

Recommendation by the Nomination Committee concerning Board of Directors to be elected by the 2017 AGM of Orion Corporation

The Nomination Committee of Orion Corporation has given on 24 January 2017 its recommendation to the Board of Directors of the company for the proposal to the Annual General Meeting of 2017 concerning the composition of the Board of Directors to be elected. The Committee recommends that the following proposal be presented to the AGM of 2017:

The number of Board members would be seven.

Of the present Board members, Sirpa Jalkanen, Timo Maasilta, Eija Ronkainen, Mikael Silvennoinen and Heikki Westerlund would be re-elected and M.Sc. (Eng.) Ari Lehtoranta and Professor Hilpi Rautelin would be elected as new members for the next term of office.

Heikki Westerlund would be elected as Chairman.

Of the present members, Hannu Syrjänen and Jukka Ylppö, who both have served as members of the Board of Directors for 10 consecutive years, have informed that they are no longer available for re-election.

Essential personal data of Ari Lehtoranta:

Born: 1963

Education and profession: M.Sc. (Eng.), President and Chief Executive Officer, Caverion Corporation

Essential work experience:

- Caverion Corporation, President and Chief Executive Officer, 2017-
- Nokian Tyres plc, President and Chief Executive Officer, 2014–2016
- KONE Corporation, Executive Vice President, Central and North Europe, 2010–2014
- KONE Corporation, Executive Vice President, Major Projects, 2008–2010
- Nokia Siemens Networks/Nokia Networks, Head of Radio Access, 2005–2008
- Nokia Corporation, Vice President of Operational Human Resources, 2003–2005
- Nokia Networks, Head of Broadband Division, Head of Systems Integration and Customer Services for Europe, 1999–2003
- Nokia Telecommunications, Managing Director in Italy and various other positions, 1985–2003.

Current key positions of trust:

- Ilmarinen Mutual Pension Insurance Company, Member of the Supervisory Board, 2015–

Former key positions of trust:

- Caverion Corporation, Chairman of the Board of Directors 2015-2016, Member of the Board of Directors 2013-2015

Essential personal data of Hilpi Rautelin:

Born: 1961

Education and profession: Professor, M.D., Ph.D., Specialist in Clinical Microbiology

Essential work experience:

- Uppsala University, Sweden, Professor of Clinical Bacteriology, 2008-
- University of Helsinki, Finland, Research and teaching positions in 1986-2016: Clinical Lecturer 2002-2016 (part time 2008-2016), Research Associate 1996-2002
- More than 140 peer-reviewed original articles mainly on Microbiology and Infectious Diseases published in international scientific journals

Current key positions of trust:

- Arvo and Lea Ylppö Foundation, Member of the Board of Directors, 2011-
- European Union of Medical Specialists UEMS, Section of Medical Microbiology, President, 2012-

Spouse: Jukka Ylppö

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 84,000, the Vice Chairman would receive EUR 55,000 and the other members would receive EUR 42,000 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 27 April - 4 May 2017 from the stock exchange in amounts corresponding to EUR 33,600 for the Chairman, EUR 22,000 for the Vice Chairman and EUR 16,800 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 2017. 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 has consisted of the following members: Matti Kavetvuo, Chairman, Kari Jussi Aho, Erkki Etola, Timo Maasilta, Timo Ritakallio, Seppo Salonen and Hannu Syrjänen.