



# Decisions of the Annual General Meeting of CapMan Plc

CapMan Plc  
Stock Exchange Release / Decisions of General Meeting  
15 March 2023 at 11:30 a.m. EET

## Decisions of the Annual General Meeting of CapMan Plc

The Annual General Meeting (AGM) of CapMan Plc was held today in Helsinki. The AGM approved the annual accounts for the financial year 2022, approved the remuneration policy for the company's governing bodies and the company's remuneration report and discharged the company's directors from liability. The AGM approved all the proposals of the Board of Directors and the Shareholders' Nomination Board to the AGM.

### 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 and equity repayment in the total amount of EUR 0.17 per share would be paid based on the balance sheet adopted for 2022. The dividend and equity repayment consist of a dividend portion that equals EUR 0.08 per share and an equity repayment portion that equals EUR 0.09 per share. The dividend and equity repayment will be paid in two instalments.

The first instalment of EUR 0.09 per share consists of a dividend portion that equals EUR 0.04 per share and an equity repayment portion that equals EUR 0.05 per share. The first instalment will be paid to a shareholder who on the record date of the payment, 17 March 2023, is registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The first instalment will be paid on 24 March 2023.

The second instalment of EUR 0.08 per share consists of a dividend portion that equals EUR 0.04 per share and an equity repayment portion that equals EUR 0.04 per share. The second instalment will be paid in September 2023 to a shareholder who on the record date of the payment is registered in the shareholders' register of the company maintained by Euroclear Finland Oy. The Board of Directors will resolve on the payment separately and confirm the record and payment dates for the second instalment in its meeting scheduled for 13 September 2023. The preliminary record date for the second instalment is 15 September 2023 and the preliminary payment date 22 September 2023.

### 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. Johan Hammarén, Ms. Mammu Kaario, Mr. Olli Liitola and Mr. Joakim Frimodig 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 or 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 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**

Ernst & Young Oy, authorised public accountants, was elected auditor of the company. Ernst & Young Oy has notified the company that Ms. Kristina Sandin, 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.

### **Amendment of the Articles of Association**

The Annual General Meeting decided that the Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as a so-called remote meeting in addition to the company's domicile Helsinki. In its amended form, said provision of the Articles of Association reads as follows:

#### **"10 NOTICE OF A GENERAL MEETING OF SHAREHOLDERS**

*The notice of a General Meeting shall be delivered by publishing the notice of meeting on the company's webpage and as stock exchange release no more than three (3) months and no less than three (3) weeks prior to the General Meeting, however, always at least nine (9) days prior to the record date of the General Meeting set forth in Chapter 4, Section 2.2 of the Finnish Companies Act. The Board of Directors may in addition decide to publish the notice in other ways.*

*The General Meeting shall be organized in Helsinki. In addition, the Board of Directors may also resolve on organizing the General Meeting without a meeting venue whereby the shareholders have the right to exercise their power of decision in full in real time during the meeting using telecommunication connection and technical means."*

The Articles of Association remained unchanged in other respects.

### **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 in total, which on the day of the Annual General Meeting corresponded to approximately 8.86 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 16 March 2022 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 2024.

## **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 14,000,000 shares in total, which on the day of the Annual General Meeting corresponded to approximately 8.86 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 16 March 2022 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 2024.

## **Authorising the company's 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 contribution.

The authorisation is effective until the next annual general meeting.

Helsinki, 15 March 2023

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 and over €5 billion in assets under management. Our objective is to provide attractive returns and innovative solutions to investors. We are dedicated to set science-based targets to reduce our greenhouse gas emissions in line with the Paris Agreement. We have a broad presence in the unlisted market through our local and specialised teams. Our investment strategies cover minority and majority investments in portfolio companies and real estate, and infrastructure assets. We also provide wealth management solutions. Our service business includes procurement services. Altogether, CapMan employs approximately 190 professionals in Helsinki, Stockholm, Copenhagen, Oslo, London and Luxembourg. We are listed on Nasdaq Helsinki since 2001. [www.capman.com](http://www.capman.com)*