

## **APPENDICES 6-13 TO MEMORANDUM**

INCAP CORPORATION'S ANNUAL GENERAL MEETING 2015

PROPOSALS TO THE ANNUAL GENERAL MEETING

### **APPENDIX 6**

#### **Proposal on the use of the profit shown on the balance sheet and the payment of dividends**

The parent company's loss for the financial period totalled EUR 2,677,306.56. The Board will propose to the Annual General Meeting on 31 March 2015 that no dividend be paid and the loss for the financial period be recognised in equity.

### **APPENDIX 7**

#### **Proposal on the remuneration of the members of the Board of Directors**

Shareholders who represent more than 40% of the shares and votes propose to the Annual General Meeting that the fees paid for the members of the Board of Directors shall be as follows: the annual fee to be paid for Chairman of the Board is EUR 15,000 and for the Board members EUR 10,000 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.

### **APPENDIX 8**

#### **Proposal on the number of members of the Board of Directors**

Shareholders who represent more than 40% of the shares and votes propose to the Annual General Meeting that the number of members of the Board of Directors shall be five (5).

### **APPENDIX 9**

#### **Proposal on the election of the members of the Board of Directors**

Shareholders who represent more than 40% of the shares and votes propose to the Annual General Meeting that of the present members of the Board of Directors Fredrik Berghel, Olle Hulteberg and Susanna Miekko-oja shall be re-elected and Rainer Toiminen and Carl-Gustaf von Troil shall be elected as new members to the Board of Directors. The persons have given their consent to the election. The members of the Board of Directors will be elected for a period ending in the first Annual General Meeting following the Annual General Meeting, in which they were elected.

### **APPENDIX 10**

#### **Proposal on the remuneration of the auditor**

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

### **APPENDIX 11**

#### **Proposal on the election of auditor**

The Board of Directors will propose that the firm of independent accountants Ernst & Young Oy be re-elected as the company's auditor. The auditing firm has informed that the principal auditor would be Jari Karppinen, Authorised Public Accountant. 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.

## **APPENDIX 12**

### **Proposal on the reduction of share capital**

The Board of Directors will propose to the Annual General Meeting that the share capital of the company be reduced from the present EUR 20,486,769.50 by EUR 19,486,769.50 to cover the losses and to transfer funds to unrestricted equity reserves as follows:

The Board of Directors will propose to the Annual General Meeting that the losses accumulated before and on the financial period ending on 31 December 2014 be covered by decreasing the unrestricted equity reserve by EUR 14,621,937.92, by decreasing the share premium account by EUR 44,316.59 and by decreasing the share capital by EUR 12,528,512.06.

After covering the losses the remaining share capital would further be decreased by EUR 6,958,257.44 by transferring the funds to the unrestricted equity reserve.

After these measures the new share capital of the company would be EUR 1,000,000 and the unrestricted equity reserve would be EUR 6,958,257.44. The parent company's equity would accordingly exceed the level set in the Companies Act, chapter 20, section 23.

On 31 December 2014 the unrestricted equity stood at EUR 14,621,937.92 and the share premium account EUR 44,316.59 and accumulated losses at EUR 27,194,766.57. The equity of the company on 31 December 2014 stood at EUR 7,958,257.44 and was approximately 38.8% of share capital.

Covering the losses as proposed by the Board of Directors would clarify the parent company's balance sheet structure and improve the ratio between the company's equity and share capital. The arrangement shall be implemented in accordance with the creditor protection procedure as regulated in the Companies Act, chapter 14, sections 3-5. Furthermore, distributions to shareholders during the three years following the registration of the reduction of share capital are restricted.

## **APPENDIX 13**

### **Proposal on the authorization of 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 a maximum of 10,911,403 new shares either against payment or without payment.

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 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.