INCAP OYJ´S BOARD´S PROPOSALS TO THE ANNUAL GENERAL MEETING 2019

Resolution on the use of the profit shown on the balance sheet and the payment of dividends
The parent company's profit for the financial period totalled EUR 1,330,795.80. The Board proposes to the Annual General Meeting that no dividend be paid and the result for the financial period be recognised in equity.

Resolution on the remuneration of the members of the board of directors
Shareholders who represent more than 30% 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 40,000 and for the Board members EUR 20,000 and it shall be paid in month-by-month. There shall be no separate fee for each meeting. Eventual travel expenses shall be compensated according to the travel regulations of the company.

Resolution on the number of members of the board of directors
Shareholders who represent more than 30% of the shares and votes propose to the Annual General Meeting that the number of members of the Board of Directors shall be three (3).

Election of members of the board of directors
Shareholders who represent more than 30% of the shares and votes propose to the Annual General Meeting that of the present members of the Board Carl-Gustaf von Troil is re-elected and Päivi Jokinen and Ville Vuori are elected as new members to the Board of Directors.

All of the proposed members are independent of its major shareholders. Carl-Gustaf von Troil and Päivi Jokinen are also independent of the company. All persons have given their consent to the election. Information regarding the board members is available on the company’s website https://incapcorp.com/investors/governance/board-of-directors/

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

Election of auditor
The Board of Directors proposes that the firm of independent accountants Ernst & Young Oy be re-elected as the company's auditor. The auditing firm has informed that Bengt Nyholm, authorised public accountant, would continue as the principal auditor. The auditor will be elected for a period ending in the first Annual General Meeting following the Annual General Meeting, in which it was elected.

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 will 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 436,516 new shares.

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 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 authorisations would be valid for one year from the Annual General Meeting.