



Decisions of the Annual General Meeting of CapMan Plc

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The Annual General Meeting (AGM) of CapMan Plc was held today in Helsinki. The AGM approved the annual accounts for the financial year 2018 and discharged the company's directors from liability. The AGM approved all the proposals to the AGM of the Board of Directors and the Shareholders' Nomination Board.

Use of the profit shown on the balance sheet and payment of dividend

The Annual General Meeting decided, in accordance with the amended proposal of the Board of Directors, that a dividend of EUR 0.06 per share be paid from the distributable profits of CapMan Plc. The dividend will be paid to shareholders who on the dividend record date 15 March 2019 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The dividend will be paid on 22 March 2019.

Election and remuneration of the members of the Board of Directors

The Annual General Meeting decided that the Board of Directors comprises six (6) members. Mr. Andreas Tallberg, Ms. Catarina Fagerholm, Mr. Eero Heliövaara, Ms. Mammu Kaario, Mr. Olli Liitola and Mr. Peter Ramsay were elected members of the Board of Directors for a term of office expiring at the end of the next Annual General Meeting.

The following monthly remuneration shall be paid in cash to the members of the Board of Directors: EUR 5,000 to the Chairman, EUR 4,000 to the Vice Chairman, EUR 4,000 to the Chairman of the Audit Committee of the Board of Directors, where such individual is neither the Chairman or the Vice Chairman of the Board of Directors, and EUR 3,250 to the other members of the Board of Directors. Furthermore, 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 are paid a meeting fee of EUR 800 per meeting and the members of the Board and Board's Committees are paid a meeting fee of EUR 400 per meeting in addition to their monthly remuneration. The travel expenses of the members of the Board of Directors are compensated in accordance with the company's travel compensation policy.

Election and remuneration of the auditor

Ernst & Young Oy, authorised public accountants, was elected auditor of the company. Ernst & Young Oy has notified the company that Ms. Ulla Nykky, APA, will act as the lead auditor. The auditor's term of office shall expire at the end of the next Annual General Meeting. It was decided that the remuneration to the auditor shall be paid and travel expenses compensated against the auditor's reasonable invoice approved by the Board of Directors.

Authorising the Board of Directors to decide on the repurchase and/or the acceptance as pledge of the company's own shares

The Annual General Meeting authorised the Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares as follows:

The amount of own shares to be repurchased and/or accepted as pledge shall not exceed 14,000,000 shares, which on the day of the Annual General Meeting corresponds to approximately 9.18 per cent of all shares in the company. Only the unrestricted equity of the company can be used to repurchase own shares on the basis of the authorisation.

Own shares can be repurchased at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors decides how own shares will be repurchased and/or accepted as pledge. Shares can be repurchased using, inter alia, derivatives. Own shares can be repurchased otherwise than in proportion to the shareholdings of the existing shareholders (directed repurchase).

Own shares may be repurchased on the basis of the authorisation in order to finance or carry out acquisitions or other business transactions, in order to develop the company's capital structure, to improve the liquidity of the company's shares, to be disposed for other purposes or to be cancelled. Own shares may be accepted as pledge on the basis of the authorisation in order to finance or carry out acquisitions or other business transactions. The authorisation cannot be used for incentive schemes.

The authorisation cancels the authorisation given to the Board of Directors by the General Meeting on 14 March 2018 to decide on the repurchase and/or acceptance as pledge of the company's own shares.

The authorisation is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2020.

Authorising the Board of Directors to decide on the issuance of shares as well as the issuance of special rights entitling to shares

The Annual General Meeting authorised the Board of Directors to decide on the issuance of shares and the issuance of special rights entitling to shares referred to in chapter 10, section 1 of the Companies Act as follows:

The amount of shares to be issued shall not exceed 14,000,000 shares, which on the day of the Annual General Meeting corresponds to

approximately 9.18 per cent of all shares in the company.

The Board of Directors decides on all the conditions of the issuance of shares and of special rights entitling to shares. The issuance of shares and of special rights entitling to shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue).

The authorisation can be used to finance and to carry out acquisitions or other business transactions and investments as well as to improve the capital structure. The authorisation cannot be used for incentive schemes.

The authorisation cancels the authorisation given to the Board of Directors by the General Meeting on 14 March 2018 to decide on the issuance of shares as well as the issuance of special rights entitling to shares.

The authorisation is effective until the end of the next Annual General Meeting, however no longer than until 30 June 2020.

Authorising the Board of Directors to decide on donations

The Annual General Meeting authorised the Board of Directors to decide on one or several donations, for charitable or corresponding purposes, in the amount of up to EUR 200,000 in the aggregate.

The Annual General Meeting authorised the Board of Directors to decide on the donation of the *Vita Nuova* outdoor sculpture by artist Pekka Jylhä, with a book value of approximately EUR 97,000, to Uuden Lastensairaalan Tukisäätiö sr for charitable purposes.

The Board of Directors was authorised to decide on the timing and other terms of the above-mentioned donations. The authorisations are valid until the end of the next Annual General Meeting.

Helsinki, 13 March 2019

CapMan Plc

Additional information:

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