



CapMan Plc's Notice to the Annual General Meeting

CapMan Plc Stock Exchange Release 31 January 2019 at 8.35 a.m. EET

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Notice is given to the shareholders of CapMan Plc to the Annual General Meeting to be held on Wednesday, 13 March 2019 at 10:00 a.m. at Hotel Glo Art, Jugend Hall at the address Lönnrotinkatu 29, 00180 Helsinki. The reception of persons who have registered for the meeting and the distribution of voting tickets will commence at 9:30 a.m.

A. Matters on the Agenda of the General Meeting

At the General Meeting, the following matters will be considered:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the annual accounts, the report of the Board of Directors and the auditor's report for the year 2018

Review by the CEO and by the auditor concerning the auditor's report.

7. Adoption of the annual accounts
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

The Board of Directors proposes to the General Meeting that a dividend of EUR 0.12 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.

9. Resolution on the discharge of the members of the Board of Directors and the CEO from liability
10. Resolution on the remuneration of the members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that the members of the Board of Directors be paid the following monthly remuneration in cash for the term of office ending at the end of the next Annual General Meeting:

- to the Chairman of the Board of Directors EUR 5,000 (2018: EUR 4,750);
- to the vice Chairman of the Board of Directors EUR 4,000 (2018: EUR 4,000);
- to the Chairman of the Audit Committee of the Board of Directors EUR 4,000, where such individual is neither the Chairman or the vice Chairman of the Board of Directors (2018: EUR 4,000); and
- to the other members of the Board of Directors EUR 3,250 each (2018: EUR 3,250).

The Shareholders' Nomination Board further proposes to the General Meeting 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 meeting fee of EUR 800 per meeting (2018: EUR 800) and the members of the Board and Board's Committees be paid a meeting 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 makes its proposals unanimously.

11. Resolution on the number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that the number of members of the Board of Directors of the company shall be six (6).

12. Election of members of the Board of Directors

The Shareholders' Nomination Board proposes to the General Meeting that the following individuals be re-elected members of the Board of Directors for the term of office ending at the end of the next Annual General Meeting:

- Catarina Fagerholm,
- Eero Heliövaara,
- Mammu Kaario, and

- Andreas Tallberg.

Of the current members of the Board of Directors Ari Tolppanen has informed the company that he will not be available as candidate to the Board of Directors.

The Shareholders' Nomination Board further proposes to the General Meeting that the following individuals be elected as new members of the Board of Directors for the above-mentioned term of office:

- Olli Liitola and
- Peter Ramsay.

CVs of the new proposed candidates of the Board of Directors are attached to this notice.

All the candidates have given their consent to serving on the Board of Directors and have informed that, after being elected as members of the Board of Directors, they will elect Andreas Tallberg as the Chairman of the Board of Directors.

The Shareholders' Nomination Board has been informed that all the proposed members of the Board of Directors, with the exception of Olli Liitola, are independent of the company and its major shareholders. Olli Liitola is independent of the company's major shareholders, but non-independent of the company, because Liitola acts as the company's senior advisor.

Other relevant information regarding the Board service concerning all the candidates can be found at www.capman.com/shareholders/general-meetings/.

13. Resolution on the remuneration of the auditor

Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes to the General Meeting that the remuneration to the auditor to be elected be paid and travel expenses be compensated against the auditor's reasonable invoice approved by the Board of Directors.

14. Election of the auditor

Based on the recommendation of the Audit Committee of the Board of Directors, the Board of Directors proposes to the General Meeting that Ernst & Young Oy, authorised public accountants, be re-elected auditor of the company for a term of office ending at the end of the next Annual General Meeting. Ernst & Young Oy has notified that Ulla Nykky, APA, would act as lead auditor.

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

The Board of Directors proposes to the General Meeting that the Board of Directors be authorised 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 on the basis of the authorisation shall not exceed 14,000,000 shares in total, which corresponds to approximately 9.51 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 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.

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

The Board of Directors proposes to the General Meeting that the Board of Directors be authorised to decide on the issuance of shares and 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 on the basis of the authorisation shall not exceed 14,000,000 shares in total, which corresponds to approximately 9.51 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 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.

17. Authorising the Board of Directors to decide on donations

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

Further, the Board of Directors proposes that the General Meeting resolves to authorise 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.

Additionally, it is proposed that the Board of Directors of the company be 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.

18. Closing of the meeting

B. Documents of the General Meeting

The above-mentioned proposals for the resolutions on the matters on the agenda of the General Meeting are substantially included in the notice to the General Meeting and are available on CapMan Plc's website at the address www.capman.com/shareholders/general-meetings/. CapMan Plc's electronic annual report, including the annual accounts, the report of the Board of Directors and the auditor's report, will be published at the address www.capman.com/shareholders/financial-reports/?type=annual-reports no later than on 20 February 2019. The proposals for resolutions and the other above-mentioned documents are also on view at the General Meeting. The minutes of the meeting will be available on the company's website at the address www.capman.com/shareholders/general-meetings/ on 27 March 2019 at the latest.

C. Instructions for the Participants in the General Meeting

1. Shareholders registered in the shareholders' register

Each shareholder, who is registered on Friday, 1 March 2019 in the shareholders' register of the company held by Euroclear Finland Ltd, has the right to participate in the General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the shareholders' register of the company.

A shareholder, who is registered in the shareholders' register of the company and who wishes to participate in the General Meeting, shall register for the meeting by giving a prior notice of participation, which has to be received by the company no later than on Friday, 8 March 2019 at 10:00 a.m. Such notice can be given:

- a) electronically by utilizing Euroclear's electronic general meeting service at www.capman.com/shareholders/general-meetings/
- b) by e-mail to the address agm@capman.com, or
- c) by sending a written notification to the company's address (CapMan Plc/AGM, Ludviginkatu 6, 4 fl., 00130 Helsinki, Finland).

In connection with the registration, a shareholder shall notify his/her name, personal identification number or business identity code, address, telephone number and the name of a possible assistant or proxy representative and the personal identification number of a proxy representative. The personal data given to CapMan Plc by shareholders is used only in connection with the General Meeting and with the processing of related necessary registrations.

The shareholder, his/her authorised representative or proxy representative shall, where necessary, be able to prove his/her identity and/or right of representation at the General Meeting.

2. Holders of nominee registered shares

A holder of nominee registered shares has the right to participate in the General Meeting by virtue of such shares, based on which he/she on Friday, 1 March 2019 would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd. The right to participate in the General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily registered into the shareholders' register held by Euroclear Finland Ltd at the latest by Friday, 8 March 2019 at 10:00 a.m. With regard to nominee registered shares this constitutes due registration for the General Meeting and the above-described separate registration is not required.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register of the company, the issuing of proxy documents and registration for the General Meeting from his/her custodian bank. The account management organisation of the custodian bank must temporarily register a holder of nominee registered shares, who wants to participate in the General Meeting, in the shareholders' register of the company at the latest by the time stated above.

3. Proxy representative and powers of attorney

A shareholder may participate in the General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative of the shareholder shall produce a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

Possible proxy documents should be delivered in original to the address CapMan Plc/AGM, Ludviginkatu 6, 4 fl., 00130 Helsinki, Finland, before the last date for registration.

4. Other information

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the General Meeting has the right to request information with respect to the matters to be considered at the General Meeting.

On the date of this notice, 31 January 2019, the total number of shares in CapMan Plc and votes represented by such shares is 147,142,163.

On the date of this notice the company holds a total of 26,299 of its own shares.

In Helsinki, on 31 January 2019

CAPMAN PLC
Board of Directors

Additional information:

Tiina Halmesmäki, General Counsel, Tel. + 358 40 590 1043

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Principal media
www.capman.com

About CapMan

CapMan is a leading Nordic private asset expert with an active approach to value-creation in its target companies and assets. 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 and created substantial value in these businesses and assets over the last 30 years. CapMan employs today approximately 120 private equity professionals and has approximately €3 billion in assets under management. We mainly manage the assets of our customers, the investors, but also make investments from our own balance sheet. Our objective is to provide attractive returns and innovative solutions to investors. Our current investment strategies cover Buyout, Growth, Real Estate, Infra, Credit and Russia. We also have a growing service business that currently includes procurement services (CaPS), fundraising advisory (Scala Fund Advisory), and fund management services.

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