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## REPORT ON CORPORATE GOVERNANCE 2015 OF INCAP CORPORATION

In its operations, Incap Corporation complies with the Finnish Companies Act, its own Articles of Association and the regulations and instructions concerning public listed companies. Further, the company follows the regulations and rules of Helsinki Stock Exchange (Nasdaq Helsinki Ltd.) and complies among others with the Guidelines for Insiders published by the Exchange and the recommendations of the Helsinki Takeover Code. Incap also complies with the rules and regulations of the Financial Supervisory Authority.

Incap complies with the Finnish Corporate Governance Code of The Securities Market Association valid as from 1 January 2016. The Code is publicly available for example in the website of The Securities Market Association at [www.cgfinland.fi](http://www.cgfinland.fi).

This report on corporate governance has been ratified by the Board of Directors of Incap Corporation. This report has been drawn up in accordance with the Finnish Corporate Governance Code and the Securities Market Act Chapter 7, section 7. The report on corporate governance is published separately from the report of the Board of Directors.

### ADMINISTRATIVE AND MANAGEMENT BODIES

The administration and operations of Incap Group are in the responsibility of the parent company Incap Corporation's administrative bodies. The highest decision-making body are the shareholders in the annual general meeting. The management is the responsibility of the Board of Directors and the President and CEO. The Board of Directors aims at ensuring that Incap follows the principles of good corporate governance.

The Group's line operations are in the responsibility of the President and CEO, assisted by the Group Management Team. Incap is reporting its operations as one entity.

### ANNUAL GENERAL MEETING

Incap Corporation's highest decision-making body is the general meeting of shareholders, which at the invitation of the Board, convenes once a year in an Annual General Meeting. The General Meeting is held within six months of the end of the financial period, generally in April. An extraordinary General Meeting is arranged when requested by shareholders, when the shareholders demanding the handling of a given matter hold no less than 10% of the total number of the company's shares.

The tasks falling within the decision-making power of the Annual General Meeting are defined in the Companies Act and the Articles of Association. The most important matters to be decided at the General Meeting include amending the Articles of Association, raising the share capital, approving the financial statements, adopting the profit and loss account and balance sheet, deciding on the payment of dividends, confirming the number of members on the Board of Directors and electing the members of the Board and the Auditors.

The company announces the agenda for the General Meeting in a Notice of Meeting that is published as a stock exchange release and on the company's website at least 21 days prior to the



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General Meeting. At the same time, the company publishes the total number of shareholders and votes on the date of the notice, the documents that will be presented to the General Meeting, the proposals of the Board or of another authorised body as well as eventual items that have been included in the agenda without any proposal for a decision to be made. The information is available on the company's website at least until the end of the General Meeting.

The proposals for the composition and the remuneration of the Board of Directors as well as for the auditors are published in the Notice of Meeting, provided that the shareholders who have given the proposals are holding at least 10% of the votes conferred by the shares in the company and provided that the candidates have given their consent to being elected and that the company has received the information in good time so that the proposals can be included in the Notice of Meeting. Corresponding proposals given by shareholders with at least 10% of the votes after the publication of the Notice of Meeting are disclosed separately. The personal information on the candidates is published on the company's website.

The company will disclose on its website the date by which a shareholder must notify the company's Board of Directors of an issue that he or she demands to be addressed at the General Meeting. The date will be published no later than by the end of the financial period preceding the General Meeting.

The General Meeting is organised in the way that promotes, with the available reasonable means, the shareholders to participate in the meeting and to exercise their ownership rights effectively.

Present at the General Meeting are the President and CEO, the Chairman of the Board of Directors and all the members of the Board of Directors. Persons proposed to the Board will participate in the General Meeting that decides on their election. Also the Auditor is present at the Annual General Meeting.

The minutes of the General Meeting with results of the voting as well as the appendices to the minutes relating to the decisions of the General Meeting shall be published on the company's website within two weeks after the General Meeting. Documents of the General Meeting will be kept on the company's website at least for a period of five years from the General Meeting in question.

Incap Corporation's Articles of Association do not contain redemption clauses and the company is not aware of shareholder agreements or agreements restricting the transfer of the company's shares.

*In 2015, the Annual General Meeting was held on 31 March in Helsinki. A total of 15 shareholders participated, representing a total of 69.4% of the company's shares and votes.*

*An Extraordinary General Meeting was held on 7 May 2015. A total of 14 shareholders participated, representing a total of 59.95% of the company's shares and votes. The Meeting was convened to decide on a rights issue with the number of new shares to be issued being a maximum of 109,114,035 shares.*



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## BOARD OF DIRECTORS

The administration of InCap Corporation and the due arrangement of its operations are attended to by the Board of Directors. The duty of the Board of Directors is to promote the best interest of the company and all its shareholders. The Annual General Meeting determines the number of members on the Board of Directors and elects the Directors. The proposal for the composition of the Board of Directors is prepared by the Board of Directors. Under the Articles of Association, the Board of Directors shall have from four to seven ordinary members. The term of office for members of the Board of Directors is one year and it commences from the date of the Annual General Meeting at which they are elected and ends at the close of the next Annual General Meeting. Directors can be re-elected.

When the number of Directors and the composition of the Board are decided, the requirements set by the company's operations and the present development stage of the company shall be taken into consideration with the target to ensure an efficient management of the Board's tasks. Persons to be elected to the Board shall have the qualifications required by the duties and the possibility to devote a sufficient amount of time to attending to the duties. In order to ensure the diversity of the Board of Directors, the Board of Directors will consider the age, gender, education and experience of the candidates when preparing the proposal for the composition of the Board of Directors. Both genders are represented on the Board.

When electing Board members, it is taken into consideration that the majority of the Directors must be independent of the company. In addition, at least two of the Directors representing this majority must also be independent of significant shareholders in the company. The Board is evaluating the independence of the members and informs who are independent of the company and who are independent of significant shareholders. For the evaluation of a member's qualifications and independence, a member shall give to the Board adequate information and inform also on the eventual changes in the information.

New members of the Board of Directors are introduced to the company's operations. The President and CEO will ensure that all Directors have access to sufficient information on the company's operations, operating environment and financial position.

Incap Corporation's Board of Directors steers and supervises the company's operational management. The most important tasks of the Board of Directors are to:

- decide on the Group's strategic objectives
- decide on the Group structure and organisation
- review and approve interim reports, half-year reports, business reviews, financial statement release, consolidated financial statements and the Report of the Board of Directors
- approve the Group's operating plan, budget and investment plan
- decide on mergers and acquisitions, divestments and other corporate restructuring
- decide on individual investments of strategic and financial importance and contingent liabilities according to the approval guidelines of the company
- approve the Group's financing agreements and contractual risks that are above average
- approve the Group's risk management and reporting procedures
- approve the Group's financing policy
- approve the framework of the Management team's terms of employment and pay



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- decide on the Group's performance bonus system
- appoint the President and CEO and decide on his or her compensation
- ensure that the company's management system is functional.

The Board of Directors ensures that the company has specified guidelines for internal control and that the company is monitoring the proper functioning of the control. Further, the Board of Directors ensures that the company has specified the values that the company shall comply with in its operations.

The Board of Directors has drawn up written rules of procedure for its work, describing the major tasks, operating principles and decision-making procedures of the Board of Directors. The Board of Directors meets as required and it has a quorum when at least half of the members are present. The decisions are made by the statutory majority and in case the votes are even, the Chairman of the Board has the decisive vote. The Board will elect the Chairman among its members.

The Board of Directors draws up an action plan and annual calendar for the period between General Meetings. The plan includes among others the meeting schedule and the regular topics of the agenda. The number of the meetings during financial year as well as the average attendance of Directors at the meetings is recorded in the Report of the Board of Directors.

The Board conducts an annual evaluation of its performance and working methods using an internal self-assessment method.

The biographical details and holdings of the Directors as well as information on the remuneration paid to Directors and their other financial benefits for the financial year are published in the Annual Report and on the company's website.

Considering the scope of the company's operations the Incap Group does not have a Supervisory Board and the Board of Directors has not appointed committees.

The Board of Directors shall take care of the duties of an audit committee in accordance with the written rules of procedure for its work. In this role, the Board of Directors among others

- monitors the process of financial statement reporting
- monitors the efficiency of internal control and risk management
- reviews the description of the main features of the internal control and risk management systems in relation to the financial reporting process, which is included in the company's Corporate Governance Statement
- monitors the statutory audit of the financial statements and consolidated financial statements
- evaluates the independence of the statutory auditor or auditing firm, particularly the provision of related services to the company.

*The Annual General Meeting on 31 March 2015 resolved to elect five members to the Board of Directors. Fredrik Berghel, Olle Hulteberg and Susanna Miekko-oja were re-elected and Rainer Toiminen and Carl-Gustaf von Troil were elected as new members to seats on the Board of Directors. At its organisation meeting, the Board of Directors elected from amongst its number Olle Hulteberg as Chairman of the Board.*

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**Members of the Board in 2015:**Until 31 March 2015:*Lassi Noponen (Chairman of the Board until 4 March 2015)**LL.M., MBA, born 1963**Chairman of the Board and a partner at Cleantech Invest Plc**A non-executive director, who is independent of the company and its major shareholders**Incap shares (direct ownership and holding of interest parties): 1,059,332**Raimo Helasmäki**M.Sc. (Eng.), born 1963**Executive Vice president at Nammo Group and President of Nammo Lapua Oy**A non-executive director, who is independent of the company and its major shareholders**Incap shares: 179,888*For full year 2015:*Fredrik Berghel**M.Sc. (Eng.), born 1967**CEO of Inission AB**A non-executive director, who is independent of the company.**Incap shares (direct ownership and holding of interest parties): 90,490,452**Olle Hulteberg (Chairman of the Board as from 4 March 2015)**M.Sc. (Eng.), born 1962**Managing Director of Inission AB**A non-executive director, who is independent of the company.**Incap shares (direct ownership and holding of interest parties): 90,490,452**Susanna Miekko-oja**M.Sc., born 1950**Director, Danske Bank Plc Wealth Management**A non-executive director, who is independent of the company and its major shareholders**Incap shares: 466,042*As from 31 March 2015:*Rainer Toiminien**M.Sc. (Eng.), born 1946**Retired from Metso Oy as from 2008**A non-executive director, who is independent of the company and its major shareholders**Incap shares: 30,000**Carl-Gustaf von Troil**B.Sc. (Eng.), born 1954*



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*Member of the Board at United Bankers, partner and asset manager at UB Wealth management.*

*A non-executive director, who is independent of the company and its major shareholders.*

*Incap shares (direct ownership and holding of interest parties): 2,030,162*

*The Board of Directors convened 26 times in 2015 and the average attendance was 83.8%.*

*Attendance in meetings and annual remuneration including meeting fees:*

<i>Board member</i>	<i>Attendance</i>	<i>Remuneration (EUR)</i>
<i>Fredrik Berghel</i>	<i>23/26</i>	<i>7,500</i>
<i>Raimo Helasmäki</i>	<i>3/7</i>	<i>11,775</i>
<i>Olle Hulteberg</i>	<i>22/26</i>	<i>11,250</i>
<i>Susanna Miekk-oja</i>	<i>24/26</i>	<i>33,700</i>
<i>Lassi Noponen</i>	<i>6/7</i>	<i>15,050</i>
<i>Rainer Toiminien</i>	<i>15/19</i>	<i>7,500</i>
<i>Carl-Gustaf von Troil</i>	<i>16/19</i>	<i>7,500</i>

*Part of the remuneration has been accumulated during 2014 and was paid in 2015.*

*The 2015 Annual General Meeting confirmed that the annual remuneration paid to the Chairman of the Board of Directors shall be EUR 15,000 and the annual remuneration paid to Directors shall be EUR 10,000. No separate fee for each meeting is to be paid to the members of the Board. The salaries and remuneration paid to Directors in 2015 totalled EUR 94,275.*

*None of the Directors was part of the share-based compensation system. The Board has appointed no committees.*

## PRESIDENT AND CEO

The company's line operations are managed by the President and CEO, who carries out his or her duties in accordance with the instructions and regulations laid down by the Board. The President and CEO informs the members of the Board of Directors of the development of the company's business operations and financial position. The President and CEO is responsible for the legality of the company's operations and accounting and the reliable organisation of treasury management.

The President and CEO is appointed by the Board of Directors, which decides on the President and CEO's salary and other benefits. The terms and conditions of the President and CEO's employment are specified in writing in his or her written employment contract that is approved by the Board of Directors. The employment contract further specifies the financial benefits of the service, including the CEO's severance package and any other compensation. The Chairman of



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the Board of Directors is the President and CEO's supervisor. The President and CEO is participating in Board meetings as a presenting officer, but is not a Board member.

The biographical details and the holdings of the President and CEO are disclosed in the Annual Report and on the company's website in the same extent than the respective information of Board members. In addition, the company publishes the President and CEO's salary and other financial benefits included in his or her contract, shares and stock options received as remuneration, retirement age and the criteria for determining his or her pension, period of notice and the terms and conditions of salary for the period of notice and eventual other compensation payable on the basis of termination.

*As the President and CEO of Incap Group served in 2015 Ville Vuori, B.Sc. (Eng.), eMBA.*

*The salary paid to Ville Vuori in 2015 amounted to a total of EUR 156,517. According to the executive contract, the chief executive's period of notice is six months. If the contract is terminated by the company, he will be paid the salary during the period of notice. The retirement age of the President and CEO is determined in accordance with the Employees' Pensions Act.*

## OTHER MANAGEMENT

The Incap Group's Management team assists the President and CEO in the management of line operations and participates in the preparation of matters that are to be dealt with by the Board of Directors. In addition to the President and CEO, the Management team includes the executives in charge of the company's different functions. The members of the Management team are appointed by the President and CEO, who also decides on the terms and conditions of the employment and salaries of the Management Team's members following the principles determined by the Board of Directors. The Management team meets regularly under the direction of the President and CEO, following the general guidelines of the Board of Directors.

The composition of the Management team with the members' biographical details and areas of responsibility as well as the members' holdings are disclosed in the Annual Report and on the company's website.

*In 2015, salaries and other employee benefits paid to the Management Team members amounted to EUR 370,223. The share of fixed salary was 93 %.*

*Management team members, responsibilities and period of membership:*

<i>Ville Vuori</i>	<i>President and CEO</i>
<i>Murthy Munipalli</i>	<i>Indian operations</i>
<i>Kirsti Parvi</i>	<i>Finance and administration, until 30 August 2015</i>
<i>Otto Pukk</i>	<i>Estonian operations, as from 17 November 2015</i>



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*Ville Vuori has acted as President and CEO of Incap Group as from 23 June 2014. He is B.Sc. Eng. and he has also gained eMBA. Ville Vuori does not hold any of Incap Corporation's shares.*

*Murthy Munipalli has been in charge of Incap's operations in India as from 2011. He came to serve at Incap in 2008 acting first as director for the sales and marketing in India. In January 2010 he was appointed to director of the business unit Energy Efficiency Asia. Munipalli is M.Sc. IT and he has also MBA in marketing. Murthy Munipalli does not hold any of Incap Corporation's shares.*

*Otto Pukk joined Incap on 17 November 2015 and serves as the Managing Director of Incap's operations in Estonia. He is M.Sc. Econ. Otto Pukk does not hold any of Incap Corporation's shares.*

## REMUNERATION AND INCENTIVES

The objective of the remuneration is to promote the long-term financial success and competitiveness of the company and the favourable development of the shareholder value. Remuneration is based on predetermined and measurable performance and result criteria.

The General Meeting decides on the remuneration payable for the Board as well as on the basis for its determination. The remuneration for Board of Directors can be paid, either fully or in part, in the form of company shares. Remuneration of a non-executive director will be arranged separately from the share-based remuneration scheme applicable to the company's President and CEO, other executives or personnel.

The Board of Directors decides on the remuneration and eventual other compensation of the President and CEO. The President and CEO decides on the remuneration and the terms and conditions of the other executives based on the principles determined by the Board of Directors.

Information on the remuneration and other financial benefits of the Board of Directors as well as the total number of shares and stock options held by the President and CEO and the Management team are published in the Annual Report and on the company's website.

The main criteria concerning the compensation system covering the President and CEO and other executives are decided upon by the Board of Directors and they are disclosed in the Annual Report and on the company's website.

*At the close of the financial year 2015 the Board members and their interest parties, the President and CEO and the Management Team own a total of 93,016,656 shares. Members of the Board of Directors and the Management Team have no stock options.*

*The company had no special incentive plan. President and CEO Ville Vuori is paid an incentive amounting to maximum 45% of his annual salary, with payment criteria being the operating profit (EBIT) and cash flow. During the financial year 2015, a total of EUR 25,178 were paid as an incentive for the President and CEO.*





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## MAIN FEATURES OF INTERNAL CONTROL AND RISK MANAGEMENT SYSTEMS RELATING TO FINANCIAL REPORTING PROCESS

The objective of Incap Corporation's internal control and risk management is to ensure that the company operates efficiently and profitably, that the information is reliable and that the regulations and operating principles are observed. The objective is further to identify, evaluate and follow-up the risks related to the company's business.

The Board of Directors at Incap Corporation is responsible for determining operating principles for internal control, as well as for monitoring the efficiency of instructions and control. Internal control at Incap is implemented at different levels of the company by the Board of Directors, the management and Incap's personnel.

The objective of internal control is to ensure that

- Operations are effective, functional and in line with the strategy.
- Financial reporting and information given to the management are reliable, complete and up-to-date.
- Financial reports issued by the company give substantial and correct information on the company's financial position.
- The company operates according to specified internal operating instructions.
- The Group follows laws and regulations, as applicable.

Internal control relating to the financial reporting process is a part of the Group's internal control system. The consolidated financial statement of Incap is prepared in accordance with the international financial reporting standards approved by the European Union. The financial statement includes also the additional information required by the Finnish Accounting Standards and Companies Act. The financial statement of the parent company is prepared in accordance with the Finnish Accounting Standards.

### **Financial reporting process at Incap**

The Group's subsidiaries report to the Group's shared reporting system on monthly basis. Reported figures are reviewed by finance departments both in the Group and in the subsidiaries. The outsourced finance and administration of the Group acts as the Group's finance department and prepares the consolidated financial statement. The outsourced finance and administration further takes care of the book-keeping and reporting of the Finnish parent company. External and internal accounting and reporting of the subsidiaries in Estonia and in India is taken care by the local finance departments. The Group's finance department is preparing reports on Actual and Estimated to be included in the monthly meeting material for the Board of Directors. The Group's finance and administration monitor the observance of reporting and control processes. All finance functions also monitor the validity of external and internal financial reporting.

Interpretation and application of financial statement standards has been concentrated to the outsourced finance and administration. Based on the standards, common accounting principles for the Group have been determined. The Group's outsourced finance and administration gives

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instructions to the organisation on the main principles of monthly reporting and is in charge of special instructions for reporting relating to budgeting and estimates. The Group's finance and administration shares internal information on processes and practices connected with the financial reporting. The finance and administration also organises targeted training to other organisation on practices and related changes in financial reporting when necessary.

### **Roles and responsibilities**

The Board of Directors has the final responsibility for the appropriate organisation of internal control relating to the financial reporting. The Board of Directors reviews and approves the financial statements, interim reports and other regulated financial reports. President and CEO, and the directors of subsidiaries are responsible for implementation of internal control relating to financial statement reports. In this task they are supported by the Group's finance and administration.

The Group's President and CEO is responsible for maintaining an efficient control environment. He is arranging internal control and risk management in practice. President and CEO is responsible for the legality of book-keeping practices and that the company's finance and administration is run reliably and with competence. The Group's directors and personnel promote the efficient internal control of the financial reporting process with their own actions.

### **Control**

The control environment of the Group is based on the corporate principles and values. In operative units the Group-level instructions are observed, including among others guidelines for book-keeping and reporting as well as principles for risk management and internal control relating to financial reporting. President and CEO and the directors of different functions are responsible for arranging adequate control actions, as well as training related to the observance of instructions in their units. Moreover, they shall be responsible for ensuring that book-keeping and administration in their own areas of responsibility comply with the laws, Group's operating principles and the instructions and orders given by the Board of Directors at InCap Corporation. The related control actions are operational instructions and practices, which ensure the implementation of the management's orders. These actions include, for instance, approvals, authorisations, inspections, balancing, performance monitoring, protection of property and division of tasks.

Own operations in the company are monitored continuously also by means of separate evaluations, such as internal audits and audits of the accounts, supplier audits made by customers, as well as external and internal quality audits.

Control of financial reporting is performed by the Board of Directors, the auditors, President and CEO, Group's management team and the Group's finance departments. The monitoring is done continuously, as a part of daily duties or on specific assignment.

The Group aims at integrating control in all daily operations. Efficient internal control presupposes that the duties at job are divided in an appropriate manner and that eventual risky combinations of duties are eliminated. Tools for control are among others the Group-level instructions, checkpoints of financial reporting, instructions for book-keeping and reporting as well as the Group's regular business reviews.



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The Group has no specific organisation for internal auditing due to the scope of its business. The internal audit is organised so that the needed audit service is acquired from an external auditing service provider selected by the Group's Board of Directors. The service provider, usually an authorised public accountant, shall be independent, competent and fitted with adequate resources.

### Evaluation of risks and control actions

Evaluation of risks related to the financial reporting is part of the Group's comprehensive system for internal control and risk management: For identifying the risks related to the financial reporting Incap has determined targets for financial reporting. The purpose of the risk evaluation process is to identify and analyse the risks in the financial reporting process as well as to determine the means for managing the risks.

To manage the risks, control actions are set to all levels of the organisation. Especially the personnel in finance and administration have a remarkable role, as the control actions in their responsibility are focusing in a multi-dimensional way to business units and functions of the Group.

*In the financial period 2015, special focus was on the development and improvement of the estimates for business and cash flow. Further, special attention was paid to monitoring the customer-specific profitability. Towards the end of autumn, a new tool for the Group's budgeting and estimating was introduced with the target to minimise the reporting risks. This development will be continued also in the forthcoming financial period. No internal audits were organised during 2012-2015 neither with own resources nor with external service.*

### RELATED PARTY TRANSACTIONS

Incap evaluates and monitors transactions concluded between the company and its related parties and ensures that any conflicts of interest are taken into account appropriately in the decision-making process of the company. The company will keep a list of parties that are related to the company. The company ensures that it determines and identifies the related parties and respective transactions.

The decision-making procedure applied in connection with related-party transactions is described annually in the Corporate Governance Statement. The related-party transactions are reported in the Report of the Board of Directors and in the annexes to the financial statements. Certain related-party transactions are disclosed in accordance with the rules of the Stock Exchange.

*Incap Corporation does not have related party transactions that are material to the company or deviate from the company's normal business operations or are not made on market equivalent terms.*

### INSIDERS

The Incap Group's Guidelines for Insiders comply with the Nasdaq Helsinki Ltd's Guidelines for Insiders, which came into effect on 1 December 2015, and they have been posted on the company's website. The Guidelines for Insiders have been distributed to all insiders and



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compliance with the Guidelines is supervised by, for example, inspecting the information on and trading by insiders once a year.

According to the company's Guidelines for Insiders, permanent insiders may not trade in the company's shares or equivalent securities in the 21-day period before the publication of an interim report or the financial statement bulletin. The appropriate time for such trading is within 28 days from the publication of an interim report and financial statement bulletin, nevertheless with the provision that a person who is a permanent insider does not have in his or her possession at that time any other insider information. The members of the Board of Directors and the Management team as well as the secretary to the Board of Directors must always ascertain the appropriateness of their own trading by checking with the person in charge of insider issues prior to ordering the purchase or sale of shares. Persons who are temporary insiders must not engage in trading in the company's shares during the time when they are insiders participating in a particular project.

The Group's permanent insiders are recorded in a register kept by Euroclear Finland Ltd. (former Finnish Central Securities Depository Ltd.). The register is divided into a public and non-public register. The public register includes the members of the Board of Directors, the Auditor, the President and CEO and the Management Team. The non-public register includes the secretary of the Board and Incap employees who have regular access to insider information in the course of their duties and whom the President and CEO has specified as insiders. A register of project-specific insiders is kept by Corporate Administration.

## AUDIT

The primary purpose of the audit is to confirm that the financial statements give a true and fair view of the company's result of operations and financial position. In addition, the Auditor inspects the legality of the company's administration.

The Auditor is elected each year at the Annual General Meeting for a term that ends at the conclusion of the next Annual General Meeting. The proposal for Auditor made by the Board of Directors or by the shareholders having at least 10% of the companies votes will be published in the Notice of Meeting provided that the candidate has given his or her consent to the election and that the company has received the information in good time so that it can be included in the Notice of Meeting. If the candidate for an Auditor is not known to the Board at that time, a proposal made in a similar manner will be announced separately.

The fees paid to the Auditor, as well as the fees paid for non-audit services, if any, are reported in the Annual Report and on the company's website.

*The 2015 Annual General Meeting re-elected as the company's Auditor the independent firm of accountants Ernst & Young Oy. The Auditor was paid in 2015 a total of EUR 36,561 in audit fees and EUR 10,836 for other services.*

## COMMUNICATIONS

In connection with its financial statements and report of the Board of Directors Incap will release a separate report on the corporate governance. Up-to-date information on the issues addressed in



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the Corporate Governance Code is provided on the company's website ([www.incapcorp.com](http://www.incapcorp.com)), which is available in Finnish and English.

The purpose of Incap's investor communications is to support the right development of the share price by providing precise and up-to-date information on its business operations and financial development. It is ensured with open, timely and diverse communications that all stakeholders are provided with sufficient information on the company's operations simultaneously in order to assess the company as a prospective investment.

In its disclosure policy, Incap complies with the Finnish legislation, the common disclosure rules of Nasdaq Helsinki and the instructions of the Finnish Financial Supervisory Authority.

The updated written disclosure policy document has been approved by Incap Corporation's Board of Directors on 10 March 2016. The policy describes the essential operating procedures that Incap as a listed company uses when communicating with the capital market and other stakeholders. Incap's disclosure policy aims at ensuring that all market participants have simultaneously adequate and correct information on the company, its business operations and price formation of the company's share.

Helsinki, 10 March 2016

INCAP CORPORATION  
Board of Directors