# Corporate Governance Statement 2019

#### 1 Applicable Rules and Regulations

CapMan Plc ("CapMan") complies, in accordance with the comply or explain principle, with the Finnish Corporate Governance Code 2020 for listed companies issued by the Securities Market Association and entered into force on 1 January 2020. In 2019, CapMan applied the Corporate Governance Code 2015 (the "Code"). The current and previous versions of the code is publicly available on the website of the Securities Market Association at www. cgfinland.fi/en. Furthermore, CapMan's corporate governance model complies with the laws of Finland, the articles of association of the company and the rules and directions of Nasdaq Helsinki Ltd. This Corporate Governance Statement (the "Statement") has been prepared in compliance with the Code's Corporate

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Governance reporting guidelines, it has been reviewed by the Audit Committee of CapMan's Board of Directors (the "Board") and it is issued separate from the report by the Board

For further information regarding CapMan's corporate governance, please visit the company's website at https://www. capman.com/shareholders/governance/

#### 2 General Meeting of the Shareholders and the **Articles of Association**

The ultimate decision-making power at CapMan lies with the General Meeting of the shareholders. Among other things, the General Meeting adopts the financial statements, decides on distribution of assets based on the proposal of the Board of Directors, elects the members of the Board of Directors and the auditor, decides on the

discharge from liability and on amendments to the Articles of Association. The notice to the General Meeting, the documents to be presented and the proposals for the General Meeting are published on the company's website and, if needed, as a stock exchange release three weeks prior to the General Meeting at the latest.

CapMan's Articles of Association and material related to the General Meeting are available on the company's website at the address: https://www.capman.com/ shareholders/governance/

#### 3 Shareholders' Nomination Board

CapMan Plc's 2018 AGM decided to establish a Shareholders' Nomination Board to prepare future proposals concerning the election and remuneration of the members of the Board of Directors to the General

Meeting. The AGM also adopted a Charter for the Nomination Board. The Shareholders' Nomination Board shall serve until further notice. The term of office of the members of the Shareholders' Nomination Board expires annually after the new Shareholders' Nomination Board has been nominated.

The Shareholders' Nomination Board consists of representatives nominated by the four largest shareholders of the company and the Chairman of CapMan Plc's Board of Directors, serving as an expert member. As an expert member the Chairman of the Board of Directors of CapMan Plc does not take part in the decision-making of the Shareholders' Nomination Board.

The following members were nominated to the Shareholders' Nomination Board in September 2019: Patrick Lapveteläinen (Member of the Board of Directors of Mandatum Life Insurance Company Limited) (Chairman of the Nomination Board),

Mikko Mursula (Chief Investment Officer of Ilmarinen Mutual Pension Insurance Company), Ari Tolppanen (Chairman of the Board of Oy Inventiainvest Ab) and Mikko Kalervo Laakkonen. Due to the ownership arrangements, Lapveteläinen resigned from the Nomination Board and he was replaced by Stefan Björkman (Managing Director of Föreningen Konstsamfundet r.f., representative of Silvertärnan Ab). He was appointed as the Chairman of the Nomination Board. Additionally, Andreas Tallberg, the Chairman of the Board of Directors of CapMan Plc, served as the expert member on the Shareholders' Nomination Board.

The Nomination Board has convened three times during its term. The Nomination Board discussed the size, composition and diversity of the Board of Directors and the areas of expertise that are most beneficial for the company. The Nomination Board also reviewed the remuneration of the Board and gave its proposals to the Annual General Meeting on 21 January 2020. The proposals were published as a stock exchange release.

The Charter of the Shareholders'
Nomination Board is available on CapMan's website at: <a href="https://www.capman.com/shareholders/governance/nomination-board/">https://www.capman.com/shareholders/governance/nomination-board/</a>

#### 4 Board of Directors

## 4.1 Composition and diversity of the Board of Directors

All members of the Board are elected yearly by the Annual General Meeting. There is no specific order for the appointment of Board members in the articles of association. According to the articles of association, the Board comprises at least three and at most nine members, who do not have deputies. Members are elected for a term of office, which starts at the close of the Annual General Meeting at which they were elected and ends at the close of the Annual General Meeting following their election. The Board elects a Chairman and a Vice Chairman from among its members. The Shareholders' Nomination Board makes the proposals on the composition of the Board of Directors and the remuneration for the Board and Committee Members to the Annual General Meeting. The Shareholders' Nomination Board's proposals are typically published as a separate stock exchange release and are also included in the notice to convene the Annual General Meeting.

The Annual General Meeting held on 13 March 2019 elected six members to the Board of Directors. Ms. Catarina Fagerholm, Mr. Eero Heliövaara, Ms. Mammu Kaario and Mr. Andreas Tallberg were re-elected to the Board. Mr. Olli Liitola and Mr. Peter Ramsay were elected to the Board of Directors as

new members. Apart from Mr. Liitola, all member candidates were present at the meeting. At its organizing meeting 13 March 2019, the Board elected from among its members Andreas Tallberg as the Chairman of the Board and Mammu Kaario as the Vice Chairman of the Board.

The company values that its Board members' have diverse backgrounds taking into account the competencies that are relevant for CapMan's business, such as know-how of the financial sector. The aim is that the Board consists of representatives of both genders and different age groups, that the Board members' have versatile educational and professional backgrounds and that the Board of Directors as a whole has sufficient experience on an international operating environment. Based on the Board's evaluation its composition is sufficiently aligned with the objectives set for the diversity of the Board composition

The biographical details of the Board members are presented in the table on page 32.

## 4.2 Independence of the Board members

The majority of the Board must be independent from the company. At least two of the members that are independent from the company shall also be independent of the company's significant shareholders.

The Board has in its organizing meeting on 13 March 2019 assessed its

members' independence of the company and of its significant shareholders. Catarina Fagerholm, Eero Heliövaara, Peter Ramsay, Mammu Kaario and Andreas Tallberg were independent of both the company and its significant shareholders. Olli Liitola was independent of the company's significant shareholders but non-independent of the company. Liitola is non-independent of the company as he has been employed by the company until 2017.

Shares and share-based rights of each Board member and corporations over which he/she exercises control in the company and its group companies are presented in the table on page 32.

## 4.3 Duties and responsibilities of the Board

Under the Finnish Companies Act and CapMan's articles of association, the Board is responsible for the administration of the company and the proper organisation of its operations. The Board is also responsible for the appropriate arrangement of the control of the company's accounts and finances. The Board has confirmed a written charter for its work, which describes the main tasks and duties, working principles and meeting practices of the Board, and an annual self-evaluation of the Board's operations and working methods.

In accordance with the charter, the main duties of the Board were:

- · to appoint and dismiss the CEO
- to supervise management
- to approve strategic goals
- to decide on the establishment of new CapMan funds and the level of CapMan's own commitments therein
- to decide on fund investments to other than CapMan funds exceeding EUR
   5 million and also direct investments exceeding EUR 5 million
- to decide on any major changes in the business portfolio
- to ensure that the company has a proper organisation
- to ensure the proper operation of the management system
- to approve annual financial statements and interim reports
- to ensure that the supervision of the accounting and financial management is properly organised
- to ensure that the business of the group complies with relevant rules and regulations
- to approve the principles of corporate governance, internal control, risk management and other essential policies and practices
- to decide on the CEO's remuneration and on the remuneration policy to be followed for other executives and CapMan's key employees

 to confirm the central duties and operating principles of the Board committees

The Chairman of the Board ensures and monitors that the Board fulfils the tasks appointed to it under legislation and by the company's articles of association.

#### 4.4 Work of the Board in 2019

In 2019, the Board of Directors met eight times. The Board had seven meetings in the composition as elected by the 2019 AGM and one meeting in the composition as elected by the 2018 AGM.

The table on page 32 presents Board members' attendance at the meetings in 2019.

#### **5 Board Committees**

The Board may establish Committees to ensure efficient preparation of the matters under its responsibility. The Committees are established, and their members are elected from among the members of the Board in the Board's organizing meeting to be held after the AGM for the same term as the Board. The Committees shall consist of at least three members. The charters for each committee shall be confirmed by the Board. The Chairs of the committees report to the following Board meeting on the topics discussed in the committee meetings. Also,

the materials presented, and the minutes of the committee meetings are delivered to the Board for information. The committees do not have autonomous decision-making power, but the Board makes the decisions within its competence collectively.

In its organizing meeting held on 13 March 2019, CapMan's Board of Directors established an Audit Committee and a Remuneration Committee.

#### 5.1 Audit Committee

The Audit Committee has been established to improve the efficient preparation of matters pertaining to financial reporting and supervision.

The duties of the Audit Committee included:

- monitoring the reporting process of financial statements
- supervising the financial reporting process
- monitoring the efficiency of the company's internal control and risk management systems
- reviewing the description of the main features of the internal control and risk management systems pertaining to the financial reporting process
- monitoring the statutory audit of the financial statements and consolidated financial statements
- evaluating the independence of the statutory auditor or audit company, particularly the provision of related

services

 preparing the proposal for resolution on the election of the auditor.

The Board has in its organizing meeting on 13 March 2019 elected Mammu Kaario (chairman), Catarina Fagerholm and Peter Ramsay as members of the Audit Committee. In 2019, the Committee met four times in this new composition and once in the composition elected by the Board of Directors in 2018. The table on page 32 presents the Committee members' attendance at the meetings.

All members of the Audit Committee were independent of the company and its significant shareholders. All members of the Audit Committee are experienced in demanding positions in financial administration and business management and they hold degrees suitable for Audit Committee members.

#### **5.2** Remuneration Committee

The Remuneration Committee has been established to improve the efficient preparation of matters pertaining to the remuneration and appointment of the CEO and the rest of the management team as well as the remuneration policy covering the company's other personnel.

The main duties of the Remuneration Committee in accordance with the charter

- · CEO remuneration
- company management team's remuneration principles generally and individual situations as required
- company's overall principles for total compensation structure.

#### The Committee further contributed to:

- securing the objectivity and transparency of the decision-making regarding remuneration issues in the company
- the systematic alignment of remuneration principles and practice with company strategy and its long-term and short-term goals
- the appointment of the management team of the company.

In addition to the abovementioned tasks, the Remuneration Committee prepared the company's Remuneration Policy for governing bodies.

The Board has in its organizing meeting on 13 March 2019 elected Andreas Tallberg (Chairman), Catarina Fagerholm and Eero Heliövaara as members of the Remuneration Committee. The Committee did convene twice in its new composition during 2019 and also twice with the composition elected in 2018. The table on the right presents the Committee

#### **Board of Directors in 2019**

Name	Personal information	Shares and hare-based rights as of 31 Dec 2019	Attendance at the Board meetings	Attendance at the Committee meetings
Andreas Tallberg	Chairman of the Board since 15 March 2017.  Member of the Board since 2017  Born: 1963  Education: M.Sc. (Econ.).  Main occupation: CEO of Oy G.W. Sohlberg Ab Chairman of the Remuneration Committee Expert member of the Shareholders' Nomination Board Independent of the company and significant shareholders	804,530	8/8	Remuneration Committee: 4/4 Nomination Board 2/2
Catarina Fagerholm	Member of the board since 2018, Born: 1963 Education: M. Sc. (Econ.) Main occupation: Board professional Member of the Audit and Remuneration Committees			Audit committee: 5/5 Remuneration Committee:
_	Independent of the company and significant shareholders	73,011	8/8	4/4
Eero Heliövaara	Member of the board since 2018 Born: 1956 Education: M.Sc. (Eng.), M.Sc. (Business Admin.) Main occupation: Board professional Member of the Remuneration Committee Independent of the company and significant shareholders.	92,000	8/8	Remuneration Committee: 2/2
Mammu Kaario	Member of the Board since 2017 Born 1963 Education: LL.M., MBA Main occupation: Board professional Chairman of the Audit Committee. Independent of the company and significant shareholders.	38,071	8/8	Audit Committee: 5/5
Peter Ramsay*	Member of the Board since 2019 Born: 1967 Education: M. Sc. (Econ.) Main occupation: CFO and chief investment director of Veikko Laine Member of the Audit Committee Independent of the company and significant shareholders	e Group 10,000	7/7	Audit Committee: 4/4
Olli Liitola*	Member of the Board since 2019 Born: 1957 Education: M.Sc. (Eng.) Main occupation: Board professional Independent of significant shareholders and non-independent of the	e company 2,079,222	5/7	
Ari Tolppanen**	Member of the Board since 2013 Born: 1953 Education: M.Sc. (Eng.) Main occupation: Board professional Member of the Remuneration Committee. Independent of the significant shareholders and non-independent ocompany	f the 4,731,774	1/1	Remuneration Committee: 2/2

<sup>\*)</sup> Was elected as a new member at the AGM held on 13 March 2019

<sup>\*\*)</sup> A member of the Board of Directors until the AGM held on 13 March 2019

members' attendance at the meetings.

All members of the Remuneration Committee are independent of the company and its significant shareholders.

#### 6 Chief Executive Officer (CEO)

In 2019, CapMan's CEO was Joakim Frimodig (born 1978, BA (Oxon)). Frimodig's shares and share-based rights and those of the corporations over which he exercises control are presented in the table on page 9.

The Board elects the company's CEO. The CEO's service terms and conditions are specified in writing in the CEO's service contract, which is approved by the Board. The CEO manages and supervises the company's business operations according to the Finnish Companies Act and in compliance with the instructions and authorisations issued by the Board. The CEO shall see to it that the accounts of the company are in compliance with the law and that its financial affairs have been arranged in a reliable manner. Generally, the CEO is independently responsible for the operational activities of the company and for day-to-day decisions on business activities and the implementation of these decisions. The CEO appoints the heads of business areas. The Board approves the recruitment of the CEO's immediate subordinates. The CEO cannot be elected as Chairman of the Board.

#### **Management Group in 2019**

Name	Responsibilities	Personal information	Shares and share-based rights on 31 Dec 2019
Joakim Frimodig	CEO	Born: 1978 Education: BA (Oxon)	Shares: 300,000*
Anna Berglind	Head of People and Culture	Born: 1972 Education: M. Sc. (Soc.)	Shares: 45,000
Niko Haavisto	CFO	Born: 1974 Education: M. Sc. (Busi- ness)	Shares: 245,210
Pia Kåll	Head of CapMan Buyout	Born: 1980 Education: M.Sc. (Eng.)	Shares: 30,000
Mika Matikainen	Head of CapMan Real Estate	Born: 1975 Education: M.Sc. (Econ.), M.Sc. (Soc.)	Shares: 45,000
Juha Mikkola	Head of CapMan Growth Equity	Born: 1961 Education: M.Sc. (Econ.)	Shares: 45,412 2016A-options: 100,000
Ville Poukka	Head of CapMan Infra	Born: 1981 Education: M.Sc. (Econ.)	Shares: 59,916
Mari Simula	Head of Fund Investor Relations	Born: 1982 Education: M.Sc. (Eng.)	Shares: 135,249 2013C-options: 38,500 2016A-options: 12,500

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#### 7 Management Group

The main tasks of the Management Group consist of

- (i) coordination of team strategy, fundraising, resources as well as marketing and brand issues,
- (ii) implementation of decisions by the Board and the CEO/ Management Group,
- (iii) giving input by providing information for the decision-making and participating in discussion, and

(iv) spreading information within the teams as agreed in the Management Group.

The composition of the Management Group, responsibilities and the shares and share-based rights of the members of the Management Group and of the corporations over which he/she exercises control in the end of the financial year of 2019 are presented in the table above.

#### 8 Internal control and risk management

The aim of CapMan's internal control and risk management is to ensure that the company's operations are efficient, appropriate, reliable and in compliance with regulation, and that risks associated with the company's business and objectives are identified and appropriately monitored and managed. The group's internal control

<sup>\*)</sup> In addition, Joakim Frimodig's holding company Boldhold Oy is a minority owner in Silvertärnan Ab, which owns 10.5% of all shares in CapMan Plc.

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system is an essential part of the group's management system and consists of organization structure, policies, processes, working instructions, allocation of tasks and responsibilities, approval authorizations, manual and automated controls, monitoring reports and reviews. The Board and the CEO are responsible for the internal control and the risk management but the internal control is conducted on all levels of the organization, in all business and support functions and every employee is individually responsible for the compliance of policies and instructions and for reporting the faults and malpractice to his/her supervisor or other designated persons.

#### 9 Internal control and risk management pertaining to the financial reporting

The internal control and risk management pertaining to the financial reporting process is part of CapMan's overall internal control framework. The key roles and responsibilities for internal control and risk management have been defined in the group's internal guidelines which are approved and updated by the management and/or the Board of Directors of the company.

CapMan's internal control and risk management concerning financial reporting is designed to provide inter alia reasonable

assurance concerning the reliability, comprehensiveness and timeliness of the financial reporting and the preparation of financial statements in accordance with applicable laws and regulations, generally accepted accounting principles and other requirements for listed companies. The objective is also to promote ethical values, good corporate governance and risk management practices and to ensure the compliance with laws, regulation and CapMan's internal policies.

## 9.1 General description of the financial reporting process

CapMan's operating model is based on having a local presence in Finland, Sweden, Denmark and Russia, and operating the organisation across national borders. CapMan's subsidiaries in six countries report their results on a monthly basis to the parent company. The bookkeeping function is mainly outsourced.

Financial information is assembled, captured, analysed, and distributed in accordance with existing processes and procedures. The group has a common reporting and consolidation system that facilitates compliance with a set of common control requirements. The monthly accounting entries of the most significant subsidiaries are transferred to the Group's reporting system on an entry-by-entry level. The other

subsidiaries submit their figures either monthly or quarterly to the group accounting to be inserted to the group reporting system for consolidation. The reported figures are reviewed in subsidiaries as well as in group accounting. Group accounting also monitors the balance sheet and income statement items by analytically reviewing the figures. The consolidated accounts of CapMan are prepared in compliance with International Financial Reporting Standards (IFRS) as adopted by the EU.

## 9.2 Control and risk management of the financial reporting process

The Board has the overall responsibility for the proper arrangement of internal control and risk management over financial reporting. The Board has appointed the Audit Committee to undertake the more specific tasks in relation to financial reporting process control such as monitoring the financial statements reporting process, the supervision of the financial reporting process and monitoring the efficiency of the company's internal control. The Audit Committee also reviews regularly the main features of the internal control and risk management systems pertaining to the financial reporting process.

The management of the group is responsible for the implementation of internal control and risk management

processes and for ascertaining their operational effectiveness. The management is also responsible for ensuring that the company's accounting practices comply with laws and regulations and that the company's financial matters are managed in a reliable and consistent manner.

The CEO leads the risk management process by defining and allocating responsibility areas. The CEO has nominated the group's CFO as risk manager to be in charge of coordinating the overall risk management process. The risk manager reports to the Audit Committee on matters concerning internal control and risk management. The management has allocated responsibility for establishing more specific internal control policies and procedures to personnel in charge of different functions. The group's management and accounting departments possess appropriate levels of authority and responsibility to facilitate effective internal control over financial reporting.

### 9.3 Risk assessment and control activities

Risks related to the financial reporting process are identified through the objectives of financial reporting. The risk assessment process is designed to identify financial reporting risks and to determine how these risks should be managed. Based

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In the annual strategy process of the group, the identified risks are reviewed, the risk management control activities are audited and effects of potential new identified risks on the strategy are evaluated. The objectives and responsibilities of the risk management process as well as the determination of the risk-appetite were updated during 2019.

## 9.4 Information and communication pertaining to the financial reporting

CapMan has defined the roles and responsibilities pertaining to financial reporting as a part of the group's information and communication systems. In terms of internal control and financial reporting information, CapMan's external and internal information is obtained systematically, and the management is provided with relevant information on the group's activities. Timely, current and accessible information relevant for financial reporting purposes is provided to the appropriate functions, such as the Board, the management group and the monitoring

team. All external communications are handled in accordance with the group disclosure policy, which is available on the company's website: <a href="https://www.capman.com/shareholders/statements-policies/disclosure/">https://www.capman.com/shareholders/statements-policies/disclosure/</a>

## 9.5 The organisation and monitoring of internal control activities

To ensure the effectiveness of internal control pertaining to financial reporting, monitoring activities are conducted at all levels of the organisation. Monitoring is performed through ongoing follow-up activities, separate evaluations or a combination of the two. Separate internal audit assignments are initiated by the Board or management. The scope and frequency of separate evaluations depend primarily on the assessment of risks and the effectiveness of ongoing monitoring procedures. Internal control deficiencies are reported to the management, and serious matters to the Audit Committee and the Board.

Group accounting performs monthly consistency checks of income statement and balance sheet for subsidiaries and business areas. The group accounting team also conducts management fee and cost analysis, quarterly fair value change checks, impairment and cash flow checks

as well as control of IFRS changes. The Audit Committee and the Board regularly review group-level financial reports, including comparison of actual figures with prior periods and budgets, other forecasts, monthly cash flow estimates and covenant levels. In addition, the Audit Committee monitors in more detail, among others, the reporting process (including the management's discretionary evaluations), risk management, internal control and audit.

The monitoring team, which is independent from the investment teams, is responsible for the quarterly valuation process, monitoring and forecasting fair value movements and preparing the models for and calculating carried interest income for the funds under the management of the Group.

CapMan's subsidiary CapMan AIFM
Ltd holds a license to act as alternative
investment fund manager granted by the
Finnish Financial Supervisory Authority.
For these companies CapMan has arranged
separate risk management and internal audit
functions as required by applicable laws.

The compliance function oversees that the operations of the CapMan group comply with regulation and that the group companies will adopt the relevant new regulations promptly.

#### 10 Other information

## 10.1 Procedures related to insider administration

CapMan complies with the Market Abuse Regulation's ("MAR", 596/2014) rules on manager's transactions and insider management and the guidelines for insiders issued by Nasdaq Helsinki. In addition, CapMan has its own internal policy regarding insider management, which is partly stricter than the general insider rules. The Group's Compliance Officer is responsible for insider administration and shall e.g. monitor that employees comply with insider rules and trading restrictions, maintain project-specific insider lists, arrange internal trainings for employees on insider rules and disclosure responsibilities of listed companies.

CapMan maintains an internal, non-public list on managers and persons closely associated with them, which are, according to MAR, obliged to disclose all transactions made with financial instruments issued by CapMan. CapMan has determined the members of the Board of Directors and the Management Group (including the CEO) as managers defined in the MAR (hereinafter "Manager(s)"). Each Manager has been instructed to inform the persons closely associated with them about the obligation to disclose

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transactions. CapMan publishes a release on each transaction which has been executed by a Manager or his/her closely associated person with the financial instruments issued by CapMan in case the total value of all transactions of this person exceeds EUR 5,000 within a calendar year. The total holding of CapMan's shares and share-based rights of each Manager is annually published as a part of the Annual Report.

CapMan maintains project-specific insider lists for the projects, as set out in MAR, which may have a significant effect on the prices of the financial instruments issued by CapMan. These project-specific insider lists are drafted and maintained in accordance with the MAR and CapMan's internal policies and are established following a decision to delay the disclosure of inside information. The persons added to the project-specific list and all other persons that possess inside information related to CapMan, are not permitted to trade in financial instruments issued by CapMan. Prior to trading in CapMan's financial instruments, each manager, employee or other person is always obliged to personally assess whether he/she is in the possession of inside information related to CapMan.

CapMan's Managers (as described above) or employees are not permitted to trade in financial instruments issued

by CapMan during a closed period of 30 calendar days prior to the publication of CapMan's interim reports, half year financial report or financial statements bulletin (closed period). The publication dates are announced annually over a stock exchange release. CapMan's Managers and employees have been instructed to inform their closely associated persons regarding closed periods and trading restrictions on CapMan's financial instruments during the closed period. According to the internal trading pre-approval procedure, the Managers and the employees of CapMan Group are obliged to request a written pre-approval from the Compliance Officer before trading in financial instruments issued by CapMan.

## 10.2 Principles regarding Related Party Transactions

The company does not customarily enter into transactions with its related parties which would be significant for the company and deviating from the ordinary course of business or would be conducted in deviation from customary market terms. Possible significant and out of ordinary transaction deviating from market terms would be discussed in the Board meeting. The Board also confirms the company's principles regarding related party transactions. The related party

transactions are monitored by the financial administration and the legal team and the related parties are instructed of the related party matters. The company maintains a list of its related parties and their acts are reported in the financial statements.

#### 10.3 Audit fees

In 2019, the audit fees paid to the auditor amounted to 249,000 euros (307,000 euros in 2018) and the fees related to other non-audit related services amounted to 107,000 euros (59,000 euros in 2018).

#### 10.4 Internal audit

Taking into account the nature and extent of the company's business CapMan has not considered it necessary to organise internal audit as a separate function. The internal audit of the licensed operation has been outsourced to an external service provider. CapMan has in recent years increased the number of personnel in compliance and risk management functions in order to ensure that the operations comply with laws and regulations and that the risks are identified, monitored and managed appropriately.

29 January 2020 CAPMAN PLC Board of Directors