



Charter Of Caverion Corporation's Human Resources Committee

Internal

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CHARTER OF CAVERION CORPORATION'S HUMAN RESOURCES COMMITTEE

1 Purpose

Instead of separate Remuneration Committee and Nomination Committee as mentioned in Recommendations 17 and 18a, respectively, of the Finnish Corporate Governance Code, Caverion Corporation shall have a Human Resources Committee. The Human Resources Committee at Caverion carries out the duties set in the above mentioned Recommendations.

The Human Resources Committee shall report its actions and observations to the Board of Directors of Caverion Corporation.

2 Composition

Caverion Corporation's Board shall appoint the members of the committee in the first Board meeting following the Annual General Meeting in which the members of the board are elected. The Committee shall have 3 to 5 members. The Board shall appoint one of the Human Resources Committee members as its Chairman.

The members of the Board elected as members of the Human Resources Committee shall have expertise in the business operations of the Caverion Group and its fields of business as well as in matters related to people and remuneration.

The majority of the members of the Human Resources Committee shall be independent of the Caverion Corporation as required by the Finnish Corporate Governance Code for members of the Remuneration and Nomination Committees.

The Human Resources Committee shall invite a secretary for the Committee.

3 Duties

The Human Resources Committee shall assist the Board of Directors in the following matters:

- Developing and monitoring effective remuneration principles that are in line with the value creation for shareholders and with the overall external remuneration market.
- Making proposals to the Board on compensation and incentive systems for key personnel.
- Evaluating the appropriate performance management, succession planning and talent development processes and programs.
- Preparing and proposing to the Board the appointments of the President & CEO and the members of the Group Management Board, and the terms and conditions of their employment, and
- Monitoring and evaluating the performance of the President & CEO and the members of the Caverion Management Board.

- Evaluation of the people related strategic targets to ensure that appropriately talented and qualified people are available to achieve the business strategy.
- Preparing a proposal for the appointment of Board members and their remunerations to be presented to the annual general meeting.
- Preparing and reviewing the annual Remuneration Statement.

When the Human Resources Committee prepares proposals to the annual general meeting concerning the appointment and remuneration of Board members, it shall take into account that the majority of the members of the Board shall be independent of Caverion corporation as required in the Recommendation 10 of the Finnish Corporate Governance Code, and that at least two members who are independent of Caverion Corporation shall also be independent of significant shareholders of Caverion Corporation.

4 Meetings

The Human Resources Committee shall follow a meeting practice and schedule agreed in advance on an annual basis. Additional meetings may also be called by the Chairman when necessary.

The minutes of the Human Resources Committee meetings are signed by the Chairman and the secretary. The minutes shall be distributed to the members of the Board. In the meetings of the Board of Directors the Chairman of the Human Resources Committee shall summarize the topics discussed in the committee.

If necessary, the Human Resources Committee shall invite members of the management to its meetings, and it may also hear experts. When using experts, the Human Resources Committee shall ensure that experts are not acting simultaneously as advisors to the HR function or the management in a manner that can result in a conflict of interest.

The work of the Human Resources Committee is evaluated annually as a part of the evaluation of the Board's operations.

5 Validity of the charter of the Human Resources Committee

Caverion Corporation's Board of Directors has approved this charter on July 20, 2016.

6 Version History

Version	Date	Remarks	Approval
001	17.6.2013	Charter approved	BoD
002	23.4.2014	Charter up-dated	BoD
003	20.7.2016	Charter up-dated	BoD