

## Updated statement of the Board of Directors of Caverion Corporation regarding the voluntary public tender offer by North Holdings 3

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North Holdings 3 Oy (the “**North Holdings**”) and Caverion Corporation (“**Caverion**” or the “**Company**”) announced on November 3, 2022 that they have entered into a combination agreement (as amended on January 24, 2023, the “**Combination Agreement**”), pursuant to which North Holdings has made a voluntary public cash tender offer to acquire all of the issued and outstanding shares in Caverion (the “**Bain Consortium Offer**”) that are not held by Caverion or any of its subsidiaries (the “**Shares**” or, individually, a “**Share**”).

Caverion announced on March 23, 2023 that the Board of Directors of Caverion (the “**Board of Directors**”) expects to withdraw its recommendation for the Bain Consortium Offer and instead recommend the Triton Offer (as defined below), unless the Bain Consortium presents an offer that is at least equally favourable to the shareholders of Caverion as the Triton Offer no later than on April 4, 2023, which is when the Bain Consortium's right-to-match period expires under the Combination Agreement.

The Board of Directors notes that the Bain Consortium has not improved the Bain Consortium Offer during said right-to-match period, and consequently the Board of Directors, pursuant to what is provided herein, has unanimously decided to withdraw its recommendation for the Bain Consortium Offer and recommend that the shareholders of the Company accept the Triton Offer, and has decided to update its statement issued on November 18, 2022 and updated on February 9, 2023 regarding the Bain Consortium Offer as required by Chapter 11, Section 13 of the Finnish Securities Markets Act (756/2012, as amended). In its assessment and its decision to withdraw its previous recommendation the Board of Directors has taken into consideration (i) the Triton Offer and the Bain Consortium Offer, including the improvements to each of these tender offers, by comparing the two offers as a whole, including from financial and deliverability points of view and taking into account also anticipated timing and regulatory aspects, (ii) the risks related to the Triton Offer and the Bain Consortium Offer and (iii) the opportunities for Caverion to develop its business as an independent company for the benefit of Caverion and its shareholders.

### Summary of the Competing Offers

Crayfish Bidco Oy (“**Triton**”) announced on January 10, 2023 a competing voluntary public cash tender offer for all the Shares in Caverion, where Triton announced that it will offer to acquire all the issued and outstanding Shares in Caverion that are not held by Caverion or any of its subsidiaries with a cash consideration of EUR 8.00 for each Share validly tendered in the tender offer added with an interest of 3.00 per cent per annum (the “**Interest Component**”), which will accrue, if Triton has not declared the tender offer unconditional by 4:00 p.m. EEST on 30 June 2023 (the “**Triton Offer**”).

As a result of the Triton Offer, North Holdings announced an improvement to the Bain Consortium Offer by, among other things, increasing the immediate cash consideration for each Share to EUR 8.00 (the “**Pre-Adjusted Cash Price**”), while also offering the shareholders of Caverion the possibility to choose instead of the immediate cash consideration a fixed cash payment of EUR 8.50 for each Share payable in nine (9) months from the date of the first completion trades in the Bain Consortium Offer (the “**Pre-Adjusted Alternative Consideration**”) implemented through the issuance of a debt instrument with the nominal principal amount of EUR 8.50 (the “**Alternative Consideration Instrument**”) as well as lowering the minimum acceptance threshold of the Bain Consortium Offer from more than 90 per cent to more than 66 2/3 per cent of all Shares. North Holdings and Caverion announced on January 24, 2023 that they have due to the improved Bain Consortium Offer entered into an amendment to the Combination Agreement reflecting the changes to the Bain Consortium Offer. On March 30, 2023, North Holdings announced that the offer price in the Bain Consortium Offer will be adjusted as a result of the decision of Caverion’s annual general meeting on March 27, 2023, to pay a dividend of EUR 0.20 per Share, so that the fixed cash offer price is EUR 7.80 per Share (the “**Cash Price**”) and the nominal amount of the debt instrument is EUR 8.30 per Share (the “**Alternative Consideration**”).

On February 24, 2023, Triton announced that it had resolved to increase the offer price under the Triton Offer to EUR 8.95 in cash for each validly tendered Share (the “**Triton Offer Price**”) in accordance with the terms and conditions of the Triton Offer. As a response, on March 8, 2023 North Holdings announced that it will lower the minimum acceptance threshold of the Bain Consortium Offer from more than 66 2/3 per cent to more than 50 per cent of all Shares. Triton in turn announced on March 23, 2023, that it has lowered the acceptance condition in the Triton Offer from more than 90

per cent to more than 66 2/3 per cent. On April 4, 2023, Triton announced that the Triton Offer Price will be adjusted as a result of the decision of Caverion's annual general meeting on March 27, 2023 to pay a dividend of EUR 0.20 per Share, so that the adjusted offer price is EUR 8.75 per Share (the "**Adjusted Triton Offer Price**").

Following the Board of Director's decision to withdraw its recommendation from the Bain Consortium Offer and instead recommend the Triton Offer, Caverion has on April 5, 2023 terminated the Combination Agreement with North Holdings. Caverion and Triton have on April 5, 2023 entered into a cooperation agreement in which Caverion and Triton undertake to, among other things, assist and cooperate with each other in order to consummate the Triton Offer.

### **Assessment of the Bain Consortium Offer from the Perspective of Caverion and its Shareholders**

When evaluating the Bain Consortium Offer, analysing alternative opportunities available to Caverion and concluding on its statement, the Board of Directors has considered several factors, including, but not limited to, Caverion's recent financial performance, current position and future prospects, the historical performance of the trading price of Caverion's share, and the conditions for North Holdings to complete the Bain Consortium Offer.

Following the receipt of a non-binding indicative proposal from Triton on November 10, 2022, and after the announcement of a binding offer by Triton on January 10, 2023, the Board of Directors has, in consultation with its advisors, carefully assessed and compared the Bain Consortium Offer and the Triton Offer. The assessment has been focused on the following considerations:

- The Triton Offer Price is higher than the consideration offered in the Bain Consortium Offer and is also assessed by the Board of Directors to be higher on a time-value-of-money basis.
- The certainty of completing the tender offer is higher for the Bain Consortium Offer, considering the conditions and risks associated with the Triton Offer. This has included an assessment of the risks related to whether merger control clearance for the Triton Offer can be obtained prior to January 8, 2024 or at all.
- As a partly off-setting factor to the risks in the Triton Offer, the Board of Directors notes that Triton has acquired 9.97 per cent of the Shares and entered into conditional share purchase agreements to acquire a further 19.94 per cent of the Shares and therefore has meaningful economic incentives to complete its tender offer.

The Board of Directors encourages the shareholders of Caverion to also carefully familiarise themselves with the statement of the Board of Directors regarding the Triton Offer published on April 5, 2023, which includes a more detailed description of the risks and uncertainties relating to the Triton Offer and its possible non-completion. It should be noted that if the Bain Consortium Offer or the Triton Offer does not complete, there may not be any alternative ongoing or future public offers for the Shares, which may negatively impact Caverion's share price.

In comparing the Bain Consortium Offer and the Triton Offer as a whole (including with respect to the offer price and risks relating to each offer), the Board of Directors considers the Triton Offer Price to be sufficiently higher compared to the consideration offered in the Bain Consortium Offer to outweigh the higher risks included in the Triton Offer and, therefore, the Triton Offer to be more attractive to shareholders than the Bain Consortium Offer.

The Board of Directors' assessment of continuing the business operations of Caverion as an independent company has been based on reasonable future-oriented estimates, which include various uncertainties, whereas, with respect to the Bain Consortium Offer, the Cash Price and the Alternative Consideration and the premium included therein are not subject to any uncertainty other than the fulfilment of the conditions to completion of the Bain Consortium Offer. However, the Alternative Consideration includes to some extent more uncertainty than the Cash Price, as the redemption of the Alternative Consideration Instruments will take place only after nine (9) months from their issue date, and consequently shareholders of Caverion are exposed to some risks in respect of North Holdings's ability to meet its payment obligations under the Alternative Consideration. The supplement of the Bain Consortium Offer Document (as defined below) will include more detailed information of the Bain Consortium Offer and the Alternative Consideration, including the risks involved with choosing the Alternative Consideration. The Board of Directors notes, however, that Bain Capital Europe Fund VI, Security Trading Oy ("**Security Trading**"), Fennogens Investments S.A. ("**Fennogens**") and Corbis S.A. ("**Corbis**") (together the "**Investors**") have given equity commitments to North Holdings to enable also the payment of the aggregate Cash Price as well as redemption of the Alternative Consideration Instruments and payment of the Deferred Payment Rights (as defined below) by North Holdings. Pursuant to the terms of the equity commitment letters, North Holdings has undertaken not to apply the funding drawn down under the equity commitment letters for other purposes, such as the repayment of North Holdings's other financial indebtedness, and any bankruptcy or winding-up of North Holdings does not affect North Holdings's ability to draw down such commitments under the terms of the equity commitment letters.

The Board of Directors received an opinion, dated January 24, 2023, from Caverion's exclusive financial adviser, Bank of America Europe DAC, Stockholm branch ("**BofA Securities**"), to the effect that, as of the date of such opinion, each of the alternatives, the Pre-Adjusted Cash Price and the Pre-Adjusted Alternative Consideration, to be paid to holders of Shares (other than Security Trading, Fennogens and Corbis and their respective affiliates) pursuant to the Bain Consortium Offer, was fair, from a financial point of view, to such holders, which opinion was based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken as more fully described in such opinion (the "**Opinion**"). The Opinion was provided for the use and benefit of the Board of Directors and does not constitute a recommendation as to whether any holders of Shares should tender such Shares in connection with the Bain Consortium Offer, how any holders of Shares should act in connection with the Bain Consortium Offer or any related matter.

While the Board of Directors considers the Triton Offer to be more attractive to shareholders than the Bain Consortium Offer and recommends the shareholders of the Company to accept the Triton Offer, the Board of Directors considers the consideration offered by the Bain Consortium to the shareholders to be fair to the shareholders based on its assessment of the matters and factors, which the Board of Directors has concluded to be material in evaluating the Bain Consortium Offer. These matters and factors include, but are not limited to:

- the information and assumptions on the business operations and financial condition of Caverion as at the date of this statement and their expected future development, including an assessment of expected risks and opportunities related to the implementation and execution of Caverion's current strategy;
- the Offer Price (as defined below) and the premium being offered for the Shares;
- the risks associated with the Bain Consortium Offer and the Triton Offer that may lead to their non-completion;
- the historical trading price of Caverion's share;
- transaction certainty, and that the conditions of the Bain Consortium Offer are reasonable and customary;
- valuation multiples of Caverion's share compared to the industry multiples before the announcement of the Bain Consortium Offer;
- valuations and analysis made and commissioned by the Board of Directors as well as discussions with an external financial adviser;
- the ability to respond to possible third-party proposals if necessary to comply with the Board of Director's fiduciary duties;
- the Bain Consortium Offer compared to the Triton Offer and the investigations, evaluations and negotiations conducted by the Company in relation to the Triton Offer; and
- the Opinion issued by BofA Securities.

The Board of Directors has concluded that the relevant business prospects of Caverion would provide opportunities for Caverion to develop its business as an independent company for the benefit of Caverion and its shareholders. However, taking into consideration the risks and uncertainties associated with such standalone approach as well as the terms and conditions of each offer, the Board of Directors has concluded that the Triton Offer is a favourable alternative for the shareholders, and more favourable from a shareholder's perspective when compared to the Bain Consortium Offer.

### **Recommendation of the Board of Directors of Caverion**

The Board of Directors has carefully assessed the Bain Consortium Offer and its terms and conditions based on the Bain Consortium Offer Document (as defined below), the Draft Supplement (as defined below), the Opinion and other available information.

In comparing the Bain Consortium Offer and the Triton Offer as a whole (including from financial and deliverability points of view and taking into account also anticipated timing and regulatory aspects and also the risks relating to each offer), the Board of Directors considers the Triton Offer Price to be sufficiently higher compared to the consideration offered in the Bain Consortium Offer to outweigh the higher risks included in the Triton Offer and, therefore, the Triton Offer to be more attractive to shareholders than the Bain Consortium Offer.

Considering the above, the members of the Board of Directors that participated in the consideration and decision-making concerning the implications of the Bain Consortium Offer and this statement in Caverion, have unanimously decided to withdraw their recommendation for the Bain Consortium Offer and recommend that the shareholders of the Company accept the Triton Offer.

Vice Chairman of the Board of Directors Markus Ehrnrooth, who is closely associated with two of the parties of the Consortium (as defined below), Fennogens and Corbis, has not participated in any assessment or review of the implications of the Bain Consortium Offer or the Triton Offer by the Board of Directors or in any decision-making concerning the recommendation of the Board of Directors or the Combination Agreement. Markus Ehrnrooth has not participated in and has refrained from the work of the Board of Directors in Caverion during the pendency of the discussions between the Consortium and Caverion as well as Triton and Caverion concerning the tender offers due to his material connections to and interests in North Holdings.

### **Bain Consortium Offer in Brief**

North Holdings, a private limited liability company incorporated and existing under the laws of Finland, that will be indirectly owned by a consortium led by North (BC) Lux Holdco SARL ("**Bain Luxco**") (a vehicle owned and controlled by funds managed or advised by Bain Capital Private Equity (Europe), LLP, and/or its affiliates (together "**Bain Capital**" and such funds being the "**Bain Capital Funds**")) and further including Security Trading, Fennogens and Corbis (together the "**Consortium**") and Caverion, have on November 3, 2022 entered into the Combination Agreement, which has, as announced, been amended with an amendment agreement entered into on January 24, 2023. Caverion has terminated the Combination Agreement on April 5, 2023.

In addition, (i) certain funds managed by affiliates of The Goldman Sachs Group, Inc. and (ii) certain affiliates of The Goldman Sachs Group, Inc. ("**Goldman Sachs Asset Management**") are providing subordinated debt financing in connection with the Bain Consortium Offer to the indirect parent of North Holdings, North Holdings 1 Oy. In connection with the subordinated debt financing arrangement, Goldman Sachs Asset Management may also make an equity co-investment alongside the Consortium members in North Lux Topco SARL.

As at the date of this statement, Caverion has 138,920,092 issued shares, of which 136,881,609 are outstanding Shares and 2,038,483 are held in treasury. As at the date of this statement, Security Trading together with Antti Herlin directly and indirectly holds 21,054,392 Shares, representing approximately 15.4 per cent of all outstanding Shares and votes in Caverion, Fennogens directly holds 14,169,850 Shares, representing approximately 10.4 per cent of all outstanding Shares and votes in Caverion and Corbis directly holds 1,739,412 Shares, representing approximately 1.3 per cent of all outstanding Shares and votes in Caverion. As at the date of this statement, neither North Holdings nor Bain Luxco hold any Shares.

North Holdings, Bain Luxco and Goldman Sachs Asset Management, each respectively, have reserved the right to acquire Shares before, during and/or after the offer period (including any extension thereof and any subsequent offer period) in public trading on Nasdaq Helsinki or otherwise.

The Bain Consortium Offer has been made in accordance with the terms and conditions included in the tender offer document approved by the Finnish Financial Supervisory Authority published by North Holdings on November 24, 2022. North Holdings has published the first supplement document to the tender offer document on January 13, 2023, the second supplement to the tender offer document on February 10, 2023, the third supplement document to the tender offer document on February 15, 2023, the fourth supplement document to the tender offer document on February 28, 2023, the fifth supplement document to the tender offer document on March 17, 2023 and the sixth supplement to the tender offer document on March 30, 2023 (the tender offer document, as supplemented from time to time, the "**Bain Consortium Offer Document**").

### ***The Offer Price***

The Bain Consortium Offer allows the shareholders of Caverion to choose either (i) the Alternative Consideration, which is based on a debt instrument entitling to a fixed cash payment of EUR 8.30 for each Share in nine (9) months from the date of the first completion trades in the Bain Consortium Offer, or (ii) an immediate Cash Price of EUR 7.80 upon completion of the Bain Consortium Offer for each Share validly tendered in the Bain Consortium Offer (the Cash Price and the Alternative Consideration jointly, the "**Offer Price**"), subject to any adjustments as set out below. The shareholders holding Shares on the Finnish equity savings accounts have the possibility to elect a deferred payment right of EUR 8.30 per Share to be paid in cash nine (9) months from the date of the first completion trades in the Bain Consortium Offer (the "**Deferred Payment Right**"). The Deferred Payment Rights are non-transferable rights to payment from North Holdings, and to demonstrate these in the book-entry system, the book-entries named as other rights will be recorded to a shareholder's equity savings account.

A shareholder may only choose to receive either the Alternative Consideration or the Cash Price for all Shares held on the same book-entry account, and, consequently, shareholders may only tender for mixed consideration if Shares are held on separate book-entry accounts.

The Alternative Consideration will be implemented by North Holdings by issuing Alternative Consideration Instruments with the nominal principal amount of EUR 8.30, which will be redeemed at their full nominal amount upon their maturity nine (9) months from their issuance. Shareholders choosing the Alternative Consideration will be issued one Alternative Consideration Instrument for each Share tendered in the Bain Consortium Offer in connection with the completion trades of the Bain Consortium Offer. The equity commitments given to North Holdings by Bain Capital Funds and the members of the Consortium to finance the Bain Consortium Offer have been amended to include financing also of the Alternative Consideration Instruments, so that their cash redemption by North Holdings will be backed by the funding commitments from the Consortium in the same way as funding for the Cash Price.

The Alternative Consideration Instruments will be issued on the date of the completion trades of the Bain Consortium Offer and they will mature nine (9) months from their issue date. The Alternative Consideration Instruments will be redeemed at their full nominal amount of EUR 8.30 on the date of maturity.

The Cash Price (EUR 7.80 for each Share) represents, when including also the adjustment for the dividend of EUR 0.20 per share approved by Caverion's annual general meeting on March 27, 2023, a premium of approximately:

- 66.31 per cent compared to the closing price of EUR 4.69 of the Share on Nasdaq Helsinki on November 2, 2022, the last trading day immediately preceding the announcement of the Bain Consortium Offer,
- 65.61 per cent compared to the volume-weighted average price of EUR 4.71 of the Share on Nasdaq Helsinki during the three-month period prior to and up to November 2, 2022; and
- 67.02 per cent compared to the volume-weighted average price of EUR 4.67 of the Share on Nasdaq Helsinki during the six-month period prior to and up to November 2, 2022.

The Alternative Consideration (8.30 for each Share) represents, when including also the dividend of EUR 0.20 per share approved by Caverion's annual general meeting on March 27, 2023, a premium of approximately:

- 76.97 per cent compared to the closing price of EUR 4.69 of the Share on Nasdaq Helsinki on November 2, 2022, the last trading day immediately preceding the announcement of the Bain Consortium Offer,
- 76.22 per cent compared to the volume-weighted average price of EUR 4.71 of the Share on Nasdaq Helsinki during the three-month period prior to and up to November 2, 2022; and
- 77.73 per cent compared to the volume-weighted average price of EUR 4.67 of the Share on Nasdaq Helsinki during the six-month period prior to and up to November 2, 2022.

Each of Security Trading, Fennogens and Corbis as well as Antti Herlin, Hisra Consulting and Finance Oy and Autumn Spirit Oü, which are either members of the Consortium or related parties to the Consortium members, have agreed to waive part of the EUR 1.00 increase to the Offer Price.

The Cash Price and the Alternative Consideration have been determined based on 136,881,609 issued and outstanding Shares. Should the Company increase the number of Shares that are issued and outstanding on the date hereof as a result of a new share issue, reclassification, stock split (including a *reverse split*) or any other similar transaction with dilutive effect, or should the Company distribute a dividend or otherwise distribute funds or any other assets to its shareholders, or if a record date with respect to any of the foregoing occurs prior to any of the settlements of the completion trades (whether after the expiry of the offer period or any subsequent offer period), resulting in the distribution of funds not being payable to North Holdings, the Cash Price and the Alternative Consideration payable by North Holdings shall be reduced accordingly on a euro-for-euro basis. However, each of the Alternative Consideration Instruments or Deferred Payment Rights are not subject to any adjustments after such an Alternative Consideration Instrument has been delivered or a Deferred Payment Right has been recorded to the shareholder but, instead, the adjustments will occur only if the distribution of funds or other corporate event entitling to the adjustment or if a record date with respect to any of the foregoing occurs prior to the settlement of relevant completion trades of the Bain Consortium Offer.

As announced by Caverion, on March 27, 2023, the annual general meeting of Caverion has approved the proposal of the Board of Directors according to which a dividend of EUR 0.20 per share will be paid from the distributable funds of Caverion for the financial year 2022. The dividend will be paid to shareholders who on the record date of the dividend payment March 29, 2023, are recorded in the shareholder register maintained by Euroclear Finland Oy. North Holdings

has announced that the Offer Price will be adjusted as a result of the dividend so that the Cash Price is EUR 7.80 per Share and the Alternative Consideration is EUR 8.30 per Share.

North Holdings has confirmed that the Cash Price or the Alternative Cash Consideration will not be adjusted due to the directed share issue without payment under Caverion's Performance and Restricted Share Plan as announced by Caverion on March 17, 2023 and March 28, 2023.

### ***Support by certain shareholders***

Antti Herlin, Hisra Consulting and Finance Oy and Autumn Spirit Oü, which are not part of the Bain Consortium but are related parties to the Consortium shareholders and together represent approximately 0.5 of all outstanding Shares and votes in Caverion, have irrevocably undertaken to accept the Bain Consortium Offer.

Together with the Shares directly held by the Consortium members, the irrevocable undertakings represent approximately 27.1 per cent of all the Shares and votes in Caverion in aggregate.

The irrevocable undertakings that the Bain Consortium had previously received from Elo Mutual Pension Insurance Company, Ilmarinen Mutual Pension Insurance Company, Mandatum Life Insurance Company Limited Varma Mutual Pension Insurance Company and Veritas Pension Insurance Company Ltd. have ceased to be in effect as a result of the improvement to the Triton Offer announced on February 24, 2023.

### ***The Offer Period***

The offer period for the Bain Consortium Offer (the "**Offer Period**") commenced on November 24, 2022, and, according to the sixth supplement to the Bain Consortium Offer Document published on March 30, 2023, has been extended to expire on April 17, 2023, unless the offer period is extended further or any extended offer period is discontinued in accordance with the terms and conditions of the Bain Consortium Offer. North Holdings has reserved the right to extend the Offer Period in accordance with applicable laws and regulations. North Holdings currently estimates that the completion trades in the Bain Consortium Offer, and the payment of the Cash Price for the shareholders who elect this option, would take place in May 2023 and that the cash redemption of the Alternative Consideration Instruments would take place in February 2024.

### ***Conditions to Completion of the Bain Consortium Offer***

The completion of the Bain Consortium Offer is subject to the satisfaction or waiver by North Holdings of certain customary conditions on or prior to North Holdings's announcement of the final results of the Bain Consortium Offer including, among other things, that the Bain Consortium Offer has been validly accepted with respect to the Shares representing, together with any other Shares otherwise acquired by North Holdings prior to or during the Offer Period, more than 50 per cent of the Shares and votes in the Company calculated in accordance with Chapter 18 Section 1 of the Finnish Limited Liability Companies Act (624/2006, as amended, the "**Finnish Companies Act**").

### ***Financing***

North Holdings has received equity commitments, as evidenced in equity commitment letters addressed to North Holdings, the indirect parent of North Holdings, North Holdings 1 Oy has received debt commitments (as supplemented by supplemental deeds dated January 10, 2023 and January 20, 2023, respectively) and North Holdings has received debt commitments (and interim debt commitments) as evidenced in debt commitment letters addressed to North Holdings, in each case, to finance the Bain Consortium Offer at completion and compulsory redemption proceedings, if any.

In connection with the Bain Consortium Offer the equity commitments given to North Holdings by Bain Capital Funds and the members of the Consortium to finance the Bain Consortium Offer have been amended with the consent of the Company to include also financing for the redemption of the Alternative Consideration Instruments by North Holdings when they fall due.

North Holdings's obligation to complete the Bain Consortium Offer is not conditional upon availability of financing. The debt financing has been committed on a customary European "*certain funds*" basis and thus its availability is subject to only limited conditions. North Holdings was incorporated for the purpose of implementing the Bain Consortium Offer. The completion of the Bain Consortium Offer or offering of Alternative Consideration Instruments as alternative

consideration in the Bain Consortium Offer is not in itself expected to have any significant effect on the business operations, profit and financial position of North Holdings.

### ***Combination Agreement***

Pursuant to its terms and conditions, the Combination Agreement may be terminated by either party if the Board of Directors has withdrawn, modified, cancelled or amended its recommendation for the Bain Consortium Offer. As a result of the Board of Director's decision to withdraw its recommendation from the Bain Consortium Offer, Caverion has on April 5, 2023 terminated the Combination Agreement. Following the termination, there are no effective agreements between Caverion and North Holdings regarding the Bain Consortium Offer.

### **Background for the Statement**

Pursuant to the Finnish Securities Markets Act and the Helsinki Takeover Code issued by the Finnish Securities Market Association (the "**Helsinki Takeover Code**"), the Board of Directors must issue a public statement regarding the Bain Consortium Offer and supplement it in case of a competing tender offer.

The statement must include a well-founded assessment of the Bain Consortium Offer from the perspective of Caverion and its shareholders as well as of the strategic plans presented by North Holdings in the Bain Consortium Offer Document and their likely effects on the operations of, and employment at, Caverion.

In preparing its statement, the Board of Directors has relied on information provided in the Bain Consortium Offer Document and the Draft Supplement by North Holdings and certain other information provided by North Holdings and has not independently verified this information. Accordingly, the Board of Directors' assessment of the consequences of the Bain Consortium Offer on Caverion's business and employees should be treated with caution.

### **Assessment Regarding Strategic Plans Presented by North Holdings and Their Likely Effects on the Operations of, and Employment at, Caverion**

#### ***Information Given by North Holdings***

The Board of Directors has assessed the strategic plans of North Holdings based on the statements made in the Bain Consortium Offer Document and the stock exchange releases published by North Holdings regarding the Bain Consortium Offer (the "**Announcements**").

According to the statements provided in the Announcements and in the Bain Consortium Offer Document, the Consortium is fully committed to supporting the long-term development of Caverion. Security Trading, Fennogens and Corbis in turn as committed and active long-term core shareholders of Caverion are dedicated to developing and growing Caverion as a standalone company and to ensure its competitiveness in the long run. As provided by the Consortium, the Consortium recognizes that Caverion has been recently undertaking a major effort to enhance its operations and narrow the gap vis-à-vis some of its competitors in terms of operating and financial performance. Although such efforts have yielded some positive results, the deteriorating macro and market conditions are estimated to make it more challenging to continue the repositioning. The Consortium believes that to lock-in the improvements to date and to ensure future development, a step change in Caverion's ongoing transformation is needed. The Consortium believes that under private ownership, Caverion will be best placed to accelerate and deliver on the strategic initiatives needed for sustainably improving its long-run performance. To this aim, the Consortium intends to invest significant time and capital resources to support Caverion's long-term development.

Under private ownership, Caverion is expected to pursue an ambitious investment program in organic initiatives as well as acquisitions of synergistic businesses and other consolidation opportunities, notwithstanding a period of heightened economic and geo-political uncertainty. The Consortium believes that Caverion, in a private setting, will more effectively manage all above mentioned initiatives as well as current market challenges, as its management can devote its full attention to the business without the constraints imposed by the quarterly earnings cycle and the public market.

The Consortium is well-positioned to support the transformation of Caverion due to Bain Capital's considerable experience in the industry, including as a former investor in Bravida, and distinctive approach to investments, working alongside management in the pursuit of long-term strategic goals. With Bain Capital, Caverion will have a reference shareholder that can combine a long-term perspective with industrial expertise, and that has a strong track record of successfully developing companies through a period of private ownership. Caverion long-term main shareholders' prominent participation in the Consortium will ensure continuity with Company's culture and history. Together, this

unique group of investors, in good co-operation with Caverion's employees, will bring along to Caverion the appropriate long-term investment horizon, industrial expertise and financial resources.

The completion of the Bain Consortium Offer is not expected to have any immediate material effects on the operations, or the position of the management or employees, of Caverion. However, as is customary, North Holdings intends to change the composition of the Board of Directors of Caverion after the completion of the Bain Consortium Offer.

### ***Board Assessment***

The Board of Directors repeats its earlier assessment regarding North Holdings's strategic plans. The Board of Directors believes that the Consortium would be well-positioned to support the transformation of Caverion thanks to Bain Capital's considerable experience in the industry and distinctive approach to investments, working alongside management in the pursuit of long-term strategic goals. The Board of Directors believes that the prominent participation of the Company's long-term main shareholders in the Consortium would also ensure continuity with the Company's culture and history. Consequently, the Board of Directors believes that together this unique group of investors is well-equipped with relevant industrial expertise and adequate capital resources to support the transformation of the Company.

The Board of Directors considers that the information on North Holdings's strategic plans concerning Caverion included in the Announcements and the Bain Consortium Offer Document is of a general nature. However, based on the information presented to Caverion and the Board of Directors, the Board of Directors believes that the completion of the Bain Consortium Offer is not expected to have any immediate material effects on Caverion's operations or the position of the employees of Caverion.

On the date of this statement, the Board of Directors has not received from Caverion's employees any formal statements as to the effects of the Bain Consortium Offer to the employment at Caverion.

### **Assessment Regarding Financing Presented by North Holdings**

#### ***Information Given by North Holdings on the Financing***

The Board of Directors has assessed North Holdings's financing mainly on the basis of information presented in the Bain Consortium Offer Document, the Draft Supplement and the Announcements. Furthermore, the Company's legal adviser Castrén & Snellman Attorneys Ltd has reviewed North Holdings's principal financing documents.

Pursuant to the Bain Consortium Offer Document, the Draft Supplement and the Announcements North Holdings has received equity commitments, as evidenced in equity commitment letters addressed to North Holdings (including the amendments made on January 24, 2023 with the consent of the Company), the indirect parent of North Holdings, North Holdings 1 Oy has received debt commitments (as supplemented by supplemental deeds dated January 10, 2023 and January 20, 2023, respectively) and North Holdings has received debt commitments (and interim debt commitments) as evidenced in debt commitment letters addressed to North Holdings, in each case, to finance the Bain Consortium Offer at completion and compulsory redemption proceedings, if any.

North Holdings's obligation to complete the Bain Consortium Offer is not conditional upon availability of financing. The debt financing has been committed on a customary European "*certain funds*" basis and thus its availability is subject to only limited conditions. The completion of the Bain Consortium Offer or offering of Alternative Consideration Instruments as alternative consideration in the Bain Consortium Offer is not in itself expected to have any significant effect on the business operations, profit and financial position of North Holdings.

As Caverion has terminated the Combination Agreement on April 5, 2023, the representations and warranties given by North Holdings in respect of having access to sufficient financing have ceased to be in effect.

### ***Board Assessment***

Based on the information made available by North Holdings to the Company, the Board of Directors believes that North Holdings has secured necessary and adequate financing in sufficient amounts in the form of cash available under the equity and debt commitment letters in order to finance the Cash Price and the Alternative Consideration pursuant to the Bain Consortium Offer, the payment of the termination fee, if any, and compulsory redemption proceedings, if any, in accordance with the requirement set out in Chapter 11, Section 9 of the Finnish Securities Markets Act.



## **Certain Other Matters**

The Board of Directors notes that the Bain Consortium Offer may, as is common in such processes, involve unforeseeable risks.

The Board of Directors notes that the shareholders of the Company should also take into account the lowered acceptance condition of above 50 per cent as well as potential risks related to non-acceptance of the Bain Consortium Offer. Should the final result of the acceptance level of the Bain Consortium Offer be lower than 90 per cent or if the acceptance condition of more than 50 per cent of the Shares and votes is waived, there would be no redemption of the minority shareholders' Shares in the Company and that the Company would likely remain listed on Nasdaq Helsinki, but the completion of the Bain Consortium Offer would reduce the number of the Company's shareholders and the number of Shares, which would otherwise be traded on Nasdaq Helsinki. Depending on the number of Shares validly tendered in the Bain Consortium Offer, this could have an adverse effect on the liquidity and value of the Shares in the Company and make it more difficult to dispose of Shares in a timely manner or at a favorable price after the completion of the Bain Consortium Offer. North Holdings has not communicated any changes to its previously communicated plans with respect to the Company for the event the Bain Consortium Offer is completed with the acceptance level being above 50 per cent but lower than 90 per cent.

If the Bain Consortium Offer is completed in accordance with its terms, without waiving the minimum acceptance condition of more than 50 per cent of the Shares and votes, North Holdings will hold 50 per cent or more of the Shares and exercise 50 per cent or more of the voting rights represented in General Meetings and thereby become a controlling shareholder that is able to significantly influence the Company's course of business, including, but not limited to, strategy, business plan and future M&A opportunities. As a result, the Company's abilities to operate as a fully independent listed company will be limited. North Holdings would pursuant to the Finnish Companies Act be able to make major decisions concerning Caverion independently and without cooperation with other shareholders. Pursuant to the Finnish Companies Act, at the General Meeting, most resolutions are passed by a simple majority of the votes cast, and thus a shareholder that holds more than 50 per cent of the shares and voting rights carried by the shares in a company has sufficient voting rights to decide upon most matters. However, certain resolutions, including, but not limited to, changing the domicile of the Company, amendments to the Articles of Association, deviations from the shareholders' pre-emptive subscription right to subscribe for shares in a new share issue and resolutions on a merger, a demerger or a dissolution of the Company require at least a majority of two-thirds of the votes cast and the shares represented at the General Meeting. North Holdings may in practice, depending on the number of Shares represented and votes cast at a General Meeting, have the same influence even if it would waive the 50 per cent acceptance level condition and complete the Bain Consortium Offer at a lower acceptance level.

Pursuant to Chapter 18 of the Finnish Companies Act, a shareholder that holds more than 90 per cent of all shares and votes in a company shall have the right to acquire and, subject to a demand by other shareholders, also be obligated to redeem the shares owned by the other shareholders. In such case, the Shares held by the Company's shareholders, who have not accepted the Bain Consortium Offer, may be redeemed through redemption proceedings under the Finnish Companies Act in accordance with the conditions set out therein.

Caverion has undertaken to comply with the Helsinki Takeover Code referred to in Chapter 11, Section 28 of the Finnish Securities Markets Act.

This statement of the Board of Directors does not constitute and should not be considered to be investment or tax advice, and the Board of Directors does not specifically evaluate herein the general price development of the Shares or the risks relating to the Shares or the Alternative Consideration in general. Shareholders must independently decide whether to accept the Bain Consortium Offer and whether to choose the Cash Price or the Alternative Consideration, and they should take into account all the relevant information available to them, including information presented in the Bain Consortium Offer Document and this statement as well as any other factors affecting the value of the Shares and the ability of North Holdings to meet its obligations under the Alternative Consideration.

Caverion has appointed BofA Securities as its financial adviser and Castrén & Snellman Attorneys Ltd as its legal adviser in connection with the Bain Consortium Offer and the Triton Offer.

## **The Board of Directors**

Distribution: Nasdaq Helsinki, key media, [www.caverion.com](http://www.caverion.com)

**Investor and media enquiries:**

Milena Hægström, Head of Investor Relations, Caverion Corporation, tel. +358 40 5581 328, [milena.haeggstrom@caverion.com](mailto:milena.haeggstrom@caverion.com)

**ABOUT CAVERION**

Caverion is a public limited liability company incorporated under the laws of Finland with its shares listed on the official list of Nasdaq Helsinki. Caverion is a Northern & Central European-based expert for smart and sustainable built environments, enabling performance and people's well-being. Caverion offers expert guidance during the entire life cycle of buildings, infrastructure or industrial sites and processes: from design & build to projects, technical and industrial maintenance, facility management as well as advisory services. At the end of December 2022, there were almost 14,500 professionals serving customers at the service of Caverion Group in 10 countries.

**IMPORTANT INFORMATION**

THIS STOCK EXCHANGE RELEASE MAY NOT BE RELEASED OR OTHERWISE DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO, AUSTRALIA, CANADA, HONG KONG, JAPAN, NEW ZEALAND OR SOUTH AFRICA OR IN ANY OTHER JURISDICTION IN WHICH THE TENDER OFFER WOULD BE PROHIBITED BY APPLICABLE LAW.

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THIS STOCK EXCHANGE RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI LTD AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS STOCK EXCHANGE RELEASE HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

**Information for shareholders of Caverion in the United States**

Shareholders of Caverion in the United States are advised that the Shares are not listed on a U.S. securities exchange and that Caverion is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934, as

amended (the “**Exchange Act**”), and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the “**SEC**”) thereunder.

The tender offer is made for the issued and outstanding shares of Caverion, which is domiciled in Finland, and is subject to Finnish disclosure and procedural requirements. The tender offer is made in the United States pursuant to Section 14(e) and Regulation 14E under the Exchange Act, subject to the exemption provided under Rule 14d-1(c) under the Exchange Act for a Tier I tender offer (the “**Tier I Exemption**”) and Rule 802 (the “**802 Exemption**”) under the U.S. Securities Act of 1933 (the “**U.S. Securities Act**”), and otherwise in accordance with the disclosure and procedural requirements of Finnish law, including with respect to the tender offer timetable, settlement procedures, withdrawal, waiver of conditions and timing of payments, which are different from those of the United States. In particular, the financial information included in this stock exchange release has been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies. The tender offer is made to Caverion’s shareholders resident in the United States on the same terms and conditions as those made to all other shareholders of Caverion to whom an offer is made. Any informational documents, including this stock exchange release, are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Caverion’s other shareholders.

As permitted under the Tier I Exemption, the settlement of the tender offer is based on the applicable Finnish law provisions, which differ from the settlement procedures customary in the United States, particularly as regards to the time when payment of the consideration is rendered. The tender offer, which is subject to Finnish law, is being made to the U.S. shareholders in accordance with the applicable U.S. securities laws, and applicable exemptions thereunder, in particular the Tier I Exemption and the 802 Exemption. To the extent the tender offer is subject to U.S. securities laws, those laws only apply to U.S. shareholders and will not give rise to claims on the part of any other person. U.S. shareholders should consider that (whether paid initially in cash or upon redemption of any Alternative Consideration Instruments) the Offer Price for the tender offer is being paid in EUR and that no adjustment will be made based on any changes in the exchange rate.

To the extent permissible under applicable law or regulations, North Holdings and its affiliates or its brokers and its brokers’ affiliates (acting as agents for North Holdings or its affiliates, as applicable) may from time to time after the date of this stock exchange release and during the pendency of the tender offer, and other than pursuant to the tender offer, directly or indirectly purchase or arrange to purchase Shares or any securities that are convertible into, exchangeable for or exercisable for Shares. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. shareholders of Caverion of such information. In addition, the financial advisers to North Holdings may also engage in ordinary course trading activities in securities of Caverion, which may include purchases or arrangements to purchase such securities. To the extent required in Finland, any information about such purchases will be made public in Finland in the manner required by Finnish law.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the tender offer (including the offer of the Alternative Consideration Instruments), passed upon the merits or fairness of the tender offer (including the offer of the Alternative Consideration Instruments), or passed any comment upon the adequacy, accuracy or completeness of the disclosure in relation to the tender offer (including in relation to the Alternative Consideration Instruments). Any representation to the contrary is a criminal offence in the United States.

THE ALTERNATIVE CONSIDERATION INSTRUMENTS HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR ANY OTHER JURISDICTION, AND THE ALTERNATIVE CONSIDERATION INSTRUMENTS CONSTITUTE “RESTRICTED SECURITIES” PURSUANT TO THE SECURITIES ACT, AND MAY NOT BE OFFERED OR SOLD WITH UNITED STATES OR TO, OR FOR, THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT), EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.

The receipt of cash pursuant to the tender offer by a U.S. shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each holder of Shares is urged to consult its independent professional advisers immediately regarding the tax and other consequences of accepting the tender offer.

It may be difficult for Caverion's shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since North Holdings and Caverion are located in a non-U.S. jurisdiction and some or all of their respective officers and directors may be residents of non-U.S. jurisdictions. Caverion shareholders may not be able to sue North Holdings or Caverion or their respective officers or directors in a non-U.S. court for violations of the U.S. federal securities laws. It may be difficult to compel North Holdings and Caverion and their respective affiliates to subject themselves to a U.S. court's judgment.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE TENDER OFFER, PASSED ANY COMMENTS UPON THE MERITS OR FAIRNESS OF THE TENDER OFFER, PASSED ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THE TENDER OFFER DOCUMENT OR THE SUPPLEMENT DOCUMENT OR PASSED ANY COMMENT ON WHETHER THE CONTENT IN THE TENDER OFFER DOCUMENT OR THE SUPPLEMENT DOCUMENT IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE IN THE UNITED STATES.

**Disclaimer**

BofA Securities, a subsidiary of Bank of America Corporation, is acting exclusively for Caverion and no one else in connection with the Bain Consortium Offer and the Triton Offer, and will not be responsible to anyone other than Caverion for providing the protections afforded to its clients or for providing advice in relation to the Bain Consortium Offer, the Triton Offer or any matter or arrangement referred to in this stock exchange release.