

Proposal by the Board of Directors of Orion Corporation to the AGM 2009 concerning the amendment of Sections 9, 10 and 12 of the Articles of Association

The Board of Directors proposes to the AGM that Sections 9, 10 and 12 of the Articles of Association of the Company be amended.

Section 9 is would be amended so that the parts concerning Deputy Auditor would be removed. After the amendment, the Company would have only one auditor, which shall be an authorised public accountant firm.

In paragraph 7 of Section 10, the plural form concerning the auditors would be changed to singular, and the statement regarding a deputy auditor would be removed from item 10. These amendments to Section 10 would be subject to the adoption of the above-mentioned amendment of Section 9.

Section 12 would be amended so that the Notice to convene a General Meeting would be given no later than 21 days before the Meeting.

After the amendments, the said Sections would be as follows:

"9 §

The company shall have one auditor, which shall be an Authorised Public Accountants Organisation.

The term of the auditor shall be the financial period. The duties of the auditor shall terminate at the close of the Annual General Meeting of the Shareholders following the election."

"10 §

The General Meeting of the Shareholders shall be held either in Espoo or in Helsinki, as decided by the Board of Directors.

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,
  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.”

”12 §

A notice to convene a General Meeting of the Shareholders shall be published in one daily newspaper of the capital district at the earliest two months and at the latest twentyone days prior to the General Meeting of the Shareholders.”

Espoo, 6 February 2009

Orion Corporation  
Board of Directors