



The Board of Directors of Caverion resolved on a new share-based incentive plan for key employees and on related share issues

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The Board of Directors of Caverion Corporation has resolved to establish a new share-based incentive plan directed to the key employees of the Group ("Matching Share Plan 2018-2022"). The aim of the plan is to align the objectives of the shareholders and the key employees in order to increase the value of the company in the long-term, to encourage the key employees to personally invest in the company shares, to retain them at the company, and to offer them a competitive reward plan that is based on acquiring, receiving and holding the company's shares.

Matching Share Plan 2018-2022

The prerequisite for participating in the Matching Share Plan is that a key employee acquires company shares up to the number and in the manner determined by the Board of Directors. The new Matching Share Plan includes four matching periods, all beginning on 1 March 2018 and ending on 28 February 2019, 29 February 2020, 28 February 2021 or 28 February 2022. The plan participant may not participate in the Performance Share Plan 2018-2020 simultaneously with participating in the Matching Share Plan.

The rewards from the plan will be paid in four instalments, each instalment in 2019, 2020, 2021 and 2022. However, the reward payment will be deferred, if a yield of the share has not reached the pre-set minimum yield level by the end of the matching period in question. The deferred reward will be paid as soon as practicable after the pre-set minimum yield level has been reached. If the pre-set minimum yield level has not been reached by the end of reward instalment specific grace periods ending in 2021-2022, no reward from a matching period in question will be paid. Furthermore, receiving of reward is tied to the continuance of participant's employment or service upon reward payment.

A participant is entitled to choose whether he or she wants to receive the potential reward partly in the company shares and partly in cash or fully in shares. The shares paid as reward may be transferred after a reward instalment specific restriction period of up to two years. Should the reward payment be deferred, such deferral will not lengthen the relevant restriction period.

The target group of the plan consists of approximately 20 people, including the members of the Group Management Board. The rewards to be paid on the basis of the Matching Share Plan correspond to the value of an approximate maximum total of 2,520,000 Caverion Corporation shares (including also the proportion to be paid in cash).

Share Issue without Payment to Company Itself

The Board of Directors has resolved to issue 3,800,000 new shares to the company itself without payment. The new shares will be entered in the Trade Register and applied for public listing on Nasdaq Helsinki Ltd approximately by 20 of February 2018.

After the registration of the shares in the Trade Register, the total number of the shares in the Company is 129,396,092 shares, of which 4,312,328 shares are held by the company.

Directed Share Issue against Payment

A maximum total of 1,280,000 shares held by the company will, in deviation from the shareholders' pre-emptive right, be offered in the share issue for subscription to the key employees participating in the Matching Share Plan. The company has a weighty financial reason for the deviation from the shareholders' pre-emptive right, since the purpose of the share issue is to encourage key employees participating in the plan to acquire and own the company's shares. The share issue will be implemented after the new shares issued to the company itself have been entered in the Trade Register approximately by 20 of February 2018.

The share subscription period of the shares will be 21-23 February 2018. The share subscription price for the shares will be EUR 6.37 per share, equal to the trade volume-weighted average price of the share on Nasdaq Helsinki Ltd during 1-31 January 2018. The shares must be paid upon subscription. The share subscription price will be credited to the company's reserve for invested unrestricted equity.

The decisions on the share issue without payment to the company itself and the directed share issue against payment are based on the authorisation by the Annual General Meeting of Shareholders held on 17 March 2017.

Financing Share Acquisition

As part of the implementation of the Matching Share Plan, the Board of Directors has resolved to grant plan participants interest-bearing loans in the maximum total amount of 8,500,000 euros to finance the acquisition of the company's shares. The loans will be repaid in full on 31 December 2023, at the latest.

CAVERION CORPORATION

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Caverion designs, builds, operates and maintains user-friendly and energy-efficient technical solutions for buildings, industries and infrastructure. Our services and solutions are used in commercial and residential buildings and on industrial and public sector properties, as well as in processes, ensuring business continuity, safety, healthy and pleasant surroundings, optimal performance and cost management. Our vision is to be a leading European provider of advanced and sustainable life cycle solutions for buildings and industries. Our strengths include technological expertise and comprehensive services, covering all technical disciplines throughout the entire life cycles of properties and industrial plants. Our revenue in 2017 was approximately EUR 2.3 billion. Caverion has about 16,000 employees in 12 countries in Northern, Central and Eastern Europe. Caverion's shares are listed on Nasdaq Helsinki. www.caverion.com Twitter: @CaverionGroup