

22 March 2019

## **NOTICE TO CONVENE ANNUAL GENERAL MEETING**

Notice is given to the shareholders of Incap Corporation to the Annual General Meeting to be held on Monday, 15 April 2019 at 3 p.m. at Mannerheimintie 113, 00280 Helsinki (Aitio Business Park, 8th floor). The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 2.30 p.m.

### **A. Matters on the agenda of the General Meeting**

#### **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 2018 - 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 1,330,795.80. 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 annual fee to be paid for the Chairman of the Board is EUR 40,000 and for the Board members EUR 20,000 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 three (3).

#### **12. Election 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 of the present members of the Board Carl-Gustaf von Troil is re-elected and Päivi Jokinen and Ville Vuori are elected as new members to the Board of Directors.

All of the proposed members are independent of its major shareholders. Carl-Gustaf von Troil and Päivi Jokinen are also independent of the company. All persons have given their consent to the election.

Information regarding the Board members is available on the Company's website <https://incapcorp.com/investors/governance/board-of-directors/>

### **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 Bengt Nyholm, Authorised Public Accountant, would continue as the principal auditor. 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 further 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**

#### **B. Documents of the General Meeting**

The above-mentioned proposals relating to the agenda of the Annual General Meeting as well as this notice are available on Incap Corporation's website at [www.incapcorp.com](http://www.incapcorp.com), section Investors/AGM. The annual report of Incap Corporation, including the company's annual accounts, the report of the Board of Directors and the auditor's report, is available on the above-mentioned website by 22 March 2019.

The proposals and the annual accounts are available at the meeting. Copies of these documents and of this notice will be sent to shareholders upon request. The minutes of the meeting will be available on the above-mentioned website as from 29 April 2019.

#### **C. Instructions for the participants in the General Meeting**

##### **1. The right to participate and registration**

Each shareholder, who is registered on 3 April 2019 in the shareholders' register of the company held

by Euroclear Finland Ltd., has the right to participate in the Annual General Meeting. A shareholder, whose shares are registered on his/her personal book-entry account in Finland, is registered in the shareholders' register of the company.

A shareholder, who wants to participate in the General Meeting, shall register for the meeting no later than on Monday, 8 April 2019 at 6 p.m. by giving a prior notice of participation.

Such notice can be given:

- a) by e-mail to [communications@incapcorp.com](mailto:communications@incapcorp.com);
- b) by mail to Incap Corporation, Mannerheimintie 113, 00280 HELSINKI.

In connection with the registration, a shareholder shall notify his/her name, personal identification number, telephone number and the name and personal identification number of a possible assistant or proxy representative. The personal data given to Incap Corporation is used only in connection with the General Meeting and with the processing of related registrations. The shareholder, his/her authorised representative or proxy representative shall be able to prove his/her identity and/or right of representation in the meeting.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on the record date 3 April 2019 of the General Meeting would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been registered into the temporary shareholders' register held by Euroclear Finland Ltd. by Wednesday, 10 April 2019 by 10 a.m. at the latest. As to the nominee registered shares, this constitutes a due registration for the General Meeting.

A holder of nominee registered shares is advised to request necessary instructions regarding the registration in the shareholder's register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank.

## **3. Proxy representative and powers of attorney**

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. Eventual proxy documents should be delivered in originals to Incap Corporation, Mannerheimintie 113, 00280 Helsinki before the last date for registration.

## **4. Other instructions and information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the meeting.

**Arriving:** Address to Aitio Business Park when arriving by car is Nauvontie 14. There is some parking space for guests in the parking hall, and on Nauvontie it is possible to park for 2 hours for free. Aitio Business Park can easily be reached by HSL busses, bus stop "Ruskeasuo".

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Incap Corporation is 4,365,168.