare and by supporting activities that maintain working ability. Employee competence is developed further using goal-oriented training.

Incap provides in its annual budget some support to non-profit causes that promote the well-being of children and youth.

## ENVIRONMENTAL RESPONSIBILITY

In accordance with its quality and environmental policy, Incap is committed to protecting and conserving the environment. Incap strives after minimising raw material waste in its production and uses in its manufacturing processes methods and materials which cause as little damage to nature as possible.

The factors contributing to the carbon footprint of Incap's operations are limited to travel, electricity consumed by production equipment and air conditioning as well as energy consumption at the offices. We aim at minimising travel by utilising electronic conferencing technology.

Our environmental responsibility can also be seen in our services. Incap's experts help our customers to develop products that are environmentally friendly and correspond to current energy efficiency requirements.

## FINANCIAL RESPONSIBILITY

For Incap, profitability of business operations and a good earnings trend are important objectives, the achievement of which also promotes the fulfilment of our responsibility principles. Financial success ensures that operations and working conditions are improved constantly and guarantees jobs for employees.





## QUALITY MANAGEMENT SUPPORTS PRODUCTIVITY GROWTH

At Incap, continuous improvement of quality and productivity is governed by the company's quality and environmental policy. The commitment to continuous development of product quality and the effectiveness of the quality management system ensures fulfillment of customer and regulatory requirements. Earning the highest level of satisfaction and trust of our customers is achieved by delivering products and services on-time according to customer requirements and specifications. This is accomplished with consistent and goal-oriented management of quality and processes.

---

### **OPERATIONS IN ACCORDANCE WITH THE INDUSTRY STANDARDS**

During 2012, the quality management system of Incap's Tumkur plant was transferred under the umbrella of Incap's multisite certificate. Plant's environmental management system was transferred already a year earlier. Multisite certification scheme, provided by Det Norske Veritas, foresees that shortcomings observed at one site must also be checked at other sites, facilitating thus internal learning. Incap has multisite certificates affirming the compliance of the management system to ISO 9001:2008 and ISO 14000:2004 standard requirements at all production sites and in corporate services. In addition, Kuressaare plant has a certification in accordance with the ISO 13485:2003 quality standard for the manufacture of medical devices.

Under the agreement signed with the Finnish Environmental Register of Packaging PYR Ltd. in 2000, Incap's plant in Finland is committed to taking care of the utilisation of the packaging it has delivered to the market in accordance with EU directives, the Waste Act and Government resolutions and decrees.

The keyword in environmental issues in 2012 was ensuring RoHS2 compliance. That included compliance checks of components and materials, and issuing relevant declarations to customers interested in their product status.

### **CUSTOMER SATISFACTION IS MONITORED CONTINUOUSLY**

Incap performs annual customer satisfaction surveys in order to continuously monitor the effectiveness of customer service and the efficiency of operations

from the customers' viewpoint. The results of the survey in autumn 2012 were slightly poorer than in 2011. The most significant drop in the customer perception was in openness of communications that can be explained, at least to a certain extent, with many changes in the organisation and in Incap plant network. However, the biggest improvement was noticed in Incap's ability to deliver complete solutions and in the technology competence of manufacturing services. Considering the decline in the overall customer satisfaction index and in the Net Promoter Score intensified improvement measures were initiated based on the survey. The most important areas of development were related to the reliability of delivery, and communication with customers in sales and in problem situations.

**IMPROVING MANAGEMENT PRACTICES**

Management focus on restoring company profitability initiated the need for reviewing key performance indicators (KPI) and the management practices. The corporate level KPIs supporting the achievement of company strategy were reviewed and re-designed in 2012. The work continues with cascading strategic KPIs down to departments, teams and individuals.

Updated structure of KPIs called for changes also in the performance review practises. The objective here is to become more agile reacting on changes in performance or in the external environment.

The annual periodical audit of Det Norske Veritas focused also on management practices and on activities supporting strategy implementation. Great improvement was noticed in NPI project management and follow-up practices; also 5S implementation at Kuressaare plant and customer service improvement project at Vaasa plant were noted. Risks were noticed in cascading strategic objectives down to personnel via development discussions, recording of actions based on KPI performance, and closing improvement projects in due time.

**ENSURING THE FUTURE COMPETITIVENESS**

Company's competitiveness depends on agility, and on involvement of employees to improve the quality of products, services and company-internal processes. One of the main targets in quality area is to cultivate continuous improvement culture in the organisation.

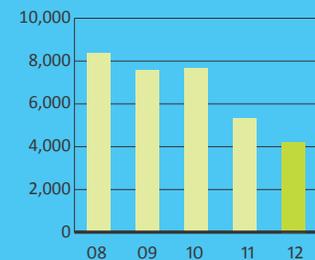
In 2013, product design and R&D processes and design operations in Bangalore will be added to Incap ISO 9001:2008 multisite certificate. This step ensures Incap customers that systematic process approach is applied to all product and test development projects.

It is targeted to implement 5S methodology at all Incap sites, including offices, in 2013. This, combined with better performance feedback and enhanced visual management at production sites, will support the strategic objective of improving profitability through higher productivity.

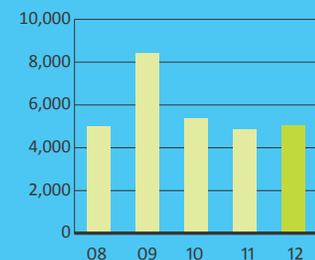
**THE MAIN PRINCIPLES IN QUALITY AND ENVIRONMENTAL MANAGEMENT**

- We improve the quality of products and services based on customer feedback.
- We continuously improve our operating processes to protect and conserve the environment.
- We reduce the use of natural resources and materials to prevent pollution.
- We adhere to environmental legislation and other requirements.
- We measure the level of quality as part of daily activities.
- We encourage personnel to continuously improve quality.
- We improve profitability through enhanced productivity and less waste.
- We regularly improve and assess our quality and environmental goals.

**POWER CONSUMPTION MWh**



**DEFECTIVE PRODUCTS OF CUSTOMER DELIVERIES (DPPM)**



# DETERMINED WORK FOR THE FUTURE

The 2012 market situation and adjustments initiated at Incap in the previous year required flexibility on the part of both the company's operations and its personnel. In order to secure future success, the company aims at improving conditions that enable the personnel to work in the best possible manner. During the year, the HR organisation was strengthened, a Group-wide personnel survey was carried out and the company's job descriptions were reviewed thoroughly with the aim of creating consistent principles for performance management.



### ADJUSTMENTS IN ESTONIA AND FINLAND

During the year, Incap's personnel decreased from 735 to 614. The Group's support functions were centralised in Helsinki and Estonia, the Helsinki plant was closed and personnel reductions were made at the Kuressaare plant. At the end of the year, the Group's largest unit was the Indian unit, employing 55% of the personnel, while the Estonian operations employed 28% and the Finnish operations 17% of the personnel.

Factors behind personnel reductions include the difficult market situation that has forced Incap – and many other companies – to take measures to improve profitability. With less human resources, improvement of operational efficiency becomes increasingly important. For instance, all of Incap's plants have launched projects to increase multi-talentedness among the personnel.

Another way in which we responded to the challenges in the operating environment was to invest in the development of human resources management. Furthermore, in early 2012 we implemented a new performance and development discussion process that aims at strengthening communications about the company's strategy and improving the setting of objectives. Performance and development discussions were carried out with the aid of the HR information system introduced in the previous year.

### TAKING A LOOK IN THE MIRROR

In 2012, our main endeavour was the global Incap Mirror personnel survey. The objective of the survey is to gain a comprehensive view of Incap from the personnel's perspective so that development resources can be allocated correctly. Job satisfaction and its development, as reflected by Incap Mirror, will be monitored with annual follow-up surveys.

The response rate of the survey was very good, 82.8%. According to the survey results, Incap has succeeded in the induction of the personnel, the company's values are worth pursuing and work offers development opportunities. Areas for development include more detailed definition of respon-

sibilities, personal accountability as well as the setting of objectives and their follow-up. The results have been reviewed in teams throughout the company. The aim is to maintain and consolidate current strengths, and areas for development will be improved through systematic measures. These measures will be monitored regularly at all levels of the company.

### TOOLS FOR SYSTEMATIC LEADERSHIP

In 2012, Incap reviewed the personnel's job descriptions and related competence levels. Over the year, the Incap job grading system was created. One of its objectives is to clarify and harmonise tasks and responsibilities in the globally operating organisation. Definition and harmonisation of job titles also improve clarity especially in multinational teams. The Incap Job grading system will be used for development of the personnel's competences and remuneration, performance management and resource planning, for instance.

In 2012, the HR system that was introduced throughout the Group in 2011 gained an increasingly central role as a tool for systematic leadership. Incap's supervisor training on the use of the system was continued in 2012. In addition, automatic data transfer between the HR system and payroll systems used in the company's different operating countries was enhanced, with the aim of improving efficiency in this aspect, too.

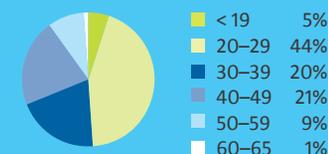
### READY FOR FUTURE CHALLENGES

The measures carried out in 2012, such as the strengthening of the HR organisation, the harmonisation of HR procedures, the personnel satisfaction survey and systematic measures for developing the personnel's competences and multi-talentedness, create a strong foundation for the future. In 2013, we will focus especially on the clear setting of objectives, clarification of procedures, development of flexible operating models and intensive augmentation of the personnel's competences.

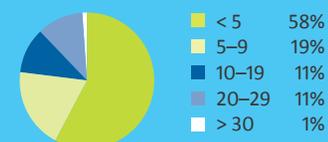
#### NUMBER OF PERSONNEL BY UNIT



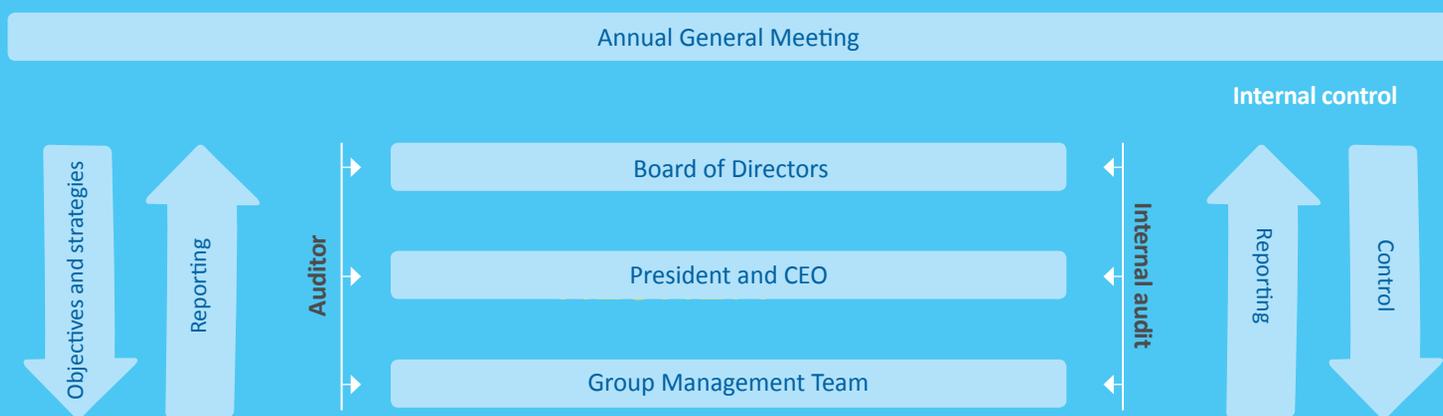
#### AGE BREAKDOWN OF PERSONNEL



#### YEARS IN SERVICE



# CORPORATE GOVERNANCE



## External rules and regulations

Companies Act, Securities Markets Act, Rules of NASDAQ OMX Helsinki, Standards of the Financial Supervisory Authority, Finnish Corporate Governance Code

## Internal rules and regulations

Articles of Association, Charter of the Board, Code of Conduct, values, policies, rules and guides

Incap has published the report on the company's corporate governance as a separate document, not included in the financial statements. Up-to-date principles of Incap Corporation's Corporate Governance are available in the company's website on [www.incap.fi/Investors](http://www.incap.fi/Investors).

## ANNUAL GENERAL MEETING, BOARD OF DIRECTORS AND AUDITORS

In 2012, the Annual General Meeting was held on 11 April in Helsinki. The Annual General Meeting re-elected Raimo Helasmäki, Kalevi Laurila, Susanna

Miekk-oja and Lassi Nojonen, and Matti Jaakola as a new member to seats on the Board of Directors. At its organisation meeting, the Board of Directors elected from amongst its number Kalevi Laurila as Chairman and Lassi Nojonen as Vice Chairman of the Board. The Board has not appointed any committees.

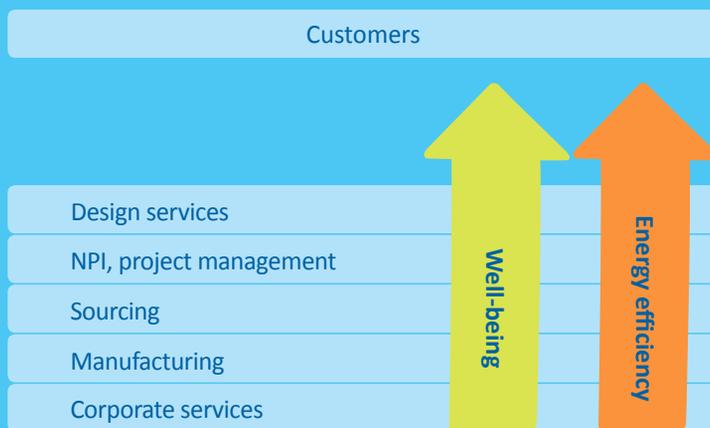
The Board convened 49 times in 2012. The secretary of the Board was Anu Kaskinen, LL.M.

The Annual General Meeting decided that the annual fee to be paid for Chairman of the Board is EUR 48,000, for the Vice Chairman of the Board EUR

36,000 and for the Board members EUR 24,000. Moreover, EUR 200 will be paid for each meeting for those who have been present. The salaries and remuneration paid to Directors in 2012 totalled EUR 156,000. No consultation fee was paid to the Board members and none of them is part of the company's share-based compensation system.

The Annual General Meeting re-elected as the company's Auditor the auditing firm Ernst & Young Oy with Jari Karppinen, Authorised Public Accountant, as the principal auditor. The Auditor was paid a total of EUR 23,057 in audit fees and a total of EUR 53,814 for other services.

# ORGANISATION



Customers and their needs are setting guidelines for Incap's operations and therefore, the business units that attend to the customer relationships play an important role in steering the company's operations. Business units are responsible for customers in their area of expertise, the new customer acquisition as well as for the sales and marketing of services.

Production serves the business units and its mission is to produce manufacturing services that are as efficient and competitive as possible. Design services, New Product Introduction (NPI) and project management as well as Sourcing provide services to business units and work in close cooperation with production.

Incap Corporation, the parent company of Incap Group, is a public limited company which is registered in Finland and has a domicile in Helsinki. In addition to the parent company, the subsidiaries Incap Electronics Estonia OÜ in Estonia, Incap Contract Manufacturing Services Pvt. Ltd. in India and Incap Hong Kong Limited in China are included in the Group.

## PRESIDENT AND CEO

Sami Mykkänen, B.Sc. (Eng.), has served as the President and CEO of the Incap Group as from 2 June 2008. The salary and remuneration paid to him for 2012 amounted to a total of EUR 266,818. The retirement age of the President and CEO is determined in accordance with the Employees' Pensions Act. The Chief Executive's period of notice is six months, and if his executive contract is terminated by the company, he will be paid the salary during the period of notice.

## SALARY AND INCENTIVES FOR THE MANAGEMENT

The Management Team is paid a fixed salary, which is determined in the management contracts. In 2012, salaries and other employee benefits paid to the Management Team members amounted to EUR 951,206.

President and CEO and other Management Team members participate in annual bonus program. Bonus for the Management Team members is at the maxi-

mum 40% of the annual base salary. The bonus system is based on financial metrics. In 2012, President and CEO and other Management Team members were paid a total of EUR 138,030 as bonuses.

President and CEO and part of the Management Team members participate in the share-based option scheme launched in 2009. The Board of Directors has distributed to President and CEO 100,000 A-options and 100,000 B-options, and to other Management Team members a total of 129,000 C-options.

## BOARD OF DIRECTORS



KALEVI LAURILA



LASSI NOPONEN



RAIMO HELASMÄKI



MATTI JAAKOLA



SUSANNA MIEKK-OJA

**KALEVI LAURILA****Chairman of the Board****B.Sc. (Eng.), EMBA, born 1947****Non-executive director**

Kalevi Laurila has been a member of the Board of Directors of Incap Corporation since 2002. Previously he was CEO of JMC Tools Oy and Turveruukki Oy as well as a director with Rautaruukki Oyj. Kalevi Laurila has held a number of corporate board positions.

Incap shares (direct ownership and holding of interest parties): 3,872,780 shares

**LASSI NOPONEN****Vice Chairman of the Board****LL.M., MBA, born 1963****A non-executive director, who is independent of the company and its major shareholders.**

Lassi Noponen was elected into Incap Corporation's Board of Directors in 2009. He is Chairman of the Board and a partner at Cleantech Invest Oy. He has previously acted as the Chairman of the Board of the wind turbine manufacturer Winwind Ltd. He has also served as CEO of Proventia Group and a partner in Evli Corporate Finance and held different managerial tasks in Neste Corporation.

Incap shares (direct ownership and holding of interest parties): 244,393 shares

**RAIMO HELASMÄKI****M.Sc. (Mechanical Engineering), born 1963****A non-executive director, who is independent of the company and its major shareholders.**

Raimo Helasmäki has been a member of the Board of Directors of Incap Corporation since 2010. He works as Executive Vice President of Small Caliber Division at the Scandinavian Nammo Group and as President of Nammo Lapua Oy. Previously he has worked as Managing Director of Esmi Oy of Schneider Electric Group and as Marketing Director of TAC Finland Oy.

Incap shares: 48,894 shares

**MATTI JAAKOLA****M.Sc. (Econ.), born 1955****A non-executive director, who is independent of the company and its major shareholders.**

Matti Jaakola has been a member of the Board of Directors of Incap Corporation since 2012. He acts as a partner at Boardman Ltd. and a consultant at Cap-Well Oy. Jaakola has since the beginning of 80's held different positions in top management of both global and domestic industrial companies, among others regional Managing Director for Northern and East Europe of Georgia-Pacific Corporation and director of international business operations at Oy Sinebrychoff Ab.

Incap shares (direct ownership and holding of interest parties): 40,800 shares

**SUSANNA MIEKK-OJA****M.Sc., born 1950****A non-executive director, who is independent of the company and its major shareholders.**

Susanna Miekk-oja has been a member of the Board of Directors of Incap Corporation since 2007. She serves as Director at Danske Bank Wealth Management. She has previously been running capital markets operations and started asset management activities, and she also has acted as Managing Director of a fund management company. Susanna Miekk-oja is a board member at the Research Foundation of the University of Helsinki and a member of the committee for property and stock investment of the University of Helsinki, among others.

Incap shares: 83,021 shares

None of the Directors is holding stock options.

## GROUP MANAGEMENT TEAM



SAMI MYKKÄNEN



SAMI KYLLÖNEN



HANNELE PÖLLÄ



KIRSTI PARVI



JARI KOPPELO



MIKKO HIRVINEN

**SAMI MYKKÄNEN**  
**President & CEO**  
**B.Sc. (Eng.), born 1973**

With the company since 2007 and as President and CEO since 2008.

Previous positions with Powerwave Technologies and its predecessors ADC, REMEC and Solitra among others in China.

Incap shares: 222,286 pcs  
 Stock options: 200,000 pcs

**SAMI KYLLÖNEN**  
**Director, Operations Europe**  
**B.Sc. (Eng.), born 1977**

With the company since 2007. Member of the management team since 2012.

Previous positions among others with Pulse Finland Oy and Filtronic LK Oy.

Incap shares: -  
 Stock options: 28,000 pcs

**HANNELE PÖLLÄ**  
**Director, Communications and Investor Relations**  
**B.A. (Multilingual Communications), MKT, VJD,**  
**born 1955**

With the company since 2000.

Previous positions with Instrumentarium Corporation, Hoechst Fennica Oy and Nextrom Oy.

Incap shares: 3,000 pcs  
 Stock options: 21,000 pcs

**KIRSTI PARVI**  
**CFO**  
**BAA, EMBA, born 1958**

With the company since 2007. CFO and a member of the management team since 2011.

Previous positions among others with Kemira.

Incap shares: -  
 Stock options: -

**JARI KOPPELO**  
**Director, Business units**  
**B.Sc. (Eng.), born 1975**

With the company since 2008.

Previous positions among others with ABB and Serres Oy.

Incap shares: 3,000 pcs  
 Stock options: 40,000 pcs

**MIKKO HIRVINEN**  
**Director, Special projects**  
**born 1968**

With the company since 2007.

Previous positions among others with Pulse Finland Oy and Orbis Oy.

Incap shares: -  
 Stock options: 40,000 pcs

Incap's management system includes also the so-called Extended Management Team which comprises besides the Group Management Team members also Siret Kegel (Quality Director), Pekka Laitila (Director, Sourcing and Materials), Päivi Luotola (IT Manager), Murthy Munipalli (Director, Energy Efficiency Asia) and Marko Tapaninaho (Manager, Engineering Services). The extended management team convenes once in a quarter.

# SHARES AND SHAREHOLDERS

Incap Corporation has one series of shares and a total of 20,848,980 shares at the end of the financial period 2012. Company's share capital registered in the trade registry was EUR 20,486,769.50 on 31 December 2012. Share's accounting countervalue is EUR 1.68. The company does not own any of its own shares.

## TRADING VOLUME AND SHARE PRICE



## MARKET CAPITALISATION, EUR



Incap Corporation's shares are listed on the NASDAQ OMX Helsinki since 5 May 1997. In the Nordic OMX List, Incap belongs to the Small Cap segment and the industry sector of Incap is Industrials/Industrial Goods & Services. The company code is ICP and the book-entry type code is ICP1V.

The price of Incap Corporation's share varied in the range of EUR 0.15 to EUR 0.65 during the financial year. The last quotation in trading at the end of the year was EUR 0.19. The total trading of the share during the financial year was 14%. The company's market capitalisation on 31 December 2012 was EUR 3,961,306. At the close of the financial year, the company had 1,159 shareholders, and 0.5% of the shares were nominee-registered or in foreign ownership.

## AUTHORISATION FOR THE BOARD OF DIRECTORS

The Annual General Meeting authorised on 11 April 2012 the Board of Directors to decide, during one year after the Annual General Meeting, to issue a maximum of 9,300,000 new shares either against payment or without payment. Of the new shares, a maximum of 300,000 shares can be used for the option rights of the company's remuneration and compensation system.

The Board of Directors used the authorisation on 25 May 2012 in connection with the company's financing arrangement, when a part of the holders of the company's convertible loan issued in 2007 converted the loan to a new convertible loan. The new convertible loan included the right to change the loan shares to a total of 7,112,195 new shares of the company.

At the end of the financial year 2012 the Board of Directors had a remaining authorisation to issue a total of 2,187,805 shares.

## SHAREHOLDER AGREEMENTS

The Board of Directors is not aware of any shareholder agreements concerning the ownership and voting rights of the company's shares.

## STOCK OPTION SCHEME 2009

The stock option scheme launched in 2009 consists of a total of 600,000 option rights entitling to a subscription of 600,000 of Incap Corporation's share. Stock options are divided into stock options 2009A, 2009B and 2009C. The subscription price of shares with all option warrants shall be one euro. The subscription period for shares with 2009A option warrants is from 1 April 2010 to 31 January 2014, and with 2009B and 2009C option warrants from 1 April 2011 to 31 January 2014. Altogether, 100,000 stock options A and 100,000 stock options B have been distributed to the President and CEO. A total of 129,000 stock options C have been distributed to the management team members.

The shares that can be subscribed for through the exercise of the stock options represent a maximum of 1.6% of the company's shares and the votes conferred by the shares after any possible increase in share capital. All stock options that have not been distributed or are returned shall be issued to Euroketju Oy, a wholly-owned subsidiary of Incap and they will be distributed by a separate decision of the Board of Directors.

## SHAREHOLDINGS OF THE BOARD OF DIRECTORS AND THE PRESIDENT

The members of the company's Board of Directors, the President and their interest parties owned a total of 4,512,174 shares, or 21.6% of the company's shares and votes. Details on the holdings of the Board of Directors, the President and the Group management team are available on the company's website at [www.incap.fi/Investors/Insiders](http://www.incap.fi/Investors/Insiders).

| Development of share capital | Changes,<br>1,000 euros | Registered on | Share capital,<br>1,000 euros |
|------------------------------|-------------------------|---------------|-------------------------------|
| 31.1.1991 Merger             | 5,760                   | 26.2.1992     | 7,862                         |
| 28.4.1992 Increase           | 424                     | 25.11.1992    | 8,286                         |
| 30.9.1992 Decrease           | 4,972                   | 2.12.1992     | 3,314                         |
| 15.1.1993 Increase           | 32                      | 11.8.1993     | 3,347                         |
| 16.3.1994 Increase           | 563                     | 21.12.1994    | 3,910                         |
| 10.3.1997 Increase           | 978                     | 21.3.1997     | 4,889                         |
| 5.5.1997 Increase            | 975                     | 5.5.1997      | 5,864                         |
| 4.5.1998 Increase            | 40                      | 4.5.1998      | 5,904                         |
| 21.3.2002 Increase           | 14,583                  | 24.4.2002     | 20,487                        |

| Breakdown of shareholdings by sector on 31 December 2012 |              |                   |                         |            |
|--|--------------|-------------------|-------------------------|------------|
|  | pcs          | Shareholders<br>% | Shares and votes<br>pcs | %          |
| Private enterprises                                      | 60           | 5.2               | 11,369,487              | 54.5       |
| Financial institutions                                   | 6            | 0.5               | 1,184,888               | 5.7        |
| Public sector entities                                   | 1            | 0.1               | 16,000                  | 0.1        |
| Non-profit organisations                                 | 3            | 0.3               | 13,601                  | 0.1        |
| Households   | 1,085        | 93.6              | 8,217,227               | 39.4       |
| Foreign ownership  | 4            | 0.3               | 47,777                  | 0.2        |
| <b>Total</b>   | <b>1,159</b> | <b>100</b>        | <b>20,848,980</b>       | <b>100</b> |
| Nominee-registered shares                                | 6            |                   | 103,729                 |            |

| Breakdown of shareholdings by number of shares on 31 December 2012 |              |                   |                         |            |
|--|--------------|-------------------|-------------------------|------------|
| Shares, pcs  | pcs          | Shareholders<br>% | Shares and votes<br>pcs | %          |
| 1–100  | 173          | 14.9              | 10,249                  | 0.0        |
| 101–500  | 312          | 26.9              | 99,687                  | 0.5        |
| 501–1,000  | 213          | 18.4              | 186,025                 | 0.9        |
| 1,001–5,000  | 289          | 24.9              | 773,942                 | 3.7        |
| 5,001–10,000   | 73           | 6.3               | 570,218                 | 2.7        |
| 10,001–50,000  | 70           | 6.0               | 1,603,396               | 7.7        |
| 50,001–100,000   | 12           | 1.0               | 863,567                 | 4.1        |
| 100,001–500,000  | 10           | 0.9               | 2,011,953               | 9.7        |
| 500,001–   | 7            | 0.6               | 14,729,943              | 70.7       |
| <b>Total</b>   | <b>1,159</b> | <b>100</b>        | <b>20,848,980</b>       | <b>100</b> |

| Largest shareholders on 31 December 2012 |               |                                     |
|--|---------------|-------------------------------------|
|  | Shares<br>pcs | Percentage of shares and votes<br>% |
| Oy Etra Invest Ab                        | 4,834,547     | 23.2                                |
| JMC Finance Oy                           | 2,402,286     | 11.5                                |
| Finnish Industry Investment Ltd.         | 2,185,509     | 10.5                                |
| Sundholm Göran                           | 1,481,113     | 7.1                                 |
| Laurila Kalevi Henrik                    | 1,460,429     | 7.0                                 |
| Oy Ingman Finance Ab                     | 1,250,000     | 6.0                                 |
| Mandatum Life Insurance Company Limited  | 1,116,059     | 5.4                                 |
| Lehtonen Jussi Tapio                     | 300,000       | 1.4                                 |
| Oksanen Markku                           | 242,033       | 1.2                                 |
| Noponen Lassi Tapani                     | 237,909       | 1.1                                 |

# INFORMATION FOR SHAREHOLDERS

---

## ANNUAL GENERAL MEETING

The Annual General Meeting of Incap Corporation will be held on Wednesday, 10 April 2013 beginning at 3.00 p.m. at Hotel Kämp at the address Pohjoisesplanadi 29, 00100 Helsinki. In order to attend the Annual General Meeting, shareholders must be registered in the Shareholder Register kept by Euroclear Finland Ltd. no later than by 27 March 2013.

Registration for attending the Annual General Meeting must be made no later than 4.00 p.m. on Friday 5 April 2013 by email to [pii.ahtiainen@incap.fi](mailto:pii.ahtiainen@incap.fi), by phone on +358 40 347 2124/Pii Ahtiainen, by fax to the number +358 9 224 4095 or by a letter to Incap Corporation/AGM, Valuraudankuja 7, 00700 Helsinki, Finland.

A holder of nominee-registered shares is considered having registered for the participation in the Annual General Meeting if he/she has temporarily been entered into Shareholder Register by 5 April 2013 at 10 a.m. at the latest. For this the shareholder should be in contact with his/her has temporarily. It is requested that any proxies be delivered when registering for the meeting.

## FINANCIAL INFORMATION

The publication dates for financial reports in 2013 are the following:

- Financial Statements for 2012 on Tuesday, 26 February 2013
- Interim Report for January-March on Friday, 3 May 2013
- Interim Report for January-June on Wednesday, 31 July 2013
- Interim Report for January-September on Thursday, 31 October 2013.

Incap follows a two weeks' silent period and does not make statements on the company's financial development or meet with capital market representatives two weeks before publication of its financial statements or interim reports.

## PUBLICATIONS

Incap's Annual Report, interim reports as well as stock exchange releases and press releases are published in Finnish and English. They are also available on the company's website at [www.incap.fi](http://www.incap.fi). The basic information addressed to investors can be found in the website section "Investors".

Publications can be ordered from Corporate Communications by e-mail at [communications@incap.fi](mailto:communications@incap.fi), by mail at Incap Oyj/Communications, Valuraudankuja 7, 00700 Helsinki or by phone on +358 40 653 3304/Laura Raivio.

## INVESTOR RELATIONS

The task of Incap's investor communications is to support the correct price formation of Incap's share by providing precise and up-to-date information on Incap Group's business operations, financial performance, targets and strategy. By means of open, timely and consistent communication the company seeks to ensure that all market participants receive information that is the same and adequate, so that they can assess the company as a prospective investment.

When publishing its financial results, Incap arranges press conferences for analysts, investors, providers of financing and members of media. Incap aims at holding a Capital Markets Day for investors, analysts and providers of financing once a year. In addition, the company's representatives meet with shareholders, investors and analysts at investor fairs, in seminars, at events arranged by various organisations and in one-on-one meetings. The presentation material of company events is available on the company's website.

Incap's disclosure policy is published on the company's website at Investors/Corporate Governance/Communications.

Incap's investor relations are managed by Hannele Pöllä, Director, Communications and Investor Relations, tel. +358 40 504 8296.

## INCAP CORPORATION

**Corporate office**

Valuraudankuja 7  
FI-00700 Helsinki, Finland  
Tel. +358 20 779 0550  
Fax +358 9 224 4095

**Domicile** Helsinki  
**Website** www.incap.fi  
**E-mail** info@incap.fi  
**Business ID** FI 0608849-6

**INCAP CORPORATION****Vaasa plant**

Strömbergin Puistotie 6 A,  
FI-65320 Vaasa, Finland  
Tel. +358 20 779 0550  
Fax +358 10 612 4077

**INCAP ELECTRONICS****ESTONIA OÜ**

**Tallinn office**  
Löötsa 2 B  
EE-11415 Tallinn, Estonia  
Tel. +372 61 81580  
Fax +372 61 81583

**Kuressaare plant**

Tehnika 9  
EE-93815 Kuressaare, Estonia  
Tel. +372 45 21723  
Fax +372 45 20955

**INCAP CONTRACT  
MANUFACTURING  
SERVICES PVT. LTD.****Bangalore office**

1st Floor, Corniche Al Latheef  
25, Cunningham Road  
Bangalore 560 052  
Karnataka, India  
Tel. +91 80 4075 1100  
Fax +91 80 4075 1199

**Tumkur plant**

Pandithanahalli, Hirehalli Post  
Tumkur 572 168  
Karnataka, India  
Tel. +91 81 6224 3270-75  
Fax +91 81 6224 3278

**INCAP HONG KONG LIMITED**

Room 4405, Hopewell Centre  
183, Queen's Road East  
WanChai, Hong Kong  
Tel. +852 2520 0690  
Fax +852 2520 0870

**INCAP CORPORATION**  
Valuraudankuja 7  
FI-00700 Helsinki, Finland  
Tel. +358 20 779 0550  
Fax +358 9 224 4095  
[www.incap.fi](http://www.incap.fi)