

Recommendation by the Nomination Committee of Orion Corporation on 12 January 2021

The Nomination Committee recommends that the following proposal be presented to the Orion Corporation Annual General Meeting of 2021:

The number of Board members would be eight.

The present members of the Board, Kari Jussi Aho, Pia Kalsta, Ari Lehtoranta, Timo Maasilta, Hilpi Rautelin, Eija Ronkainen and Mikael Silvennoinen would be elected for the next term of office and Veli-Matti Mattila, M.Sc (Tech.), MBA would be elected as a new member.

Mikael Silvennoinen would be re-elected as Chairman of the Board.

Personal information of Veli-Matti Mattila:

Born: 1961

Education and profession: M.Sc (Tech.), MBA, CEO

Key work experience:

- Elisa Corporation, CEO, 2003-
- Oy LM Ericsson Ab, Finland, CEO, 1997-2003
- Ericsson, Nordic and Baltic, Deputy Head, 2001-2003
- Ericsson, US, Product Marketing Manager, 1994-1997
- Ericsson, Software Designer, Product Manager, Sales Director, 1986-1989, 1990-1993
- Ascom Hasler AG, Switzerland, Specialist, 1989-1990

Current key positions of trust:

Member of the Board: Service Sector Employers Palta 2019-, Finnish Business and Policy Forum EVA 2017-, The Research Institute of the Finnish Economy Etna 2017-, The Mannerheim Foundation 2017-

Other: Member of the Executive Committee of the Board of Service Sector Employers Palta 2019-, Member of The National Emergency Supply Council 2008-, Member of the Supervisory Board of The Finnish Fair Association 2007-

Previous key positions of trust:

Chairman of the Board: Confederation of Finnish Industries EK 2017-2018, Service Sector Employers Palta 2015-2016

Vice Chairman of the Board: Service Sector Employers Palta 2014

Member of the Board: Sampo Plc 2009-2020, Confederation of Finnish Industries EK 2015-2016 and 2005-2006, Service Sector Employers Palta 2013, Confederation of Finnish Industry and Employers TT 2004

Other: Chairman of the Executive Committee of the Board of Service Sector Employers Palta 2015-2016, Vice Chairman 2014

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

As an annual fee, the Chairman would receive EUR 90,000, the Vice Chairman would receive EUR 55,000 and the other members would receive EUR 45,000 each. However, if a member of the board acts as the Chairman of the Audit Committee or the R&D Committee, her/his annual fee would be EUR 55,000.

In addition, 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 the previously adopted practice. The aforementioned meeting attendance fees would also be paid to the Chairmen and to the members of the committees established by the Board.

Of the above-mentioned annual fees, 60% would be paid in cash and 40% in Orion Corporation B-shares, which would be acquired for the members over the period 28 April-4 May 2021 from the stock exchange in amounts corresponding to EUR 36,000 for the Chairman, EUR 22,000 for the Vice Chairman and for the board members acting as the Chairmen of the Audit Committee and the R&D Committee and EUR 18,000 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 31 May 2021. The annual fees shall encompass the full term of office of the Board of Directors.

In addition, the company would pay the transfer tax related to the part of the annual fee of the Board of Directors paid in shares.

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.

The Nomination Committee notes that the annual fee of the Chairman of the Board decided in 2020 was EUR 84,000 and the annual fee of a member of the Board EUR 42,000, so they would now be increased. A change from the previous one would also be that the annual fee of a member of the Board of Directors who chairs the Audit Committee or the R&D Committee would be the same as that of the Vice Chairman of the Board. In other respects, the fees would remain unchanged. The annual fees of the Board of Directors were last time changed in 2017.

The members of the Nomination Committee belonging to the Board of Directors did not participate in the consideration or decision-making of the recommendation on the remuneration of the Board of Directors.

The Nomination Committee has consisted of the following members: Heikki Westerlund, Chairman, Annika Ekman, Petteri Karttunen, Timo Maasilta, Mikael Silvennoinen and Jukka Ylppö.