

## Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2023 on the amendment to Article 10 of the Articles of Association

The Board of Directors proposes to the Annual General Meeting to be held on 22 March 2023 that the first paragraph of Article 10 of the company's Articles of Association be amended to enable holding a general meeting entirely without a meeting venue as a so-called remote meeting in addition to Espoo and Helsinki. In its amended form, said article would read in its entirety as follows:

*"10 § The General Meeting of the Shareholders shall be held either in Espoo or in Helsinki, as decided by the Board of Directors. In addition, the Board of Directors may decide that the General Meeting of the Shareholders be held without a meeting venue so that the shareholders exercise their power of decision in full in real time during the meeting using a telecommunications connection and technical means (remote meeting)."*

*The Annual General Meeting of the Shareholders, which shall be held annually by the end of May on a date decided by the Board of Directors shall:*

*be presented with:*

- 1) the Financial Statements, including the Consolidated Financial Statements, and the Report by the Board of Directors,*
- 2) the Auditor's Report,*

*decide on:*

- 3) the adoption of the Financial Statements and the Consolidated Financial Statements*
- 4) the use of the profits available for shareholders according to the Balance Sheet,*
- 5) discharge from liability of the members of the Board of Directors and the President and CEO,*
- 6) the number of the members of the Board of Directors,*
- 7) the fees payable to the members of the Board of Directors and the auditor,*

*elect:*

- 8) the members of the Board of Directors so that, in accordance with the decision by the General Meeting of the Shareholders, the person or persons getting most of the votes shall be elected,*
- 9) from among the members of the Board of Directors, the Chairman of the Board,*
- 10) the auditor, as well as to*

*handle:*

- 11) other issues mentioned separately in the notice to convene."*

The proposal is based on the changes to Chapter 5 of the Finnish Companies Act, including the possibility to arrange general meetings remotely. The legislative changes are based on the premise that, irrespective of the chosen general meeting format, shareholders' rights

must not be compromised and that all participating shareholders can exercise their shareholder rights in full in real time, including the right to ask questions and vote. The possibility to organise general meetings remotely enables the Company to prepare for rapid changes in the Company's operating environment and society in general, which may be caused, for example, by pandemics. It is important that the Company has the necessary means to offer its shareholders the possibility to exercise their shareholder rights and resolve on any matters presented at a general meeting under any circumstances.

Espoo, 9 February 2023

Orion Corporation  
Board of Directors