

**Proposals to the Annual General Meeting on 10 May 2024****Appendix 6: The Board's proposal for 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.

**Appendix 9: Shareholders' proposal for 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.

**Appendix 10: Shareholders' proposal for 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..

**Appendix 11: Shareholders' proposal for the 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.

**Appendix 12: The Board's proposal for 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.

**Appendix 13. The Board's proposal for 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.

#### **Appendix 14: 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.