

Board of Directors' proposals to Annual General Meeting to be held on 21 March 2016

Resolution on the use of the profit shown on the balance sheet and the payment of dividend

(Notice of the Meeting Item 8)

The Board of Directors proposes on the basis of the adopted balance sheet for 2015 the payment of a dividend of EUR 0.28 per share. The dividend will be paid to shareholders who on the dividend payment record date 23 March 2016, are recorded in the company's shareholder register maintained by Euroclear Finland Ltd. The Board of Directors proposes that the dividend be paid on 4 April 2016.

Resolution on the number of members of the Board of Directors

(Notice of the Meeting Item 10)

The Board of Directors proposes on recommendation of the Board's Human Resources Committee, that a Chairman, a Vice Chairman and four ordinary members be elected to the Board of Directors.

Resolution on the remuneration of Chairman, Vice Chairman and members of the Board of Directors

(Notice of the Meeting Item 11)

The Board of Directors proposes on recommendation of the Board's Human Resources Committee that the remuneration will remain unchanged meaning that following fees be paid to the Board of Directors: Chairman 6,600 €/month (79,200 €/year), Vice Chairman 5,000 €/month (60,000 €/year), members 3,900 €/month (46,800 €/year), and a meeting fee of 550 € per meeting. In addition, it is proposed that similarly 550 € be paid to the members of the committees of the Board of Directors for each committee meeting. Possible travel expenses are proposed to be reimbursed in accordance with the principles related to remuneration of tax-exempt travel expenses approved by the Tax Administration.

Election of the Chairman, Vice Chairman and members of the Board of Directors

(Notice of the Meeting Item 12)

The Board of Directors proposes on recommendation of the Board's Human Resources Committee that the current members of the Board of Directors Markus Ehrnrooth, Anna Hyvönen, Ari Lehtoranta, Eva Lindqvist, Ari Puheloinen and Michael Rosenlew be re-elected as members of the Board of Directors for a term continuing until the end of the next Annual General Meeting.

Furthermore, the Board of Directors proposes on recommendation of the Board's Human Resources Committee that Ari Lehtoranta be elected as Chairman of the Board of Directors and that Michael Rosenlew be elected as Vice Chairman.

Resolution on the remuneration for the auditor

(Notice of the Meeting Item 13)

The Board of Directors proposes on recommendation of the Board's Audit Committee that the remuneration for the auditor be paid according to invoice approved by the company.

Election of the auditor

(Notice of the Meeting Item 14)

The Board of Directors proposes on recommendation of the Board's Audit Committee that the current auditor, auditing firm PricewaterhouseCoopers Oy be re-elected auditor until the end of the next Annual General Meeting.

Authorization of the Board of Directors to decide on the repurchase of the company's own shares (Notice of the Meeting Item 15)

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide on the repurchase a maximum of 12,000,000 of the 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 organized by Nasdaq Helsinki Ltd. The shares may be repurchased other than pro rata to shareholders' existing holdings.

The proposed authority supersedes the authority to acquire 12,000,000 own shares granted by the Annual General Meeting of 16 March 2015 and which simultaneously expires. The share purchase will decrease the company's distributable unrestricted equity.

The authorization is proposed to be valid, according to Chapter 15, section 5 (2) of the Companies Act, for eighteen (18) months from the date of the resolution of the Annual General Meeting.

Authorization of the Board of Directors to decide on share issues (Notice of the Meeting Item 16)

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

- 16.1 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 25,000,000 shares.
- 16.2 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. In the share issues shares may be issued for subscription against payment or without charge.
- 16.3 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.
- 16.4 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.
- 16.5 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.
- 16.6 The authorization is valid until 31 March 2017.

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 16 March 2015.

Helsinki, 3 February 2016

CAVERION CORPORATION

Board of Directors