



23 October 2020

**Translation of the Finnish original document****MINUTES****INCAP CORPORATION'S EXTRAORDINARY GENERAL MEETING 1/2020****Date and time:** 23 October 2020 at 15:00-15:20 p.m.**Place:** Incap Oyj, Bulevardi 21, FI-00180 Helsinki, Finland**Present:** The shareholders stated in the list of votes were present or represented at the meeting

In addition, those present included members of the Board of Directors Carl-Gustaf von Troil and the Chairman of the Board Ville Vuori, Antti Pynnönen, CFO and Kimmo Reina, Chairman of the Meeting (Bird & Bird Oy). CEO Otto Pukk participated via video connection.

**1 §****OPENING OF THE MEETING**

Member of the Board of Directors, Ville Vuori, opened the meeting.

**2 §****CALLING THE MEETING TO ORDER**

Kimmo Reina was elected the Chairman of the meeting, and he called Antti Pynnönen to act as the Secretary of the meeting.

The Chairman explained the procedures for discussing the topics on the agenda of the meeting.

It was noted that the agenda of the meeting was published as a Stock Exchange Release and on the company's home page on 1 October 2020. The Meeting resolved to approve the agenda as the agenda for the meeting. The agenda was included as an annex to the minutes (Appendix 1).

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

Carl-Gustaf von Troil was elected the scrutiniser of the minutes and the supervisor of the counting of votes.

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

It was noted that the notice to the General Meeting had been published as a Stock Exchange Release as well as on the company's home page on the Internet on 1 October 2020. It was noted that the General Meeting had been convened in accordance with the provisions of the Articles of Association and the Limited Liability Companies Act, and accordingly the meeting was legal and had a quorum.

The notice to the General Meeting (including the specification to it regarding Board's proposal which was published on 16<sup>th</sup> October) was included as an annex to the minutes (Appendix 2).



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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 10 shareholders were present in the meeting either in person or represented by a legal representative or by an authorised proxy. It was recorded that 1,556,604 shares and votes, or approximately 35.7% of all shares and votes, were represented in the meeting.

The list of attendance and the list of votes were included as an annex to the minutes (Appendix 3). 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 §****Authorisation for the Board of Directors to decide on a share issue**

The Board of Directors proposes that the General Meeting authorise it to decide on a share issue in accordance with the pre-emption rights of shareholders as follows:

Under the authorisation, a maximum of 1,455,056 new shares can be issued. The shares are offered to the company's shareholders for subscription in proportion to their shareholding on the record date of the share issue. The Board of Directors is entitled to decide on the offering of shares that potentially remain unsubscribed for pursuant to the shareholders primary subscription right for subscription to shareholders or other parties. The Board of Directors is authorised to resolve on all other terms and conditions of the share issue.

The authorisation is valid until 31 December 2020.

The authorisation does not revoke any prior authorisations granted to the Board of Directors to decide on the issuance of shares or special rights entitling to shares.

The proposal of the Board of Directors was taken as an appendix of the minutes (Appendix 4).

It was resolved to authorise the Board of Directors to decide on a share issue in accordance with the pre-emption rights of shareholders in accordance with the proposal of the Board of Directors.

**§ 7****CLOSING OF THE MEETING**

The chairman noted that all matters on the agenda of the meeting had been dealt with, resolutions had been made unanimously and that the minutes of the meeting will be available on the website of the company in two weeks from the Extraordinary General Meeting, i.e. as from 6 November 2020.

The chairman closed the meeting at 15:10 p.m.

Chairman of the meeting: KIMMO REINA  
Kimmo Reina

In fidem: ANTTI PYNNÖNEN  
Antti Pynnönen

Checked and approved:

CARL-GUSTAF VON TROIL  
Carl-Gustaf von Troil

## APPENDICES

Appendix 1 Agenda



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Appendix 2 Notice of the meeting

Appendix 3 List of votes

Appendix 4 Proposal on the authorization of the Board of Directors