

Annual General Meeting of Orion Corporation

20 March 2024 at 2:00 p.m. EET

Agenda

1. Opening of the meeting
2. Matters of order for the meeting
3. Election of the persons to scrutinise the minutes and to supervise the counting of votes
4. Recording the legal convening of the meeting and quorum
5. Recording the attendance at the meeting and the list of votes
6. Presentation of the Financial Statements, the Report of the Board of Directors and the Auditor's Report for the year 2023
 - Review by the President and CEO
7. Adoption of the Financial Statements
8. Resolution on the use of the profit shown on the Balance Sheet and the distribution of dividend
9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability
10. Consideration of the Remuneration Report for Governing Bodies
11. Consideration of the Remuneration Policy for Governing Bodies
12. Resolution on the remuneration of the members of the Board of Directors
13. Resolution on the number of the members of the Board of Directors
14. Election of the members and the Chairman of the Board of Directors
15. Resolution on the remuneration of the Auditor and the Sustainability Reporting Assurance Provider
16. Election of the Auditor and the Sustainability Reporting Assurance Provider
17. Authorising the Board of Directors to decide on a share issue by issuing new shares
18. Closing of the meeting

Resolution on the use of the profit shown on the Balance Sheet and the distribution of dividend

Orion Corporation's distributable funds at 31 December 2023 are EUR 596,791,619.35, of which the profit for the financial year is EUR 231,377,914.00. The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 1.62 per share be paid for the financial year that ended on 31 December 2023. No dividend shall be paid on treasury shares held by the Company on the record date for dividend payment. On the date of the proposal on the distribution of profits there are 140,351,305 shares entitling to dividend, and thus the total dividend would be EUR 227,369,114.10.

According to the proposal, the dividend would be paid in two instalments. The first instalment of EUR 0.81 per share would be paid to a shareholder who is on the record date for the payment of the dividend, 22 March 2024, registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the first instalment would be paid on 3 April 2024. The second instalment of EUR 0.81 per share would be paid to a shareholder who is on the record date for the payment of the dividend, 16 October 2024, registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the second instalment would be paid on 23 October 2024.

The Board of Directors proposes that the Annual General Meeting would authorise the Board of Directors to resolve, if necessary, on a new record date for payment and payment date for the second instalment of the dividend in case of changes in the rules of Euroclear Finland Oy or the regulations regarding the Finnish book-entry system or if other rules binding the Company so require.

In addition, the Board of Directors proposes to the Annual General Meeting that EUR 350,000 of the Company's distributable funds be donated to medical research and other purposes of public interest as decided by the Board of Directors. Any remaining distributable funds would be allocated to retained earnings.

There have been no material changes in the Company's financial position since the end of the financial year. The liquidity of the Company is good and, in the opinion of the Board of Directors, the proposed profit distribution would not compromise the liquidity of the Company.

Click or tap here to enter text.

[Document name]

[Subtitle]

[Date]

The Orion logo consists of the word "ORION" in a bold, blue, sans-serif font. Above the letters "O" and "I" is a stylized blue arc that suggests a celestial body or a signal. The logo is positioned in the top right corner of the page, partially enclosed by a blue curved graphic element.

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2024 on the resolution on the number of members of the Board of Directors and the election of the members and the Chairman of the Board

In accordance with the recommendation by the Nomination Committee of Orion Corporation, the Board of Directors proposes to the Annual General Meeting to be held on 20 March 2024 the following:

The number of the members of the Board of Directors would be eight.

Of the present members of the Board, Kari Jussi Aho, Maziar Mike Doustdar, Ari Lehtoranta, Veli-Matti Mattila, Hilpi Rautelin, Eija Ronkainen and Karen Lykke Sørensen would be re-elected for the next term of office and Henrik Stenqvist would be elected as a new member.

Veli-Matti Mattila would be elected as Chairman of the Board.

Of the present members, Mikael Silvennoinen has been a Board member for an uninterrupted period of 10 years and for this reason he is not proposed for re-election.

All proposed members have been evaluated to be independent of the Company and its significant shareholders.

Espoo, 13 February 2024

Orion Corporation
Board of Directors

Click or tap here to enter text.

[Document name]

[Subtitle]

[Date]

The Orion logo consists of the word "ORION" in a bold, blue, sans-serif font. Above the letters "O" and "I" is a blue swoosh that curves over them. The logo is positioned in the top right corner of the page, partially enclosed by a blue curved line that forms part of a larger graphic element.

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2024 on the resolution on the remuneration and the election of the Auditor and the Sustainability Reporting Assurance Provider

In accordance with the recommendation by the Audit Committee of the Board of Directors of Orion Corporation, the Board of Directors proposes to the Annual General Meeting to be held on 20 March 2024 the following:

The remuneration to the Auditor and Sustainability Reporting Assurance Provider be paid based on invoicing approved by the Company.

Authorised Public Accountants KPMG Oy Ab be elected as the Company's Auditor and Sustainability Assurance Provider for the next term of office.

Espoo, 13 February 2024

Orion Corporation
Board of Directors

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2024 on authorising the Board of Directors to decide on a share issue by issuing new shares

The Board of Directors proposes to the Annual General Meeting to be held on 20 March 2024 that the Board of Directors be authorised to decide on a share issue by issuing new shares on the following terms and conditions:

Number of new shares to be issued

Based on the authorisation, the Board of Directors shall be entitled to decide on the issuance of no more than 14,000,000 new class B shares. The maximum number of shares to be issued corresponds to less than 10% of all shares in the Company and less than 2% of all votes in the Company.

The new shares may be issued only against payment.

Shareholder's pre-emptive rights and directed share issue

The new shares may be issued

- in a targeted issue to the Company's shareholders in proportion to their holdings at the time of the issue regardless of whether they own class A or B shares; or
- in a targeted issue, deviating from the shareholder's pre-emptive rights, if there is a weighty financial reason, such as the development of the capital structure of the Company, using the shares as consideration in possible corporate acquisitions or other arrangements related to the Company's business or financing investments.

The authorisation may not be used as a part of the Company's incentive system. The new shares may not be issued to the Company itself.

Subscription price in the Balance Sheet

The amounts paid for new shares issued shall be recorded in the reserve for invested unrestricted equity.

Other terms and validity

The Board of Directors shall decide on other matters related to the issuance of shares.

The share issue authorisation concerning issuance of new shares shall be valid until the next Annual General Meeting of the Company.

This authorisation does not cancel the share issue authorisation given by the Annual General Meeting of Orion Corporation on 23 March 2022 concerning the conveyance of the Company's own shares held by the Company.

Espoo, 13 February 2024

Orion Corporation
Board of Directors