



# Decisions of the Annual General Meeting and Board of Directors of Caverion Corporation

Caverion Corporation Stock exchange release 26 March 2018 at 1.00 p.m. EEST

## Decisions of the Annual General Meeting and Board of Directors of Caverion Corporation

Caverion Corporation's Annual General Meeting, which was held in Helsinki today on March 26, 2018, adopted the Financial Statements for the year 2017 and discharged the members of the Board of Directors and the President and CEO from liability. In addition, the Annual General Meeting resolved on the use of the profit shown on the balance sheet and the payment of dividend, the composition of members of the Board of Directors and their remuneration, the election of the auditor and its remuneration as well as authorised the Board of Directors to decide on the repurchase of the company's own shares and share issues.

The minutes of the Annual General Meeting will be available on the company's website at [www.caverion.com/aggm](http://www.caverion.com/aggm) by April 9, 2018 at the latest.

### Dividend payout

The Annual General Meeting approved the proposal of the Board of Directors according to which no dividend will be paid for the financial year 2017.

### Composition of the Board of Directors

The Annual General Meeting elected a Chairman, Vice Chairman and six ordinary members to the Board of Directors. Michael Rosenlew was elected as the Chairman of the Board of Directors, Markus Ehmrooth as the Vice Chairman and Jussi Aho, Joachim Hallengren, Thomas Hinnerskov, Antti Herlin, Anna Hyvönen and Mats Paulsson as members of the Board of Directors for a term continuing until the end of the next Annual General Meeting.

### The remuneration to be paid to the Board of Directors

The Annual General Meeting decided that the remuneration will remain unchanged meaning that the following remuneration will be paid to the Board of Directors:

- to the Chairman EUR 6,600/month (EUR 79,200/year),
- to the Vice Chairman EUR 5,000/month (EUR 60,000/year),
- to a member EUR 3,900/month (EUR 46,800/year).

In addition, a meeting fee of EUR 550 is paid for each meeting of the Board of Directors and its committees. Possible travel expenses are reimbursed in accordance with the principles related to remuneration of tax-exempt travel expenses approved by the Tax Administration.

### Election of the auditor and its remuneration

Authorised Public Accountants Ernst & Young Oy was elected as the company's auditor until the end of the next Annual General Meeting. The auditor's remuneration will be paid according to invoice approved by Caverion.

### Repurchase and/or on the acceptance as pledge of the company's own shares

The Annual General Meeting authorised Board of Directors to decide on the repurchase and/or on the acceptance as pledge of the company's own shares in accordance with the proposal by the Board of Directors. The authorisation covers the repurchase and/or acceptance as pledge of a maximum of 12,000,000 company's own shares using the company's unrestricted equity, at fair value at the date of repurchase, which shall be the prevailing market price in the trading at the regulated market organised by Nasdaq Helsinki Ltd. The shares may be repurchased other than pro rata to the shareholders' existing holdings. The share purchase will decrease the company's distributable unrestricted equity.

The authorisation is valid for eighteen months from the date of the resolution of the Annual General Meeting. The previous authority granted by the Annual General Meeting of March 17, 2017 simultaneously expires.

### Share issues

The Annual General Meeting authorised Board of Directors to decide on share issues in accordance with the proposal by the Board of Directors. The authorisation may be used in full or in part by issuing a maximum of 12,000,000 Caverion shares in one or more issues. The Board of Directors may decide on a directed share issue in deviation from the shareholders' pre-emptive rights. The Board of Directors would be authorized to decide to whom and in which order the shares will be issued. The authorisation can be used e.g. in order to strengthen the Company's capital structure, to broaden the Company's ownership, to be used as payment in corporate acquisitions or when the Company acquires assets relating to its business and as part of the Company's incentive programmes. In the share issues shares may be issued for subscription against payment or without charge. The Board of Directors is also authorised to decide on a share issue without payment directed to the company itself, within the limitations laid down in the Companies Act. The authorization empowers the Board of Directors to decide on the terms and conditions of and measures related to the share issues in accordance with the Companies Act, including the right to decide whether the subscription price will be recognized in full or in part in the invested unrestricted equity reserve or as an increase to the share capital.

The share issue authorisation includes the authorisation to transfer own shares that are in the possession of company or may be acquired. This authorisation applies to a maximum of 12,500,000 company's own shares. The Board of Directors was authorised to decide on the purpose and the terms and conditions for such transfer.

The authorisation is valid until March 31, 2019. The previous authority granted by the Annual General Meeting of March 17, 2017 simultaneously expires.

### Decisions of the Board of Directors on the composition of its committees

Convening after the Annual General Meeting the Board of Directors appointed from among its members the following members to its committees:

- Human Resources: Chairman Michael Rosenlew, Jussi Aho, Joachim Hallengren, Antti Herlin, Anna Hyvönen.
- Audit Committee: Chairman Markus Ehmrooth, Thomas Hinnerskov, Mats Paulsson, Michael Rosenlew.

Description of the Committees' tasks and charters are available at [www.caverion.com/investors](http://www.caverion.com/investors) - Corporate Governance.

CAVERION CORPORATION

Distribution: Nasdaq Helsinki, principal media, [www.caverion.com](http://www.caverion.com)

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*Caverion provides smart technical solutions and services for buildings, industrial processes and infrastructure. Our unique service offering covers the entire life cycle: design, build and maintenance. Our vision is to be the first choice in digitalising environments for customers, employees, partners and investors. 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](http://www.caverion.com) Twitter: @CaverionGroup*