



21 August 2013

Translation of the Finnish original document**MINUTES****No. 2/2013****INCAP CORPORATION'S EXTRAORDINARY GENERAL MEETING**

Date and time: 21 August 2013 at 3:00-4:00 p.m.
Place: BANK's meeting room, Unioninkatu 20, FI-00130 Helsinki, Finland
Present: The shareholders stated in the list of votes adopted at the Meeting were present or represented at the Meeting.

In addition, those present included certain members of the Board of Directors; proposed members of the Board of Directors Fredrik Berghel and Olle Hulteberg; Sami Mykkänen, President and CEO; Kirsti Parvi, CFO; Hannele Pöllä, Director, Communications and Investor Relations; Tom Olsio, Specialist; Anu Kaskinen, LLM; and Susanne Mattsson, LLM.

§ 1**OPENING OF THE MEETING**

The Chairman of the Board of Directors, Lassi Noponen, opened the meeting.

§ 2**CALLING THE MEETING TO ORDER**

Anu Kaskinen, LLM, was elected the Chairperson of the Meeting, and she called Susanne Mattsson, LLM, to act as the Secretary of the Meeting. The Chairperson explained the procedures for discussing the topics on the agenda of the Meeting.

It was noted that the proposals of the Board of Directors and the Shareholders have been available for examination on Incap Corporation's home page and at the company's head office in Helsinki (Valuraudankuja 7, 00700 Helsinki) as of 31 July 2013. It was also noted that the documents were available in the meeting room where the Extraordinary General Meeting was being held.

§ 3**ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES**

Ari Kulju was elected the scrutiniser of the minutes and Jarmo Hyvärinen the supervisor of the counting of votes.

§ 4**RECORDING THE LEGALITY OF THE MEETING**

It was noted that the notice to the Extraordinary General Meeting had been published as a stock exchange release as well as on the company's home page on the Internet on 31 July 2013. In addition, the company published preliminary pro forma financials on 20 August 2013. It was noted that the Extraordinary General Meeting had been convened in accordance with the provisions of the Articles of Association and the Limited Liability Companies Act. The notice to the Extraordinary General Meeting was included as an annex to the minutes (Annex 1).

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§ 5**RECORDING THE ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES**

The list of attendance and the list of votes were presented, according to which 22 shareholders were present at the Meeting either in person or represented by a legal representative or by an authorised proxy. It was recorded that 88,668,090 shares and votes, or approximately 81% of all shares and votes, were represented at the Meeting.

The list of attendance at the Meeting and the list of votes were included as an annex to the minutes (Annex 2). It was noted that the list of votes would be confirmed to correspond with the list of attendance at the beginning of a possible vote.

§ 6**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

It was noted that Shareholders who represent more than 50% of the shares and votes in the company had proposed to the Extraordinary General Meeting that due to the changes in the company's ownership, the composition of the Board should be changed so that Fredrik Berghel and Olle Hulteberg could be elected as new members to the Board of Directors, and of the present members of the Board of Directors Raimo Helasmäki, Susanna Miekk-oja and Lassi Noponen could be re-elected to the Board of Directors. These persons have given their consent to the election. The members of the Board of Directors are elected for a period beginning in the Extraordinary General Meeting and ending in the first Annual General Meeting following the General Meeting, in which they were elected.

The proposal of the Shareholders was included as an annex to the minutes (Annex 3). In accordance with the proposal of the Shareholders mentioned above, the General Meeting resolved that, for a period beginning in the Extraordinary General Meeting and ending in the first Annual General Meeting following the General Meeting, in which they were elected, Fredrik Berghel and Olle Hulteberg would be elected as new members to the Board of Directors, and of the present members of the Board of Directors Raimo Helasmäki, Susanna Miekk-oja and Lassi Noponen would be re-elected to the Board of Directors.

§ 7**APPROVAL OF TRANSACTION**

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that it would resolve on its part to approve the conditional transaction between InCap Corporation and Inission AB, in which the uniting of InCap and Inission will be carried out by InCap Corporation acquiring Inission AB's subsidiaries' shares and business operations.

Sami Mykkänen, President and CEO, and Kirsti Parvi, CFO, presented the proposed transaction. The proposal of the Board of Directors was included as an annex to the minutes (Annex 4) and the presentation by the President and CEO and the CFO was included as an annex to the minutes (Annex 5). It was noted that the approval of the transaction is conditional to 2/3 of the company's independent shareholders approving the transaction.

In accordance with the proposal of the Board of Directors, the Extraordinary General Meeting resolved to approve the conditional transaction between InCap Corporation and Inission AB.

§ 8**RESOLUTION ON CONSULTING AGREEMENT ARRANGEMENT**

It was noted that the Board of Directors had proposed to the Extraordinary General Meeting that it would resolve to approve the consulting agreement arrangement between InCap Corporation and Inission AB as

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described below and to authorise the Board of Directors to negotiate and decide on further details of the agreement.

According to the agreement Olle Hulteberg, Fredrik Berghel and Stig Leander would work for Incap Corporation on the assignments given by the Board of Directors and report directly to the Board of Directors. Each consultant would be used by the company for at least three (3) days a week at a daily fee corresponding with current market prices. For the company, the consulting agreement would mean a total cost of approx. EUR 250,000 (using exchange rate 1 SEK = 0.115 EUR). In addition, the consultants would be provided with the necessary working equipment and their travel expenses would be compensated. The agreement would be valid for a fixed period and end on 31 January 2014.

Sami Mykkänen, President and CEO, presented the proposal and its grounds to the Extraordinary General Meeting. The proposal of the Board of Directors was included as an annex to the minutes (Annex 6). The Extraordinary General Meeting resolved to approve the consulting agreement arrangement between Incap Corporation and Inission AB in accordance with the proposal of the Board of Directors and authorised the Board of Directors to negotiate and decide on further details of the agreement.

§ 9

CLOSING OF THE MEETING

It was recorded that all shareholders present were in favour of the decisions made at the Meeting, unless otherwise stated in the minutes. The Chairperson noted that the topics on the agenda had been dealt with and that the minutes will be available on the company's website as of 3 September 2013 at the latest.

The Chairperson closed the meeting at 4:00 p.m.

Chairperson of the Extraordinary General Meeting, Anu Kaskinen

In fidem:

Susanne Mattsson

The minutes scrutinised and approved by:

Ari Kulju

ANNEXES

Annex 1 Notice to the Extraordinary General Meeting

Annex 2 List of votes

Annex 3 Proposal of the Shareholders for the election of members of the Board of Directors

Annex 4 Proposal of the Board of Directors for the approval of the transaction

Annex 5 Presentation by the President and CEO and the CFO on the proposed transaction

Annex 6 Proposal of the Board of Directors for the resolution on consulting agreement arrangement