



# Proposals by CapMan's Shareholders' Nomination Board to the 2021 Annual General Meeting

CapMan Plc Stock Exchange Release  
25 January 2021 at 08.15 a.m. EET

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### Board Composition

CapMan's Shareholders' Nomination Board has submitted its proposals to the 2020 Annual General Meeting to be held on 17 March 2021 to CapMan's Board of Directors. The Shareholders' Nomination Board makes its proposals unanimously.

The Shareholders' Nomination Board proposes that the Board of Directors consists of seven (7) members and that the following persons be elected to the Board of Directors for a term ending at the end of the 2021 Annual General Meeting:

Proposed to be re-elected:

- Catarina Fagerholm
- Johan Hammarén
- Eero Heliövaara
- Mammu Kaario
- Olli Liitola
- Andreas Tallberg

Proposed to be elected as new members:

- Johan Bygge

All candidates have given their consent to the position. Of the current members of the Board of Directors, Peter Ramsay has informed that he will not be available for re-election. According to the information available to the Shareholders' Nomination Board, all candidates other than Johan Hammarén are independent of the company and its significant shareholders. Johan Hammarén is non-independent of the company's significant shareholders due to his membership in the Board of Directors in Silvertärnan Ab, which is a significant shareholder in CapMan Plc, and non-independent of the company due to his employment with a Group company during the past three years.

The CV of the new Board Member candidate is attached to this release.

### Fees to Board Members

The Shareholders' Nomination Board proposes to the 2021 Annual General Meeting that the monthly fees payable to the Board Members in cash for the term ending at the end of the following Annual General Meeting are as follows:

- Chairman: EUR 5 000/month (2020: EUR 5 000),
- Deputy Chairman: EUR 4 000/month (2020: EUR 4 000),
- Chairman of the Audit Committee: EUR 4 000/month (2020: EUR 4 000), if he/she is not simultaneously acting as Chairman or Deputy Chairman of the Board.
- Members: EUR 3 250/month (2020: EUR 3 250) and

The Shareholders' Nomination Board further proposes to the Annual 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 fee of EUR 800 per meeting (2020: EUR 800) and the Members of the Board and Board's Committees be paid a fee of EUR 400 per meeting (2020: 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 prepares the proposals concerning the election and remuneration of the Board of Directors for the Annual General Meeting and, if needed, for the Extraordinary General Meeting. The Nomination Board comprises four members that are appointed by the four shareholders having the largest share of the votes and the Chairman of CapMan Plc's Board of Directors. The Chairman of CapMan Plc's Board of Directors does not participate in the decision making of the Shareholders' Nomination Board.

Persons appointed to CapMan's Shareholders' Nomination Board are Stefan Björkman (Silvertärnan Ab), Mikko Mursula (Ilmarinen Mutual Pension Insurance Company), Ari Tolppanen (Oy Inventiainvest Ab), and Mikko Kalervo Laakkonen. The Chairman of CapMan Plc's Board of Directors Andreas Tallberg acts as an expert member of the Shareholders' Nomination Board.

CAPMAN PLC

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Appendix: [CV Johan Bygge](#)

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