

Caverion Corporation Articles of Association, changes proposed to EGM 15.11.2023
(unofficial office translation from Finnish)

Articles of Association of Caverion Corporation

1 § The trade name of the Company shall be Caverion Oyj in Finnish, Caverion Abp in Swedish, and Caverion Corporation in English. The Company's registered office is located in Helsinki, Finland.

2 § The objects of the Company are to engage in consulting, research, design, production and installation activities related to building services, industrial processes, distribution of electricity, telecommunications and data connections, automation, energy management, generation and storage of renewable energy, safety solutions business and municipal engineering as well as service and maintenance business related thereto in Finland and abroad. The Company offers drafting the of operation plans for properties, management and supervision of the technical operation and maintenance of properties, maintenance and control services for machinery, equipment and technical systems of the property branch, as well as other services related to operation and maintenance of properties, energy services, renovations, house management and housing services as well as services related to leasing properties and security business in Finland and abroad. The Company may engage in the activities in accordance with its declared objects either directly and/or through its subsidiaries and affiliated companies and joint ventures. In its capacity as the parent company in the Group, the Company offers services in the fields of Group administration, human resources management, financing, financial issues, legal and tax affairs, investor relations and communications as well as other joint services.

3 § The company shares are included in the book entry securities system.

4 § For the proper administration and organization of the Company's affairs, the Company shall have a Board of Directors consisting of one (1) to seven (7) ordinary members as well as at least one (1) deputy member in case the Board of Directors has less than three (3) ordinary members.

Unless otherwise decided by the general meeting of shareholders, the term of each member of the Board of Directors shall begin at the general meeting of shareholders at which he or she is elected and expire at the end of the next Annual General Meeting of Shareholders following election.

5 § The Company shall have a Managing Director to be appointed by the Board of Directors.

6 § The Company is represented by the Managing Director on his/her own, or jointly by any two members of the Board of Directors. The Board of Directors may authorize a designated individual to sign for the Company together with any member of the Board of Directors or another person authorized to represent the company. Additionally, the Board of Directors may grant an authorization to represent the company per procuracionem allowing the person so authorized to represent the company together with a member of the Board of Directors or another person authorized to represent the company.

7 § The Company's accounting period shall be one calendar year.

The Company shall have one Auditor that shall be an auditing firm approved by the Central Chamber of Commerce. The Auditor's term shall cover the current financial year at the time of election and expire at the end of the next General Annual Meeting of Shareholders following election.

8 § The Annual General Meeting shall be held within six (6) months of the end of the financial period.

An extraordinary meeting of shareholders shall be held whenever deemed appropriate by the Board of Directors or when so required by law. The notice of the meeting of shareholders shall be published on the company website. However, the Board of Directors may decide to publish the notice of meeting as a newspaper

advertisement. If so, the notice of meeting will be served by placing an advertisement in a newspaper with nationwide circulation selected by the Board of Directors. In all other respects, the provisions of the Limited Liability Companies Act regarding the notice of meeting shall apply.

To be able to attend the general meeting of shareholders, the shareholders shall notify the Company thereof by the date indicated in the notice of the meeting which may be no earlier than ten days before the meeting. Additionally, the provisions of the Companies Act concerning the right to attend the general meeting of shareholders of a company included in the Book Entry Securities System shall apply.

A General Meeting of Shareholders will be held at a venue determined by the Board of Directors. The venue may be located in the Company's registered domicile or in Espoo or Vantaa. The Board of Directors may also decide that the meeting will be organised completely without a meeting venue so that the shareholders will exercise their power of decision during the meeting in full and in real time by the use of telecommunication connections and technical means (remote meeting).

9 § The General Annual Meeting of Shareholders shall

be presented with:

- the financial statements and the annual report;
- Auditor's report; and

pass resolutions on:

- adoption of the income statement and the consolidated income statement;
- any measures called for by the profit shown on the balance sheet;
- discharge from liability for the Managing Director and the members of the Board of Directors;
- the number of members on the Board of Directors
- remuneration of the Chairman and Vice Chairman and members of the Board of Directors
- remuneration of the Auditor; and

elect:

- the Chairman and Vice Chairman and members of the Board of Directors, and
- the Auditor.

address:

- all the other issues indicated in the notice of the meeting.

10 § Any disputes regarding the application of the Limited Liability Companies Act shall, instead of being referred to a District Court, be settled through arbitration in accordance with the rules of the Arbitration Institute of the Central Chamber of Commerce of Finland by an arbitration tribunal consisting of a single arbiter. The arbitration proceedings shall be held in Helsinki.