



Decisions of the Annual General Meeting of CapMan Plc

CapMan Plc Stock Exchange Release / Decisions of General Meeting
11 March 2020 at 11.30 a.m. EET

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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 2019, approved the remuneration policy for company's governing bodies and discharged the company's directors from liability. The AGM approved all the proposals of the Board of Directors and the Shareholders' Nomination Board.

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

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that a dividend of EUR 0.04 per share and an equity repayment of EUR 0.09 per share from the invested unrestricted equity fund be paid based on the balance sheet adopted for 2019. The total dividend and equity repayment amount to EUR 0.13 per share. The dividend and the equity repayment will be paid to shareholders who on the record date of dividend and equity repayment 13 March 2020 are recorded in the company's shareholders' register held by Euroclear Finland Ltd. The dividend and the equity repayment will be paid on 20 March 2020.

Election and remuneration of the members of the Board of Directors

The Annual General Meeting decided that the Board of Directors comprises seven (7) members. Ms. Catarina Fagerholm, Mr. Johan Hammarén, Mr. Eero Heliövaara, Ms. Mammu Kaario, Mr. Olli Liitola, Mr. Peter Ramsay and Mr. Andreas Tallberg 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 nor 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 invoice approved by the company.

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 number of own shares to be repurchased and/or accepted as pledge on the basis of the authorisation shall not exceed 14,000,000 shares, which on the day of the Annual General Meeting corresponds to approximately 9.09 per cent of all the 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 on 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, 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 cancels the authorisation given to the Board of Directors by the General Meeting on 13 March 2019 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 2021.

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 number of shares to be issued on the basis of the authorisation shall not exceed 14,000,000 shares in total, which on the day of the Annual General Meeting corresponds to approximately 9.09 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 can also be used for incentive schemes up to an aggregate number of 3,807,000 shares.

The authorisation cancels the authorisation given to the Board of Directors by the General Meeting on 13 March 2019 to decide on the issuance of shares as well as 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 2021.

Helsinki, 11 March 2020

CapMan Plc

Additional information:

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About CapMan

CapMan is a leading Nordic private asset expert with an active approach to value creation. We offer a wide selection of investment products and services. As one of the Nordic private equity pioneers, we have developed hundreds of companies and real estate assets and created substantial value in these businesses and assets over the past 30 years. With over €3 billion in assets under management, our objective is to provide attractive returns and innovative solutions to investors. We have a broad presence in the unlisted market through our local and specialised teams. Our investment strategies cover Private Equity, Real Estate and Infra. We also have a growing service business that includes procurement services, fundraising advisory, and analysis, reporting and wealth management services. Altogether, CapMan employs 150 people in Helsinki, Stockholm, Copenhagen, London and Luxembourg. We are a public company listed on Nasdaq Helsinki since 2001 and a signatory of the UN Principles for Responsible Investment (PRI) since 2012. More information at www.capman.com.