

# Remuneration Report 2022

CAVERION CORPORATION

## Letter from the Chairman of the HR Committee

Dear Shareholders,

The year 2022 had many special characteristics that significantly affected Caverion's business and people. The war in Ukraine has a dramatic impact on the world and also on the ways business is conducted. The importance of energy efficiency is further increasing due to the energy crisis. In addition, the corona pandemic continued to impact the society and business environment we are operating in. In this unstable situation, our progress towards profitable growth continued and we have succeeded in establishing a solid foundation for our future performance. As a proof of this, two public tender offers for all the shares in Caverion have been announced, with plans to invest in our growth during the coming years.

Our year 2022 was marked by a clear profitability uplift as a result of the determined performance improvement actions taken during the past years. We continued to work on our strategy and launched our updated strategy of sustainable growth. We have a strong service business to build on, focusing on offering energy efficient solutions to our customers and improving their building performance. Our project business has developed positively, and we will continue to develop it in a profitable and sustainable way. We have made many successful acquisitions during the year 2022, bringing in more than 560 new professionals into Caverion.

We have strengthened our Building Performance culture and updated our values early this year. Many of our employees participated in the creation process of these values: We deliver what we promise; We do it together; We explore and improve every day. These values are visible in our everyday work and are described by clear and simple behaviours.

This Remuneration Report has been prepared according to the Corporate Governance Code 2020. It has been approved by the Board of Directors and will be presented to the Annual General

Meeting in March 2023. The report is based on the same framework as the Remuneration Report 2021. Caverion Remuneration Policy was published on 7 February 2020 stating the remuneration principles for the Board of Directors and the President and CEO, with the aim to give our investors a clear picture on how the remuneration of the governing bodies is managed.

We continued with the same long term incentive structure as earlier and implemented the Performance Share Plan 2022–2024 in the beginning of the year 2022. We also continued our Restricted Share Plan, serving as a great tool to engage and reward our key employees in special situations.

Our journey continues according to our updated sustainable growth strategy. I am looking positively forward to the year 2023. It will be very exciting to us and opening many new doors both for our business as well as for our people.

### **Mats Paulsson**

Chairman of the HR Committee



## Introduction: How remuneration relates to Caverion’s performance

Caverion Corporation’s (“Caverion” or the “Company”) Remuneration Policy 2020 sets the framework for the remuneration of the Board of Directors and the President and CEO. It is available on [Caverion’s website](#).

This Remuneration Report 2022 follows the Finnish Corporate Governance Code 2020 and the applicable legislation. The actual remuneration paid in 2022 and reported here fully complies with the framework and principles set forth in the Remuneration Policy 2020. No deviations to the Remuneration Policy have been made.

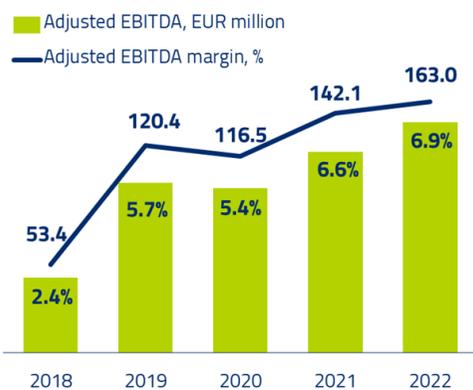
Caverion’s remuneration has a guiding principle of Pay for Performance. This guides the short- and long-term incentive plans which is apt to support Caverion’s long-term financial success and the achievement of the strategic goals. Caverion’s strategic mid-term financial targets are based on the performance in Adjusted EBITA and Adjusted Cash Flow, both of which are well aligned with Caverion’s Growth strategy.

The President and CEOs’ actual paid remuneration over 5 years is well aligned with the company’s performance development as visualised in the graphs below. The current President and CEO Jacob Götzsche started in this position 9 August 2021.

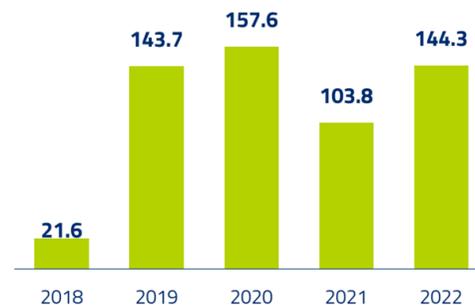
No short-term incentives were paid during 2018 due to EBITDA and Cash Flow performance not meeting the pre-defined minimum target levels, whereas the 2018 achievement resulted in between minimum and target level payment of EUR 151,668 in 2019 and slightly above target level payment of EUR 389,730 for 2019 achievement in 2020. No short-term incentives were paid to the President and CEO for 2020 achievements in 2021. Current President and CEO Jacob Götzsche was not a participant in Caverion Corporation’s short-term incentive plan in 2021 hence no short-term incentives were paid for 2021 achievements in 2022.

In 2019 the President and CEO Ari Lehtoranta received two share reward payments from Caverion’s long-term incentive programmes. Share reward from Restricted Share Plan 2016-2018 was granted at recruitment for the loss of remuneration from previous employment and the subsequent reward payment made in 2019 had a gross value of EUR 256,790.

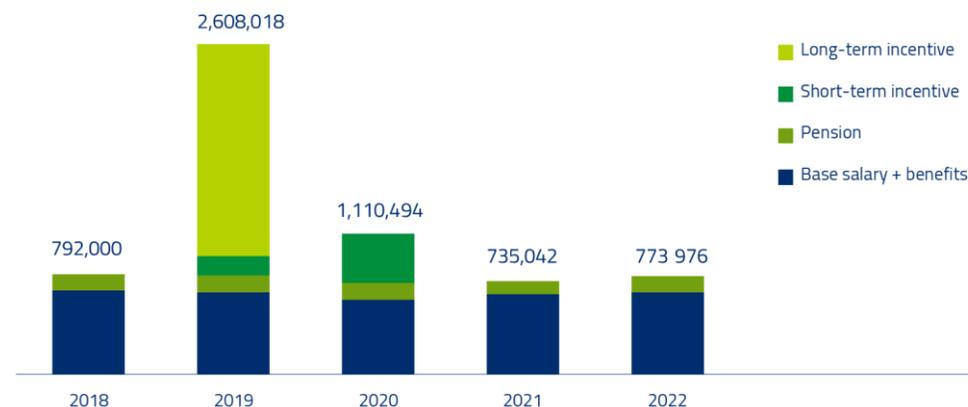
### Caverion performance 2018-2022



Operating cash flow before financial and tax items, EUR million



### Caverion CEO Remuneration 2018-2022, euros



Note! Comparative figures for 2018 (or prior periods) have not been restated according to IFRS 16.

<b>Remuneration development 2018 - 2022 (EUR)</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>
Board of Directors, Chairman annual fee	79,200	79,200	79,200	79,200	79,200
Board of Directors, Vice Chairman annual fee	60,000	60,000	60,000	60,000	60,000
Board of Directors, member annual fee	46,800	46,800	46,800	46,800	46,800
Board of Directors, total fees paid	494,436	444,543	429,300	458,550	619,250 ***
President and CEO total remuneration *	792,000	2,608,018	1,110,494	735,042	773,976
Caverion employee average **	45,435	47,298	46,242	48,491	51,002
Adjusted EBITDA, EUR million	53.4	120.4	116.5	142.1	163.0

\* 2021 CEO remuneration is the total for the three CEOs in this period.

\*\* Calculated from total personnel expenses excl. social costs / average number of employees.

\*\*\* Includes the meeting fees for the extraordinary meetings held in relation to the public tender offers. Includes also Board and Committee fees paid in January 2023 for the meetings held in December 2022. The part paid in 2023 is EUR 21,600.

## Remuneration of the Board of Directors

Caverion Corporation's Annual General Meeting on 28 March 2022 decided that the following annual remuneration will be paid to the members of the Board of Directors (remains unchanged since 2014):

- > Chairman of the Board of Directors: EUR 79,200
- > Vice Chairman of the Board of Directors: EUR 60,000
- > Members of the Board of Directors: EUR 46,800

Approximately 40% of the annual remuneration were paid in Caverion Corporation's shares. The shares were purchased directly at market price on behalf of the board members from a regulated market's public trading and are subject to a sale and transfer restriction until 2 May 2024. Should the membership in the Board of Directors terminate earlier, the transfer restriction will cease at the termination.

A meeting fee of EUR 550 was paid for each Board and Committee 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 during 1.1.-28.3.2022. A meeting fee of EUR 900 was paid for each Board and Committee meeting held during 29.3.-31.12.2022. Possible travel expenses were reimbursed in accordance with the principles related to remuneration of tax-exempt travel expenses approved by the Finnish Tax Administration. No other financial benefits were paid in relation to the Board membership.

The remuneration paid to the members of the Board of Directors followed the decisions of the Annual General Meetings 2022 and totalled EUR 619 250.

The Vice Chairman of the Board, Markus Ehrnrooth is closely associated with two of the members of the consortium of investors led by Bain Capital ("Bain Consortium") that in the name of North Holdings 3 Oy announced on 3 November 2022 a public tender offer for all of the shares in Caverion Corporation. To avoid any actual or perceived conflicts of interests, Markus Ehrnrooth has not participated in and has refrained from all the work of the Board of Directors and its committees during the pendency of the discussions between the Bain Consortium and the company concerning the Bain Consortium tender offer, and during the pendency of the discussions between Triton Investment Management Limited ("Triton") and the company concerning the Triton tender offer announced in the name of Crayfish BidCo Oy on 10 January 2023. This is reflected in Markus Ehrnrooth's participation in the Board and Committee meetings and respectively in the meeting fees of Markus Ehrnrooth during 2022.

In addition to his role as the Chairman of the Board and Chairman of the HR Committee, Mats Paulsson has acted as a consultant to the Company during 2021 and 2022 based on Consulting Agreements between Caverion Corporation and a company solely owned by Mats Paulsson.

The agreements were effective from 1 June 2020 to 28 February 2021 and from 9 August 2021 to 31 December 2022. The fees under the agreements totalled EUR 119,999 during 2022. These services are not part of the duties of the Chairman of the Board or Chairman of the HR Committee and accordingly are not part of that remuneration.

Member of the Board of Directors (EUR)	Annual fee *	Number of shares paid ** (40% of annual fee)	Permanent Committee meeting fee	Ad hoc Committee meeting fee	Board meeting fee	Total remuneration 2022 ***
Mats Paulsson (Chairman)	79,200	6,698	5,600	24,300	23,950	<b>133,050</b>
Markus Ehrnrooth (Vice Chairman) ****	60,000	5,074	2,350		7,750	<b>70,100</b>
Jussi Aho	46,800	3,958	5,600		21,250	<b>73,650</b>
Joachim Hallengren	46,800	3,958	5,050	25,200	22,150	<b>99,200</b>
Thomas Hinnerskov	46,800	3,958	5,050	24,300	21,250	<b>97,400</b>
Kristina Jahn	46,800	3,958	5,050		22,150	<b>74,000</b>
Jasmin Soravia	46,800	3,958	4,700		20,350	<b>71,850</b>
<b>Total</b>	<b>373,200</b>	<b>31,562</b>	<b>33,400</b>	<b>73,800</b>	<b>138,850</b>	<b>619,250</b>

\* 40% of annual fee paid in Caverion shares

\*\* purchased on 2.5.2022, share price EUR 4.7296

\*\*\* includes the value of shares

\*\*\*\* Markus Ehrnrooth did not participate in and refrained from the work of the Board and its committees during the pendency of the discussions pertaining to the public tender offers for all the shares in the Company as described in more detail on page 5. For more information on the public tender offers, please visit [www.caverion.com](http://www.caverion.com).

## Remuneration of the President and CEO

The President and CEO Jacob Götzsche's fixed annual base salary is EUR 620,000 and he is entitled to customary fringe benefits. His actual salary paid in 2022 was EUR 649,976.

Jacob Götzsche was not a participant in Caverion Corporation's short-term incentive plan 2021 and thus no short-term incentive was paid for him in 2022 for financial year 2021. His short-term incentive annual earning opportunity for 2022 was at the target level 40% and at the maximum level 80% of the annual fixed base salary.

Jacob Götzsche's strategic short-term incentive targets for the financial year 2022 were Caverion Group's Adjusted EBITA EUR with 70% weight and Caverion Group's Adjusted Cash flow EUR with 30% weight. The President and CEO's short-term incentive related to 2022 amounted to 71% of the annual salary, with a corresponding value of EUR 443,226, payable in April 2023. In addition, Jacob Götzsche is eligible for a one-time cash bonus corresponding to four (4) months of base salary, with a corresponding value of EUR 206,667, as a reward for the extraordinary contribution in connection with the public tender offer, payable in 2023.

Jacob Götzsche's share ownership is yet to reach the level usually required from the President and CEO of Caverion. This is due to him having been in the position for a relatively short period of time.

Jacob Götzsche is not provided a supplementary pension plan by Caverion, however he is paid an additional 20% cash allowance calculated of his annual base salary to obtain a pension coverage by himself. In 2022, EUR 124,000 has been made as a cash allowance for acquiring pension coverage. No specific retirement age has been agreed.

Jacob Götzsche's notice period for both parties is six months. Severance pay (if the company terminates the agreement) is compensation amounting to 12 months' base salary as monthly payments after the termination date. Should he be re-employed during the 12 months' severance period, the severance payment shall be reduced month for month accordingly. 12-month non-competition and non-solicitation conditions apply.

### Ari Lehtoranta

Ari Lehtoranta held the position of Caverion Corporation's President and CEO until 28 February 2021. Ari Lehtoranta was entitled to a severance payment amounting to 12 months' base salary as monthly payments after the termination date. The severance paid in 2022 was EUR 440,000. The last monthly severance payment was paid in August 2022, total severance payment being EUR 660,000. 12-month non-competition and non-solicitation conditions applied until 31 August 2022.

### Proportional shares of CEO remuneration components

In 2022, the actual remuneration paid to the President and CEOs of Caverion Corporation consisted exceptionally 100% of fixed remuneration components (benefits and supplementary pension excluded).

The President and CEO Jacob Götzsche participates in the Performance Share Plan 2022-2024.

### President and CEO remuneration:

#### 2022 actual paid fixed and variable elements



Remuneration paid to the President and CEO in 2022 (EUR)	Base salary	Short-term incentives	Long-term incentives	Benefits	Pension	Total 2022
Jacob Götzsche *	620,000	0	0	29,976	124,000	773,976

\* Pension is paid as a cash allowance for acquiring a pension

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Our Annual Reporting for 2022 consists of Annual Review (including Financial Statements and Board of Directors' Report), Sustainability Report, Corporate Governance Statement and Remuneration Report. Reports are available at [caverion.com/annualreview](http://caverion.com/annualreview).