

## **Recommendation of the Nomination Committee of Orion Corporation on 27 January 2015**

The Nomination Committee recommends to the Board of Directors that the following proposal be presented to the Annual General Meeting 2015 of Orion Corporation:

The number of Board members would be seven.

The present Board members, Sirpa Jalkanen, Eero Karvonen, Timo Maasilta, Mikael Silvennoinen, Hannu Syrjänen, Heikki Westerlund and Jukka Ylppö would be re-elected for the next term of office.

The current Chairman of the Board Hannu Syrjänen would be re-elected as Chairman.

The Nomination Committee also announces as its recommendation that the following remunerations be paid to the Board of Directors:

As an annual fee, the Chairman would receive EUR 76,000, the Vice Chairman would receive EUR 51,000 and the other members would receive EUR 38,000 each. As a fee for each meeting attended, the Chairman would receive EUR 1,200, the Vice Chairman would receive EUR 900 and the other members would receive EUR 600 each. The travel expenses of the Board members would be paid in accordance with previously adopted practice. The aforementioned fees would also be paid to the Chairmen and to the members of the committees established by the Board, for each committee meeting attended.

Of the annual fee, 60% would be paid in cash and 40% in Orion Corporation B-shares, which would be acquired to the members during 30 March–2 April 2015 from the stock exchange in amounts corresponding to EUR 30,400 for the Chairman, EUR 20,400 for the Vice Chairman and EUR 15,200 for each of the other members. The part of the annual fee that is to be paid in cash corresponds to the approximate sum necessary for the payment of the income taxes on the fees and would be paid no later than 30 April 2015. The annual fees shall encompass the full term of office of the Board of Directors.

The Nomination Committee has not given its recommendation for the remunerations to the Board of Directors, but the matter will be proposed by a shareholder at the AGM.