

## Recommendation by the Nomination Committee of Orion Corporation on 9 January 2019

The Nomination Committee recommends that the following proposal be presented to the Orion Corporation Annual General Meeting of 2019:

The number of Board members would be seven.

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

Heikki Westerlund would be re-elected as Chairman.

Of the present members, Sirpa Jalkanen has served as a member of the Board of Directors for 10 consecutive years. Therefore she is no longer proposed for re-election.

Essential personal data of Pia Kalsta:

Born: 1970

Education and profession: M.Sc. (Econ.), Chief Executive Officer, Sanoma Media Finland Oy

Essential work experience:

- Sanoma Media Finland Oy, Chief Executive Officer 2015-
- Nelonen Media, President 2014-2015
- Nelonen Media/Sanoma Entertainment Oy, President, acting 2013
- Nelonen Media/Sanoma Entertainment Oy, Senior Vice President, Head of Consumer Business, Marketing & Business Development 2012-2013
- Nelonen Media/Sanoma Entertainment Oy, Senior Vice President, Marketing and Sales 2009-2012
- Nelonen Media, President, acting 2010
- Nelonen Media/Sanoma Entertainment Oy, Vice President, Sales 2006-2009
- Nelonen Media/Sanoma Entertainment Oy, Marketing Manager 2001-2005
- SCA Hygiene Products, several leadership and other positions in marketing and sales 1996-2001

Current key positions of trust:

- Finnmedia, Vice-Chair of the Board of Directors 2015-
- Finnish Business and Policy Forum EVA, member 2017-
- Finnish Fair Corporation, member of the Supervisory Board 2017-
- Ilmarinen Mutual Pension Insurance Company, member of the Supervisory Board 2018-
- WWF Finland, member of the Supervisory Board 2018-

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 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 26 April - 3 May 2019 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 2019. 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, Annika Ekman, Erkki Etola, Petteri Karttunen, Timo Maasilta, Heikki Westerlund, and Jukka Ylppö.