



Proposals by CapMan's Shareholders' Nomination Board to the 2019 Annual General Meeting

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Board Composition

CapMan's Shareholders' Nomination Board has submitted its proposals to the 2019 Annual General Meeting to CapMan's Board of Directors. The Nomination Board makes its proposals unanimously.

The Shareholders' Nomination Board proposes that the Board consists of six (6) members, the Chairman and the Deputy Chairman included, and that the following persons be elected to the Board of Directors for a term ending at the end of the 2020 Annual General Meeting:

Proposed to be re-elected:

- Catarina Fagerholm
- Eero Heliövaara
- Mammu Kaario
- Andreas Tallberg

Proposed to be elected as new members:

- Olli Liitola
- Peter Ramsay

The current Board Member Ari Tolppanen has informed that he will no longer be available to be elected as Board member in the next Annual General Meeting.

"On behalf of the Shareholders' Nomination Board I want to thank Ari for his excellent work and long-term contribution in the CapMan's Board of Directors" says the Chairman of the Shareholders' Nomination Board Patrick Lapveteläinen.

All candidates have given their consent to the position and notified the Shareholder's Nomination Board that if they are elected as members of the Board of Directors, they will elect Andreas Tallberg as the Chairman of the Board. According to the information available to the Shareholders' Nomination Board, all candidates other than Olli Liitola are independent of the company and its significant shareholders. Olli Liitola is independent of the company's significant shareholders and non-independent of the company due to his position as senior advisor of the company.

The CVs of new Board Member candidates are attached to this release.

Fees to Board Members

The Shareholders' Nomination Board proposes to the 2019 Annual General Meeting that the monthly fees payable for the Board Members in cash for the term ending at the end of the following Annual General Meeting are as follows:

- Chairman: EUR 5 000/month (2018: EUR 4 750),
- Deputy Chairman: EUR 4 000/month (2018: EUR 4 000),
- Members: EUR 3 250/month (2018: EUR 3 250) and
- Chairman of the Audit Committee: EUR 4 000/month (2018: EUR 4 000), if he/she is not simultaneously acting as Chairman or Deputy Chairman of the Board.

The Shareholders' Nomination Board further proposes to the Annual General Meeting that that for participation in meetings of the Board of Directors and Committees of the Board of Directors, the Chairmen of the Board and Board's Committees be paid a fee of EUR 800 per meeting (2018: EUR 800) and the Members of the Board and Board's Committees be paid a fee of EUR 400 per meeting (2018: EUR 400) in addition to their monthly remuneration, and that the travel expenses of the Members of the Board of Directors be compensated in accordance with the company's travel compensation policy.

The Shareholders' Nomination Board prepares the proposals concerning the election and remuneration of the Board of Directors and the remuneration of the Members of the Committees of the Board of Directors for the General Meeting and, if needed, for the Extraordinary General Meeting. The Nomination Board comprises four Members that are appointed by the four shareholders having the largest share of the votes (conferred by all company shares on the first workday of previous September) and the Chairman of CapMan's Board. The Chairman of

CapMan's Board does not participate in the decision making of the Shareholders' Nomination Board.

Persons appointed to CapMan's Shareholders' Nomination Board are Patrick Lapveteläinen, Member of the Board of Directors, Mandatum Life Insurance Company Limited, Mikko Mursula, Chief Investment Officer, Ilmarinen Mutual Pension Insurance Company, Ari Tolppanen, Oy Inventiainvest Ab, and Mikko Kalervo Laakkonen. The Chairman of CapMan's Board Andreas Tallberg acts as Nomination Board's expert member.

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