



Proposals by CapMan's Shareholders' Nomination Board to the 2024 Annual General Meeting

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CapMan's Shareholders' Nomination Board has submitted its proposals to the 2024 Annual General Meeting to be held on 27 March 2024 to CapMan's Board of Directors. The Shareholders' Nomination Board makes its proposals unanimously.

Board Composition

The Shareholders' Nomination Board proposes that the Board of Directors consists of six (6) members and that the following persons be re-elected to the Board of Directors for a term ending at the end of the 2025 Annual General Meeting:

- Johan Bygge
- Catarina Fagerholm
- Joakim Frimodig
- Johan Hammarén
- Mammu Kaario
- Olli Liitola

All candidates have given their consent to the position. According to the information available to the Shareholders' Nomination Board, all candidates other than Joakim Frimodig are independent of the Company and the candidates other than Joakim Frimodig, Johan Hammarén and Olli Liitola are independent of the Company's significant shareholders. Joakim Frimodig is non-independent of the Company due to his CEO position in the Company during the past three years and his position as the Executive Chair of the Company's Board of Directors. Joakim Frimodig, Johan Hammarén and Olli Liitola are non-independent of the Company's significant shareholder due to their memberships in the Board of Directors of Silvertärnan Ab, which is a significant shareholder in CapMan.

Fees to Board Members

The Shareholders' Nomination Board proposes to the 2024 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:

- Chair of the Board of Directors: EUR 5,000/month (2023: EUR 5,000)
- Deputy Chair of the Board of Directors: EUR 4,000/month (2023: EUR 4,000)

- Chair of the Audit Committee: EUR 4,000/month (2023: EUR 4,000), if he/she is not simultaneously acting as Chair or Deputy Chair of the Board of Directors
- Board members: EUR 3,250/month (2023: 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 Chairs of the Board and Board's Committees be paid a fee of EUR 800 per meeting (2023: EUR 800) and the members of the Board and Board's Committees be paid a fee of EUR 400 per meeting (2023: EUR 400) in addition to their monthly remuneration, that the remuneration of the members of the Board of Directors includes other possible incidental expenses and that the travel expenses be compensated in accordance with the Company's 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), and Mikko Kalervo Laakkonen, and Erkka Kohonen (Varma Mutual Pension Insurance Company). The Chair of CapMan Plc's Board of Directors Joakim Frimodig acts as an expert member of the Shareholders' Nomination Board.

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About CapMan

CapMan is a leading Nordic private asset expert with an active approach to value creation. As one of the private equity pioneers in the Nordics, it has built value in unlisted businesses, real estate, and infrastructure for over three decades. With approx. EUR 5 billion in assets under its management, its objective is to provide attractive returns and innovative solutions to investors. An example of this are the greenhouse gas reduction targets that it has set under the Science Based Targets initiative in line with the 1.5°C scenario. It has a broad presence in the unlisted market through its local and specialised teams. Its investment strategies cover minority and majority investments in portfolio companies and real estate, as well as infrastructure assets. It also provides wealth management solutions. Its service business includes procurement services. Altogether, CapMan employs approximately 180 professionals in Helsinki, Stockholm, Copenhagen, Oslo, London, Luxembourg and Jyväskylä. It has been listed on Nasdaq Helsinki since 2001. Learn more at www.capman.com.