



# Caverion's Board of Directors decided to continue the long-term incentive plan for senior management

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## Caverion's Board of Directors decided to continue the long-term incentive plan for senior management

Caverion's Board of Directors has decided to continue the share based long-term incentive plan for the senior management of the Group on 20.12.2016. The share based incentive plan consists of Performance Share Plan (PSP) as the main structure supported by Restricted Share Plan as a complementary structure for specific situations. The plan is based on the rolling long-term incentive structure approved by the Board of Directors on 17.12.2015. Both plans consist of annually commencing individual plans, each with a three-year period. The commencement of each new plan is subject to a separate decision of the Board.

The share based incentive plan forms part of the incentive and commitment programme for the senior management of Caverion Group. The key aim is to align the interests of the shareholders and the senior management in order to promote shareholder value creation and to support Caverion in becoming a leading European provider of advanced and sustainable lifecycle solutions for buildings and industries. In addition, the aim is to commit the key senior management 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 2017-2019

Performance Share Plan 2017-2019 may include a maximum of approximately 120 members of senior management and key employees. The three-year plan period consists of a one-year operative financial performance period, followed by a two-year share price performance period. The potential share reward is based on the targets set for the year 2017 for Earnings per Share and Group revenue. If all targets will be met, the share rewards based on Performance Share Plan 2017-2019 will comprise a maximum of approximately 850,000 Caverion shares (gross before the deduction of applicable payroll tax). Final participant selection and maximum share allocations will be decided early 2017.

The Performance Share Plan contains a maximum value for the share reward payable to an individual participant. If the value of the share reward would at the time of payment exceed a maximum value set by the Board, the exceeding portion of the reward will not be paid. 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.

### Restricted Share Plan 2017-2019

Share allocations within the Restricted Share Plan 2017-2019 will be made for individually selected key employees in special situations. Under the complementary Restricted Share Plan each individual 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 Restricted Share Plan 2017-2019 totals approximately 85,000 shares (gross before the deduction of applicable payroll tax).

### Other information

Caverion applies a share ownership recommendation policy for the members of the Group Management Board, according to which the members should retain at least 50 per cent of the share rewards received (net shares after the deduction of applicable payroll tax) under the share based incentive plans until the share ownership of these individuals in Caverion amounts to at least his/her annual gross base salary.

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 designs, builds, operates and maintains user-friendly and energy-efficient technical solutions for buildings, industries and infrastructure. Our services and solutions are used in commercial and residential buildings and on industrial and public sector properties, as well as in processes, ensuring business continuity, safety, healthy and pleasant surroundings, optimal performance and cost management. Our vision is to be a leading European provider of advanced and sustainable life cycle solutions for buildings and industries. Our strengths include technological expertise and comprehensive services, covering all technical disciplines throughout the entire life cycles of properties and industrial plants. Our revenue in 2015 was approximately EUR 2.4 billion. Caverion has over 17,000 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), @CaverionGroup*

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