

Proposals to the AGM 27 April 2023

Agenda item 6

Resolution on the use of the profit shown on the balance sheet and authorising the Board of Directors to decide on distribution of dividend

Due to the growth strategy of Incap, the Board of Directors of Incap Corporation proposes to the Annual General Meeting that no dividend will be paid for the financial year 2022.

Shareholders who represent more than 30 per cent of the shares and votes have notified the company that they will support Board of Directors' proposal in the Annual General Meeting.

Agenda item 11

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

Shareholders who represent more than 30 per cent 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 65,000 and for the Board members EUR 35,000 and it shall be paid in month-by-month. In addition to the annual remuneration, a meeting fee of EUR 300 per meeting is paid for the Board members and a meeting fee of EUR 400 per meeting is paid for the Chairman of the Board of Directors for attendance at the meetings. Eventual travel expenses shall be compensated according to the travel regulations of the company.

Agenda item 12

Resolution on the number of members of the Board of Directors

Shareholders who represent more than 30 per cent 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).

Agenda item 13

Election of members of the Board of Directors

It is proposed to the Annual General Meeting that the present members of the Board of Directors Carl-Gustaf von Troil, Ville Vuori and Kaisa Kokkonen be re-elected as members of the Board of Directors and that Julianna Borsos be elected as a new member of the Board of Directors.

Agenda item 14

Resolution on the remuneration of the Auditor

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

Agenda item 15

Election of Auditor

The Board of Directors proposes that PricewaterhouseCoopers Oy, a company of Authorised Public Accountants, be re-elected as the auditor of the company. PricewaterhouseCoopers Oy has announced that the principally responsible auditor would be Maria Grönroos (APA). The term of the auditor will end at the closing of the next Annual General Meeting following the election.

Agenda item 16

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 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 2,928,483 new shares which represent approximately 10 per cent of the total number of shares in the company at the date of this notice.

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, either against payment or without payment, 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 authorisation would be valid for one year from the Annual General Meeting.

INCAP CORPORATION