



Proposals by CapMan's Shareholders' Nomination Board to the 2025 Annual General Meeting

CapMan Plc Stock Exchange Release / Other information disclosed according to the rules of the Exchange

20 January 2025 at 3:30 p.m. EET

Proposals by CapMan's Shareholders' Nomination Board to the 2025 Annual General Meeting

CapMan's Shareholders' Nomination Board (the "Nomination Board") submits the following proposals to the 2025 Annual General Meeting which is planned to be held on 25 March 2025

Board Composition

The 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 of office ending at the end of the next Annual General Meeting:

- Johan Bygge
- Catarina Fagerholm
- Joakim Frimodig
- Mammu Kaario

The Nomination Board further proposes that Ari Kaperi and Eva Lindholm be elected as new members of the Board of Directors for a term of office ending at the end of the next Annual General Meeting. The CV's of proposed new members are attached to this stock exchange release.

Johan Hammarén and Olli Liitola have informed the Nomination Board, that they will no longer be available to be elected as Board member.

All candidates have given their consent to the position. The candidates have indicated that if they come as elected, they will choose Joakim Frimodig as the Chair of the Board of Directors.

According to the information available to the Nomination Board, all candidates other than Joakim Frimodig are independent of the Company and its significant shareholders. Joakim Frimodig is non-independent of the Company since he holds a position of an Executive Chair of the Company and has had an employment relationship with the Company in the last three years, and non-independent of a significant shareholder since he is a board member in Silvertärnan Ab which holds more than 10 % of CapMan shares.

In relation to the Board of Directors' selection procedure, the Nomination Board recommends that shareholders evaluate and vote on the Board candidate list as a whole at the Annual General Meeting. This recommendation is given on the basis that it is the Nomination Board's responsibility to ensure that the proposed Board not only has individually qualified members but also collectively offers the optimal mix of expertise and experience for the Company and meets the diversity and other requirements of the Finnish Corporate Governance Code for listed companies.

Board members' fees

The Nomination Board notes that the monthly Board members' fees have last been increased in 2019, and proposes to the 2025 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 5,450/month (2024: EUR 5,000)
- Deputy Chair of the Board of Directors: EUR 4,350/month (2024: EUR 4,000)
- Chair of the Audit Committee: EUR 4,350/month (2024: EUR 4,000), if he/she is not simultaneously acting as Chair or Deputy Chair of the Board of Directors
- Board members: EUR 3,500/month (2024: EUR 3,250)

The Nomination Board further proposes to keep the meeting fees unchanged. The Nomination Board thus proposes to the Annual General Meeting that for participation in meetings of the Board of Directors and its Committees, the Chairs be paid a fee of EUR 800 per meeting (2024: EUR 800) and the members of the Board and its Committees be paid a fee of EUR 400 per meeting (2024: EUR 400) in addition to their monthly fee, that the remuneration of the Board members includes other possible incidental expenses and that the travel expenses be compensated in accordance with the Company's travel policy.

The Nomination Board comprises four members that are appointed by the four shareholders having the largest share of the votes. Persons appointed to the Nomination Board are:

- Stefan Björkman (Silvertärnan Ab),
- Olli Haltia (Hozainum Partners Oy),
- Mikko Mursula (Ilmarinen Mutual Pension Insurance Company), and
- Peter Immonen, (Dolobratos Oy Ab).

The Chair of CapMan Plc's Board of Directors Joakim Frimodig serves as an expert member and shall not take part in the decision-making of the Nomination Board.

CAPMAN PLC

Tiina Halmesmäki

General Counsel

DISTRIBUTION

Nasdaq Helsinki

Principal media

www.capman.com

About CapMan

CapMan is a leading Nordic private asset expert with an active approach to value creation and €6.0 billion in assets under management. As one of the private equity pioneers in the Nordics we have developed hundreds of companies and assets creating significant value for over three

decades. Our objective is to provide attractive returns and innovative solutions to investors by enabling change across our portfolio companies. An example of this is greenhouse gas reduction targets that we have set under the Science Based Targets initiative in line with the 1.5°C scenario and our commitment to net-zero GHG emissions by 2040. We have a broad presence in the unlisted market through our local and specialised teams. Our investment strategies cover real estate and infrastructure assets, natural capital and minority and majority investments in portfolio companies. We also provide wealth management solutions. Altogether, CapMan employs around 200 professionals in Helsinki, Jyväskylä, Stockholm, Copenhagen, Oslo, London and Luxembourg. We are listed on Nasdaq Helsinki since 2001. Learn more at www.capman.com.