

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

Caverion Corporation Stock exchange release 24 March 2021 at 2.30 p.m. EET

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

Caverion Corporation's Annual General Meeting was held today on 24 March 2021 in Helsinki under the so-called Temporary Act without the shareholders' or their proxy representatives' presence at the meeting venue. The Annual General Meeting adopted the Financial Statements and the consolidated Financial Statements for the year 2020 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 dividends, the approval of the presented Remuneration Report for Governing Bodies, on 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/or acceptance as pledge of own shares as well as share issues.

The minutes of the Annual General Meeting will be available on the Company's website at [www.caverion.com/agm](http://www.caverion.com/agm) by 7 April 2021 at the latest.

### Dividend payment

The Annual General Meeting approved the proposal of the Board of Directors according to which a dividend of EUR 0.10 per share and an additional dividend of EUR 0.10 per share, in total EUR 0.20 per share, will be paid from the distributable funds of the Company for the financial year 2020. The dividend will be paid to shareholders who on the record date of the dividend payment 26 March 2021 are recorded in the shareholders' register held by Euroclear Finland Oy. The dividend shall be paid on 7 April 2021.

### Composition of the Board of Directors

The Annual General Meeting elected a Chairman, a Vice Chairman and five (5) ordinary members to the Board of Directors. Mats Paulsson was elected as the Chairman of the Board of Directors, Markus Ehrnrooth as the Vice Chairman and Jussi Aho, Joachim Hallengren, Thomas Hinnerskov, Kristina Jahn and Jasmin Soravia as members of the Board of Directors for a term of office expiring at the end of the Annual General Meeting 2022.

### Remuneration to be paid to the Board of Directors

The Annual General Meeting decided that the annual fees for the members of the Board of Directors remain unchanged and that the following annual fees will be paid:

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|---|----------------|
| • Chairman of the Board of Directors      | EUR 79,200,    |
| • Vice Chairman of the Board of Directors | EUR 60,000 and |
| • members of the Board of Directors       | EUR 46,800.    |

Approximately 50% of the annual remuneration will be paid in Caverion Corporation's shares. The shares will be purchased directly at market price on behalf of the board members from a regulated market's public trading. The shares shall be purchased within two (2) weeks of the publication of the

interim report for the period 1 January–31 March 2021. The board member is not allowed to sell or transfer ownership of the purchased shares and for securing this a transfer restriction expiring on 30 April 2023 will be placed on the shares. However, if the membership in the Board of Directors terminates earlier, the transfer restriction ceases at the termination.

In addition, EUR 550 per meeting shall be paid to each member of the Board of Directors for a meeting held in the member's domicile or electronically and EUR 900 per meeting held outside the member's domicile for their participation in meetings of the Board of Directors and its committees in addition to the annual remuneration. Possible travel expenses are reimbursed in accordance with the principles related to remuneration of tax-exempt travel expenses approved by the Finnish Tax Administration.

### **Election of the auditor and its remuneration**

Authorised Public Accountants Ernst & Young Oy was re-elected as auditor of the Company for a term of office expiring at the end of the Annual General Meeting 2022. The auditor's remuneration will be paid according to invoice approved by the Company.

### **Repurchase and/or acceptance as pledge of own shares**

The Annual General Meeting authorised the 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 number of own shares to be repurchased and/or accepted as pledge shall not exceed 13,500,000 shares, which corresponds to approximately 9.7% of all the shares in the Company. The Company may use only unrestricted equity to repurchase own shares on the basis of the authorization.

Purchase of own shares may be made at a price formed in public trading on the date of the repurchase or otherwise at a price formed on the market.

The Board of Directors resolves the manner in which own shares will be repurchased and/or accepted as pledge. Repurchase of own shares may be made using, inter alia, derivatives. Repurchase and/or acceptance as pledge of own shares may be made otherwise than in proportion to the share ownership of the shareholders (directed repurchase or acceptance as pledge).

The authorization cancels the authorization given by the general meeting on 25 May 2020 to decide on the repurchase and/or acceptance as pledge of the Company's own shares.

The authorization is valid until 24 September 2022.

### **Share issues**

The Annual General Meeting authorised the Board of Directors to decide on share issues in accordance with the proposal by the Board of Directors.

The number of shares to be issued under the authorization may not exceed 13,500,000 shares, which corresponds to approximately 9.7% of all the shares in the Company.

The Board of Directors decides on all the conditions of the issuance of shares. The authorization concerns both the issuance of new shares as well as the transfer of treasury shares. The issuance of shares may be carried out in deviation from the shareholders' pre-emptive rights (directed issue). The authorization can be used, e.g. in order to develop the Company's capital structure, to broaden the Company's ownership base, 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 programs.

The authorization cancels the authorization given by the general meeting on 25 May 2020 to decide on the issuance of shares.

The authorization is valid until the end of the next Annual General Meeting, however no later than 31 March 2022.

### **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 Committee: Chairman Mats Paulsson, Jussi Aho, Jasmin Soravia
- Audit Committee: Chairman Markus Ehrnrooth, Thomas Hinnerkov, Joachim Hallengren, Kristina Jahn

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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*Our life is shaped by the environments we build around us. By making built environments smart and sustainable, Caverion enables performance and people's well-being. Customers can trust our expert guidance during the entire life cycle of their buildings, infrastructure or industrial sites and processes: from design & build to projects, technical and industrial maintenance, facility management as well as advisory services. Our customers are supported by over 15,000 professionals in 11 countries in Northern, Central and Eastern Europe. Our revenue in 2020 was approximately EUR 2.2 billion. Caverion's shares are listed on Nasdaq Helsinki.*

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