

## TERMS AND CONDITIONS OF DIRECTED SHARE ISSUE

The Board of Directors of Caverion Corporation (the "Company") has in its meeting of 14 June 2018, by virtue of the authorisation given by the Annual General Meeting of the Company on 26 March 2018, resolved that the Company shall issue up to 9,524,000 new shares of the Company (the "Shares") in a directed share issue (the "Share Issue"). The Shares will be issued on the following terms and conditions:

### 1. SHARES TO BE ISSUED

Up to 9,524,000 Shares will be issued in the Share Issue.

### 2. SUBSCRIPTION RIGHT

The Shares will be offered in the Share Issue to institutional investors in deviation from the pre-emptive subscription right of the shareholders set forth in chapter 9, section 3 of the Finnish Limited Liability Companies Act.

The Company has a weighty financial reason to deviate from the shareholders' pre-emptive subscription right, because through the Share Issue, the Company may strengthen its balance sheet in a rapid and cost-efficient manner in order to retain strategic flexibility after the payment of the anti-trust fine. The Share Issue also allows the Company to diversify its shareholder base and increase the liquidity of shares.

### 3. SUBSCRIPTION PRICE AND ITS ENTRY INTO THE BALANCE SHEET

The subscription price of the Shares is EUR 6.3 per Share. The subscription price is based on the price determined in the accelerated book-building, and according to the Board of Directors' understanding, corresponds to the fair value of the Shares.

The Subscription Price shall be entered in its entirety into the invested unrestricted equity reserve of the Company.

### 4. SUBSCRIPTION PERIOD OF THE SHARES

The subscription period of the Shares will begin on 14 June 2018 at 18:31 and end no later than 15 June 2018 at 9.00 a.m. The Board of Directors may, at its sole discretion, reject subscription commitments in whole or in part and decide on the allocation between the investors.

Those involved in the book-building process will receive confirmation of the approval of subscriptions of Shares without delay after the resolution of the Board of Directors on the Share Issue.

### 5. TERM OF PAYMENT OF THE SHARES

The subscription price of the Shares shall be paid by 19 June 2018 according to instructions given by the Company. The Board of Directors of the Company reserves the right to extend the term of payment.

### 6. RIGHT TO DIVIDENDS AND OTHER RIGHTS

The Shares carry the right to dividends and other shareholder rights as from their registration with the Finnish Trade Register.

### 7. REGISTRATION OF SHARES TO BOOK-ENTRY ACCOUNTS AND TRADING

The Shares subscribed for in the Share Issue will be issued as book-entries in the book-entry system maintained by Euroclear Finland Ltd after the registration of the Shares with the Trade Register. The Shares fully paid by the investor shall be entered into the book-entry accounts of the investor on or about 19 June 2018.

The Company will apply for the Shares subscribed for in the Share Issue to be listed for trading on the official list of Nasdaq Helsinki Ltd and traded equally with the other shares of the Company. Trading in the Shares is estimated to begin on or about 19 June 2018.

## 8. OTHER ISSUES

The Board of Directors of the Company will decide on other matters related to the Share Issue and on the practical arrangements resulting therefrom.