



# New share-based long-term incentive plan for Caverion's key employees

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**Caverion's Board of Directors has approved the establishment of a new share-based long-term incentive plan for key employees of the Group. The new plan is based on a performance share plan (PSP) structure. The Board has at the same time approved the commencement of a new plan period 2019-2021 in the Restricted Share Plan (RSP) structure, which is a complementary share-based incentive structure for specific situations.**

The share-based incentive plans form part of the incentive and commitment programme for key employees of Caverion Group. The aim is to align the interests of the shareholders and the key employees in order to promote shareholder value creation, and to commit the key employees to the company and its strategic targets and to offer them a competitive reward plan based on the ownership of the company's shares.

### Performance Share Plan 2019-2021

The Performance Share Plan structure consists of annually commencing individual performance share plans, each with a three-year performance period, which is followed by the payment of the potentially attained share reward. The commencement of each new plan is conditional on a separate Board approval.

The first plan (PSP 2019-2021) within the new PSP structure commences at the beginning of 2019 and the potential share rewards thereunder will be paid in the spring 2022 provided that the performance targets set by the Board are achieved. The potential reward will be paid in Caverion shares.

PSP 2019-2021 may include a maximum of approximately 75 key employees of Caverion Group. However, the individuals who currently participate in Caverion's top management Matching Share Plan, including the members of Caverion's Group Management Board, are not included in the PSP 2019-2021 plan. The performance targets based on which the potential share rewards under PSP 2019-2021 will be paid are the relative total shareholder return of the Company's share and earnings per share. If all targets will be met, the share rewards based on PSP 2019-2021 will comprise a maximum of approximately 1.3 million Caverion shares (gross before the deduction of applicable taxes). Final participant selection and maximum share allocations will be decided early 2019.

The Performance Share Plan contains a maximum limit for the share reward payable to an individual participant as determined by the Board. A person participating in the plan has the possibility to earn a share reward only if his/her employment continues until the payment of the reward.

The aggregate maximum gross value of PSP 2019-2021 is approximately EUR 6.8 million, as calculated based on the volume-weighted average share price on 17 December 2018.

### Restricted Share Plan 2019-2021

The Restricted Share Plan is based on a rolling plan structure originally announced on 18 December 2015 and the commencement of each new plan within the structure is conditional on a separate Board approval.

Share allocations within the RSP 2019-2021 will be made for individually selected key employees in specific situations. Each RSP plan consists of a three-year vesting period after which the allocated share rewards will be delivered to the participants provided that their employment with Caverion continues until the delivery of the share reward. The maximum number of Caverion shares that may be allocated and delivered within the RSP 2019-2021 totals approximately 135,000 shares (gross before the deduction of applicable taxes).

The aggregate maximum gross value of RSP 2019-2021 is approximately EUR 0.7 million, as calculated based on the volume-weighted average share price on 17 December 2018.

### Other information

The Board of Directors anticipates that no new shares will be issued in connection with the new incentive plan and, therefore, the plans will have no dilutive effect on the number of the company's registered shares. The Board, under all circumstances, has the right to make adjustments and to amend terms of the above plans, as stipulated in the respective terms and conditions of the plans.

CAVERION CORPORATION

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*Caverion provides smart technical solutions and services for buildings, industrial processes and infrastructure. Our unique service offering covers the entire life cycle: design, build and maintenance. Our vision is to be the first choice in digitalising environments for customers, employees, partners and investors. Our revenue in 2017 was approximately EUR 2.3 billion. Caverion has about 16,000 employees in 12 countries in Northern, Central and Eastern Europe. Caverion's shares are listed on Nasdaq Helsinki. [www.caverion.com](http://www.caverion.com) Twitter: @CaverionGroup*