



Decisions of the Annual General Meeting of CapMan Plc

CapMan Plc
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The Annual General Meeting of CapMan Plc was held today in Helsinki. The Annual General Meeting approved the financial statements for the financial year 2025, approved the company's remuneration report and discharged the company's directors from liability. The Annual General Meeting approved all the proposals of the Board of Directors and the Shareholders' Nomination Board to the Annual General Meeting.

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

The proposal of the Board of Directors to the Annual General Meeting was a combined proposal of a dividend distribution and an authorisation for the Board of Directors to decide on distribution of an additional dividend. The Board of Directors estimates the overall dividend distribution to be EUR 0.12 per share for the financial period ended 31 December 2025.

The Annual General Meeting decided, in accordance with the proposal of the Board of Directors, that a dividend in the total amount of EUR 0.06 per share would be paid based on the balance sheet adopted for 2025.

The dividend will be paid to a shareholder who on the record date of the payment, 27 March 2026, is registered as a shareholder in the shareholders' register of the company maintained by Euroclear Finland Oy. The payment date will be 8 April 2026.

In addition, the Annual General Meeting authorised the Board of Directors to decide on an additional dividend in the maximum amount of EUR 0.06 per share. The authorisation will be effective until the next Annual General Meeting. The Board of Directors intends to resolve on the additional dividend in its meeting scheduled for 8 September 2026.

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. Johan Bygge, Ms. Catarina Fagerholm, Mr. Joakim Frimodig, Ms. Mammu Kaario, Mr. Ari Kaperi, and Ms. Eva Lindholm 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 5,650 to the Chair, EUR 4,500 to the Deputy Chair, EUR 4,500 to the Chair of the Audit and Risk Committee of the Board of Directors, where such individual is simultaneously neither the Chair or the Deputy Chair of the Board of Directors, and EUR 3,600 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 Chairs 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 remuneration of the members of the Board of Directors includes other possible incidental expenses, and the travel expenses are compensated in accordance with the company's travel compensation policy.

Election and remuneration of the auditor and the sustainability reporting assurance provider

Ernst & Young Oy, authorised public accountants, was re-elected auditor of the company. Ernst & Young Oy has notified the company that Ms. Johanna Winqvist-Ilkka, APA, will act as the auditor with principal responsibility. 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.

Furthermore, Ernst & Young Oy, authorised sustainability audit firm, was re-elected as the company's sustainability reporting assurance provider for the financial year 2026. Ernst & Young Oy has notified the company that the responsible sustainability reporting assurer will be Johanna Winqvist-Ilkka, ASA. It was decided that the remuneration to the sustainability reporting assurance provider shall be paid against a reasonable invoice for measures related to the review of sustainability reporting.

Amendment of the Charter of the Shareholders' Nomination Board

The Annual General meeting approved all the proposed amendments by The Shareholders' Nomination Board to the Charter of the Shareholders' Nomination Board.

The Shareholders' Nomination Board proposed amendments to the timing of annual formation of the Nomination Board, to the practices concerning the nomination rights of shareholders with aggregated holdings, and to the unanimity of decision-making of the Shareholder's Nomination Board.

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 17,500,000 shares in total, which on the day of the notice to the Annual General Meeting and on the day of the Annual General Meeting corresponded to approximately 9.89 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 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 Annual General Meeting on 25 March 2025 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 2027.

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 Finnish Companies Act as follows:

The number of shares to be issued on the basis of the authorisation shall not exceed 17,500,000 shares in total, which on the day of the notice to the Annual General Meeting and on the day of the Annual General Meeting corresponded to approximately 9.89 per cent of all shares in the company.

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

The authorisation can be used, for example, to finance and to carry out acquisitions or other business transactions and investments, to improve the capital structure of the company as well as for other purposes determined by the company's Board of Directors.

The authorisation cancels the authorisation given to the Board of Directors by the Annual General Meeting on 25 March 2025 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 2027.

Authorising the Board of Directors to decide on charitable contributions

The Annual General Meeting authorised the Board of Directors to decide on contributions in the total maximum amount of EUR 50,000 for charitable or similar purposes and to decide on the recipients, purposes, and other terms of the contributions.

The authorisation is effective until the next Annual General Meeting.

Helsinki, 25 March 2026

CAPMAN PLC

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About CapMan

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