

## Proposal by the Board of Directors to Authorise the Board of Directors to decide on share issues

The Board of Directors proposes that the Annual General Meeting authorize the Board of Directors to decide on share issues under the following conditions:

- The authorization may be used in full or in part by issuing shares in Caverion Corporation in one or more issues so that the maximum number of shares issued is a total of 12,000,000 shares.
- The Board of Directors may also 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.
- Based on the authorization, the Board of Directors is also authorized to decide on a share issue without payment directed to the company itself, provided that the number of shares held by the company after the issue would be a maximum of 10 per cent of the issued shares in the company. This amount includes shares held by Caverion Corporation and its subsidiary in the manner provided for in Chapter 15, section 11 (1) of the Companies Act.
- This authorization would empower 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 authorization set out in this section includes the authorization of the Board of Directors to decide on the transfer of own shares that are in the possession of company or may be acquired. This authorization applies to a maximum of 12,500,000 company's own shares. The Board of Directors would be authorized to decide on the purpose for transferring such shares and on the terms and conditions for such transfer.
- The authorization is valid until 31 March 2019.

The Board of Directors also proposes that the authorization shall supersede the authorization to decide upon share issues given to the company's Board of Directors by the Annual General Meeting of Caverion Corporation on 17 March 2017.

Helsinki, 6 February 2018

**Caverion Corporation**

Board of Directors