

Incap Corporation's Annual General Meeting on 18 April 2017 in Helsinki

AGENDA

- 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 the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2016 - Review by the President and CEO**
- 7. Adoption of the annual accounts**

8. Resolution on the use of the profit shown on the balance sheet and the payment of dividends

The parent company's profit for the financial period totalled EUR 464,201.93. The Board proposes to the Annual General Meeting that no dividend be paid and the result for the financial period be recognised in equity.

9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability

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

Shareholders who represent more than 30% of the shares and votes propose to the Annual General Meeting that the fees paid for the members of the Board of Directors shall be the same as in 2016 as follows: the annual fee to be paid for Chairman of the Board is EUR 15,000 and for the Board members EUR 10,000 and it shall be paid in month-by-month. There shall be no separate fee for each meeting. Eventual travel expenses shall be compensated according to the travel regulations of the company.

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

Shareholders who represent more than 30% of the shares and votes propose to the Annual General Meeting that the number of members of the Board of Directors shall be four (4).

12. Election of members of the Board of Directors

Shareholders of Incap Corporation representing more than 30% of the company's shares and votes propose to the Annual General Meeting that of the current members of the Board of Directors Carl-Gustaf von Troil be re-elected and that Per Kristiansson, Vesa Mäkelä and Johan Ålander be elected as new members of the Board. All proposed persons are independent from the company and from the major shareholders of the company. All persons have given their consent to the election.

Per Kristiansson, M.Sc. (BA), born 1967. Kristiansson is active as Managing Director of Vänorexpressen since 2011. He has previously acted among others as purchasing director at Inission AB as well as at Löfberg Group.

Vesa Mäkelä, M.Sc. (Eng.), MBA, born 1964. Mäkelä serves as Region VP, North and Central Europe at GS-Hydro Group. He has previously been managing various industrial divisions and companies in Finland and abroad, among others Konecranes, Valtra and Specma in China.

Johan Ålander, Degree in Economics and Business Administration, born 1959. Ålander is the Managing Director of NIGA International AB, a mergers and acquisitions advisory company. He has previously been managing director of the electronic components distributor ElektronikGruppen AB (publ) and of the Touch Screen manufacturer Bröderna Danielson AB as well as Vice President of the contract manufacturer AB Segerström & Svensson (publ).

13. Resolution on the remuneration of the auditor

The Board of Directors proposes that the auditor is paid against a reasonable invoice.

14. Election of auditor

The Board of Directors proposes that the firm of independent accountants Ernst & Young Oy be re-elected as the company's auditor. The auditing firm has informed that the principal auditor would be Bengt Nyholm, Authorised Public Accountant. The auditor will be elected for a period ending in the first Annual General Meeting following the Annual General Meeting, in which it was elected.

15. Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of other special rights entitling to shares

The Board of Directors proposes that the Annual General Meeting will authorise the Board of Directors to decide to issue new shares either against payment or without payment. The authorisation would be given to a maximum quantity of 436,516 new shares.

The new shares may be issued to the company's shareholders in proportion to their current shareholdings in the company or deviating from the shareholders' pre-emptive right through one or more directed share issue, if the company has a weighty financial reason to do so, such as developing the company's equity structure, implementing mergers and acquisitions or other restructuring measures aimed at developing the company's business, financing of investments and operations or using the shares as a part of the company's remuneration and compensation system. The Board of Directors would decide upon terms and scope related to share issues.

Based on the authorisation, the Board of Directors can pursuant to chapter 10, section 1, of the Companies Act also decide on issuing other special rights entitling to new shares of the company. The subscription price of the new shares can be recorded partly or fully to the invested unrestricted equity reserves or to equity according to the decision of the Board of Directors. The Board of Directors is entitled to decide on conditions regarding the issuance of shares as well as the issuance of other special rights entitling to shares. The proposed authorisations would be valid for one year from the Annual General Meeting.

16. Closing of the meeting