

Incap Corporation | Stock Exchange Release | April 11, 2024 at 15:15:00 EEST

Notice is given to the shareholders of Incap Corporation to the Annual General Meeting to be held on Friday, 10 May 2024, at 10:00 a.m. EEST at Lapland Hotels Bulevardi, Bulevardi 28, 00120 Helsinki, Finland (conference room Lempi).

The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:30 a.m.

## **A. Matters on the agenda of the Annual 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 2023**

- Presentation of the CEO's review

The Annual and Sustainability Report published by the company on 5 April 2024, which includes the company's Annual Accounts, Consolidated Annual Accounts and the Report of the Board of Directors and the Auditor's Report, is available on the company's website at <https://incapcorp.com/reports-and-presentations/>.

### **7. Adoption of the Annual Accounts**

### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

Incap is focusing on organic and inorganic growth with a robust M&A pipeline, thus the Board of Directors of Incap Corporation proposes to the Annual General Meeting that no dividend be paid for the financial year 2023.

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.

### **9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability for the financial year 1 January–31 December 2023**

### **10. Handling of the Remuneration Report for governing bodies**

The Board of Directors proposes that the Annual General Meeting approve the 2023 Remuneration Report for governing bodies.

The Remuneration Report 2023, which describes the implementation of the company's Remuneration Policy and presents information on the remuneration of the company's governing bodies for the financial year 2023, and which was published in connection with the company's Annual and Sustainability Report on 5 April 2024 is available on the company's website at <https://incapcorp.com/remuneration-and-incentives/>. The resolution concerning the adoption of the Remuneration Report is advisory.

### **11. Handling of the Remuneration Policy for governing bodies**

The Board of Directors proposes that the Annual General Meeting approve the Remuneration Policy for governing bodies.

The current Remuneration Policy has been approved at the Annual General Meeting on 20 April 2020. The Board of Directors shall present the Remuneration Policy to the General Meeting at least once every four years, and whenever substantial changes are made to it.

Annual General Meeting's resolution on the approval of the Remuneration Policy is advisory. The Remuneration Policy for governing bodies is attached to this notice and available on the company's website at <https://incapcorp.com/annual-general-meeting-2024/>.

### **12. 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 remuneration remain unchanged and therefore the annual fee to be paid for the Chairman of the Board be EUR 65,000 and for the Board members EUR 35,000 and that it be paid in month-by-month. In addition to the annual fee, a meeting fee of EUR 300 per meeting is paid for the Board members and a meeting fee of EUR 400 per meeting 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.

The Board of Directors additionally proposes that if the Board decides to establish separate Board Committees, the following fees are proposed for Committee work: meeting fee for Committee work for the Chairman of the Audit Committee EUR 1,000 per meeting and meeting fee for the Chairmen of other possible Committees and for members of all Committees EUR 500 per meeting.

### **13. 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 be four (4).

### **14. 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 Julianna Borsos, Kaisa Kokkonen, Carl-Gustaf von Troil and Ville Vuori be re-elected as members of the Board of Directors.

Kaisa Kokkonen, Carl-Gustaf von Troil and Ville Vuori are independent of the company and of significant shareholders of the company. Julianna Borsos is independent of the company and dependent of significant shareholders of the company. All persons have given their consent to the election.

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

#### **15. Resolution on the remuneration of the auditor and the authorised sustainability auditor**

The Board of Directors proposes to the General Meeting that the auditor be paid against a reasonable invoice. The same is proposed to be applied to the auditor's remuneration for the assurance of the company's sustainability reporting for the financial year 2024.

#### **16. Election of the auditor and the authorised sustainability 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 Ms. Maria Grönroos (APA). The term of the auditor will end at the closing of the next Annual General Meeting following the election.

In addition, the Board of Directors proposes that PricewaterhouseCoopers Oy also acts as the authorised sustainability auditor of the company. PricewaterhouseCoopers Oy has indicated that Maria Grönroos (Authorized Sustainability Auditor, KRT) will serve as the authorised sustainability auditor with principal responsibility.

#### **17. 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 2,943,721 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 issues, if the company has a weighty financial reason to do so, such as developing the company's equity structure, implementing corporate transactions or other restructuring measures aimed at developing the company's business, financing of investments and business operations or using the shares as a part of the company's incentive systems. 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 Finnish Limited Liability 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 in the invested unrestricted equity reserves or in equity in accordance with 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 resolution by the Annual General Meeting.

## **18. Closing of the meeting**

### **B. Documents of the Annual 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 <https://incapcorp.com/annual-general-meeting-2024/>. The Annual and Sustainability Report of Incap Corporation, including the company's Annual Accounts, the Report of the Board of Directors and the Auditor's Report, as well as the Remuneration Report and the Remuneration Policy are available on the above-mentioned website by 12 April 2024. The proposals for decisions and other above-mentioned documents are also available at the Annual General Meeting.

The minutes of the Annual General Meeting will be available on the above-mentioned website on 24 May 2024 at the latest.

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

#### **1. Shareholder registered in the shareholders' register**

Each shareholder, who on the record date of the Annual General Meeting, 26 April 2024, is registered in the shareholders' register of the company kept by Euroclear Finland Ltd, is entitled to participate in the Annual General Meeting. A shareholder whose shares are registered on their Finnish book-entry account, is registered in the shareholders' register of the company.

Registration for the Annual General Meeting will begin on 12 April 2024 at 10:00 a.m. EEST. A shareholder registered in the shareholders' register of the company who wishes to participate in the Annual General Meeting must register no later than 6 May 2024 at 4:00 p.m. EEST, by which time the registration must have been received. A shareholder can register for the General Meeting in the following manners:

- a) by e-mail to [communications@incapcorp.com](mailto:communications@incapcorp.com)
- b) by mail to Incap Corporation, Bulevardi 21, 00180 Helsinki, Finland.

When registering, a shareholder is requested to provide information such as the name, personal identification number/business ID, address, e-mail address and telephone number of the shareholder as

well as the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given by a shareholder to Incap Corporation will be used only in connection with the Annual General Meeting and with the processing of related registrations.

A shareholder, their possible authorised proxy representative or legal representative must be able to prove their identity and/or right of representation at the Annual General Meeting upon request.

## **2. Holder of nominee-registered shares**

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares, based on which they on the record date of the Annual General Meeting, 26 April 2024, would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the Annual General Meeting additionally requires that the shareholder has on the basis of such shares been temporarily registered into the shareholders' register held by Euroclear Finland Ltd. by 10:00 a.m. EEST on 7 May 2024 at the latest. As regards nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to request without delay necessary instructions regarding temporary registration in the shareholder's register of the company, issuing of proxy documents and voting instructions and registration for the Annual General Meeting from their custodian. The account manager of the custodian has to temporarily register a holder of nominee-registered shares, who wants to participate in the Annual General Meeting, into the shareholders' register of the company at the latest by the time stated above. Further information on these matters is also available on the company's website at [www.incapcorp.com](http://www.incapcorp.com).

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

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation.

The shareholder's proxy representative must present a dated power of attorney, or they must otherwise prove in a reliable manner that they are entitled to represent the shareholder in the Annual General Meeting. If a shareholder participates in the Annual General Meeting through several proxy representatives who represent the shareholder with shares in different book-entry accounts, the shares on the basis of which each proxy representative represents the shareholder must be stated in connection with the registration.

Possible proxy documents should be delivered by post to Incap Corporation, Bulevardi 21, 00180 Helsinki, Finland, or by e-mail to [communications@incapcorp.com](mailto:communications@incapcorp.com) before the registration period ends. In addition to the delivery of the proxy documents, the shareholder or their proxy representative shall register for the General Meeting in the manner described above in this notice.

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

Pursuant to Chapter 5, Section 25 of the Finnish Limited Liability 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.

Information on the Annual General Meeting required by the Finnish Limited Liability Companies Act and the Securities Markets Act is available on the company's website at <https://incapcorp.com/general-meeting/>.

On the date of this notice to the Annual General Meeting, the total number of shares and votes in Incap Corporation is 29,437,214.

Changes in shareholding after the record date do not affect the right to participate in the General Meeting or the number of voting rights held in the meeting.

In Helsinki, 11 April 2024

## **INCAP CORPORATION**

Board of Directors

### **Additional information:**

Otto Pukk, President and CEO, tel. +372 508 0798

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### **Distribution:**

Nasdaq Helsinki Ltd.

Principal media

[www.incapcorp.com](http://www.incapcorp.com)

### **Incap in brief**

Incap Corporation is a trusted partner and full service provider in Electronics Manufacturing Services. As a global EMS company Incap supports customers ranging from large multinationals and mid-sized companies to small start-ups in their complete manufacturing value chain. Incap offers state-of-the-art technology backed up by an entrepreneurial culture and highly qualified personnel. The company has operations in Finland, Estonia, India, Slovakia, the UK, USA, and Hong Kong and employs approximately 1,700 people. Incap's share has been listed on Nasdaq Helsinki Ltd stock exchange since 1997.