

Recommendation of the Nomination Committee of Orion Corporation on 27 January 2016

The Nomination Committee recommends to the Board of Directors that the following proposal be presented to the Annual General Meeting 2016 of Orion Corporation:

The number of Board members would be seven.

Of the present Board members, Sirpa Jalkanen, Timo Maasilta, Mikael Silvennoinen, Hannu Syrjänen, Heikki Westerlund and Jukka Ylppö would be re-elected and M.D., Specialist in Internal Medicine Eija Ronkainen would be elected as a new member for the next term of office.

Hannu Syrjänen would be re-elected as Chairman.

Of the present members, Eero Karvonen has reached the age of 67 and therefore cannot be elected member of the Board of Directors according to the Articles of Association.

The Nomination Committee also announces as its recommendation that the following remunerations, which are the same as in the previous year, 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 29 March–1 April 2016 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 29 April 2016. 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.

Of the Nomination Committee members, Kari Jussi Aho and Timo Ritakallio have not concurred with the Nomination committee's recommendation regarding the new member of the Board. As to other parts of the recommendation, they support the recommendation of the Nomination committee.

The Nomination Committee has consisted of the following members: Matti Kavetvuo, Chairman, Kari Jussi Aho, Erkki Etola, Timo Ritakallio, Seppo Salonen, Hannu Syrjänen and Jukka Ylppö.