

# Financial Statement documents 2017

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All the figures in the financial statements have been rounded, which is why the total sums of individual figures may differ from the total sums shown.

# Report by the Board of Directors for the financial year 2017

## Events during the period

On 13 February 2017 Orion announced the appointment of Dr Christer Nordstedt, M.D., Ph.D., as Senior Vice President for Research and Development and member of the Executive Management Board of the Orion Group as of 21 February 2017.

On 22 March 2017 Orion Corporation's Annual General Meeting was held in Helsinki.

## Events after the period

On 4 January 2018 Orion announced that it will improve the competitiveness of its laboratory operations by renewing their operating model in Finland.

On 23 January 2018 Orion announced that it had decided to investigate the possible sale of Orion Diagnostica or other transaction that would result in transfer of Orion Diagnostica outside the Orion Group. A possible result of the investigation may also be that Orion Diagnostica will continue as part of the Orion Group.

In the Orion Group Orion Diagnostica is a second business area, in addition to the Pharmaceuticals business area, and in the Financial Statements it is reported as its own segment. During the 2017 financial period, Orion Diagnostica's net sales were EUR 54 million (about 5% of the Orion Group's net sales) and its operating profit was EUR 8.9 million (about 3% of the Group's operating profit). Its assets were EUR 52 million (about 5% of the Group's assets). At the end of 2017 Orion Diagnostica had 282 employees (about 8% of the Orion Group's employees).

Orion Diagnostica operates as an independent business, and it has no material business synergies with the Pharmaceuticals business.

At this stage there is still considerable uncertainty concerning the schedule, implementation and outcome of the investigation that has commenced.

## Financial review

### Net sales

The Orion Group's net sales in 2017 were up by 1% at EUR 1,085 million (EUR 1,074 million in 2016). The net effect of currency exchange rates was minus EUR 2 million.

The Pharmaceuticals business's net sales were up by 1% at EUR 1,034 (1,022) million. Net sales of Orion's Stalevo® (carbidopa, levodopa and entacapone) and Comtess®/Comtan® (entacapone) Parkinson's drugs were down by 16% at EUR 104 (124) million, which was 10% (12%) of the Pharmaceuticals business's net sales.

The Diagnostics business's net sales were down by 2% at EUR 54 (55) million.

## Operating profit

The Orion Group's operating profit was down by 7% at EUR 293 (315) million. Milestone payments accounted for EUR 12 (15) million of the operating profit. Operating profit in the comparative period included EUR 22 million of capital gains on shares.

The Pharmaceuticals business's operating profit was down by 6% at EUR 296 (316) million. Milestone payments accounted for EUR 12 (15) million of the operating profit. In addition, late in the year Orion entered as income an advance payment of EUR 4 million, which related to ending of a contract manufacturing agreement.

The Diagnostics business's operating profit was up by 6% at EUR 8.9 (8.4) million.

## Operating expenses

The Group's sales and marketing expenses were up by 2% at EUR 199 (195) million.

R&D expenses were down by 11% at EUR 105 (118) million and accounted for 10% (11%) of the Group's net sales.

Pharmaceutical R&D expenses accounted for EUR 99 (112) million of the total R&D expenses. Research projects are reported in more detail under Pharmaceuticals in the Business Reviews.

Administrative expenses were EUR 49 (49) million.

Other operating income and expenses were EUR 2 (24) million. Income in the comparative period included EUR 22 million of capital gains on shares.

## Group's profit

The Group's profit before taxes was down by 8% at EUR 287 (311) million. Basic earnings per share were EUR 1.61 (1.77) and diluted earnings per share were EUR 1.61 (1.77). Equity per share was EUR 4.83 (4.57). The return on capital employed before taxes (ROCE) was 36% (41%) and the return on equity after taxes (ROE) 34% (40%).

## Financial position

The Group's gearing was -2% (-12%) and the equity ratio 65% (61%).

The Group's total liabilities at 31 December 2017 were EUR 376 (422) million. At the end of the period, interest-bearing liabilities amounted to EUR 151 (153) million, including EUR 150 (150) million of long-term loans.

The Group had EUR 164 (232) million of cash and cash equivalents and money market investments at the end of the period. The cash and cash equivalents are invested in short-term interest-bearing instruments issued by financially solid financial institutions and corporations.

## Cash flow

Cash flow from operating activities was EUR 228 (249) million. The change was mainly due to the timing of payment of income taxes. The cash flow from investing activities was EUR -75 (-21) million.

The cash flow from investing activities in the comparative period was enhanced by EUR 26 million from share sales.

The cash flow from financing activities was EUR -220 (-237) million.

## Capital expenditure

The Group's capital expenditure totalled EUR 77 (51) million. This comprised EUR 67 (44) million on property, plant and equipment and EUR 9 (6) million on intangible assets. Fermion has an ongoing significant expansion investment at its Hanko manufacturing plant, and Orion has ongoing expansion of Easihaler production capacity at its Espoo pharmaceuticals production plant. Fermion's expansion investment is planned to be completed during 2018.

## Outlook for 2018

Due to generic and price competition we estimate that in 2018 net sales will be at the same level or slightly lower than in 2017 (net sales were EUR 1,085 million in 2017).

Orion continues persistent actions to generate growth. Due to the estimated sales development and these actions the operating profit excluding material capital gains is estimated to be lower than in 2017 (operating profit excluding capital gains was EUR 293 million in 2017).

## Basis for outlook in more detail

The outlook also includes Orion Diagnostica. Orion announced in a stock exchange release on 23 January 2018 that it is investigating the possible sale of Orion Diagnostica. The business unit has not yet been separated from Orion's reporting, it is still included in the Group's figures for 2017 and outlook for 2018.

### Net sales

Orion's branded Parkinson's drugs are Comtess®, Comtan® and Stalevo®. Generic competition to these products commenced in the United States in 2012 and has already extended to nearly all markets. As a result of the competition, Orion's sales of these products have decreased to low levels in the United States and some other markets, and competition is expected to extend gradually. Sales of the Easyhaler® product family are forecast to continue to grow. In some European countries marketing authorisation has been granted for a generic version of Dexdor®, and it is to be assumed that generic competition to the product will gradually expand in the EU. Orion is continuing actions to defend its rights. The impact of generic competition on sales is still difficult to estimate at this stage. The patent for the Simdax® molecule expired in September 2015 but this is still not expected to have a material impact on sales of the product in 2018.

Sales of generic products account for a significant proportion of Orion's total sales, and price competition has continued in many markets. Competition in Finland, the most important generic market for Orion, is likely to remain intense in 2018. However, product launches continue to support Orion's position as market leader in Finland. At the beginning of 2017, changes were made to the pricing system for substitutable prescription drugs in Finland by narrowing the so-called price band. The decrease in sales caused by this change is estimated at about EUR 15 million in 2017. The outlook for 2018 assumes that the change in the system and its effect in lowering prices will also be as large in 2018. Delivery problems commencing in September related to implementation of ERP by Oriola Finland Oy, the pharmaceuticals distributor that Orion uses in Finland, had a downward effect on sales in Finland in 2017. However, their direct effects were not material due to the temporary arrangements initiated by Orion. It is difficult to estimate the effect of the Oriola Finland Oy situation on sales in 2018.

In 2016 and 2017 sales of Remsima® generated a significant portion of the growth in net sales of the Specialty Products business division. Sales of Remsima in 2018 are expected to be materially lower than in the previous year because Orion did not win the national tendering competition for 2018 in Norway, nor the national tendering competition held in autumn 2017 in Denmark. In addition, the price level has declined significantly due to intensified competition. Orion has launched a new biosimilar, Ritemvia® (rituximab). However, sales of it are just commencing, and the product is not expected to compensate for the decline in Remsima sales in 2018.

Orion's contract manufacturing sales will significantly decline due to ending of the largest individual collaboration agreement at the end of 2017 as the collaboration partner stopped selling the product manufactured by Orion. Net sales generated by this agreement were EUR 16 million in 2017. It included, among other things, a EUR 4 million advance payment late in the year that was entered as income earlier than planned.

Collaboration agreements with other pharmaceutical companies are an important component of Orion's business model. These agreements often include payments recorded in net sales that vary greatly from year to year. Forecasting the timing and amount of payments is difficult. Possible future payments relating to agreements already made have in some cases been conditional on, for instance, the progress or findings of research projects, which are not known until studies have been completed. On the other hand, making new agreements is generally a process for which neither the schedule nor the outcome is known before the final signing of the agreement. The outlook for 2018 does not include significant individual payments related to collaboration agreements. The new IFRS 15 standard that came into force at the beginning of 2018 will change the treatment of these payments. In future some of the payments received, especially payments related to sales rights, will be entered as income over a longer period of time. Until now they have generally been recognised as one-off payments in sales.

## Expenditure

Marketing expenditure will be higher than in the previous year due to additional promotion of sales of the Easyhaler product portfolio in countries where the product was launched in 2017 or will be launched in 2018. Because the registrations and launches of new products are projects that take more than a year, the increases in resources and other inputs required in 2018 were planned mainly during the previous year.

Research and development costs will be similar to 2017. They are partly the Company's internal fixed cost items, such as salaries and maintenance of the operating infrastructure, and partly external variable costs. External costs arise from, among other things, long-term clinical trials, which are typically performed in clinics located in several countries. The most important clinical trials scheduled for 2018 are either continuing from the previous year or at an advanced stage of planning, therefore their cost level can be estimated rather accurately. However, the accrued costs are materially affected by collaboration arrangements and how the costs arising are allocated between Orion and its collaboration partners. For instance, Bayer is paying the majority of the darolutamide (ODM-201) research costs.

## Investments

The Group's total capital expenditure in 2018 is expected to be lower than in 2017, when the capital expenditure was EUR 77 million. The largest single ongoing investment project is expansion of Fermion's Hanko manufacturing plant, which is intended to be completed by summer 2018.

## Near-term risks and uncertainties

Sales of Orion's branded Parkinson's drugs will decrease in 2018 due to generic competition. The effects of the competition have been taken into account in the outlook estimate for the current year. However, the timing of the extension and intensity of generic competition to Stalevo in Europe and elsewhere still entail uncertainty that may materially affect the accuracy of the estimate made at this stage. The basic Dexdor and Simdax patents have expired. However, the products have other product protection that is still valid. Orion is aware that in some European countries marketing authorisation has been granted for a generic version of Dexdor, and it is to be assumed that generic competition will gradually expand in the EU. The impact of generic competition on sales is difficult to estimate at this stage. As regards Simdax, the possible generic competition is not estimated to materially impact its sales in 2018. Orion is continuing actions to defend its rights.

Sales of individual products and also Orion's sales in individual markets may vary, for example depending on the extent to which the ever-tougher price and other competition prevailing in pharmaceuticals markets in recent years will specifically focus on Orion's products. Deliveries of Parkinson's drugs to Novartis, the most important collaboration partner, are based on timetables that are jointly agreed in advance. Nevertheless, they can change, for example as a consequence of decisions by Novartis concerning among others adjustments of stock levels. In addition, changes in market prices and exchange rates affect the value of deliveries to Novartis.

The exchange rate risk due to the US dollar has decreased in recent years because the share of Orion's net sales invoiced in dollars has fallen to below ten per cent and at the same time the value of purchases in dollars has increased. The greatest exchange rate risk at present relates to European currencies such as the Swedish crown and British pound. However, the overall effect of the risk due to currencies of European countries will be abated by the fact that Orion has organisations of its own in most of these countries, which means that in addition to sales income, there are also costs in these currencies. Changes in the Japanese yen exchange rate have become more important as sales of Parkinson's drugs in Japan have increased. The exchange rate effect related to the Russian rouble has increased due to the strong volatility of the currency. However, Russian sales are not a significant portion of Orion's entire net sales.

Orion's broad product range may cause risks to the delivery reliability and make it challenging to maintain the high quality standard required in production. Authorities and key customers in different countries undertake regular and detailed inspections of development and manufacturing of drugs at Orion's production sites. Any remedial actions that may be required may at least temporarily have effects that decrease delivery reliability and increase costs. Orion's product range also includes products manufactured by other pharmaceutical companies. Possible problems related to the delivery reliability or quality of the products of those manufacturers may cause a risk to Orion's delivery reliability. The single-channel system used for pharmaceuticals distribution in Finland, in which Orion's products have so far been delivered to customers through only one wholesaler, may also cause risks to delivery reliability. To ensure deliveries, in addition to Oriola Finland Oy, there are also other distributors temporarily distributing certain Orion products.

Research projects always entail uncertainty factors that may either increase or decrease estimated costs. The projects may progress more slowly or faster than assumed, or they may be discontinued. Nonetheless, changes that may occur in ongoing clinical studies are reflected in costs relatively slowly, and they are not expected to have a material impact on earnings in the current year. Owing to the nature of the research process, the timetables and costs of new studies that are being started are known well in advance. They therefore typically do not lead to unexpected changes in the estimated cost structure. Orion generally undertakes the last, in other words Phase III, clinical trials in collaboration with other pharmaceutical companies. Commencement of these collaboration relationships and their structure also materially affect the schedule and cost level of research projects.

Collaboration arrangements are an important component of Orion's business model. Possible collaboration and licensing agreements related to these arrangements also often include payments to be recorded in net sales that may materially affect Orion's financial results. In 2014–2017 the annual payments varied from EUR 8 million to EUR 39 million. The payments may be subject to certain conditions relating to the development of research projects or sales, and whether these conditions are triggered and the timing of triggering always entail uncertainties.

## Orion's dividend distribution policy

Orion's dividend distribution takes into account the distributable funds and the capital expenditure and other financial requirements in the medium and long term to achieve the financial objectives.

## Proposal by the Board of Directors for distribution of profit: dividend per share EUR 1.45

The parent company's distributable funds are EUR 335,452,628.59, or EUR 2.39 per share, including EUR 229,760,549.41, or EUR 1.63 per share, of profit for the financial year. These per share amounts are calculated excluding treasury shares held by the Company.

The Board of Directors proposes payment of a dividend of EUR 1.45 per share from the parent company's distributable funds.

No dividend shall be paid on treasury shares held by the Company on the dividend distribution record date. On the day when the profit distribution was proposed, the number of shares conferring entitlement to receive dividend totalled 140,582,427, on which the total dividend payment would be EUR 203,844,519.15. The Group's payout ratio for the financial year 2017 would be 90.1% (87.6%). The dividend payment date would be 29 March 2018, and shareholders registered in the Company's shareholder register on 22 March 2018 would be entitled to the dividend payment.

The Board of Directors further proposes that EUR 250,000 (300,000) be donated to medical research and other purposes of public interest in accordance with a separate decision by the Board and that EUR 131,358,109.44 remain in equity.

## Strategy

Orion's Board of Directors has confirmed the Company's strategy for 2018–2022.

## Operating environment

Orion's strategy is affected by global healthcare megatrends that have material impact on consumption of drugs, the price level of drugs and progress in pharmaceutical research. These megatrends include:

- ageing of population
- advances in science, such as personalised medicine, increased genetic and epigenetic data, developments in drug dosing and developments in diagnostics
- the increasing cost burden of healthcare and consequent need for cost-effective treatments and drugs
- increased personal responsibility for own health

## Mission and values

Orion's mission is to build well-being. Orion builds well-being by bringing to markets drugs and diagnostic tests that give patients help and an effective treatment for their illnesses. An effective drug also creates added value for the patient by improving the quality of life. Underlying Orion's strategy are Orion's values, which characterise the way of working within the Company. These values are:

- mutual trust and respect
- quality, reliability and safety
- customer focus
- innovation
- achievement

## Focus areas

To fulfil its mission and achieve its strategic targets, Orion systematically concentrates on key focus areas and their development. The crucial focus areas for implementing the strategy are:

- **Quality and safety.** High quality, product safety and complying with requirements of authorities are indispensable in the pharmaceutical industry. Orion is continuously and systematically developing these areas so as to be able to respond to the increasing requirements and expectations of stakeholder groups.
- **Competitive product portfolio,** which requires from the Company continuous striving to renew the portfolio: product development, manufacturing, acquisition and effective launching of products and management of their life cycle.
- **Strong corporate culture of working together,** the basis of which is valuable and important work for the customer. Orion wants to be an excellent workplace and a responsible and attractive employer that promotes the well-being of its personnel at work and continuously develops their expertise.
- **Partnerships.** Orion's operations are almost in their entirety based on utilising worldwide networks. Well-managed partnerships and collaborations are a competitive advantage for the Company. This requires Orion to be unprejudiced and open to learning new things from partners and collaborators. Collaboration partnerships must also be managed so that modes of operation and responsibilities are clear, and they have been jointly agreed.
- **Productivity and flexibility.** Under pressure from prices for drugs, Orion needs cost awareness in its operations and seamless co-operation between different parts of the Company to achieve the targeted profitability level. In addition, operations must be flexible and able to react rapidly to changes in the operating environment. Due to its size, Orion can be more agile than large companies and gain a competitive advantage from this.

## Strategic targets

The following strategic targets and their achievement are monitored in the Company with clearly defined indicators:

- **Providing new innovative and cost-effective drugs and treatments for patients.** Orion launches new drugs and diagnostic tests into markets. The product development pipeline has balanced numbers of proprietary products and generic projects in different phases. In its research the Company aims for the best input/output ratio in the field.
- **Working together to benefit the customer.** Orion's personnel are committed and understand the needs of customers. The working atmosphere, customer satisfaction and image of Orion are outstanding.
- **Continuous improvement of performance in sustainability.** Patient safety is the most vital aspect of Orion's corporate responsibility. The key to patient safety is that Orion's products are safe when used appropriately. Managing the Company's environmental responsibilities is an important part of sustainability. Orion's aims additionally include continuous development of the personnel's occupational safety and ability to cope with their work.
- **Growing faster than the markets.** Growth enables a company to develop and take manageable risks. This aim should be achieved by the Company as a whole and in the geographic and product areas in which Orion operates.
- **Strong development of profitability**

## Financial objectives

Through the financial objectives Orion aims to develop the Group's shareholder value and ensure financial stability and profitable growth. Orion's financial objectives are:

- Growing net sales more rapidly than growth of the pharmaceuticals market. Achievement of this objective requires continuous investment in development of the product portfolio.
- Maintaining profitability at a good level. The aim is operating profit that exceeds 25% of net sales.
- Keeping the equity ratio at least 50%.
- Distributing an annual dividend that in the next few years will be at least EUR 1.30 per share, and increasing the dividend in the long term.

In the short term what actually happens may deviate from the objectives.

Promising developments in the R&D project pipeline will probably somewhat increase the Company's research expenses in the next few years. However, agreements already made relating to research projects and their good progress, and possible new agreements with partners relating to other projects are expected to generate material upfront and milestone payments in coming years. Successful projects will have a positive effect on Orion's net sales and especially operating profit even before possible approval of new proprietary drugs and before the actual commencement of product sales.

## Business Reviews

### Pharmaceuticals

#### Review of human pharmaceuticals market

Finland is the most important individual market for Orion, generating about one-third of the total net sales. According to IMS Health statistics, Finnish wholesale of human pharmaceuticals in 2017 was up by 2% on the previous year at EUR 2,378 (2,337) million. Orion maintained its position as leader in marketing pharmaceuticals in Finland. According to statistics collected by IMS Health, Orion's wholesale of human pharmaceuticals in Finland in 2017 was down by 2% compared with the previous year at EUR 294 (300) million. Orion's market share of Finnish pharmaceuticals markets was 12% (13%).

The most important individual therapy area for Orion is still the treatment of Parkinson's disease. Orion's branded Parkinson's drugs containing entacapone (Stalevo®, Comtess® and Comtan®) account for about 10% of the Group's net sales

Total sales of Orion's branded Parkinson's drugs:

EUR or USD million		MAT9/2017	MAT9/2016	Change %
United States	USD	7	9	-20%
Europe TOP 5	EUR	56	75	-24%
Japan	EUR	75	76	-1%

Source: IMS Health pharmaceutical sales statistics MAT9/2017 (10/2016–9/2017)

Europe TOP 5: Germany, United Kingdom, France, Spain and Italy.

Sales of Orion's branded Parkinson's drugs decreased due to generic competition.

According to IMS Health pharmaceutical sales statistics, in Europe total sales of the most common intravenous anaesthetics and intensive care sedatives (propofol, midazolam, remifentanil and dexmedetomidine) in the 12-month period ending in September 2017 were up by 2% at EUR 537 (526) million. According to IMS Health pharmaceutical sales statistics, sales of Orion's Dexdor® intensive care sedative (dexmedetomidine) were up by 42% at EUR 62 (44) million in Europe.

## Net sales and operating profit of the Pharmaceuticals business

In 2017 the Pharmaceuticals business's net sales were EUR 1,034 (1,022) million and its operating profit was EUR 296 (316) million. Milestone payments accounted for EUR 12 (15) million of the net sales and operating profit. They comprised payments related to marketing rights. In addition, late in the year Orion entered as income an advance payment of EUR 4 million, which related to ending of a contract manufacturing agreement.

The operating profit of the Pharmaceuticals business was 29% (31%) of the segment's net sales. Operating profit in the comparative period included EUR 22 million of capital gains on shares.

Net sales of Orion's top ten pharmaceuticals in 2017 were up by 7% at EUR 475 (446) million. They accounted for 46% (44%) of the total net sales of the Pharmaceuticals business.

### Proprietary Products

The product portfolio of Proprietary Products consists of patented prescription products in three therapy areas: central nervous system diseases, oncology and critical care, and Easyhaler® pulmonary drugs.

Net sales of Proprietary Products were EUR 351 (350) million. Sales of Parkinson's drugs continued to decline steadily, but sales of other products developed well.

Orion's drugs for treatment of Parkinson's disease are Stalevo® (active ingredients carbidopa, levodopa and entacapone) and Comtess®/Comtan® (entacapone). Their total net sales in 2017 were down by 16% at EUR 104 (124) million. In the United States Orion's Parkinson's drugs have several generic competitors, and competition is increasing in Europe and also other markets. In Japan Comtan has generic competitors, but generic competition to Stalevo has not yet commenced.

Breakdown of sales of Parkinson's drugs:

EUR million	2017	2016	Change %
Stalevo deliveries to Novartis	55	65	-15%
Comtan deliveries to Novartis	18	24	-28%
Orion's Stalevo sales	25	31	-19%
Orion's Comtess sales	6	4	+52%

Total net sales of the Easyhaler® product family for treatment of asthma and chronic obstructive pulmonary disease were up by 20% in 2017 at EUR 77 (64) million. The increase was mainly due to sales of the budesonide-formoterol combined formulation.

Sales of the budesonide-formoterol combined formulation were up by 46% in 2017 at EUR 40 (27) million. The geographical expansion of the product continued, and it has now been launched in all key European markets. Deliveries to Orion's co-marketing partner Menarini commenced in 2017 in some Southern European countries, and after the review period Menarini launched the product in France. In the end of 2017 Orion and Menarini expanded their collaboration by agreeing that Menarini will distribute the budesonide-formoterol combined formulation in the Asia and Pacific region. In addition, in 2016 Orion entered into an agreement with Hikma Pharmaceuticals PLC on marketing of the budesonide-formoterol combined formulation in the Middle East and North Africa, and the first marketing authorisation applications in the region have been submitted.

In April 2017 Orion submitted a marketing authorisation application for a salmeterol-fluticasone combined formulation in Europe, and the process is progressing according to the planned schedule. Orion is currently expanding Easyhaler production at the Espoo pharmaceuticals production plant.

Sales of Orion's Dexdor® intensive care sedative (dexmedetomidine) also developed favourably, and net sales grew by 13% to EUR 64 (57) million in 2017. In some European countries marketing authorisation has been granted for a generic version of the product, and it is to be assumed that generic competition to the product will gradually expand in the EU. In 2017 there was competition only in Germany. Orion is continuing actions to defend its rights. The impact of generic competition on sales is still difficult to estimate at this stage. Sales of the Precedex® intensive care sedative were up by 28% at EUR 25 (20) million, mainly due to greater deliveries of the pharmaceutical ingredient to the partner than in the comparative period.

Net sales of Simdax®, a drug for treatment of acute decompensated heart failure, in 2017 were up by 2% at EUR 57 (56) million. Simdax is sold in altogether over fifty countries worldwide.

## Specialty Products

Net sales of the Specialty Products business division's off-patent, i.e. generic prescription drugs, self-care products and biosimilars in 2017 were up by 2% at EUR 519 (508) million.

Finland, Scandinavia, and Eastern Europe and Russia are the most important markets for Specialty Products. In Scandinavia sales were up by 14% at EUR 94 (82) million. In Eastern Europe and Russia sales were up by 10% at EUR 65 (59) million. The business division's sales in Finland in 2017 were down by 2% at EUR 292 (300) million due to, among other things, the change made to the pricing system for prescription drugs in Finland at the beginning of 2017, which reduced sales by about EUR 15 million in 2017. In addition, the delivery problems of Oriola Finland Oy, the pharmaceuticals distributor used by Orion in Finland, had a downward effect on sales of Specialty Products in Finland. However, because of the temporary arrangements initiated by Orion, the delivery problems did not have any material direct effects. In addition to Oriola Finland Oy, there are also other distributors temporarily distributing certain Orion products.

Net sales of Remsima®, a biosimilar for treatment of rheumatoid arthritis among other things, were up by 34% at EUR 57 (42) million in 2017. However, competition has intensified and the price level has declined. In the future, development of sales of the product will be based on success in the national tendering competitions in Norway and Denmark. Orion did not win the national tendering competition for 2018 in Norway, nor the national tendering competition held in autumn 2017 in Denmark. At the beginning of 2018 Orion launched another biosimilar, Ritemvia® (Celltrion's rituximab biosimilar) for which Orion has the distribution rights in the Nordic countries and Estonia. Sales of the product are commencing. The schedule and the indications will vary according to the country-specific patent situation and opening of tendering competitions. However, sales of the product are expected to be less than for Remsima.

Sales of generic entacapone products were up by 42% at EUR 19 (13) million in 2017, which partially compensated for the decline in sales of branded Parkinson's products.

## Animal Health

In the Nordic countries and some Eastern European markets Orion itself sells veterinary drugs, and in other markets the Company operates through partners. In addition, in the Nordic countries Orion markets and sells veterinary drugs manufactured by several other companies. Orion's Animal Health business division has a strong market position in the Nordic countries, its home markets.

Net sales of the Animal Health business division in 2017 were down by 2% at EUR 76 (77) million. Sales of the animal sedative product family were up on the previous year by 9% at EUR 31 (28) million and accounted for 40% (36%) of the division's net sales. The product family comprises Orion's animal sedatives Dexdomitor® (dexmedetomidine), Domitor® (medetomidine) and Domosedan® (detomidine), and antagonist Antisedan® (atipamezole), which reverses the effects of the sedatives.

## Fermion

Fermion manufactures active pharmaceutical ingredients for Orion and other pharmaceutical companies. Its product range comprises nearly 30 pharmaceutical ingredients. For other pharmaceutical companies Fermion manufactures generic pharmaceutical ingredients and offers contract manufacturing services for development and manufacturing of new active pharmaceutical ingredients.

Fermion's sales developed favourably. The business division's net sales in 2017 excluding deliveries for Orion's own use were up by 7% at EUR 51 (48) million and accounted for over one-half of Fermion's entire net sales. In recent years order cycles in the trade in pharmaceutical raw materials have become ever shorter, and this has led to clearly greater fluctuation in business volume than before within each year and between different years. Fermion's significant over EUR 30 million expansion investment at its Hanko manufacturing plant has progressed as planned and it is estimated that the new production plant will be completed during 2018.

## Research and development

The Group's R&D expenses in 2017 were down by 11% at EUR 105 (118) million due to, among other things, the timing of research projects. The Pharmaceuticals business accounted for EUR 99 (112) million of the R&D expenses. The Group's R&D expenses accounted for 10% (11%) of the Group's net sales. R&D expenses also include expenses related to development of the current portfolio.

In December 2016 Orion completed trials with a salmeterol-fluticasone combined formulation in the Easyhaler® product family. Based on the positive findings, in April 2017 Orion submitted a marketing authorisation application for the product in Europe. In this formulation fluticasone acts as an anti-inflammatory agent and salmeterol acts as a long-acting bronchodilator.

Orion has commenced a new project to expand the Easyhaler® product family. The Company is developing a tiotropium formulation for European markets, and a bioequivalence study with the formulation is ongoing. Tiotropium is a long-acting anticholinergic bronchodilator used in treatment of chronic obstructive pulmonary disease.

In 2014 Orion commenced global collaboration with Bayer in the development and commercialisation of the novel oral androgen receptor antagonist darolutamide (ODM-201). The companies have an ongoing joint Phase III clinical trial (ARAMIS) for evaluation of the efficacy and safety of darolutamide in patients with non-metastatic castration-resistant prostate cancer (nmCRPC).

In 2016 Orion and Bayer agreed to expand the darolutamide development programme and towards the end of the year commenced a new Phase III trial (ARASENS). The trial evaluates the efficacy and safety of the drug candidate in combination with standard androgen deprivation therapy (ADT) and the chemotherapy drug docetaxel in patients having newly diagnosed metastatic hormone-sensitive prostate cancer (mHSPC) who are starting hormone therapy.

In 2016 Orion completed the Phase II clinical trial with orally administered levosimendan (ODM-109) for treatment of patients with amyotrophic lateral sclerosis (ALS). Although the trial did not achieve its primary objective, the findings were, however, promising. Based on the findings, Orion is planning to continue the development programme. The US Food and Drug Administration (FDA) has granted ODM-109 Orphan Drug Designation.

Orion has completed a Phase IIa clinical trial in the development of an alpha-2c adrenoceptor antagonist (ORM-12741). The trial, conducted in collaboration with Janssen Pharmaceuticals, Inc., investigated the efficacy of two different drug formulations in treatment of agitation and aggression symptoms related to Alzheimer's disease. In addition, the efficacy on cognitive performance as well as safety of the compound was evaluated. The trial did not meet the efficacy objectives set for the product. The results will be evaluated together with Janssen Pharmaceuticals, Inc. and the decision on the continuation of the project will be made later.

Orion has an ongoing Phase II clinical trial with a drug candidate for treatment of symptoms of Parkinson's disease in which a new levodopa/carbidopa formulation is combined with the COMT inhibitor (ODM-104) developed by Orion. In the trial the product will be compared with a Stalevo product already in the markets in which the active ingredients are the COMT inhibitor entacapone, carbidopa and levodopa.

Orion has an ongoing Phase II clinical trial with a new targeted FGFR+VEGFR inhibitor (ODM-203) for treatment of cancers. The trial will investigate the efficacy of the drug candidate in slowing the growth of solid cancerous tumours in patients in which FGFR changes in cancerous tumours have been detected.

Orion has an ongoing Phase I clinical trial with a BET protein inhibitor (ODM-207) which inhibits transcription of key oncogenes such as Myc in many cancers. In preclinical studies, ODM-207 has shown antiproliferative effects in several solid tumour cell lines. The trial will investigate the safety and the tolerability of the drug candidate and provisionally its efficacy in cancer patients.

In addition, Orion has several projects in the early research phase investigating central nervous system diseases, cancer and neuropathic pain, among others.

In 2017 Orion launched its new R&D organisation. With the new organisation, Orion is expanding its drug development competence to include also biological drugs.

## Diagnostics

Orion Diagnostica manufactures convenient and quick in vitro diagnostic tests and testing systems suitable for point-of-care testing. Net sales of the Diagnostics business in 2017 were down by 2% at EUR 54 (55) million, mainly due to the timing of purchases by one collaboration partner.

The operating profit of the Diagnostics business was up 6% at EUR 8.9 (8.4) million following streamlining of its operations. The operating profit accounted for 17% (15%) of the segment's net sales.

QuikRead® point-of-care tests remained the main product, with sales at similar level to the previous year. With the help of CRP tests from the QuikRead go® product family in infectious disease diagnostics, antibiotic treatment can be targeted at patients that need it and unnecessary use of antibiotics avoided in situations in which a patient would not benefit from them. Avoiding unnecessary antibiotic treatment helps in tackling the growing problem of antibiotic resistance. The QuikRead go® product family also includes other diagnostic tests for detection of tonsillitis caused by streptococcus A bacteria and for detection of bleeding from the lower gastrointestinal tract, among other things. The product family is also growing with four new tests, including a new glycosylated haemoglobin test for monitoring diabetes treatment.

On 23 January 2018 Orion announced that it had decided to investigate the possible sale of Orion Diagnostica or other transaction that would result in transfer of Orion Diagnostica outside the Orion Group. A possible result of the investigation may also be that Orion Diagnostica will continue part of the Orion Group.

In the 2017 financial period Orion Diagnostica's net sales were about 5% of the Orion Group's net sales and its operating profit was about 3% of the Group's operating profit. Its assets were EUR 52 million, which is about 5% of the Group's assets. At the end of 2017 Orion Diagnostica had 282 employees, which is about 8% of the Orion Group's employees.

Orion Diagnostica operates as an independent business and it has no material business synergies with the Pharmaceuticals business.

At this stage there is still considerable uncertainty concerning the schedule, implementation and outcome of the investigation that has commenced.

## Shares and shareholders

On 31 December 2017 Orion had a total of 141,257,828 (141,257,828) shares, of which 37,120,346 (38,294,154) were A shares and 104,137,482 (102,963,674) B shares. The Group's share capital was EUR 92,238,541.46 (92,238,541.46). At the end of 2017 Orion held 675,401 (783,366) B shares as treasury shares. On 31 December 2017 the aggregate number of votes conferred by the A and B shares was 845,869,001 (868,063,388) excluding treasury shares.

At the end of 2017, Orion had 57,339 (48,547) registered shareholders.

### Voting rights conferred by shares

Each A share entitles its holder to twenty (20) votes at General Meetings of Shareholders and each B share one (1) vote. However, a shareholder cannot vote more than 1/20 of the aggregate number of votes from the different share classes represented at a General Meeting of Shareholders. The Company itself and Orion Pension Fund do not have the right to vote at an Orion Corporation General Meeting of Shareholders.

Both share classes, A and B, confer equal rights to the Company's assets and dividends.

### Conversion of shares

The Articles of Association entitle shareholders to demand the conversion of their A shares to B shares within the limitation on the maximum number of shares of a class. In 2017 in total 1,173,808 shares were converted.

### Trading in Orion's shares

Orion's A shares and B shares are quoted on Nasdaq Helsinki in the Large Cap group under the Healthcare sector heading under the trading codes ORNAV and ORNBV. Trading in both of the Company's share classes commenced on 3 July 2006, and information on trading in the Company's shares has been available since this date.

On 31 December 2017 the market capitalisation of the Company's shares, excluding treasury shares, was EUR 4,406 million.

In 2017 a total of 3,197,610 A shares and 86,593,836 B shares were traded on Nasdaq Helsinki. The total value of the shares traded was EUR 3,882 million. During the year, 8.5% of the A shares and 83.5% of the B shares were traded. The average turnover in Orion's shares was 63.6%.

The price of Orion's A shares decreased by 24% and the price of its B shares by 27% during 2017. On 31 December 2017 the closing quotation was EUR 32.07 for the A shares and EUR 31.08 for the B shares. The highest quotation for Orion's A shares in 2017 was EUR 58.35 and the lowest quotation was EUR 31.21. The highest quotation for the B shares in 2017 was EUR 58.50 and the lowest quotation was EUR 29.72.

Orion shares are also traded on various alternative trading platforms in addition to Nasdaq Helsinki. In 2017 Nasdaq Helsinki accounted for about 96% of the entire trading volume in Orion A shares. In 2017 Nasdaq Helsinki accounted for about 64% of the entire trading volume in Orion B shares (source: Fidessa Fragmentation Index).

## Authorisations of the Board of Directors

Orion's Board of Directors was authorised by the Annual General Meeting on 22 March 2016 to decide on acquisition of shares in the Company and on a share issue in which shares held by the Company can be conveyed. The authorisation to acquire shares was utilised during 2016.

The Board of Directors is authorised to decide on conveyance of no more than 600,000 Orion Corporation B shares held by the Company. The authorisation to issue shares is valid for five years from the decision taken by the Annual General Meeting. The terms and conditions of the authorisation were reported in more detail in a stock exchange release on 22 March 2016.

The Board of Directors is not authorised to increase the share capital or to issue bonds with warrants or convertible bonds or stock options.

## Share-based Incentive Plans

The Group has two currently operating share-based incentive plans for key persons of the Group: Orion Group's Long-Term Incentive Plan 2013 and Orion Group's Long-Term Incentive Plan 2016, which were announced in stock exchange releases published on 5 February 2013 and on 2 February 2016.

On 1 March 2017 Orion transferred altogether 107,965 Orion Corporation B shares held by the Company as a share reward for earning periods 2014–2016 and 2016 to the key persons employed by the Orion Group and belonging to the incentive plans of the Orion Group.

Shares received based on the one-year earning periods under both share-based incentive plans cannot be transferred during the restricted period defined for the plan. For the three-year earning periods, there is no restricted period.

## Share ownership

Orion's shares are in the book-entry system maintained by Euroclear Finland, and Euroclear Finland maintains Orion's official shareholder register.

At the end of 2017, Orion had a total of 57,339 (48,547) registered shareholders, of whom 95% (96%) were private individuals holding 40% (39%) of the entire share stock and 62% (61%) of the total votes. There were altogether 56 (61) million nominee-registered and foreign-owned shares, which was 40% (43%) of all shares, and they conferred entitlement to 9% (9%) of the total votes.

At the end of 2017 Orion held 675,401 (783,366) B shares as treasury shares, which is 0.5% (0.6%) of the Company's total share stock and 0.08% (0.09%) of the total votes.

## Notification threshold

There were no threshold notifications during 2017.

## Management's shareholdings

At the end of 2017, the members of the Board of Directors owned a total of 75,429 of the Company's shares, of which 39,728 were A shares and 35,701 B shares. At the end of 2017, the President and CEO owned 92,519 of the Company's shares, which were all B shares. The members of the Group's Executive Management Board (excluding the President and CEO) owned a total of 145,660 of the Company's shares, which were all B shares. Thus, the Company's executive management held 0.22% of all of the Company's shares and 0.13% of the total votes.

The Company does not have stock option programmes.

## Corporate Governance

The operations and activities of Orion Corporation and its subsidiaries (the Orion Group) are based on compliance with laws and regulations issued thereunder, as well as with ethically acceptable operating practices. The tasks and duties of the different governance bodies of the Group are determined in accordance with legislation and the corporate governance principles of the Group.

In its governance, Orion Corporation follows the Finnish Corporate Governance Code 2015 for companies listed on Nasdaq Helsinki Ltd. Orion Corporation departs from the Code's recommendation No. 15 concerning the election of members to the Nomination Committee, which can also include persons other than members of the Board. More detailed information on compliance with the Corporate Governance Code and departure from it can be found on Orion's website at [www.orion.fi/en](http://www.orion.fi/en).

The management system of the Orion Group consists of the Group level functions and business divisions. In addition, the system includes the organisation of the administration of the legal entities. For the steering and supervision of operations, the Group has a control system for all levels.

The parent company of the Group is Orion Corporation, whose shareholders exercise their decision-making power at a General Meeting of Shareholders in accordance with the Limited Liability Companies Act and the Articles of Association. General Meetings of Shareholders elect the Board of Directors and decide on amendments to the Articles of Association, issuance of shares and repurchase of the Company's own shares, among other things.

The Board of Directors of Orion Corporation handles and decides all the most important issues relating to the operations of the whole Group or any units irrespective of whether the issues legally require a decision of the Board of Directors. The Board also ensures that good corporate governance practices are followed in the Orion Group.

The Board of Directors of the parent company comprises at least five and at most eight members elected by a General Meeting of Shareholders. The term of the members of the Board of Directors ends at the end of the Annual General Meeting of Shareholders following the election. A General Meeting of Shareholders elects the Chairman of the Board of Directors, and the Board of Directors elects the Vice Chairman of the Board of Directors, both for the same term as the other members.

The President and CEO of the parent company is elected by the Board of Directors. In accordance with the Limited Liability Companies Act, the President and CEO is in charge of the day-to-day management of the Company in accordance with instructions and orders issued by the Board of Directors. In addition, the President and CEO ensures that the bookkeeping of the Company complies with the law and that its asset management is arranged in a reliable way.

If the service contract of the President and CEO is terminated on the Company's initiative, the notice period is 6 months. If the service contract is terminated on the initiative of the President and CEO, the notice period is 6 months, unless otherwise agreed. The service ends at the end of the notice period. If the service contract is terminated either on the Company's initiative or on the initiative of the President and CEO because of a breach of contract by the Company, the President and CEO will be compensated with a total sum corresponding to the monetary salary for 18 months, unless otherwise agreed. No such separate compensation will be paid if the President and CEO resigns at his own request for reasons other than a breach of contract by the Company.

Orion publishes its Corporate Governance Statement separately from the Report by the Board of Directors on the Company's website at [www.orion.fi/en](http://www.orion.fi/en).

## Annual General Meeting on 22 March 2017

Orion Corporation's Annual General Meeting was held on 22 March 2017 in Messukeskus Helsinki, Expo and Convention Centre. In addition to matters in accordance with Section 10 of the Articles of Association and Chapter 5, Section 3 of the Limited Liability Companies Act, the meeting dealt with proposals to amend Sections 5 and 9(1) of the Articles of Association.

Distribution of a dividend of EUR 1.35 per share was approved for 2016, in accordance with the Board's proposal. In addition, in honor of Orion's centenary, an extra dividend of EUR 0.20 per share, i.e., in total a dividend of EUR 1.55 per share was approved.

The decisions taken by the Annual General Meeting and the organising meeting of the Board of Directors were reported in stock exchange releases on 22 March 2017.

## Annual General Meeting on 20 March 2018

Orion Corporation's Annual General Meeting will be held on Tuesday 20 March 2018 in Messukeskus Helsinki, Expo and Convention Centre commencing at 14:00.

## Significant risks and uncertainties

Risk management constitutes a significant part of Orion Group's management system and is an integral part of the Company's responsibility structure and business operations. The aim is to identify, measure and manage the risks that might threaten the Company's operations and the achievement of the objectives set for the Company.

Overall risk management processes, practical actions and the definition of responsibilities are developed by means of regular risk identification approaches covering the following areas:

- strategic risks, including research and development risks and threats in the operating environment that could become risks to business operations
- operational risks, including sales and business risks, corporate security risks and data security risks, and risks related to corporate responsibility, such as environmental risks and risks related to patient safety
- potential threats of disruption to production and the delivery chain, and assessment of their impact and contingency plans
- financial risks, including market, credit and liquidity risks.

Operational risk management also includes project-specific risk management.

## Agreements referred to in Ministry of Finance decree 1020/2012, Section 8, Paragraph 1, Subparagraph 11

Orion and its marketing partner Novartis have marketing agreements concerning the Comtess®/Comtan® and Stalevo® drugs. These agreements include terms concerning change of control in the company that entitle a party to terminate the agreement in certain circumstances, as referred to in the Ministry of Finance Decree 1020/2012, Section 8, Paragraph 1, Subparagraph 11.

## Personnel

The average number of employees in the Orion Group in 2017 was 3,513 (3,446). At the end of 2017 the Group had a total of 3,464 (3,469) employees, of whom 2,786 (2,796) worked in Finland and 678 (673) outside Finland.

Salaries and other personnel expenses in 2017 totalled EUR 218 (224) million.

## Non-financial reporting

Orion is committed to continuously improving its performance in sustainability. The Company strives to achieve the high objectives it has set for managing matters related to the environment, occupational health and safety, and human resources, and ensuring its operations are ethical.

## Environment, social matters and personnel

### Policies

Orion's environmental, health and safety (EHS) policy defines the Group-level commitment on how Orion manages environmental matters and promotes the well-being of its workforce. The environmental management system, for managing and developing

environmental matters, is built upon the principles set out in the ISO 14001 environmental standard. In the development of energy efficiency Orion applies the principles of the ETJ+ energy management system and practices consistent with the ISO 50001 standard. In management of occupational health and safety, Orion applies OHSAS 18001 guidelines, and the ISO 45001 standard that will replace the former one in the future. The Company complies with valid legislation, and with other regulations and requirements concerning its operations.

Orion's human resources policy defines the principles adopted in the Orion Group concerning human resources management and attending to human resources matters. There shall be compliance with legislation, collective agreements, occupational health and safety regulations, and other obligations in attending to human resources matters. In its operations, the Company complies with the principles of equality and fairness. The aim of the Group's values, management principles, ethical guidelines and policies is to ensure that the Company operates in a socially responsible manner concerning its personnel and working conditions. The human resources policy defines what well-being at the workplace means in Orion, and the responsibilities for developing the workforce and promoting the working and functional capabilities of its employees.

### Risks and risk management

Risks related to the environment, social matters and personnel are identified and managed as part of the Group's overall risk assessment and management process. Various organisations' expertise and co-operation are utilised in assessing and managing risks with the aim of continuously improving operations. The Group's environmental, health and safety (EHS) guidelines define procedures and responsibilities for predicting, preventing and observing exceptional events and situations causing possible harm. In addition, the guidelines define how to identify, assess, deal with and manage the risks of these situations. Management of EHS matters is monitored through annual internal audits. Operations are continuously being improved by identifying development objectives. The EHS risk management process also includes procedures for selecting and managing suppliers and partners.

Orion's environmental impacts relate to consumption of raw materials, energy and water, emissions into the air and waste water, and the amounts of waste created by operations. All of the Group's production plants are in Finland, and the manufacturing plants have the valid environmental permits required for operations.

### Key figures and results

Orion continuously measures and monitors matters related to the environment, social impacts and personnel, and reports on them annually in its Sustainability Report. The key figures concerning operations relate to energy and the well-being of employees.

#### Total energy consumption

In 2017 the total absolute energy consumption<sup>1</sup>, including electricity, heating and fuels consumed by Orion, was 160,818 MWh.

#### Energy-saving measures

Orion is committed to the extension period of the joint Energy Efficiency Programme for the members of the Confederation of Finnish Industries (EK)<sup>2</sup>. For Orion, this means a saving of slightly over 12,000 MWh, and 31% of this was achieved in 2017.

In 2017, the energy savings achieved by the saving measures and by improving energy efficiency was 3,725 MWh<sup>3</sup>.

#### Occupational well-being of personnel: Workplace injuries and sick leave of the personnel

By taking care of the occupational health and well-being of the personnel at work, Orion aims to ensure that Orion employees are fit for work and healthy at work, and not exposed to occupational diseases. Achievement of this is shown by the following occupational well-being indicators<sup>4</sup>:

Work place injury rate (LTI 1)<sup>5</sup>: 6.3

Absence due to illness (hours of absence due to illness as percentage of total theoretical working hours)<sup>6</sup>: 3.0%

<sup>1</sup> The reported energy consumption covers the Orion Group's properties in Finland except for those that do not contribute significantly to the total and have no production operations. The Group has no production plants outside Finland. Rented offices abroad are excluded from this report.

<sup>2</sup> Under the new programme, the savings target for 2025 is 7.5% of energy consumption in 2016, and the intermediate target is 4% by 2020.

<sup>3</sup> Energy savings are estimates calculated in compliance with the guidelines of the Energy Authority.

<sup>4</sup> The reporting of injuries and sick leave covers the Orion Group's employees in Finland.

<sup>5</sup> Indicates the workplace injury rate as injuries causing an absence of at least one day per million total actual working hours.

<sup>6</sup> Absences due to illness as percentage of total theoretical working hours for own personnel.

## Respect for human rights, and prevention of corruption and bribery

### Policies

Orion's Code of Conduct defines the Group's ethical practices and commitment to complying with laws, ethically approved practices and respect for human rights. Orion expects all its personnel to comply with the Code of Conduct and practices resulting from it. Correspondingly, the ethical guidelines of the Supplier Code of Conduct applying to Orion's suppliers define the minimum requirements to which Orion expect its partners to be committed. In addition to regulatory requirements, they include key principles for business operations concerning sustainability and ethics.

Orion's aim is to comply with human rights obligations in all its operations. The Company strives to ensure that there are no violations of them in its own and its collaboration partners' operations. Orion complies with and respects the United Nations Universal Declaration of Human Rights and Declaration on the Rights of Indigenous Peoples, and the principles in ILO conventions, and expects the same from its partners.

The principles that are included in the Code of Conduct and the anti-corruption policy require that employees refuse to offer or take a bribe, or any comparable benefit. Orion has zero tolerance of all forms of bribery and corruption in its business operations.

### Risks and risk management

Orion expects the suppliers in its supply chain to comply with Orion's requirements and the Supplier Code of Conduct. In selecting its suppliers, the Company has a critical approach as regards so-called risk countries where there is a risk of human rights or labour rights violations and/or exploitation of child labour, and where national labour legislation is weak or at least poorly monitored. Orion manages risks in its supply chain through its due diligence practices. Suppliers' compliance with regulations and requirements are monitored through regular or random assessment questionnaires and undertaking risk-based audits of their facilities and operations. Persons working for the Orion Group are expected to be familiar with the Code of Conduct.

Identifying and assessing risks relating to corruption is part of the comprehensive overall Group Risk Management. Assessing bribery risks is a standard part of, among other things, preparation of all collaboration agreements. The Company regularly and systematically educates and trains its personnel to internalise the purpose and importance of these principles. The training is compulsory for selected personnel.

For reporting any misconduct, Orion has a public whistleblowing channel that complements the usual communications and reporting channels. The channel promotes good governance and ethical operations, and improves processes after any reported incident. Orion encourages the personnel to bring to the attention of the Company's management their experiences, observations and suspicions about behaviour suggesting violation of human rights, as well as any other activity breaching the ethical codes. Orion investigates and deals with cases quickly, confidentially and impartially, and takes appropriate case-specific measures to stop behaviour and activity violating the principles.

### Key figures and results

Orion was not made aware of any human rights violations in its own operations through the whistleblowing channel in 2017. The number of personnel receiving anti-corruption training in 2017 was 2,808.

## Product quality and safety

### Policies

Ensuring patient safety is a basic guiding value in all Orion's operations. The Company ensures that the drugs developed, manufactured and marketed are proven to be safe for their users, effective for the indications for which they are approved, and consistent with the quality standards set for them.

Orion continuously monitors the safety of products, manages risks throughout the life cycle of a product and takes timely and appropriate measures to ensure safe use of products and patient safety. Orion maintains the pharmacovigilance system required by legislation and regulatory requirements, and compliance with legislation and regulatory requirements is monitored by internal audits and audits conducted by authorities.

The quality of Orion's products is ensured by rigorous management of the entire supply chain irrespective of the location of raw materials and product manufacture. The Company inspects manufacturing sites regularly to assess the adequacy of the quality system. Orion analyses each raw material and product batch to ensure that quality requirements set in advance for the product are met, undertakes process controls and checks that activities have been appropriately documented. In compliance with EU

legislation and the Finnish Medicines Act, the so-called Qualified Person in the quality assurance organisation decides when a product batch is released for sale and is responsible for ensuring that the product meets all the conditions set in the marketing authorisation by the authorities. The shelf life of products and any customer complaints are monitored throughout the entire product life. Immediate action is taken if any deficiency in product quality is detected.

As a manufacturer of diagnostic products, Orion ensures that the test and test systems function as planned and produce reliable results on the health of the patient as a basis for the right decisions about treatment. In its operations, Orion Diagnostica complies with the requirements for IVD diagnostic product safety, such as the EU IVD directive, the requirements of the US Food and Drug Administration (FDA) and other national authorities, and ISO 9001 and ISO 13485 standards, among other things.

### Risks and risk management

Risks and risk management relating to patient safety in the Orion Group are described in more detail in Orion's Corporate Governance Statement at 9.2.1.2. Research and development risks, at 9.2.2.2. Risks associated with pharmaceutical production and at 9.2.2.4. Product liability risks.

### Key figures and results

Key figures for audits of Orion's operations and audits carried out by the Company include GxP audits and EHS issues, i.e. environmental, occupational health and safety inspections. The number of customer complaints about the Pharmaceuticals business's operations is reported as the number per million packages (ppm).

	2017
<b>Number of audits of Orion's operations</b>	81
Audits by authorities	19
Audits by collaboration partners	62
Critical observations	2
<b>Number of audits undertaken by Orion</b>	309
Critical observations	21
Rejections	4
<b>Number of customer complaints about Pharmaceuticals Business (ppm)</b>	64

## Significant legal proceedings

Companies belonging to the Orion Group are parties to various legal disputes, which are not, however, considered to be significant legal proceedings for the Group.

# Basic information on Orion's shares

<b>31 December 2017</b>	<b>A share</b>	<b>B share</b>	<b>Total</b>
Trading code on Nasdaq Helsinki	ORNAV	ORNBV	
Listing day	1 Jul 2006	1 Jul 2006	
ISIN code	FI0009014369	FI0009014377	
ICB code	4500	4500	
Reuters code	ORNAV.HE	ORNBV.HE	
Bloomberg code	ORNAV.FH	ORNBV.FH	
Share capital, EUR million	24.2	68.0	92.2
Counter book value per share, EUR	0.65	0.65	
Total number of shares	37,120,346	104,137,482	141,257,828
% of total share stock	26%	74%	100%
Number of treasury shares		675,401	675,401
Total number of shares excluding treasury shares	37,120,346	103,462,081	140,582,427
Minimum number of shares			1
Maximum number of A and B shares, and maximum number of all shares	500,000,000	1,000,000,000	1,000,000,000
Votes per share	20	1	
Number of votes excluding treasury shares	742,406,920	103,462,081	845,869,001
% of total votes	88%	12%	100%
Total number of shareholders	18,254	44,913	57,339

A shares and B shares confer equal rights to the Company's assets and dividends.

**Ownership base by type of shareholder**

<b>31 December 2017</b>	<b>Owners</b>	<b>%</b>	<b>A shares</b>	<b>%</b>	<b>B shares</b>	<b>%</b>	<b>Total shares</b>	<b>%</b>	<b>Total votes</b>	<b>%</b>
Households	54,600	95.22	24,490,527	65.98	31,404,009	30.16	55,894,536	39.57	521,214,549	61.57
Nominee-registered and foreign shareholders	223	0.39	1,023,048	2.76	55,268,627	53.07	56,291,675	39.85	75,729,587	8.95
Public sector entities	43	0.07	2,787,644	7.51	6,032,846	5.79	8,820,490	6.24	61,785,726	7.30
Non-financial and housing corporations	1,734	3.02	5,760,972	15.52	2,989,438	2.87	8,750,410	6.19	118,208,878	13.96
Non-profit organisations	677	1.18	2,907,148	7.83	3,605,059	3.46	6,512,207	4.61	61,748,019	7.29
Financial and insurance institutions	61	0.11	86,337	0.23	4,100,738	3.94	4,187,075	2.96	5,827,478	0.69
Others	0	0.00	64,670	0.17	61,364	0.06	126,034	0.09	1,354,764	0.16
Number of treasury shares	1	0.00	0	0.00	675,401	0.65	675,401	0.48	675,401	0.08
<b>Total</b>	<b>57,339</b>	<b>100.00</b>	<b>37,120,346</b>	<b>100.00</b>	<b>104,137,482</b>	<b>100.00</b>	<b>141,257,828</b>	<b>100.00</b>	<b>846,544,402</b>	<b>100.00</b>

**Ownership base by number of shares**

<b>31 December 2017</b>	<b>Owners</b>	<b>%</b>	<b>A shares</b>	<b>%</b>	<b>B shares</b>	<b>%</b>	<b>Total shares</b>	<b>%</b>	<b>Total votes</b>	<b>%</b>
1–100	20,439	35.65	304,895	0.82	825,443	0.79	1,049,349	0.74	6,095,350	0.72
101–1,000	27,353	47.70	3,170,383	8.54	9,095,514	8.73	10,812,049	7.65	57,644,427	6.81
1,001–10,000	8,679	15.14	8,945,655	24.10	16,792,554	16.13	24,379,467	17.26	180,697,407	21.35
10,001–100,000	789	1.38	8,333,158	22.45	10,085,132	9.68	20,025,269	14.18	193,268,105	22.83
100,001–1,000,000	66	0.12	8,722,549	23.50	9,374,872	9.00	17,133,590	12.13	177,649,257	20.99
1,000,001–	12	0.02	7,579,036	20.42	57,227,202	54.95	67,056,669	47.47	229,159,691	27.07
In joint account	0	0.00	64,670	0.17	61,364	0.06	126,034	0.09	1,354,764	0.16
<b>Total</b>	<b>57,338</b>	<b>100.00</b>	<b>37,120,346</b>	<b>100.00</b>	<b>103,462,081</b>	<b>99.35</b>	<b>140,582,427</b>	<b>99.52</b>	<b>845,869,001</b>	<b>99.92</b>
of which nominee registered	11	0.02	703,136	1.89	54,082,410	52.27	54,785,546	38.97	68,145,130	8.06
Number of treasury shares	1	0.00	0	0.00	675,401	0.65	675,401	0.48	675,401	0.08
<b>Total</b>	<b>57,339</b>	<b>100.00</b>	<b>37,120,346</b>	<b>100.00</b>	<b>104,137,482</b>	<b>100.00</b>	<b>141,257,828</b>	<b>100.00</b>	<b>846,544,402</b>	<b>100.00</b>

**Largest shareholders<sup>1</sup>**

<b>31 December 2017</b>	<b>A shares</b>	<b>B shares</b>	<b>Total shares</b>	<b>% of total shares</b>	<b>Total votes</b>	<b>% of total votes</b>	<b>Order by number of votes</b>
Ilmarinen Mutual Pension Insurance Company	1,948,540	1,060,254	3,008,794	2.13%	40,031,054	4.73 %	3.
2. Erkki Etola and companies	2,500,000	300,000	2,800,000	1.98%	50,300,000	5.94%	1.
Etola Erkki	200,000	0			4,000,000		
Etola Oy	2,300,000	0			46,000,000		
Tiiviste-Group Oy		300,000			300,000		
Land and Water Technology Foundation and companies	2,083,360	0	2,083,360	1.47%	41,667,200	4.92%	2.
Land and Water Technology Foundation	1,034,860	0			20,697,200		
Tukinvest Oy	1,048,500	0			20,970,000		
Social Security Institution of Finland, KELA	0	1,658,368	1,658,368	1.17%	1,658,368	0.20%	14.
5. Ylppö Jukka	1,247,136	297,729	1,544,865	1.09%	25,240,449	2.98%	4.
Elo Mutual Pension Insurance Company	292,800	1,000,000	1,292,800	0.92%	6,856,000	0.81%	12.
7. The State Pension Fund	0	1,075,000	1,075,000	0.76%	1,075,000	0.13%	15.
8. Into Ylppö and controlling votes	785,492	242,848	1,028,340	0.73%	15,952,688	1.88%	6.
Ylppö Into	577,936	240,200			11,798,920		
Ylppö Eeva	110,778	1,324			2,216,884		
Ylppö Aurora	96,778	1,324			1,936,884		
9. OP-Finland Fund	0	950,000	950,000	0.67%	950,000	0.11%	16.
10. Aho Group Oy's controlling votes	809,085	2,429	811,514	0.57%	16,184,129	1.91%	5.
Aava Terveyspalvelut Oy	358,230	4			7,164,604		
Kliinisen Kemian Tutkimussäätiö	107,800	0			2,156,000		
Aho Juhani	121,819	0			2,436,380		
Aho Kari Jussi	59,000	0			1,180,000		
Porkkala Miia	31,115	0			622,300		
Lappalainen Annakaija	40,944	2,000			820,880		
Aho Antti Jussi	43,262	0			865,240		
Aho Ville Jussi	46,915	425			938,725		

<b>31 December 2017</b>	<b>A shares</b>	<b>B shares</b>	<b>Total shares</b>	<b>% of total shares</b>	<b>Total votes</b>	<b>% of total votes</b>	<b>Order by number of votes</b>
Jouko Brade (deceased's estate) and companies	597,889	157,808	755,697	0.53%	12,115,588	1.43%	9.
Brade Jouko (deceased's estate)	181,000	4,400			3,624,400		
Brade Oy	726	100			14,620		
Medical Investment Trust Oy	414,974	151,573			8,451,053		
Lamy Oy	1,152	235			23,275		
Helsinki Investment Trust Oy	37	1,000			1,740		
Helsinki Securities Oy	0	500			500		
12. Saastamoinen Foundation	694,996	0	694,996	0.49%	13,899,920	1.64%	7.
13. Orion Pension Fund <sup>2</sup>	544,000	102,924	646,924	0.46%	10,982,924	1.30%	10.
14. Eero Karvonen and companies	615,500	26,433	641,933	0.45%	12,336,433	1.46%	8.
Karvonen Eero (deceased's estate)	80,000	9,762			1,609,762		
EVK-Capital Oy	535,500	16,671			10,726,671		
15. Swiss National Bank	0	463,383	463,383	0.33%	463,383	0.05%	17.
16. Nordea Life Assurance Finland Ltd.		439,034	439,034	0.31%	439,034	0.05%	18.
17. Oy Ingman Finance Ab	425,000	10,000	435,000	0.31%	8,510,000	1.01%	11.
18. Orion Research Fund	132,996	282,514	415,510	0.29%	2,942,434	0.35%	13.
Varma Mutual Pension Insurance Company	0	413,609	413,609	0.29%	413,609	0.05%	19.
20. Nordea Pro Finland Fund	0	388,539	388,539	0.28%	388,539	0.05%	20.
<b>20 largest shareholders total</b>	<b>12,676,794</b>	<b>8,870,872</b>	<b>21,547,666</b>	<b>15.25%</b>	<b>262,406,752</b>	<b>31.00%</b>	
Nominee-registered	703,136	54,082,410	54,785,546	38.78%	68,145,130	8.05%	
Others	23,740,416	40,508,799	64,249,215	45.5%	515,317,119	60.9%	
Orion's treasury shares <sup>2</sup>	0	675,401	675,401	0.48%	675,401	0.08%	
<b>Total</b>	<b>37,120,346</b>	<b>104,137,482</b>	<b>141,257,828</b>	<b>100.0%</b>	<b>846,544,402</b>	<b>100.0%</b>	

<sup>1</sup> The list includes the direct holdings and votes of the Company's major shareholders, corresponding holdings of organisations or foundations controlled by a shareholder in so far as they are known to the issuer, holdings of a pension foundation or pension fund of a shareholder or an organisation controlled by a shareholder, and other holdings the use of which the shareholder, alone or together with a third party, may decide on under a contract or otherwise.

<sup>2</sup> Not entitled to vote at Orion's General Meetings of shareholders.

**Shareholdings of Board of Directors members<sup>1</sup>**

<b>31 December 2017</b>	<b>A shares</b>	<b>Change since 1 Jan 2017</b>	<b>B shares</b>	<b>Change since 1 Jan 2017</b>	<b>Total shares</b>	<b>% of total shares</b>	<b>% of total votes</b>
Heikki Westerlund, chairman	5,000	5,000	5,987	628	10,987	0.01	0.01
Timo Maasilta, vice chairman	21,928	0	4,141	411	26,069	0.02	0.05
Sirpa Jalkanen	0	0	7,010	314	7,010	0.00	0.00
Ari Lehtoranta <sup>2</sup>	0	0	314	314	314	0.00	0.00
Hilpi Rautelin <sup>2</sup>	1,800	1,800	1,314	314	3,114	0.00	0.00
Eija Ronkainen	11,000	0	14,840	314	25,840	0.02	0.03
Mikael Silvennoinen	0	0	2,095	314	2,095	0.00	0.00
<b>Board of directors total</b>	<b>39,728</b>	<b>6,800</b>	<b>35,701</b>	<b>2,609</b>	<b>75,429</b>	<b>0.05</b>	<b>0.10</b>

<sup>1</sup> The figures include the shares held by organisations and foundations controlled by the person.<sup>2</sup> From 22nd of March 2017**Shareholdings of Executive Management Board members<sup>1</sup>**

<b>31 December 2017</b>	<b>A shares</b>	<b>Change since 1 Jan 2017</b>	<b>B shares</b>	<b>Change since 1 Jan 2017</b>	<b>Total shares</b>	<b>% of total shares</b>	<b>% of total votes</b>
Timo Lappalainen, president and CEO	0	0	92,519	10,000	92,519	0.07	0.01
Satu Ahomäki	0	0	19,561	1,400	19,561	0.01	0.00
Markku Huhta-Koivisto	0	0	20,535	-600	20,535	0.01	0.00
Olli Huotari	0	0	49,000	4,595	49,000	0.03	0.01
Liisa Hurme	0	0	19,432	4,250	19,432	0.01	0.00
Jari Karlson	0	0	23,340	-2,600	23,340	0.02	0.00
Virve Laitinen	0	0	13,792	-300	13,792	0.01	0.00
Christer Nordstedt <sup>2</sup>	0	0	0	0	0	0.00	0.00
<b>Executive management board total</b>	<b>0</b>	<b>0</b>	<b>238,179</b>	<b>16,745</b>	<b>238,179</b>	<b>0.17</b>	<b>0.03</b>

<sup>1</sup> The figures include the shares held by organisations and foundations controlled by the person.<sup>2</sup> From 21st of February 2017

# Group's key figures

## Key figures relating to financial performance

	2013	2014	2015	2016	2017
Net sales, EUR million	1,006.9	1,015.3	1,015.6	1,073.5	1,084.6
Operating profit, EUR million	267.7	272.4	266.6	314.6	293.0
% of net sales	26.6%	26.8%	26.2%	29.3%	27.0%
Profit before taxes, EUR million	264.0	267.8	262.3	310.9	286.5
% of net sales	26.2%	26.4%	25.8%	29.0%	26.4%
Income tax expense, EUR million	57.8	56.6	54.2	61.9	60.5
R&D expenses, EUR million	101.9	106.2	108.1	118.2	105.1
% of net sales	10.1%	10.5%	10.6%	11.0%	9.7%
Capital expenditure, EUR million	77.9	57.1	44.5	51.1	76.5
% of net sales	7.7%	5.6%	4.4%	4.8%	7.1%
Assets total, EUR million	979.0	1,001.5	1,047.4	1,062.9	1,055.5
Equity ratio, %	53.6%	52.3%	57.4%	60.8%	64.6%
Gearing, %	8.4%	-4.7%	-9.6%	-12.4%	-1.9%
Interest-bearing liabilities, EUR million	257.8	234.5	187.8	152.5	151.3
Non-interest-bearing liabilities, EUR million	207.3	252.0	264.6	269.0	224.5
Cash and cash equivalents and money market investments, EUR million	214.7	258.5	245.2	231.9	164.1
ROCE (before taxes), %	38.5%	36.6%	35.7%	40.9%	36.2%
ROE (after taxes), %	40.3%	41.1%	37.5%	40.3%	34.2%
Personnel at the end of the period	3,519	3,450	3,401	3,469	3,464
Average personnel during the period	3,540	3,493	3,431	3,446	3,513
Personnel expenses, EUR million	218.1	219.2	220.6	224.4	218.1

## Performance per share

	2013	2014	2015	2016	2017
Basic earnings per share, EUR	1.46	1.50	1.48	1.77	1.61
Diluted earnings per share, EUR	1.46	1.50	1.48	1.77	1.61
Cash flow per share before financial items, EUR	1.02	1.72	1.51	1.62	1.09
Equity per share, EUR	3.66	3.66	4.22	4.57	4.83
Total dividend, EUR million	175.7	182.9	183.1	217.7	203,8 <sup>1</sup>
Payout ratio, %	85.6%	86.7%	87.8%	87.6%	90,1% <sup>1</sup>
Dividend per share, EUR	1.25	1.30	1.30	1.55	1,45 <sup>1</sup>
A shares					
Number of shares at 31 Dec	42,022,816	40,412,981	38,906,154	38,294,154	37,120,346
Effective dividend yield, %	6.1%	5.2%	4.1%	3.7%	4,5% <sup>1</sup>
Price/earnings ratio (P/E)	13.94	16.69	21.51	23.94	19.92
Closing quotation at 31 Dec, EUR	20.35	25.03	31.83	42.38	32.07
Lowest quotation during the period, EUR	17.30	19.13	24.90	27.70	31.21
Average quotation during the period, EUR	20.60	25.70	31.07	34.37	46.37
Highest quotation during the period, EUR	24.42	31.11	38.69	42.91	58.35
Shares traded, 1,000 shares	2,736	2,595	2,868	1,984	3,198
% of the total number of shares	6.4%	6.3%	7.2%	5.1%	8.5%
B shares					
Number of shares at 31 Dec excluding treasury shares	98,546,021	100,275,182	101,923,958	102,180,308	103,462,081
Treasury shares at 31 Dec	688,991	569,665	427,716	783,366	675,401
Number of shares at 31 Dec including treasury shares	99,235,012	100,844,847	102,351,674	102,963,674	104,137,482
Effective dividend yield, %	6.1%	5.0%	4.1%	3.7%	4,7% <sup>1</sup>
Price/earnings ratio (P/E)	13.99	17.18	21.60	23.89	19.30
Closing quotation at 31 Dec, EUR	20.42	25.77	31.97	42.29	31.08
Lowest quotation during the period, EUR	17.28	19.07	25.47	27.79	29.72
Average quotation during the period, EUR	20.16	25.59	31.08	34.54	43.11
Highest quotation during the period, EUR	24.58	31.33	38.86	43.10	58.50
Shares traded, 1,000 shares	76,574	74,825	67,069	57,063	86,594
% of the total number of shares	77.6%	74.9%	66.1%	55.6%	83.5%
Total number of shares at 31 Dec	141,257,828	141,257,828	141,257,828	141,257,828	141,257,828
Average number of shares during the period excluding treasury shares	141,006,092	140,667,894	140,806,389	140,670,663	140,564,679
Shares traded, % of all shares	56.1%	54.8%	49.5%	41.8%	63.6%
Market capitalisation at 31 Dec, excluding treasury shares, EUR million	2,867.5	3,595.6	4,496.9	5,944.1	4,406.1

<sup>1</sup> The Board of Directors' proposal for 2017 to the AGM.

# Calculation of the key figures

Return on capital employed (ROCE), %	= $\frac{\text{Profit before taxes} + \text{Interest and other finance expenses}}{\text{Total assets} - \text{Non-interest-bearing liabilities (average during the period)}} \times 100$
Return on equity (ROE), %	= $\frac{\text{Profit for the period}}{\text{Total equity (average during the period)}} \times 100$
Equity ratio, %	= $\frac{\text{Equity}}{\text{Total assets} - \text{Advances received}} \times 100$
Gearing, %	= $\frac{\text{Interest-bearing liabilities} - \text{Cash and cash equivalents} - \text{Money market investments}}{\text{Equity}} \times 100$
Earnings per share, EUR	= $\frac{\text{Profit available for the owners of the parent company}}{\text{Average number of shares during the period, excluding treasury shares}}$
Cash flow per share before financial items, EUR	= $\frac{\text{Cash flow from operating activities} + \text{Cash flow from investing activities}}{\text{Average number of shares during the period, excluding treasury shares}}$
Equity per share, EUR	= $\frac{\text{Equity of the owners of the parent company}}{\text{Number of shares at the end of the period, excluding treasury shares}}$
Dividend per share, EUR	= $\frac{\text{Dividend to be distributed for the period}}{\text{Number of shares at the end of the period, excluding treasury shares}}$
Payout ratio, %	= $\frac{\text{Dividend per share}}{\text{Earnings per share}} \times 100$
Effective dividend yield, %	= $\frac{\text{Dividend per share}}{\text{Closing quotation of the period}} \times 100$
Price/earnings ratio (P/E)	= $\frac{\text{Closing quotation of the period}}{\text{Earnings per share}}$
Average share price, EUR	= $\frac{\text{Total EUR value of shares traded}}{\text{Average number of traded shares during the period}}$
Market capitalisation, EUR million	= Number of shares at the end of the period x Closing quotation of the period
EBITDA	= EBIT + Depreciation + Amortisation + Impairment

# Consolidated financial statements (IFRS)

## Consolidated statement of comprehensive income

EUR million	Note	2017	2016
<b>Net sales</b>	1	1,084.6	1,073.5
Cost of goods sold		-440.6	-421.7
<b>Gross profit</b>		644.0	651.8
Other operating income and expenses	2	1.8	24.3
Selling and marketing expenses	3, 4	-198.6	-194.7
R&D expenses	3, 4	-105.1	-118.2
Administrative expenses	3, 4	-49.1	-48.7
<b>Operating profit</b>		293.0	314.6
Finance income	5	0.2	0.8
Finance expenses	5	-6.7	-4.9
Share of associated companies' results			0.4
<b>Profit before income taxes</b>		286.5	310.9
Income tax expense	6	60.5	-61.9
<b>Profit for the period</b>		226.0	249.0
<b>OTHER COMPREHENSIVE INCOME INCLUDING TAX EFFECTS</b>			
Change in value of available-for-sale investments			-5.2
Translation differences		-1.4	-4.4
<b>Items that may be reclassified subsequently to profit and loss</b>		-1.4	-9.5
Items due to remeasurement of defined benefit plans		29.9	3.7
<b>Items that will not be reclassified to profit and loss</b>		29.9	3.7
<b>Other comprehensive income net of tax</b>		28.5	-5.8
<b>Comprehensive income for the period including tax effects</b>		254.4	243.2
<b>PROFIT ATTRIBUTABLE TO</b>			
Owners of the parent company		226.0	249.0
Non-controlling interests		-0.0	0.0
<b>COMPREHENSIVE INCOME ATTRIBUTABLE TO</b>			
Owners of the parent company		254.4	243.2
Non-controlling interests		-0.0	0.0
<b>Basic earnings per share, EUR<sup>1</sup></b>	7	1.61	1.77
<b>Diluted earnings per share, EUR<sup>1</sup></b>	7	1.61	1.77
Depreciation, amortisation and impairment		42.3	40.6
Personnel expenses		218.1	224.4

<sup>1</sup> Earnings per share has been calculated from the profit attributable to the owners of the parent company.

The notes are an integral part of the consolidated financial statements.

## Consolidated statement of financial position

### Assets

EUR million, 31 Dec	Note	2017	2016
Property, plant and equipment	8	323.1	289.1
Goodwill	9	13.5	13.5
Intangible rights	9	36.7	37.9
Other intangible assets	9	2.6	2.5
Investments in associates	10	0.1	0.1
Available-for-sale investments	11	0.3	0.4
Pension asset	12	55.2	22.8
Deferred tax assets	13	1.3	1.5
Other non-current receivables	14	1.9	3.8
<b>Non-current assets total</b>		434.7	371.5
Inventories	15	225.4	227.5
Trade receivables	16	199.0	200.1
Other receivables	16	32.4	31.9
Money market investments	16		31.0
Cash and cash equivalents	17	164.1	200.9
<b>Current assets total</b>		620.8	691.4
<b>Assets total</b>		1,055.5	1,062.9

### Equity and liabilities

EUR million, 31 Dec	Note	2017	2016
Share capital		92.2	92.2
Expendable fund		0.5	0.5
Other reserves		2.4	2.1
Retained earnings		584.6	546.6
<b>Equity attributable to owners of the parent company</b>		679.7	641.4
Non-controlling interests		-0.0	0.0
<b>Equity total</b>	18	679.7	641.4
Deferred tax liabilities	13	42.3	37.1
Pension liability	12	3.2	3.2
Provisions	19	0.3	0.3
Interest-bearing non-current liabilities	20	150.3	150.2
Other non-current liabilities	21	0.0	0.0
<b>Non-current liabilities total</b>		196.2	190.8
Trade payables	22	83.2	106.1
Current tax liabilities	22	3.0	9.1
Other current liabilities	22	92.4	112.9
Provisions	19		0.2
Interest-bearing current liabilities	20	1.1	2.3
<b>Current liabilities total</b>		179.7	230.7
<b>Liabilities total</b>		375.8	421.5
<b>Equity and liabilities total</b>		1,055.5	1,062.9

The notes are an integral part of the consolidated financial statements.

## Consolidated statement of changes in equity

Equity attributable to owners of the parent company									
EUR million	Note	Share capital	Expendable fund	Other reserves	Items due to remeasurement of defined benefit plans	Translation differences	Retained earnings	Non-controlling interests	Equity total
<b>Equity at 1 January 2016</b>		92.2	0.5	6.9	-1.6	-1.5	498.4	0.0	594.9
Profit for the period							249.0		249.0
<b>Other comprehensive income</b>									
Change in value of available-for-sale investments					-5.2				-5.2
Translation differences						-3.4	-0.9		-4.4
Items due to remeasurement of defined benefit plans					3.7				3.7
<b>Transactions with owners</b>									
Dividend and capital repayment	18						-183.3		-183.3
Treasury shares	18						-16.8		-16.8
Share-based incentive plan	4						3.4		3.4
Other adjustments				0.3			-0.5	0.0	-0.1
<b>Equity at 31 December 2016</b>		92.2	0.5	2.1	2.0	-5.0	549.5	0.0	641.4
Profit for the period							226.0		226.0
<b>Other comprehensive income</b>									
Translation differences						-1.0	-0.4		-1.4
Items due to remeasurement of defined benefit plans					29.9				29.9
<b>Transactions with owners</b>									
Dividend and capital repayment	18						-217.9		-217.9
Share-based incentive plan	4						2.4		2.4
Other adjustments				0.3			-0.9	-0.0	-0.7
<b>Equity at 31 December 2017</b>		92.2	0.5	2.4	31.9	-5.9	558.6	-0.0	679.7

The notes are an integral part of the consolidated financial statements.

## Consolidated statement of cash flows

EUR million	Note	2017	2016
<b>Operating profit</b>		293.0	314.6
Depreciation, amortisation and impairment	3	42.3	40.6
Gains/losses on sales or disposals of property, plant and equipment and intangible assets		-0.6	-11.8
Unrealised foreign exchange gains and losses		0.5	-1.7
Change in pension asset and pension obligation	12	4.6	6.3
Change in provisions	19	-0.2	-0.1
Other adjustments		2.5	-6.7
<b>Total adjustments to operating profit</b>		49.1	26.6
Change in trade and other receivables		0.6	-7.6
Change in inventories		2.0	-21.5
Change in trade and other payables		-41.6	-4.0
<b>Total change in working capital</b>		-38.9	-33.1
Interest and other financial expenses paid		-6.2	-11.9
Interest and other financial income received		1.4	7.7
Dividends received		0.0	0.1
Income taxes paid	6	-70.0	-55.2
<b>Total net cash flow from operating activities</b>		228.4	248.9
Investments in property, plant and equipment	8	-67.1	-41.2
Investments in intangible assets	9	-9.4	-6.7
Sales of property, plant and equipment, available-for-sale investments and associated companies	8,10	1.6	26.8
<b>Total net cash flow from investing activities</b>		-74.9	-21.1
Current loans raised	20	1.3	1.2
Repayments of current loans	20	-3.5	-1.5
Repayments of non-current loans	20		-36.7
Treasury shares	18		-16.8
Dividends paid and other distribution of profits	18	-218.0	-183.6
<b>Total net cash flow from financing activities</b>		-220.3	-237.4
<b>Net change in cash and cash equivalents</b>		-66.8	-9.7
Cash and cash equivalents at 1 Jan	17	231.9	245.2
Foreign exchange differences		-1.0	-3.7
Net change in cash and cash equivalents		-66.8	-9.7
Cash and cash equivalents at 31 Dec	17	164.1	231.9

The notes are an integral part of the consolidated financial statements.

**Reconciliation of cash and cash equivalents in statement of financial position**

EUR million	2017	2016
Cash and cash equivalents in statement of financial position at the end of the period	164.1	200.9
Money market investments at the end of the period		31.0
<b>Cash and cash equivalents in the statement of cash flows</b>	<b>164.1</b>	<b>231.9</b>

The notes are an integral part of the consolidated financial statements.

# Notes to the consolidated financial statements

## General information

Orion Corporation is a Finnish public limited liability company domiciled in Espoo, Finland, and registered at Orionintie 1, FI-02200 Espoo. Orion Corporation and its subsidiaries develop and manufacture pharmaceuticals, active pharmaceutical ingredients and diagnostic tests that are marketed globally.

The Orion Group's first financial year was 1 July – 31 December 2006, because the Group came into being on 1 July 2006 following the demerger of its predecessor Orion Group into the pharmaceuticals and diagnostics business and a pharmaceutical wholesale and distribution business. Orion Corporation is listed on Nasdaq Helsinki. Trading in Orion Corporation shares commenced on 3 July 2006.

At its meeting on 7 February 2018, the Company's Board of Directors approved the publication of these consolidated financial statements. Under the Finnish Limited Liability Companies Act, shareholders have the option to accept or reject the financial statements at the Annual General Meeting, which is held after the publication of the financial statements. In addition, the AGM may amend the financial statements. The financial statement documents can be viewed at the website [www.orion.fi](http://www.orion.fi), and copies of the financial statements are available from Orion Corporation's headquarters, Orionintie 1, FI-02200 Espoo.

## Accounting policies

The consolidated financial statements of the Orion Group have been prepared in accordance with International Financial Reporting Standards (IFRS), applying IAS and IFRS standards as well as SIC and IFRIC interpretations effective on 31 December 2017. International Financial Reporting Standards refer to the standards and their interpretations approved for application in the EU in accordance with the procedure stipulated in the EU's regulation (EC) No. 1606/2002 and embodied in the Finnish Accounting Act and provisions issued under it. The notes to the consolidated financial statements have also been prepared in accordance with the requirements in Finnish accounting legislation and Community law that complement the IFRS regulations.

The information in the consolidated financial statements is based on historical costs, except for financial assets recorded at fair value through profit or loss, and available-for-sale investments, derivatives and share-based payments recorded at fair value.

Monetary figures in the financial statements are expressed in millions of euros unless otherwise stated.

## New IFRS standards and IFRIC interpretations adopted in financial year 2017

The following new standards, interpretations and amendments to existing standards and interpretations endorsed by the EU have been adopted as of 1 January 2017:

- IAS 7 (amendment), *Statement of Cash Flows*
- IAS 12 (amendment), *Income Taxes*

The amendments or improvements made to the IFRS standards have no material effect on the consolidated financial statements.

## Consolidation Principles

### Subsidiaries

The consolidated financial statements cover the parent company Orion Corporation and all companies directly or indirectly owned by it and controlled by the Group. A company is controlled by the Group if the Group owns more than 50% of the company's voting rights or has power to govern the financial and operating policies of the company so as to benefit from its operations.

Internal shareholdings have been eliminated using the purchase method of accounting. In the consolidated financial statements, acquired subsidiaries are fully consolidated from the date the Group acquires control, and divested subsidiaries are de-consolidated from the date control ceases. All intra-Group transactions, receivables and liabilities, distribution of profit and unrealised internal gains are eliminated in the compilation of the consolidated financial statements. The consolidated profit for the financial year is divided into portions attributable to owners of the parent company and non-controlling interests. The portion of the equity attributable to the non-controlling interests is included in Group equity and specified in the statement of changes in equity.

### Associates, joint ventures and joint operations

Associates are all companies over which the Group has significant influence but not control. Significant influence generally means a shareholding of 20% to 50% of the voting rights.

Joint ventures are joint arrangements in which the parent companies or subsidiaries have joint control of an entity that is not part of the Group and in which a parent company or subsidiary has rights to the net assets of the arrangement. Associates and joint ventures are incorporated into the consolidated financial statements using the equity method of accounting.

Joint operations are joint arrangements that have been implemented without a separate investment instrument or in which the legal form of the arrangement is such that the parties have direct rights to certain assets or obligations for certain liabilities. Joint operations are incorporated into the consolidated financial statements in accordance with the proportional interest in the joint operation.

If the Group's share of the losses of an associate or joint venture exceeds the carrying amount, it is not consolidated unless the Group has made a commitment to fulfil the liabilities of the associate or joint venture.

## Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing the performance of the operating segments, is the President and CEO of Orion Corporation, who makes the Group's strategic decisions.

## Foreign currency translation

### Functional and presentation currency

Items included in the financial statements of each of the Group's companies are measured using the currency of the primary economic environment in which the company operates (the functional currency). The consolidated financial statements are presented in euros, which is the functional currency of the parent company of the Group and the Group's presentation currency for the consolidated financial statements.

## Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Monetary items in foreign currencies at the end of the reporting period in the statement of financial position are measured using the exchange rates at the end of the reporting period. Foreign exchange gains and losses from translation of the items are recognised in the statement of comprehensive income. Exchange rate gains and losses related to business operations are included in the corresponding items above the operating profit line. Exchange rate differences resulting from hedges made for hedging purposes but for which hedge accounting under IAS 39 does not apply are included as net amounts within other operating income or expenses. Exchange rate gains and losses related to financial liabilities and receivables in foreign currencies and foreign exchange derivatives related to them are included in financial income and expenses. Non-monetary items in foreign currencies in the statement of financial position which are not measured at fair value are measured using the exchange rate at the date of the transaction.

## Group companies

For all Group companies with a functional currency different from the Group's presentation currency, the income statements are translated into euros using average exchange rates for the reporting period, and the statements of financial position are translated into euros using the exchange rates at the end of the reporting period. Any exchange difference arising from this and translation differences arising from elimination of the acquisition costs of these companies are recognised in equity and changes are disclosed in the items under other comprehensive income. There are no Group companies operating in a country with hyperinflation.

The accumulated translation differences related to divestment of Group companies, which are recognised in equity, are recognised as gains or losses in the statement of comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rate at the end of the reporting period.

## Property, plant and equipment

Property, plant and equipment comprise mainly factories, offices and research centres, and machines and equipment for manufacturing, research and development. Property, plant and equipment are measured at their historical cost, less accumulated depreciation and impairment, and are depreciated over their useful life using the straight-line method. The residual value and useful life of property, plant and equipment are reviewed when necessary, but at least at every year end for the financial statements, and adjusted to correspond to probable changes in the expectations of economic benefits. The estimated useful lives are as follows:

- |                           |             |
|---------------------------|-------------|
| • Buildings               | 20–50 years |
| • Machinery and equipment | 5–10 years  |
| • Other tangible assets   | 10 years    |

Land is not depreciated. Repair and maintenance costs are recognised as expenses for the reporting period. Improvement investments are capitalised if they are expected to generate future economic benefits. Gains and losses on disposals of property, plant and equipment are recognised in the statement of comprehensive income.

## Intangible assets

### Research and development costs

Research costs are expensed as incurred in the statement of comprehensive income. Intangible assets generated from development activities are recognised in the statement of financial position only if the expenditure of the development phase can be reliably determined, the product is technically feasible and commercially viable, the product is expected to generate future economic benefits and the Group has the intention and resources to complete the development work. The Group's view is that until an authority has granted marketing authorisation, it could not be demonstrated that an intangible asset would generate future economic benefits. The Group has therefore not capitalised its internal development costs. The same principle for recognition has been applied for externally purchased services. Software, buildings, machinery and equipment used in research and development activities are depreciated and recognised under research and development costs over their useful life.

### Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net assets of the acquired company at the date of acquisition. Goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to cash-generating units or groups of cash-generating units that are expected to benefit from the business combination. Cash-generating units have been grouped according to operating segment. The goodwill in the consolidated statement of financial position arose prior to the adoption of IFRS, and it corresponds to the carrying amount according to the previous financial reporting standards, which was used as the deemed cost on 1 January 2004 when making the transition to IFRS.

### Intangible rights and other intangible assets

Intangible rights and other intangible assets are measured at their historical cost, less accumulated amortisation and impairment. They are amortised over their useful life, usually five to ten years, using the straight-line method.

Externally acquired intangible rights, such as product and marketing rights, are recognised in the statement of financial position. For a product under development, the cost bases are assessed. The costs of payments for research and development work undertaken that has not yet generated an intangible right recognisable in the statement of financial position are recognised as research and development costs. However, if an intangible right is considered to have been transferred to the Group, the costs are recognised in the statement of financial position. Amortisations of marketing authorisations, and product and marketing rights included in the intangible rights are disclosed under selling and marketing expenses, and recording of an amortisation expense will commence when an authority has issued authorisation for marketing of the product and selling of it commences.

### Impairment of property, plant, equipment and intangible assets

At the end of each reporting period, the Group assesses whether there are indications that an asset may be impaired. If there are any such indications, the respective recoverable amount is assessed. As regards goodwill and an intangible asset not yet available for use, the assessment is undertaken annually even if no such indications had become apparent. The recoverable amount is the higher of the asset's fair value less selling costs or value in use. The value in use is obtained by discounting the present value of the future cash flows from that asset. The discount rate is the weighted average cost of capital (WACC) calculated before tax and using Standard & Poor's index for the healthcare industry as the debt-to-equity ratio. The index corresponds to the potential and risks of the asset under review.

An impairment loss is recognised in the statement of comprehensive income for the amount by which the asset's carrying amount exceeds its recoverable amount. An impairment loss other than on goodwill is reversed if there is a change in the circumstances and the asset's recoverable amount exceeds its carrying amount. An impairment loss is not reversed to more than what the carrying amount of the asset would have been had there been no impairment loss.

Impairment of goodwill is recognised in the statement of comprehensive income under Other operating expenses, which include expenses not allocable to specific operations. Intangible assets not yet available for use, comprising mainly marketing authorisations and product rights, are tested for impairment individually for each asset carrying material value in the statement of financial position. Impairment charges are recognised as an expense under the appropriate activity, and for marketing authorisations and product and marketing rights under selling and marketing expenses.

## Leases

### Group as lessee

Lease agreements under which substantially all the risks and rewards of ownership of the assets are transferred to the Group are classified as finance leases. Finance leases are recorded in the statement of financial position under assets and liabilities at the commencement of the lease, either at the fair value of the asset or the present value of the minimum lease payments if lower.

Assets acquired under finance leases are depreciated in the same manner as any property, plant and equipment, either over the useful life of the asset or over a shorter lease term. Each lease payment is allocated between the loan reduction and finance charge during the lease period so that the interest rate on the outstanding loan during each period remains constant. Finance lease liabilities are included under the non-current and current interest-bearing liabilities in the statement of financial position.

If the lessor retains the risks and rewards of ownership, the lease is treated as an operating lease, and payments made under an operating lease are recognised as an expense on a straight-line basis over the period of the lease.

The above principles are applied to separate leases and to leases that are included in other agreements.

## Borrowing costs

Borrowing costs are recognised in the statement of comprehensive income as an expense in the period in which they are incurred. Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that requires a substantial period of time to be made ready are capitalised as a part of the cost of that asset.

## Government grants

Government grants related to research activities are recognised as decreases in the research expenses incurred in the corresponding reporting period. If an authority decides to convert an R&D loan into a grant, that is recognised in the statement of comprehensive income under other operating income. Government grants related to the acquisition of property, plant and equipment or intangible assets are recognised as decreases in their acquisition costs. Such grants are recognised as income in the form of reduced depreciation during the useful life of the asset.

## Inventories

Inventories are presented in the statement of financial position using the standard price for self-manufactured products, and for purchased products the weighted average cost method using the value of the purchase and variable conversion costs, or if lower, the net realisable or replacement value. Inventories are valued at the cost of the materials consumed plus the cost of conversion, which comprises costs directly proportional to the amount produced and a systematically allocated share of fixed and variable production overheads.

The net realisable value is the estimated selling price obtainable through normal business, less the estimated expenses incurred in finalising the product and selling it.

## Financial assets

### Classification

The Group's financial assets are classified into the following categories: financial assets at fair value through profit or loss, loans and other receivables, and available-for-sale financial assets.

The classification is based on the purpose for which the financial assets were acquired, and they are classified at initial recognition. A financial asset with maturity over 12 months from the reporting date is included in the non-current assets in the statement of financial position. If a financial asset is intended to be held for less than 12 months or its maturity is less than 12 months from the reporting date, it is included in the current assets in the statement of financial position.

#### 1. Financial assets at fair value through profit or loss

Financial assets recognised at fair value through profit or loss are held for trading. A financial asset is classified as held for trading if it has been acquired principally for sale in the near term. Derivatives to which hedge accounting under IAS 39 does not apply are also classified as held for trading.

#### 2. Loans and other receivables

Loans and other receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in active markets. This group includes trade receivables, cash and cash equivalents and some other receivables related to financial assets in the statement of financial position.

#### 3. Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that have been specially classified as available-for-sale financial assets or have not been classified in any other group. This group includes available-for-sale investments and money market investments with maturities over 3 months at the time of investment in the statement of financial position.

### Recognition and measurement

Purchases and sales of financial assets are recognised in the accounting through settlement date accounting except for derivatives, which are recognised on the acquisition date. Financial assets at fair value through profit or loss are initially recognised at fair value, and transaction costs are recognised as expenses in the statement of comprehensive income. Other financial assets are also initially recognised at fair value, but transaction costs are added to the value.

Financial assets recognised at fair value through profit or loss are later measured at fair value based on the quoted market price on the end date of the reporting period. Available-for-sale financial assets are measured at fair value, or if their fair value cannot be determined reliably, they are measured at cost, less any impairment. Loans and other receivables are measured at amortised cost using the effective interest method.

Unrealised and realised gains and losses due to changes in the fair value of derivatives relating to assets classified as financial assets at fair value through profit or loss are recognised through profit or loss in the accounting period in which they arise in either other operating income and expenses or finance income and expenses, depending on whether operating or finance items have been hedged.

Changes in the fair values of assets classified as available-for-sale financial assets are recognised in the fair value reserve in equity and disclosed in the items under other comprehensive income including tax effects. Accumulated fair value adjustments are transferred from equity through profit or loss when an investment is sold or its value is impaired so that an impairment loss should be recognised. Interest on available-for-sale debt instruments is recognised in finance income using the effective interest method.

A financial asset is derecognised in the statement of financial position when the Group no longer has the contractual rights to receive the cash flows or when it has substantially transferred the risks and income from the asset to outside the Group.

## Impairment of financial assets

At the end of each reporting period, it is assessed whether there is any objective evidence that an item in the Group's financial assets might be impaired.

Criteria applied by the Group in stating that there is objective evidence of impairment:

- issuer's or debtor's considerable financial problems
- breach of contract terms, such as neglecting payments or payments long overdue
- high probability of bankruptcy or other financial restructuring of debtor.

## Assets recognised at amortised cost in the statement of financial position

An impairment loss concerning assets recognised at amortised cost are recognised through profit or loss. An impairment loss recognised through profit or loss concerning an asset included in loans and receivables is measured as the difference between the carrying amount of the asset and the present value of the estimated cash flows discounted at the effective interest rate. If, in a subsequent period, the amount of the impairment loss relating to an asset is objectively viewed as having decreased due to an event occurring after the impairment was originally recognised, the previously recognised impairment loss is reversed through profit or loss.

## Assets classified as available-for-sale

For debt securities, the Group applies the above criteria. For assets classified as available-for-sale equity investments, a significant or prolonged decrease in fair value below acquisition cost is deemed as evidence of impairment of the asset. If there is such evidence, the accumulated loss in fair value reserve is transferred through profit or loss. An impairment loss relating to equity investment is not reversed through profit or loss, but any later reversal of impairment loss on debt instruments is recognised through profit or loss.

## Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank deposits and assets in bank accounts, and liquid debt instruments. Liquid debt instruments are short-term certificates of deposit and commercial paper with maturities initially of no more than three months issued by banks and companies.

Money market investments that are available-for-sale debt instruments with maturities initially of over three months and no more than six months are regarded as cash and cash equivalents in the statement of cash flows. Money market investments are part of the Group's active cash management.

## Financial liabilities

Financial liabilities are initially recognised in accounting at fair value less transaction costs. Subsequently, non-derivative financial liabilities are measured at amortised cost using the effective interest method.

Financial liabilities are classified as non-current liabilities in the statement of financial position if their maturity is more than 12 months from the reporting date. The credit limits of bank accounts to the extent that they are used and commercial paper issued by the Company are included in interest-bearing current liabilities, as are any repayments of capital of non-current interest-bearing liabilities due in the next 12 months.

## Derivative instruments and hedge accounting

Derivatives are initially recognised at fair value on the date the derivative contract is entered into and are subsequently remeasured at their fair value using the closing market prices on the end date of the reporting period. Derivatives are recognised under other receivables and liabilities in the statement of financial position.

The Group does not apply hedge accounting to foreign exchange derivatives that hedge items in foreign currencies in the statement of financial position or hedge highly probable forecast cash flows, even though they have been acquired for hedging purposes in accordance with the Group's treasury policy. These derivative contracts are classified as financial assets held for trading, and the change in their fair value is recognised through profit or loss under either other income and expenses or finance income and expenses, depending on whether, from the operational perspective, sales revenue or finance items have been hedged.

## Equity

Ordinary shares are presented as share capital. Transaction costs directly due to issuance of new shares or options are presented in equity including tax effects as a decrease in payments received. If a Group company purchases shares in the Company, the payment and direct costs relating to the acquisition are deducted from the equity.

The expendable fund and reserve for invested unrestricted equity are included in distributable funds under the Finnish Limited Liability Companies Act.

## Provisions and contingent liabilities

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount of the obligation can be made.

A restructuring provision is recognised when the Group has compiled a detailed restructuring plan, launched its implementation or informed the parties concerned.

A contingent liability is a potential liability based on previous events. It depends on the realisation of an uncertain future event beyond the Group's control. Contingent liabilities also include obligations that will most likely not lead to a payment or its size cannot be reliably determined. Contingent liabilities are disclosed in the Notes.

## Employee benefits

### Pension obligations

The Group has pension plans in accordance with each country's local regulations and practices. The Group has both defined contribution and defined benefit plans. In the defined contribution plans, the Group pays fixed contributions to separate entities. The Group has no legal or constructive obligations to pay further contributions if the recipient of the contributions is unable to pay the employee benefits. All the plans that do not fulfil these criteria are defined benefit plans. The payments to the defined contribution plans are recognised as expenses in the statement of comprehensive income in accordance with the contributions payable for the period.

The Group's most important defined benefit pension plans are in Finland, where statutory insurance under the Employees' Pensions Act (TyEL) has been arranged through the Orion Pension Fund for the Group's clerical employees and supplementary pension security for some of the clerical employees. In addition, the Group management has defined benefit pension plans taken out with life assurance companies. The obligations under the defined benefit pension plans have been calculated separately for each plan.

The pension expenses related to the defined benefit pension plans have been calculated using the projected unit credit method. The pension expenses are recognised as expenses by distributing them over the whole estimated period of service of the personnel. The net defined benefit liability to be recorded in the statement of financial position is the present value of the defined benefit obligation at the end date of the reporting period less the fair value of plan assets. The present value of the defined benefit obligation is the present value of the estimated future pensions payable, and the discount rate applied is the interest rate of low-risk bonds issued by companies with a maturity that corresponds to that of the defined benefit obligation as closely as possible. The interest rate is derived from bonds issued in the same currency as the benefits payable.

Items arising from remeasurement of defined benefit plan assets are recognised directly into components of other comprehensive income during the period when they arise. The most substantial items due to remeasurement in the Group are due to actuarial gains and losses and return on the plan assets (excluding net interest items).

The Group applies an accounting procedure in which net interest arising from plan assets is recognised functionally above operating profit as part of defined benefit plan pension expense.

## Share-based payments

The benefits under the share-based incentive plan for key employees approved by the Board of Directors are recognised as an expense in the income statement during the vesting period of the benefit. The equity-settled portion is measured at fair value at the time of granting the benefit, and an increase corresponding to the expense entry in the statement of comprehensive income is recognised in equity. The cash-settled portion is recognised as a liability, which is measured at fair value at the end of the reporting period. The fair value of shares is the closing quotation for B shares on the day of granting the benefit.

Non-market vesting conditions, such as individual goals and result targets, affect the estimate of the final number of shares and amount of associated cash payments. The estimate of the final number of shares and associated cash payments is updated at the end of each reporting period. Changes in estimates are recognised in the statement of comprehensive income.

## Income taxes

The income tax expense in the consolidated statement of comprehensive income includes taxes based on the profit of the Group companies for the financial year, tax adjustments for previous financial years and deferred tax. For items recognised directly in equity, the corresponding tax effect is also recognised in equity. Current tax is calculated on the basis of the tax rate in force in each country.

Deferred tax is computed on all temporary differences between the carrying amount and the taxable value. Deferred tax assets due to confirmed tax losses of Group companies are imputed only to the extent that they can be utilised in the future. Deferred taxes are computed using the tax rates valid or in practice approved at the end of the reporting period.

## Revenue recognition

### Sales of goods and services

Consolidated net sales include revenue from sales of goods and services adjusted for indirect taxes, discounts and currency translation differences on sales in foreign currencies. Net sales also include milestone payments under contracts with marketing partners, which are paid by the partner as a contribution to cover the R&D expenses of a product during the development phase and are tied to certain milestones in research projects. In addition, net sales include royalties from the products licensed out by Group companies to companies outside the Group.

Revenue from sales of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the buyer. Revenue from services is recognised when the service has been provided. Milestone payments are recognised when the R&D project has progressed to a phase that, in accordance with an advance agreement with the partner, triggers the partner's obligation to pay its share. Royalties are recorded on an accrual basis in accordance with the licensing agreements.

## Interest and dividends

Interest income is recognised using the effective interest method and dividend income when the right to receive payment is established.

# Contents of the function-based statement of comprehensive income

## Cost of goods sold

The cost of goods sold comprises wages and salaries, materials, procurement and other costs related to manufacturing and procurement.

## Selling and marketing expenses

The expenses of selling and marketing operations comprise costs related to the distribution of products, field sales, marketing, advertising and other promotional activities, including the related wages and salaries.

## Research and development expenses

R&D expenses comprise wages and salaries, materials, procurement of external services and other costs related to R&D. R&D expenses also include expenses for R&D projects that are classified as joint operations. The portion of the expenses that corresponds to the Group's contractual share of a project is recognised as an expense.

## Administrative expenses

Administrative expenses include general administrative and Group management costs.

The functions also bear the depreciation, amortisation and impairment of the assets they use, as well as some administrative overheads in accordance with the cost matching principle.

# Critical accounting estimates and assumptions, and main related uncertainties

When compiling the financial statements, the Company's management had to make certain estimates and assumptions concerning the future that have an impact on the items included in the financial statements. The actual values may differ from these estimates. The estimates are mainly related to impairment testing of assets, the measuring of receivables and liabilities related to defined benefit pension plans, the recognition of provisions and income tax. In addition, the application of accounting policies calls for the exercise of judgement.

Within the Group, the principal assumptions concerning the future and the main uncertainties relating to estimates at the end of the reporting period that constitute a significant risk of causing a material change in the carrying values of assets and liabilities within the next financial year are the following:

## Non-current assets

Actual cash flows can differ from estimated discounted future cash flows because changes in the long-term economic life of the Company's assets, the forecast selling prices of products, production costs and the discount rate applied in the calculations can lead to the recognition of impairment losses.

## Employee benefits

The Group has various pension plans to provide for the retirement of its employees or to provide for when the employment ends. Various statistical and other actuarial assumptions are applied in calculating the expenses and liabilities of employee benefits, such as the discount rate, estimated changes in the future level of wages and salaries, and employee turnover. The statistical assumptions made can differ considerably from the actual trend because of, among other things, a changed general economic situation and the length of the period of service. The gains and losses due to changes in actuarial assumptions are recorded into components of other comprehensive income during the period in which they arise. The changes affect the comprehensive income for the period.

## Income taxes

In preparing the financial statements, the Group estimates, in particular, the basis for recording deferred tax assets. For this purpose, an estimate is made of how probable it is that the subsidiaries will generate sufficient taxable income against which unused tax losses or unused tax assets can be utilised. The factors applied in making the forecasts can differ from the actual figures, and this can lead to expense entries for tax assets in the income statement.

There is more detailed information in the Notes about the effects of the key uncertainty factors and the estimates made by the Company's management on the above-mentioned financial statements items.

## New IFRS standards and IFRIC interpretations to be applied in future financial periods

The following new standards, interpretations and amendments to existing standards are adopted by the Group as of 1 January 2018:

- IFRS 15 (new standard and amendment), *Revenue from Contracts with Customers*. Information on the impact of the standard on the consolidated financial reporting is provided in a separate section below. The amendment to the standard clarifies how to identify a performance obligation and treatment of licences. The Group takes the amendments into account in adoption of IFRS 15.
- IFRS 9 (new standard), *Financial instruments*. Information on the impact of the standard on the consolidated financial reporting is provided in a separate section below.
- IFRS 2 (amendment)<sup>1</sup>, *Share-based Payments*. The amendment to the standard specifies, among other things, the vesting conditions and non-vesting conditions for measurement of cash-settled share-based payment transactions. In addition, the amendment deals with measurement of share-based payment transactions that entail net settlement of tax obligations. According to the Group's estimate, the amendment is not expected to have an impact on the consolidated financial reporting.
- IFRIC 22 (new interpretation)<sup>1</sup>, *Foreign Currency Transactions and Advance Consideration*. The interpretation concerns what foreign currency exchange rate should be used at the reporting date for items that include receipt or payment in advance of a consideration in foreign currency, and for which a corresponding non-monetary asset or liability is recognised. According to the Group's estimate, the interpretation is not expected to have a material impact on the consolidated financial reporting.
- IASB's annual improvements (2014–2016)<sup>1</sup> to IFRS 12, *Disclosures of Interests in Other Entities*. The disclosure requirements under IFRS 12 relate to the Group's interests in other entities that in accordance with IFRS 5 are classified as held for sale or discontinued operations, but not to summary financial information on subsidiaries and associated and affiliated companies.

The following new standards, interpretations and amendments to existing standards will be adopted by the Group as of 1 January 2019 or later:

- IFRS 16 (new standard)<sup>1</sup>, *Leases*. The new standard replaces the previous IAS 17 on leases, according to which the lessee had to recognise a finance lease in the statement of financial position. Operating leases did not have an impact on the statement of financial position. Following the new standard, nearly all leases are recognised in the statement of financial position. The standard will affect key figures based on the statement of financial position such as equity ratio. As regards an operating lease classified under IAS 17, IFRS 16 will change the allocation of expense items to be recognised in the income statement and the total expenses to be recognised in each financial period. For operating leases, the expenses will be higher in the first years of the leases and decrease towards the end of the lease period. At the end of the 2017 financial year the Group had a total of EUR 6.1 million of lease obligations related to non-cancellable operating leases (see note 27 in the consolidated financial statements). The Group is assessing the impact of this standard on the consolidated financial statements.

- IFRS 9 (amendment)<sup>1</sup>, *Financial instruments*. The amendment specifies what financial assets can be recognised at amortised cost or at fair value through other comprehensive income instead of recognising a change in value of these items through profit and loss. The amendment concerns financial assets, with a related prepayment, and which following an early termination of contract, would lead to a reasonable negative compensation. According to the Group's estimate, the amendment is not expected to have an impact on the consolidated financial reporting.
- IAS 28 (amendment)<sup>1</sup>, *Prepayment Features with Negative Compensation*. The amendment specifies the accounting of long-term interests in an associate or joint venture to which the equity method is not applied shall be in accordance with IFRS 9, before recognising any loss or impairment under IAS 28. According to the Group's estimate, the amendment is not expected to have an impact on the consolidated financial reporting.
- IASB's annual improvements (2015-2017 cycle). These improvements are not expected to have a material impact on the consolidated financial statements. The improvements affect the following standards:
  - IFRS 3, *Business Combinations*
  - IFRS 11, *Joint Arrangements*
  - IAS 12, *Income Taxes*
  - IAS 23, *Borrowing Costs*
- IFRIC 23 (new interpretation)<sup>1</sup>, *Uncertainty over Income Tax Treatments*. The interpretation concerns treatment of uncertain income tax positions in accounting and financial statements reporting. An uncertain tax position is defined as matters relating to taxation for which there is not certainty whether the tax authority will approve the matter in line with the company's view. According to the Group's estimate, the new interpretation is not expected to change materially the Group's current recognition principles relating to uncertain tax positions.

<sup>1</sup>This standard, interpretation or amendment is still subject to EU endorsement.

## Adoption of IFRS 15 (Revenue from Contracts with Customers)

IFRS 15 (Revenue from Contracts with Customers) replaces the previous IAS 18 (Revenue) and IAS 11 (Construction Contracts), which governed revenue recognition. The Group is adopting the new standard for the financial year commencing on 1 January 2018. The Group will adopt IFRS 15 retrospectively so that the accrued impact since the commencement of adoption will be recognised in equity as an adjustment to the opening balance of retained earnings. An item of corresponding amount will be recognised as a counterpart entry in other liabilities in the statement of financial position. Adjustments of the opening balance will be made only in respect of contracts that had not been fully fulfilled on 1 January 2018.

Adoption of IFRS 15 will affect the timing of recognising as revenue the net sales from sales of the sales rights to products in the markets and from collaboration with collaboration partners in clinical phases, so that net sales of these revenue flows arising from some performance obligations will be recognised later than they would be recognised under IAS 18. The total net sales from the above-mentioned revenue flows on average account for less than five per cent of the Group's annual net sales. For the financial period 2017 net sales recorded from the revenue flows mentioned were EUR 12.1 million (2016: EUR 18.6 million), in other words 1.1 per cent (1.7 per cent) of the total consolidated net sales. In the Group's view, the effect of IFRS 15 in recognising these revenue flows as revenue is not material in proportion to the total consolidated net sales.

The Group has determined that, as regards the timing of recognising net sales, IFRS 15 affects agreements that were not fully fulfilled on 1 January 2018. At the end of the financial period 2017, the Group had four such agreements for which IFRS 15 is estimated to have a material effect as regards the timing of recognition of the Group's net sales. Milestone payments under these agreements in previous financial periods were recognised as revenue at a single point of time. Following adoption of IFRS 15, such milestone payments will be regarded as performance obligations satisfied over time. The revenue will be recognised later than when the old IAS 18 was in effect. Consequently, net sales under these agreements previously recognised in the income statement will be adjusted as of 1 January 2018 by reducing retained earnings in equity in the statement of financial position. The Group will record a total reduction of EUR 16.5 million of retained earnings on 1 January 2018. An increase of EUR 18.7 million in the long-term other liabilities and an increase of EUR 1.9 million in the short-term other liabilities will be recorded in the statement of financial position. An increase of EUR 4.1 million will be recorded as deferred tax assets.

The above-mentioned adjustments made to items in the statement of financial position will be reversed and recognised as net sales over time as the performance obligations are satisfied. The average remaining time for satisfying the performance obligations subject to adjustments on 1 January 2018 is 11 years.

The consolidated net sales under IFRS 15 for the financial period 2017 were EUR 1,077.2 million, which is EUR 7.4 million less than the net sales of EUR 1,084.6 million under IAS 18 reported in the financial statements and in the report by the Board of Directors for the financial period 2017. The Group's operating profit under IFRS 15 for the financial period 2017 is EUR 285.6 million, which is EUR 7.4 million less than the operating profit of EUR 293.0 million under IAS 18 reported in the financial statements and in the report by the Board of Directors for the financial period 2017. The Group's profit for the period under IFRS 15 for the financial period 2017 was EUR 220.0 million, which is EUR 5.9 million less than the profit for period of EUR 226.0 million under IAS 18 reported in the financial statements and in the report by the Board of Directors for the financial period 2017.

## Revenue recognition principles (in effect as of 1 January 2018)

The Group's net sales comprise three different revenue flows, for which the revenue recognition principles are described below.

### Sales of goods

Consolidated net sales include revenue from sales of goods adjusted for indirect taxes and currency translation differences on sales in foreign currencies. A delivery to a customer of one batch of product constitutes one distinct performance obligation for which the revenue will be recognised in accordance with the delivery terms when the control is transferred from the Group to the customer. The selling price for a performance obligation is in principle variable because there may be various related discounts or incentives, among other things. The consideration is recognised as net sales that the Group expects to be entitled to taking into account the effects of discounts and incentives.

### Sales of sales rights to products already in the markets

The Group enters into agreements in which it transfers the sales rights to a product already in the markets to an external party outside the Group and agrees to manufacture the product for that external party. For selling sales rights and manufacturing products, depending on the agreement the Group may receive milestone payments, revenue from sales of the products and royalty income. Normally milestone payments are by their nature payments related to signing of the agreement or payments related to commercialisation of the product.

The Group itself has generally been manufacturing the product before the sale of sales rights to the product, so the Group would have know-how related to manufacture that would otherwise not be easily attained by the customer. The sale of sales right to the product is therefore inextricably linked to sales of products manufactured and delivered to a customer. Together they constitute a distinct performance obligation that will be satisfied over time. The components of the sales price for the performance obligation are the consideration for selling the sales rights, the consideration for the delivery of finished products, and possible royalty income. The sales price allocated to the performance obligation is variable due to value adjustments related to the sales price of the products.

The Group may receive under the agreement milestone payments related to commercialisation. They are considered as distinct performance obligations if they are satisfied by a certain volume of sales achieved by the customer. The accrued sales revenue entails value for the customer, so a performance obligation subject to sales volume is considered satisfied when the target for sales has been achieved. Performance obligations related to commercialisation are satisfied at a single point of time because estimating future sales volume entails uncertainty factors.

### Clinical phase research and development work undertaken with collaboration partners

The Group has entered into agreements with collaboration partners that relate to clinical phase research and development projects. Under these agreements milestone payments shall be paid when a certain development phase has been achieved. Milestone payments normally comprise a single upfront payment received on signing the agreement and milestone payments conditional on the progress of the project. In addition, payments related to commercial rights to the finished product such as royalties may be agreed in the agreements.

Clinical phase trials may be conducted through many service providers, and the collaboration partner can then utilise in its own business operations the research results conveyed on signing. Milestone payments on signing an agreement are considered as distinct performance obligations that are satisfied on signing of the agreement. Due to the nature of the above-mentioned clinical phase trial, later milestone payments payable at achieved milestones for research are also distinct performance obligations. They are satisfied on confirmation of the final research results because a reliable evaluation of research results in advance would entail uncertainty factors.

The agreements may also include a decision on arranging manufacture of finished product if it can be commercialised. For each agreement, milestone payments related to commercialisation are evaluated on the basis of whether the milestone payments and sales of finished products together constitute a performance obligation or whether the milestone payments can be identified as performance obligations distinct from sales of the finished product. Likewise, on the basis of each agreement, it is evaluated whether the performance obligation related to milestone payments will be satisfied at a single point of time or over a period of time. It is essential in the evaluation to analyse the value being transferred to the collaboration partner on achievement of the milestone and making the payment.

## Adoption of IFRS 9 (Financial Instruments)

The new IFRS 9 (Financial Instruments) replaces IAS 39 (Financial Instruments: Recognition and Measurement) and brings changes to the classification and measurement of financial assets and liabilities to determining impairment of them and to principles of hedge accounting.

The Group's financial assets and liabilities have been gone through, and on adoption of the new standard on 1 January 2018, the Group's financial items have been recognised according to the following principles:

- The Group's financial assets that are classified as loans and other receivables are measured at amortised cost. This does not affect the carrying amounts.
- Equity instruments included in the available-for-sale financial assets were measured at fair value until 31 December 2017 and disclosed in the items under other comprehensive income. Since IFRS 9, the Group has chosen to apply the practice of measuring these instruments at fair value through profit or loss, which changes the accounting on adoption of IFRS 9. Considering the current equity instruments in the statement of financial position, the Group does not expect the change in accounting to affect the results.
- The accounting of financial liabilities did not change on adoption of IFRS 9 because the new requirements affect only the accounting of financial liabilities specifically classified at fair value through profit or loss, and the Group does not have such liabilities.
- The Group does not currently apply hedge accounting, so the changes to hedge accounting due to IFRS 9 do not affect the Company.
- Measurement of financial assets for any impairment is based on whether there is a significant credit risk related to the receivable or not. The Group evaluates the risk related to a neglected payment on a financial instrument and recognises a provision for credit loss based on the assessment. Impairment of financial instruments is based on an expected credit loss model in which earlier and greater credit losses are recognised than under IAS 39.
- A simplified approach under IFRS 9 is applied for measurement of trade receivables through which impairment of trade receivables with various due dates is entered by reducing their value by a certain percentage allowance. The allowance percentages shall lead to impairment that corresponds to the expected credit losses of receivables over their lifetime. As regards impairment of trade receivables, the change to IFRS 9 has no material impact.

The new standard will require new more comprehensive information in the Notes, and there will be some changes in presentation. They are expected to affect the nature and comprehensiveness of the information to be presented in the consolidated financial statements.

The Group is adopting the standard for the financial year commencing 1 January 2018. Comparative information for 2017 will not be adjusted.

# 1. Segment reporting

The Group has two strategic segments, which are Pharmaceuticals business and Diagnostics business. These are also Group's reportable segments. The Pharmaceuticals business develops, manufactures and markets pharmaceuticals and active pharmaceutical ingredients. The Diagnostics business develops, manufactures and markets diagnostic tests.

A segment's assets and liabilities include items attributable or allocable on a reasonable basis to the segment. The Group items include tax and financial items, items shared by the whole Group and eliminations of intersegment transactions. Capital expenditure consists of increases in property, plant and equipment and intangible assets.

The pricing between segments is based on market prices.

## Operating segments

EUR million	Pharmaceuticals		Diagnostics		Group items		Group total	
	2017	2016	2017	2016	2017	2016	2017	2016
Sale of goods	982.7	976.8	53.3	54.6			1,035.9	1,031.4
Rendering of services	6.2	3.7	0.1	0.1			6.3	3.8
Royalties and milestone payments	42.0	38.3	0.5	0.0			42.4	38.3
Sales to external customers	1,030.8	1,018.7	53.8	54.8			1,084.6	1,073.5
Sales to other segments	2.7	2.8	0.0	-2.7	-2.8			
<b>Net sales</b>	<b>1,033.6</b>	<b>1,021.6</b>	<b>53.8</b>	<b>54.8</b>	<b>-2.7</b>	<b>-2.8</b>	<b>1,084.6</b>	<b>1,073.5</b>
Operating profit	296.3	316.4	8.9	8.4	-12.2	-10.2	293.0	314.6
Assets	832.1	776.9	52.0	48.8	171.5	237.3	1,055.6	1,062.9
Liabilities	165.2	209.0	16.8	17.6	193.8	194.9	375.8	421.5
Capital expenditure	74.6	49.7	1.5	1.1	0.3	0.4	76.5	51.1
Depreciation and amortisation	38.1	37.0	2.8	2.8	0.5	0.5	41.4	40.3
Impairment	0.9	0.3					0.9	0.3
Cash flow from operating activities	309.3	301.2	9.3	14.5	-90.2	-66.8	228.4	248.9
Cash flow from investing activities	-73.8	-11.7	-1.3	-1.1	0.3	-8.3	-74.9	-21.1
Cash flow from financing activities							-220.3	-237.4
Average number of personnel	3,202	3,131	287	291	25	24	3,513	3,446

The Group items include the following Group eliminations: net sales EUR 2.7 (2016: 2.8) million, operating profit EUR 0.0 (2016: 0.0) million, assets and liabilities EUR 16.7 (2016: 19.7) million. Other Group items relate to the Group's administrative expenses, and finance and other items not allocated to segments.

## Net sales by business division

EUR million	2017	2016
Pharmaceuticals	1,033.6	1,021.6
Proprietary products	351.4	350.4
Specialty products	519.0	507.8
Animal Health	75.9	77.3
Fermion	51.0	47.6
Contract manufacturing and other	36.2	38.5
Diagnostics	53.8	54.8
Group items	-2.7	-2.8
<b>Group total</b>	<b>1,084.6</b>	<b>1,073.5</b>

## Data relating to geographical regions

These geographical regions correspond to the Group's main markets. Net sales are presented according to the customer's location. Assets and capital expenditure are presented according to their location.

EUR million	Finland		Scandinavia		Other Europe		North America		Other countries		Group total	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Sales to external customers	330.9	338.5	188.1	174.0	325.0	335.7	80.6	86.1	160.1	139.1	1,084.6	1,073.5
Assets	939.3	935.0	28.0	39.7	86.5	86.9			1.8	1.3	1,055.6	1,062.9
Capital expenditure	76.0	50.9	0.2		0.2				0.1	0.1	76.5	51.1

## 2. Other operating income and expenses

EUR million	2017	2016
Gains on sales of property, plant and equipment, intangible assets and available-for-sales investments	0.8	22.5
Rental income	0.4	0.4
Exchange rate gains and losses	-1.0	-0.5
Other operating income	1.8	2.3
Other operating expenses	-0.2	-0.4
<b>Total</b>	<b>1.8</b>	<b>24.3</b>

## 3. Depreciation, amortisation and impairment

### Depreciation, amortisation and impairment by function

EUR million	2017	2016
Cost of goods sold	23.6	22.0
Selling and marketing	7.5	7.2
Research and development	4.8	4.7
Administration	6.5	6.8
<b>Total</b>	<b>42.3</b>	<b>40.6</b>

### Depreciation, amortisation and impairment by type of asset

EUR million	2017	2016
Buildings and constructions	9.6	8.9
Machinery and equipment	22.4	21.4
Other tangible assets	0.2	0.2
<b>Property, plant and equipment, total</b>	<b>32.1</b>	<b>30.5</b>
Intangible rights	9.4	9.2
Other intangible assets	0.8	0.9
<b>Intangible assets, total</b>	<b>10.2</b>	<b>10.1</b>

During the period, an impairment charge of EUR 0.7 (2016: 0.3) million was recognised in selling and marketing expenses on intangible rights and EUR 0.2 (2016: 0.0) million in cost of goods sold on machinery and equipment. The basis for depreciation and amortisation is described in the accounting policies for the financial statements.

## 4. Employee benefits and auditor's remuneration

EUR million	2017	2016
Wages and salaries	174.9	175.5
<b>PENSION COSTS</b>		
Defined contribution plans	23.2	23.5
Defined benefit plans	4.0	2.9
<b>SHARE-BASED INCENTIVE PLAN</b>		
Equity-settled	2.7	3.2
Cash-settled	1.4	5.1
Other social security expenses	11.9	14.2
<b>Total</b>	<b>218.1</b>	<b>224.4</b>
<b>Average number of personnel</b>	<b>3,513</b>	<b>3,446</b>

The number of personnel in each segment is presented in Note 1, Segment reporting. Defined benefit pension obligations are presented in Note 12, Pension assets and pension liabilities. The management's employee benefits are presented in Note 29, Related party transactions.

### Share-based incentive plans

The Group has a share-based incentive plan that commenced in 2013 and one that commenced in 2016 in force for key persons of the Group.

The plan that commenced in 2013 includes earning periods, and the Board of Directors of the Company has annually decided on the beginning and duration of the earning periods in 2013, 2014 and 2015. The Board of Directors shall decide on the earning criteria and targets to be established for them at the beginning of each earning period. Two earning periods, calendar year 2013 and calendar years 2013–2015, commenced upon implementation of the plan. Two earning periods, calendar year 2014 and calendar years 2014–2016, commenced in 2014. Two earning periods, calendar year 2015 and calendar years 2015–2017, commenced in 2015. The reward under the plan for the earning periods 2013, 2014 and 2015 is based on the Orion Group's operating profit. The reward under the plan for the earning periods 2013–2015, 2014–2016 and 2015–2017 is based on the total return on Orion Corporation B shares.

The plan that commenced in 2016 includes earning periods, and the Board of Directors of the Company has decided or shall decide annually on the beginning and duration of the earning periods in 2016, 2017 and 2018. The Board of Directors shall decide on the earning criteria and targets to be established for them at the beginning of each earning period. Two earning periods, calendar year 2016 and calendar years 2016–2018, commenced upon implementation of the plan. Two earning periods, calendar year 2017 and calendar years 2017–2019, commenced in 2017. The reward under the plan for the earning periods 2016 and 2017 is based on the Orion Group's operating profit. The reward under the plan for the earning periods 2016–2018 and 2017–2019 is based on the total return on Orion Corporation B shares.

The rewards under the plan shall be paid partly in the form of the Company's B shares and partly in cash. Rewards have been paid and potential future rewards shall be paid as follows:

Earning period	Reward paid on / potential reward to be
2013	3 Mar 2014
2014	2 Mar 2015
2013–2015	1 Mar 2016
2015	1 Mar 2016
2014–2016	1 Mar 2017
2016	1 Mar 2017
2015–2017	2018
2017	2018
2016–2018	2019
2017–2019	2020

Shares received based on the one-year earning periods under the plan cannot be transferred during the restricted period defined for the plan. For the three-year earning periods, there is no restricted period. The value of reward to be paid on the basis of the Plans during one calendar year is a key person's gross annual salary multiplied by 1.75, in the maximum, at the date of the reward payment.

The target group of the plan that commenced in 2013 consists of approximately 35 people. The total maximum amount of rewards to be paid on the basis of the plan is 500,000 Orion Corporation B shares and a cash payment corresponding to the value of the shares. By 31 December 2017, a total of 366,775 Orion Corporation B shares had been paid as rewards under this plan.

The target group of the plan that commenced in 2016 consists of no more than 50 people. The total maximum amount of rewards to be paid on the basis of the plan is 500,000 Orion Corporation B shares and a cash payment corresponding to the value of the shares. By 31 December 2017, a total of 61,665 Orion Corporation B shares had been paid as rewards under this plan.

The costs due to the plan are recorded as expenses during the restricted period. The anticipated dividends have not been taken into account separately because they are taken into account in determining the share-based rewards. The fair values of the rewards granted based on the total return on Orion Corporation B shares for the earning periods are shown in the table below. The fair values have been determined using the binary asset-or-nothing call option method.

### Earning periods currently in effect

	2017	2017–2019	2016–2018	2015–2017
Start date of earning period	1 Jan 2017	1 Jan 2017	1 Jan 2016	1 Jan 2015
End date of earning period	31 Dec 2017	31 Dec 2019	31 Dec 2018	31 Dec 2017
End date of restricted period	31 Dec 2019			
Grant date of share rewards	30 Mar 2017	30 Mar 2017	23 Mar 2016	27 Feb 2015
Fair value of shares at granting, EUR <sup>1</sup>	48.83	48.83	29.16	29.09
Fair value of reward at grant date, EUR <sup>1</sup>		14.82	8.67	13.73

<sup>1</sup> The fair value of the rewards per share on the granting date has been determined with the binary asset or nothing call evaluation method.

### Transferred shares

	2017	2016	2015
Number of shares transferred during the period	107,965	144,350	141,949
Price per transferred share, EUR <sup>1</sup>	47.10	31.08	28.92
Total price of transferred shares, EUR million	5.1	4.5	4.1
End date of restricted period <sup>2</sup>	31 Dec 2018	31 Dec 2017	31 Dec 2016

<sup>1</sup> Average price of B share on transfer date.

<sup>2</sup> Concerns only shares which are granted based on earning period term of calendar year

**Auditor's remuneration**

EUR million	2017	2016
Auditing	0.3	0.2
Assigments in accordance with the Auditing Act	0.0	0.0
Advice on taxation	0.1	0.1
Other services	0.0	
<b>Total</b>	<b>0.4</b>	<b>0.4</b>

Non-audit services provided by PricewaterhouseCoopers Oy for the Orion Group's companies in the financial period 2017 totalled EUR 0.1 million. The services included auditor's reports (EUR 0.0 million) and advice on taxation (EUR 0.1 million).

## 5. Finance income and expenses

EUR million	2017	2016
Interest income on loans and cash and other receivables	0.2	0.1
Interest income on available-for sale financial assets	0.0	0.0
Dividend income on available-for-sale financial investments	0.0	0.1
Foreign exchange gains and losses, net		0.5
Other finance income	0.0	0.0
<b>Finance income, total</b>	<b>0.2</b>	<b>0.8</b>
Interest expenses on financial liabilities measured at amortised cost	4.5	4.6
Foreign exchange gains and losses, net	0.5	
Other finance expenses	1.7	0.2
<b>Finance expenses, total</b>	<b>6.7</b>	<b>4.9</b>
<b>Finance income and expenses, total</b>	<b>-6.5</b>	<b>-4.1</b>

During the period the Group did not acquire any assets requiring a substantial period of time to be ready, and therefore no borrowing costs have been capitalised during the period.

A write-down of EUR 1.6 million debt payable by a former subsidiary is included in other finance expenses.

**Foreign exchange gains (+) and losses (-) included in finance income and expenses**

EUR million	2017	2016
Foreign exchange rate gains	1.3	7.5
Foreign exchange rate losses	-1.8	-6.9
<b>Net</b>	<b>-0.5</b>	<b>0.5</b>

**Foreign exchange gains (+) and losses (-) above the operating profit line**

EUR million	2017	2016
In net sales	-3.0	1.9
In cost of goods sold	3.5	-0.5
In other income and expenses	-1.0	-0.5
In functions' expenses	0.3	0.0

## 6. Income taxes

EUR million	2017	2016
Current taxes	61.4	62.6
Adjustments in respect of prior periods	1.0	0.1
Deferred taxes	-1.8	-0.8
<b>Total</b>	<b>60.5</b>	<b>61.9</b>

### Taxes recognised in other comprehensive income

EUR million	2017	2016
Change in value of available-for-sale financial investments (income -/ expense +)		-1.3
Items due to remeasurement of defined benefit plans (income -/ expense +)	7.4	0.9

### Reconciliation between tax expense in statement of comprehensive income and taxes calculated from Group's 20.0% domestic tax rate

EUR million	2017	2016
Profit before taxes	286.5	310.9
Consolidated income taxes at Group's domestic tax rate	57.3	62.2
Impact of different tax rates of foreign subsidiaries	0.6	1.3
Tax-exempt income	-0.1	-2.6
Non-deductible expenses	1.6	0.8
Utilisation of deductible losses	-0.3	
Tax adjustments for previous financial years	1.0	0.1
Other items	0.4	0.1
<b>Income tax expense recognised in consolidated income statement</b>	<b>60.5</b>	<b>61.9</b>
<b>Effective tax rate</b>	<b>21.1 %</b>	<b>19.9 %</b>

## 7. Earnings and dividend per share

### Basic earnings per share

	2017	2016
Profit for the period attributable to owners of the parent company, EUR million	226.0	249.0
Weighted average number of shares during the period (1,000 shares)	140,565	140,671
<b>Basic earnings per share, EUR</b>	<b>1.61</b>	<b>1.77</b>

### Diluted earnings per share

	2017	2016
Profit used to determine diluted earnings per share, EUR million	226.0	249.0
Weighted average number of shares for diluted earnings per share (1,000 shares)	140,565	140,671
<b>Diluted earnings per share, EUR</b>	<b>1.61</b>	<b>1.77</b>

Earnings per share are calculated by dividing the profit for the period attributable to owners by the weighted average number of shares outstanding during the period. The weighted average number of shares has been adjusted for the number of treasury shares held by the Group during 2017.

### Dividend per share

	2017	2016
Dividend paid during the period, EUR million	217.9	183.3
Number of shares at 31 Dec, 1,000 shares	140,582	140,474
<b>Dividend per share paid during the period, EUR</b>	<b>1.55</b>	<b>1.30</b>

Dividend per share is calculated by dividing the dividend distributed during the period by the number of shares outstanding at 31 December. The Group held 675,401 Company's B shares as treasury shares at 31 December 2017.

For the financial year 2017 a dividend of EUR 1.45 per share, in total EUR 203.8 million is proposed to the Annual General Meeting on 20 March 2018. These financial statements do not reflect the proposed dividend.

## 8. Property, plant and equipment

EUR million	Land and water		Buildings and constructions		Machinery and equipment		Other property, plant and equipment <sup>1</sup>		Advance payments and construction in progress		Total	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Historical cost at 1 Jan	5.9	5.9	332.1	321.9	394.6	383.2	4.6	4.7	30.9	24.1	768.3	739.9
Additions	0.6		12.0	5.3	14.3	15.7	0.3	0.0	40.1	23.4	67.4	44.5
Disposals			-0.0	-0.2	-11.7	-15.6	-0.0	-0.0	-0.2	-0.2	-11.9	-16.0
Transfers between statement of financial position items			4.0	5.2	5.4	11.2	0.2	0.0	-9.7	-16.4	-0.2	-0.0
Translation differences					-0.1	0.0	-0.0	-0.1			-0.1	-0.1
<b>Historical cost at 31 Dec</b>	<b>6.6</b>	<b>5.9</b>	<b>348.1</b>	<b>332.1</b>	<b>402.5</b>	<b>394.6</b>	<b>5.1</b>	<b>4.6</b>	<b>61.2</b>	<b>30.9</b>	<b>823.5</b>	<b>768.3</b>
Accumulated depreciation and impairment at 1 Jan	0.2	0.2	-190.3	-181.7	-285.8	-278.8	-3.3	-3.3			-479.2	-463.5
Accumulated depreciation on disposals and transfers			0.0	0.2	10.8	14.4	0.0	0.0			10.8	14.6
Depreciation for the period			-9.6	-8.9	-22.2	-21.4	-0.2	-0.2			-31.9	-30.5
Impairment					-0.2						-0.2	
Translation differences					0.1	0.0	0.0	0.1			0.1	0.1
<b>Accumulated depreciation and impairment at 31 Dec</b>	<b>0.2</b>	<b>0.2</b>	<b>-199.9</b>	<b>-190.3</b>	<b>-297.3</b>	<b>-285.8</b>	<b>-3.4</b>	<b>-3.3</b>			<b>-500.4</b>	<b>-479.2</b>
<b>Carrying amount at 1 Jan</b>	<b>6.1</b>	<b>6.1</b>	<b>141.8</b>	<b>140.2</b>	<b>108.9</b>	<b>104.5</b>	<b>1.3</b>	<b>1.4</b>	<b>30.9</b>	<b>24.1</b>	<b>289.1</b>	<b>276.4</b>
<b>Carrying amount at 31 Dec</b>	<b>6.8</b>	<b>6.1</b>	<b>148.3</b>	<b>141.8</b>	<b>105.2</b>	<b>108.9</b>	<b>1.6</b>	<b>1.3</b>	<b>61.2</b>	<b>30.9</b>	<b>323.1</b>	<b>289.1</b>

<sup>1</sup> Other property, plant and equipment mainly comprise basic improvements to rented apartments, asphalting, environmental works and art objects.

### Finance leases

#### Assets leased through finance lease agreements included in machinery and equipment

EUR million, 31 Dec	2017	2016
Historical cost	16.6	15.5
Accumulated depreciation	-15.0	-13.7
<b>Carrying amount</b>	<b>1.6</b>	<b>1.8</b>

The additions to the historical cost of machinery and equipment include EUR 1.1 (2016: 1.6) million of assets leased through finance lease agreements.

During the period in total EUR 0.2 (2016: 0.0) million of impairment charges were recognised on the machinery and equipment of the Pharmaceuticals business related to production line changes.

## 9. Intangible assets

EUR million	Goodwill		Intangible rights <sup>1</sup>		Other intangible assets <sup>2</sup>		Total	
	2017	2016	2017	2016	2017	2016	2017	2016
Historical cost at 1 Jan	13.5	13.5	138.3	136.5	57.5	57.1	209.3	207.1
Additions			8.1	5.4	1.0	0.9	9.1	6.2
Disposals			-0.8	-3.6	-0.3	-0.5	-1.1	-4.1
Transfers between statement of financial position items			0.1	0.0	0.0		0.2	0.0
Translation differences					-0.0	0.0	-0.0	0.0
<b>Historical cost at 31 Dec</b>	<b>13.5</b>	<b>13.5</b>	<b>145.8</b>	<b>138.3</b>	<b>58.1</b>	<b>57.5</b>	<b>217.4</b>	<b>209.3</b>
Accumulated amortisation and impairment at 1 Jan			-100.4	-94.8	-55.0	-54.6	-155.4	-149.3
Accumulated amortisation on disposals			0.8	3.5	0.2	0.5	1.0	4.0
Amortisation for the period			-8.7	-8.9	-0.8	-0.9	-9.5	-9.8
Impairment			-0.7	-0.3			-0.7	-0.3
<b>Accumulated amortisation and impairment at 31 Dec</b>			<b>-109.0</b>	<b>-100.4</b>	<b>-55.5</b>	<b>-55.0</b>	<b>-164.5</b>	<b>-155.4</b>
<b>Carrying amount at 1 Jan</b>	<b>13.5</b>	<b>13.5</b>	<b>37.9</b>	<b>41.7</b>	<b>2.5</b>	<b>2.5</b>	<b>53.9</b>	<b>57.7</b>
<b>Carrying amount at 31 Dec</b>	<b>13.5</b>	<b>13.5</b>	<b>36.7</b>	<b>37.9</b>	<b>2.6</b>	<b>2.5</b>	<b>52.9</b>	<b>53.9</b>

<sup>1</sup> Intangible rights comprise mainly product rights and marketing authorisations with carrying amount EUR 21.5 (2016: 22.1) million, and also software, trademarks, patents and paid-up policies.

<sup>2</sup> Other intangible assets include development costs for software paid to external parties and entry fees.

Besides goodwill, the Group has no other intangible assets with indefinite useful life. The Group has no internally produced intangible assets. All intangible assets have been obtained through acquisition.

### Impairment testing of goodwill, property, plant and equipment and intangible assets

#### Goodwill

The goodwill of EUR 13.5 million originated from the acquisition of Farmos-Group Ltd. in 1990. In impairment testing, the goodwill is allocated to the cash generating units that form the Pharmaceuticals business.

In the impairment tests, the recoverable amount is determined on the basis of the value-in-use calculation. The cash flow forecasts are based on the detailed five-year plans adopted by the management. The cash flows beyond the forecast period adopted by the management have been calculated cautiously assuming zero per cent growth. The management's forecasts are based on the growth of global pharmaceutical markets, market shares in sales of pharmaceuticals, and the trends expected in pharmaceutical markets and sales.

The discount rate used is the weighted average cost of capital (WACC), in which the special risks related to the cash generating unit have been taken into account. The discount rate is defined before taxes. The discount rate for the period is 6.02% (2016: 4.06%).

Based on impairment testing, there was no need to recognise any impairment of goodwill during the period.

A change in any of the main variables used would, reasonably judged, not lead to a situation in which the recoverable amounts of a group of cash-generating units were lower than their carrying amount.

#### Intangible assets not yet available for use

Intangible assets not yet available for use are tested for impairment annually. The recoverable amount is based on the value in use. Cash flow forecasts adopted by the management cover a 5–15 year period from taking asset into use. The use of forecasts for periods of over five years is based on the estimated useful life of products. Beyond the five-year period, the cash flow growth

rate does not exceed the average growth rates of markets for the Company's products and the pharmaceutical industry. The discount rates for the period varied from 10% to 12%, and they are defined separately for each unit taking into account its risks.

The carrying amount of intangible assets not yet available for use was EUR 10.7 (2016: 7.2) million.

#### Impairment charges recognised in the period

During the period impairment charges totalling EUR 0.7 (2016: 0.3) million were recognised on the intangible rights of the Pharmaceuticals business. Intangible rights not yet available for use accounted for EUR 0.7 (2016: 0.3) million of the impairment. The most significant impairment charges relate to acquired rights to products the development of which has ceased, and to products that are already in markets, but for which the forecast recoverable cash flows were less than the carrying amount. The full carrying amount of rights to products the development of which has ceased has been recognised as an expense.

There were no other indications that the value of intangible assets might have been impaired during the period.

## 10. Investments in associates, affiliates and joint arrangements

EUR million	2017	2016
Carrying amount at 1 Jan	0.1	2.6
Share of associated companies' results		0.4
Sale of associated companies		-2.9
<b>Carrying amount at 31 Dec</b>	<b>0.1</b>	<b>0.1</b>

#### Associates and affiliates of the Group

Holding at 31 Dec, %	Domicile	2017	2016
Hangon Puhdistamo Oy	Hanko	50.0%	50.0%
Regattalämpö Oy	Hanko	42.6%	42.6%

Hangon Puhdistamo Oy engages in wastewater treatment for the companies that own it. Regattalämpö Oy provides real estate services for the residential buildings of the companies that own it. The companies operate at cost, by covering their own expenses and without making any profit, so their impact on the consolidated statement of comprehensive income and statement of financial position is minimal. Pharmaservice Oy is a provider of dose dispensing support services for pharmacies. Pharmaservice Oy was sold in July 2016.

#### Summarised financial information of associates

EUR million	2017	2016
Assets	5.9	6.5
Liabilities	5.1	5.6
Revenues	2.8	2.5
Profit (+) or loss (-) for the period	0.0	0.0

The most recent available financial statements of the associates are for the years 2016 and 2015.

#### Joint arrangements

In the 2017 financial year, total cost of joint operations amounted to EUR 8.0 (2016: 13.8) million. At the end of the financial year 2017, Orion had EUR 2.1 (2016: 6.8) million of the upfront payments related to the joint operations in the consolidated statement of financial position.

### Licensing, development and commercialisation agreement between Orion and Bayer

In June 2014 Orion commenced global collaboration with Bayer in the development and commercialisation of the ODM-201 androgen receptor inhibitor. ODM-201 is in clinical development for the treatment of patients with prostate cancer. A Phase III trial was started in 2014 for further evaluation of the efficacy and safety of ODM-201 in patients with non-metastatic castration-resistant prostate cancer (nm-CRPC).

Orion and Bayer have set up a joint steering group for the project, and they are considered to have joint control over the project. The agreement does not involve a separate investment instrument, so the project is considered a joint operation under IFRS 11. In accordance with the agreement, Bayer will take main responsibility for future costs. Bayer will commercialise the product globally. Orion has the right to co-promote it in Europe and to royalties on product sales. Orion will be responsible for manufacturing of the product.

### Licensing, development and commercialisation agreement between Orion and Janssen

During the 2013 financial year Orion entered into an agreement with Janssen Pharmaceuticals for further development and commercialisation of alpha-2c adrenoceptor antagonists for treatment of symptoms of Alzheimer's disease, including the ORM-12741 molecule in clinical trials. Orion has completed Phase IIa clinical trials with the ORM-12741 molecule and Orion and Janssen will jointly fund further trials.

Orion and Janssen have a joint steering group related to the agreement, and the parties are considered to have joint control over the project. The agreement does not involve a separate investment instrument, so the project is considered as a joint operation under IFRS 11. Orion will spend a major part of the upfront payment on additional Phase IIa clinical trials. Orion retains exclusive rights for commercialisation of the products in Europe, and grants Janssen a global exclusive license to develop ORM-12741 and other molecules in the alpha-2c platform. Janssen has exclusive rights for commercialisation of the molecules outside Europe.

## 11. Available-for-sale investments

Available-for-sale investments, with asset value of EUR 0.3 (2016: 0.4) million at 31 December 2017, include shares and investments in unlisted companies. They are stated at cost, because their fair value cannot be determined reliably.

## 12. Pension assets and pension liabilities

The Orion Group has defined benefit pension plans in Finland and Norway. The regulation of these pension plans is quite similar. The most significant individual pension plan in Finland is the Orion Pension Fund, through which pension plans are provided for white-collar staff working in Finland. The Pension Fund includes statutory pension insurance to which all white-collar staff are entitled (Department B), only part of which is treated as defined benefit based under IAS 19, and supplementary insurance for some white-collar staff (Department A), which is entirely defined benefit based. Assets of the Orion Pension Fund are invested in accordance with Finnish legislation. The management and Board of Directors of the Pension Fund are responsible for management of the assets of the Fund. The Group also has other defined benefit pension plans in Finland and Norway for which a party outside the Group provides asset management.

### Defined benefit plans - amounts recognised in the statement of financial position

	Pension fund 2017	Other 2017	Pension fund 2016	Other 2016
EUR million, 31 Dec				
Present value of funded obligations	298.1	14.5	308.7	13.9
Fair value of plan assets	-353.2	-12.0	-331.5	-11.2
Surplus (-) / deficit (+)	-55.2	2.5	-22.8	2.6
Present value of unfunded obligations		0.7		0.6
<b>Net asset (-) / liability (+) recognised in the statement of financial position</b>	<b>-55.2</b>	<b>3.2</b>	<b>-22.8</b>	<b>3.2</b>

**Amounts in consolidated statement of financial position**

EUR million	Pension fund	Other	Pension fund	Other
	2017	2017	2016	2016
Liabilities		3.2	0.7	3.2
Asset	-55.2		-23.5	
<b>Net asset (-) / liability (+) recognised in the statement of financial position</b>	<b>-55.2</b>	<b>3.2</b>	<b>-22.8</b>	<b>3.2</b>

**Defined benefit plan pension expenses in consolidated statement of comprehensive income**

EUR million	Pension fund	Other	Pension fund	Other
	2017	2017	2016	2016
Current service cost	3.8	0.5	2.7	0.6
Interest expense and income, total	-0.5	0.1	-0.5	0.1
<b>Pension expense (+) / income (-) in income statement</b>	<b>3.4</b>	<b>0.6</b>	<b>2.2</b>	<b>0.7</b>
Items due to remeasurement	-37.0	0.1	-5.0	0.4
<b>Pension expense (+) / income (-) in statement of comprehensive income</b>	<b>-33.7</b>	<b>0.7</b>	<b>-2.8</b>	<b>1.1</b>

**Defined benefit plan pension expenses by function**

EUR million	Pension fund	Other	Pension fund	Other
	2017	2017	2016	2016
Cost of goods sold	1.3		0.9	
Selling and marketing	0.5	0.2	0.3	0.2
Research and development	1.0		0.7	
Administration	0.5	0.4	0.4	0.5
<b>Pension expense (+) / income (-) in the income statement</b>	<b>3.4</b>	<b>0.6</b>	<b>2.2</b>	<b>0.7</b>

**Changes in present value of obligation**

EUR million	Pension fund	Other	Pension fund	Other
	2017	2017	2016	2016
Defined benefit plan obligation at 1 Jan	308.7	14.5	295.7	13.5
Current service cost	3.8	0.5	3.9	0.7
Interest expense	6.3	0.3	6.6	0.3
Past service cost			-1.2	-0.1
Items due to remeasurement				
Gains (-) or losses (+) due to change in economic assumptions	-16.2	0.2	6.3	0.1
Experienced gains (-) or losses (+)	2.6	0.3	4.1	0.2
<b>Total</b>	<b>-13.6</b>	<b>0.5</b>	<b>10.4</b>	<b>0.3</b>
Foreign exchange differences		-0.4		0.2
Benefits paid	-7.1	-0.3	-6.8	-0.4
<b>Obligation at 31 Dec</b>	<b>298.1</b>	<b>15.2</b>	<b>308.7</b>	<b>14.5</b>

### Changes in fair value of plan assets

EUR million	Pension fund	Other	Pension fund	Other
	2017	2017	2016	2016
Fair value of plan assets at 1 Jan	331.5	11.2	320.2	10.3
Interest income	6.7	0.2	7.1	0.2
Items due to remeasurement				
Return on plan assets excluding items in interest expense and income	23.5	0.4	15.4	-0.0
<b>Total</b>	<b>23.5</b>	<b>0.4</b>	<b>15.4</b>	<b>-0.0</b>
Foreign exchange differences		-0.3		0.2
Employer contributions	-1.3	0.6	-4.4	0.9
Benefits paid	-7.1	-0.2	-6.8	-0.4
<b>Fair value of plan assets at 31 Dec</b>	<b>353.2</b>	<b>12.0</b>	<b>331.5</b>	<b>11.2</b>

### Fair values of assets of benefit plan arranged through the Orion Pension Fund by asset category as percentages of fair value of all plan assets

%	2017	2016
Equity in developed markets	44%	49%
Equity in emerging markets	7%	6%
Bonds	19%	21%
Cash and money market investments	9%	8%
Properties	14%	12%
Other	7%	4%
<b>Total</b>	<b>100%</b>	<b>100%</b>

In other benefit plans the insurance companies are responsible for the plan assets, so it is not possible to present a breakdown of those assets.

The Pension Fund plan assets in 2017 include shares issued by the parent company Orion Corporation with fair value EUR 20.6 (2016: 35.4) million that account for 5.6% (2016: 10.7%) of the plan assets.

The objective of the Orion Pension Fund is a distribution of investments that spreads risk between different types of asset over the long term. Most of the assets are invested in shares and bonds.

### Actuarial assumptions used by the Orion Pension Fund

%	2017	2016
Discount rate	2.20	2.05
Inflation rate	1.50	1.50
Future pension increases	0.60–2.70	0.80–1.80
Future salary increases	1.30	1.60

In 2018 the Group expects to contribute EUR 17 (2017: 13) million to its pension plans.

The EUR 298.1 (2016: 308.7) million liability of the Orion Pension Fund has been discounted at a discount rate of 2.20% (2.05%). The impact on the liability of a change in the discount rate of +/- 0.50 percentage points would be EUR -23.4/+27.0 (2016: -27.5/+31.7) million, when other assumptions unchanged.

The weighted average duration of the defined benefit liability is 15 (2016: 16) years.

The defined benefit plans expose the Group to risks, the most significant of which are described in more detail below.

## Volatility related to assets and liability

The discount rate applied in calculating the net liability due to the plans is based on the return of low-risk bonds issued by companies. The Group's target over the long-term for defined benefit plan assets is to achieve a return exceeding the discount rate because some of the assets are equity instruments for which the return over the long term is expected to be higher than the return of bonds on which the discount rate is based. The value of defined benefit assets changes as the return rises above or decreases below the discount rate. This may generate a surplus or deficit of plan assets. The solidity of the Orion Pension Fund is good, so the Orion Pension Fund can withstand quite a heavy fall in stock markets.

## Changes in returns of bonds

The Group may have to change the discount rate if the return on bonds changes. That would alter the liabilities of the defined benefit plans and the components relating to defined benefit plans to be recorded in the statement of comprehensive income. However, some of the assets of the plans are invested in bonds, and the change in their value may partly compensate for the effect of the change in the liability on the value of the net debt.

## Inflation risk

The liability of the defined benefit plans would increase if inflation increased. Some of the plan assets are invested in equity instruments that are affected only a little by inflation. Acceleration of inflation would therefore increase the deficit of the defined benefit plans.

## Anticipated life expectancy

Defined benefit plan liabilities to a large extent relate to the generation of life-long benefits for members. A rise in anticipated life expectancy would therefore increase the defined benefit liability.

## 13. Deferred tax assets and liabilities

### Deferred tax assets

EUR million, 31 Dec	2017	2016
Pension liability	0.7	0.7
Internal inventory margin	0.4	0.6
Other deductible temporary differences	0.2	0.2
<b>Total</b>	<b>1.3</b>	<b>1.5</b>

### Deferred tax liabilities

EUR million, 31 Dec	2017	2016
Depreciation difference and untaxed reserves	24.1	25.3
Capitalised cost of inventory	5.1	5.5
Effects of consolidation and elimination	0.1	0.1
Pension assets	11.0	4.6
Other taxable temporary differences	1.9	1.7
<b>Total</b>	<b>42.3</b>	<b>37.1</b>

### Change in deferred tax arises from

EUR million	2017	2016
Pension assets/liabilities	-6.5	0.3
Internal inventory margin	-0.2	0.4
Depreciation difference and untaxed reserves	1.2	-1.0
Capitalised cost of inventory	0.3	-0.4
Available-for-sale investments		1.3
Deductible losses and other timing differences	-0.2	0.5
<b>Total</b>	<b>-5.4</b>	<b>1.2</b>

During the period, a decrease in equity of EUR 7.4 (2016: an increase of 0.4) million due to income taxes was recognised. The recognised taxes decreased at 31 Dec 2017 the equity EUR 7.9 (2016: decreased EUR 0.6) million.

## 14. Other non-current receivables

EUR million, 31 Dec	2017	2016
Loan receivables from associates	0.6	0.6
Other loan receivables	0.2	0.0
Other non-current receivables	1.1	3.3
<b>Total</b>	<b>1.9</b>	<b>3.8</b>

Loan receivables include interest-bearing receivables. The carrying amounts do not materially differ from fair value.

## 15. Inventories

EUR million, 31 Dec	2017	2016
Raw materials and consumables	36.1	33.8
Work in progress	42.1	39.3
Finished products and goods	147.2	154.3
<b>Total</b>	<b>225.4</b>	<b>227.5</b>

The value of inventories has been impaired by EUR 15.7 (2016: 13.4) million for the period so it corresponds to net realisable value.

## 16. Trade and other receivables

EUR million, 31 Dec	Carrying amount		Carrying amount	
	2017	2017	2016	2016
Trade receivables	199.0	199.0	200.1	200.1
Current tax assets	2.2	2.2	0.8	0.8
Receivables due from associates	0.1	0.1	0.1	0.1
Prepaid expenses and accrued income	17.3	17.3	20.4	20.4
Receivables on derivative contracts	0.3	0.3	0.1	0.1
Other receivables	12.5	12.5	10.5	10.5
Money market investments			31.0	31.0
<b>Total</b>	<b>231.4</b>	<b>231.4</b>	<b>263.0</b>	<b>263.0</b>

The most substantial item in other receivables is VAT receivables EUR 3.2 (2016: 4.0) million.

The maturities of the money market investments on their acquisition dates were over three months but no more than six months. The carrying amount of trade receivables and other current receivables is a reasonable estimate of their fair value.

**Ageing analysis of trade receivables**

EUR million, 31 Dec	Carrying amount		Fair value	
	2017	2017	2016	2016
Not yet due	173.5	173.5	174.7	174.7
1 to 30 days past due	21.5	21.5	21.0	21.0
31 to 60 days past due	1.2	1.2	1.3	1.3
61 to 90 days past due	0.5	0.5	0.8	0.8
Over 90 days overdue	2.3	2.3	2.4	2.4
<b>Total</b>	<b>199.0</b>	<b>199.0</b>	<b>200.1</b>	<b>200.1</b>

Impairment charges recognised on trade receivables and other receivables for the period were net EUR 0.1 (2016: 0.2) million.

**Material items included in prepaid expenses and accrued income**

EUR million, 31 Dec	2017	2016
Receivables from royalties	4.5	4.3
Share remunerations for restricted period	2.4	2.1
Prepayments for R&D costs	2.3	5.4
Prepayments for service and maintenance	2.0	1.8
Pending R&D contributions	1.0	0.7
Pending compensations	0.9	0.9
Price differential payments	0.8	3.9
Receivable related to transfer of sales right	0.5	
Other prepaid expenses and accrued income	2.8	1.4
<b>Total</b>	<b>17.3</b>	<b>20.4</b>

Due to the short-term character of the prepaid expenses and accrued income, the carrying amounts do not differ from fair value.

**17. Cash and cash equivalents**

EUR million, 31 Dec	Carrying amount		Fair value	
	2017	2017	2016	2016
Cash at bank and in hand	163.9	163.9	198.8	198.8
Money market investments	0.1	0.1	2.1	2.1
<b>Total</b>	<b>164.1</b>	<b>164.1</b>	<b>200.9</b>	<b>200.9</b>

Money market investments included in cash and cash equivalents are bank deposits, certificates of deposit and commercial paper with maturities of no more than three months on acquisition issued by banks and companies.

## 18. Equity

### Changes in share capital

	A shares	B shares	Total	Share capital EUR million
<b>Total number of shares at 1 Jan 2016</b>	<b>38,906,154</b>	<b>102,351,674</b>	<b>141,257,828</b>	<b>92.2</b>
Conversions of A shares to B shares in 1 Jan–31 Dec 2016	-612,000	612,000		
Total number of shares at 31 Dec 2016	38,294,154	102,963,674	141,257,828	92.2
Conversions of A shares to B shares in 1 Jan–31 Dec 2017	-1,173,808	1,173,808		
<b>Total number of shares at 31 Dec 2017</b>	<b>37,120,346</b>	<b>104,137,482</b>	<b>141,257,828</b>	<b>92.2</b>
Number of treasury shares at 31 Dec 2017		675,401	675,401	
<b>Total number of shares at 31 Dec 2017</b>	<b>37,120,346</b>	<b>103,462,081</b>	<b>140,582,427</b>	
<b>Total number of votes at 31 Dec 2017 excluding treasury shares</b>	<b>742,406,920</b>	<b>103,462,081</b>	<b>845,869,001</b>	

On 31 December 2016 Orion had a total of 141,257,828 (141,257,828) shares, of which 37,120,346 (38,294,154) were A shares and 104,137,482 (102,963,674) B shares. The Group's share capital was EUR 92,238,541.46 (92,238,541.46). At the end of 2017 Orion held 675,401 (783,366) B shares as treasury shares. On 31 December 2017 the aggregate number of votes conferred by the A and B shares was 845,869,001 (868,063,388) excluding treasury shares.

All shares issued have been paid in full.

Orion's shares have no nominal value. The counter book value of the A and B shares is about EUR 0.65 per share.

Each A share entitles its holder to twenty (20) votes at General Meetings of Shareholders and each B share one (1) vote. However, a shareholder cannot vote more than 1/20 of the aggregate number of votes from the different share classes represented at the General Meetings of Shareholders. In addition, Orion and Orion Pension Fund do not have the right to vote at Orion Corporation's General Meetings of Shareholders.

Both share classes, A and B, confer equal rights to the Company's assets and dividends.

The Articles of Association entitle shareholders to demand the conversion of their A shares to B shares within the limitation on the maximum number of shares of a class. In 2017 in total 1,173,808 shares were converted.

According to Orion's Articles of Association, the minimum number of all shares in the Company is one (1) and the maximum number is 1,000,000,000. A maximum number of 500,000,000 of the shares shall be A shares and a maximum number of 1,000,000,000 shares shall be B shares.

Orion's Board of Directors was authorised by the Annual General Meeting on 22 March 2016 to decide on acquisition of shares in the Company and on a share issue in which shares held by the Company can be conveyed.

On 27 April 2016 Orion's Board of Directors decided to acquire shares in the Company as authorised by the Annual General Meeting. In the period 3–15 June 2016 the Company acquired 500,000 B shares in the Company in accordance with the decision. The shares were acquired for use as part of the Orion Group's incentive plans. Following the acquisitions, the Board of Directors does not have any outstanding authorisation to decide to acquire shares in the Company.

The Board of Directors is authorised to decide on conveyance of no more than 600,000 Orion Corporation B shares held by the Company. They authorisation to issue shares is valid for five years from the decision taken by the Annual General Meeting. The authorisation to be exercised is described in Note 4 under "Share-based payments".

The Board of Directors is not authorised to increase the share capital or to issue bonds with warrants or convertible bonds or stock options.

After the end of the period, the Board of Directors proposed a dividend of EUR 1.45 per share to be distributed.

**Expendable fund**

EUR million	2017	2016
Expendable fund at 1 Jan	0.5	0.5
Expendable fund at 31 Dec	0.5	0.5

**Other reserves**

EUR million	2017	2016
Reserve for invested unrestricted equity	0.9	0.9
Reserve funds	1.5	1.2
<b>Total</b>	<b>2.4</b>	<b>2.1</b>

**Translation differences**

Translation differences include those arising from translation of the financial statements of foreign entities.

**Dividends and other distribution of profits**

A dividend of EUR 1.55 (2016: 1.30) per share were distributed in the 2017 financial year. In addition, donations of EUR 0.3 (2016: 0.4) million were distributed from profit funds.

**19. Provisions**

EUR million	Pension provisions	Restructuring provisions	Other provisions	Total
<b>1 Jan 2017</b>	0.0	0.2	0.3	0.5
Exchange rate differences		-0.0		-0.0
Utilised during the period		-0.1	-0.1	-0.2
Additions to provisions	0.0			0.0
<b>31 Dec 2017</b>	0.1	0.1	0.1	0.3

EUR million, 31 Dec	2017	2016
Non-current provisions	0.3	0.3
Current provisions		0.2
<b>Total</b>	<b>0.3</b>	<b>0.5</b>

**Pension and restructuring provisions**

Pension provisions include provisions for unemployment pension expenses for persons made redundant in 2013 who have not yet found work or may possibly not find work. Restructuring provision relates to redundancies in Sweden in 2013. The provisions are expected to materialise in the next 1–4 years.

## 20. Interest-bearing liabilities

	Carrying amount 2017	Fair value 2017	Carrying amount 2016	Fair value 2016
EUR million, 31 Dec				
Bonds	149.7	155.0	149.5	158.5
Finance lease liabilities	0.6	0.6	0.7	0.7
<b>Non-current liabilities total</b>	<b>150.3</b>	<b>155.6</b>	<b>150.2</b>	<b>159.2</b>

	Carrying amount 2017	Fair value 2017	Carrying amount 2016	Fair value 2016
EUR million, 31 Dec				
Finance lease liabilities	1.1	1.1	1.2	1.2
Other interest-bearing liabilities			1.2	1.2
<b>Current liabilities total</b>	<b>1.1</b>	<b>1.1</b>	<b>2.3</b>	<b>2.3</b>

The fair value of a bond is based on the estimated market value received from the bank. The carrying value can be considered as the fair value of finance lease liabilities because of the short-term nature of the agreements.

The bond issued in 2013 with nominal amount of EUR 150,000,000 maturing in 2019 has interest rate of 2.75% and effective interest 2.854%.

All the interest-bearing liabilities are euro-denominated.

### Maturities of finance lease liabilities

#### Minimum lease payments

EUR million, 31 Dec	2017	2016
No later than 1 year	1.1	1.2
Later than 1 year but no later than 5 years	0.6	0.7
<b>Total</b>	<b>1.7</b>	<b>1.9</b>

#### Present value of minimum lease payments

EUR million, 31 Dec	2017	2016
No later than 1 year	1.1	1.2
Later than 1 year but no later than 5 years	0.6	0.7
Present value of minimum lease payments	1.7	1.9
Future finance charges	0.0	0.1
<b>Minimum lease payments, total</b>	<b>1.7</b>	<b>1.9</b>

## 21. Other non-current liabilities

EUR million, 31 Dec	2017	2016
Other non-current liabilities	0.0	0.0
<b>Total</b>	<b>0.0</b>	<b>0.0</b>

## 22. Trade payables and other current liabilities

EUR million, 31 Dec	2017	2016
Trade payables	83.2	106.1
Current tax liabilities	3.0	9.1
Other current liabilities to associates	0.1	0.1
Accrued liabilities and deferred income	74.3	90.2
Liabilities on derivative contracts	0.2	0.2
Other current liabilities	17.8	22.3
<b>Total</b>	<b>178.6</b>	<b>228.1</b>

The most substantial items in other liabilities are EUR 6.1 (2016: 5.5) million of VAT liabilities and EUR 2.1 (2015: 6.8) million of upfront payments relating to joint operations.

### Material items included in accrued liabilities and deferred income

EUR million, 31 Dec	2017	2016
Liabilities from incentive plans	15.4	27.5
Other accrued salary, wage and social security payments	25.5	22.1
Accrued price adjustments	8.1	9.7
Accrued price reductions	4.3	2.4
Accrued purchases related to inventory in China	2.7	
Accrued R&D expenses	2.5	5.3
Accrued interest	2.3	2.3
Accrued royalties	2.2	2.2
Accrued litigation costs	2.1	2.3
Accrued sales compensation	1.5	1.1
Sales revenue received in advance		7.8
Other accrued liabilities and deferred income	7.7	7.5
<b>Total</b>	<b>74.3</b>	<b>90.2</b>

Due to the short-term character of the trade payables and other current liabilities, the carrying amounts do not materially differ from fair value.

## 23. Financial assets and liabilities by value category

EUR million, 31 Dec	2017	2016
Financial assets at fair value through profit and loss		
Non-hedge-accounting derivatives	0.3	0.1
Loans and other receivables		
Other non-current assets	1.9	3.8
Trade receivables	199.0	200.1
Other receivables	6.7	9.1
Cash and cash equivalents	164.1	200.9
Available-for-sale financial assets		
Available-for-sale investments	0.3	0.4
Money market investments		31.0
<b>Financial assets total</b>	<b>372.3</b>	<b>445.5</b>
Financial liabilities at fair value through profit and loss		
Non-hedge-accounting derivatives	0.2	0.2
Financial liabilities measured at amortised costs		
Interest-bearing non-current liabilities	150.3	150.2
Other non-current liabilities	0.0	0.0
Trade payables	83.2	106.1
Other current liabilities	17.0	16.6
Interest-bearing current liabilities	1.1	2.3
<b>Financial liabilities total</b>	<b>251.8</b>	<b>275.6</b>

Derivative contracts are included in other receivables and other liabilities in the consolidated statement of financial position.

### Specification of financial liabilities included in cash flow from financing activities

EUR million, 31 Dec	Cash flows	Other changes with no related payment	2017	2016
Interest-bearing non-current liabilities		0.1	150.3	150.2
Interest-bearing current liabilities	-2.3	1.0	1.1	2.3

## Fair value measurement and hierarchy

Financial instruments measured at fair value in the statement of financial position are grouped as follows into three hierarchy levels depending on the valuation technique

EUR million, 31 Dec 2017	Level 1	Level 2	Level 3	Total
Derivatives				
Currency derivatives		0.3		0.3
Available-for-sale financial assets				
Shares and investments			0.3	0.3
<b>Assets total</b>	0.3	0.3		0.6
Derivatives				
Currency derivatives		-0.2		-0.2
<b>Liabilities total</b>		-0.2		-0.2
EUR million, 31 Dec 2016	Level 1	Level 2	Level 3	Total
Derivatives				
Currency derivatives		0.1		0.1
Available-for-sale financial assets				
Shares and investments			0.4	0.4
<b>Assets total</b>	0.1	0.4		0.5
Derivatives				
Currency derivatives		-0.2		-0.2
<b>Liabilities total</b>		-0.2		-0.2

The fair value of level 1 financial instruments is based on quotations available in active markets. The fair value of level 2 financial instruments is based on data feeds available in the markets. The fair value of level 3 instruments cannot be estimated on the basis of data available in the markets.

The Group applies the principle of recognising transfers between levels of fair value hierarchy on the date on which the event triggering the transfer occurred.

## 24. Financial risk management

The objective of the Group's financial risk management is to decrease the negative effects of market and counterparty risks on the Group's profits and cash flows and to ensure sufficient liquidity.

The main principles for financial risk management are defined in the Group Treasury Policy approved by the Board of Directors of the parent company, and the Group Treasury is responsible for its implementation. Treasury activities are centralised in the Group Treasury.

### 24.1. Market risk

The Group is exposed to market risks related to foreign currency exchange rate, market interest rate and electricity price.

#### 24.1.1. Foreign currency exchange rate risk

The Group's foreign currency exchange rate risk consists of transaction risk and translation risk.

##### *Transaction risk*

Transaction risk arises from operational items (such as sales and purchases) and financial items (such as loans, deposits and interest flows) in foreign currency in the statement of financial position, and from forecast cash flows over the upcoming 12 months. Transaction risk is monitored and hedged actively. In accordance with the Treasury Policy, items based on significant currencies in the statement of financial position are normally hedged 90–105% and the forecast cash flows over the upcoming 12 months 0–50%. Currency derivatives with maturities up to 12 months are used as hedging instruments.

The most significant currencies for the Group's operational items are the US dollar, Swedish krona, Polish zloty, Norwegian krona, Russian rouble, Japanese yen and British pound. As regards these currencies, no individual currency accounts for a significant portion of the overall position. The position as regards these currencies is presented below.

	Significant currencies	
	2017	2016
EUR million, 31 Dec		
Net position in statement of financial position	38.6	6.0
Forecast net position (12 months)	150.0	167.6
<b>Net position, total</b>	<b>188.5</b>	<b>173.5</b>
Currency derivatives for hedging	-46.9	-22.7
<b>Net open position total</b>	<b>141.6</b>	<b>150.8</b>

The Group's internal loans and deposits are denominated in the local currency of the subsidiary and the most significant ones have been fully hedged with currency swaps.

The fair value changes of the currency derivatives are recognised through profit and loss in either other operating income and expenses or finance income and expenses depending on whether, from an operational perspective, sales revenues or financial assets and liabilities have been hedged.

##### *Translation risk*

Translation risk arises from the equity of subsidiaries outside the eurozone. At 31 December 2017 the equity in these subsidiaries totalled EUR 72.3 (2016: 73.5) million. The most significant translation risk arises from the British pound. This translation position has not been hedged.

### Sensitivity analysis

The effect of changes in foreign currency exchange rates on the Group's results (before taxes) and equity at the reporting date is presented below for the significant currencies. The assumption used in the sensitivity analysis is a +/- 10% change in the exchange rates (foreign currency depreciates/appreciates by 10%) while other factors remain unchanged. In accordance with IFRS 7, the sensitivity analysis includes only the financial assets and liabilities in the statement of financial position, and so the analysis does not take into account the forecast upcoming 12-month foreign currency cash flow included in the position. The potential translation position is not taken into account in the sensitivity analysis.

	Impact on profit		Impact on equity	
	2017	2016	2017	2016
EUR million, 31 Dec				
+/- 10% change in exchange rates	0.8/-0.9	1.5/-1.9	0	0

#### 24.1.2. Electricity price risk

The price risk refers to the risk resulting from changes in electricity market prices. The market price of electricity fluctuates greatly due to weather conditions, hydrology and emissions trading, for example. The Group obtains its electricity through deliveries that are partly fixed-price contracts and partly tied to the spot price of the price area of Finland, and in the latter case is therefore exposed to electricity price fluctuation. This price risk is not hedged.

#### 24.1.3. Interest rate risk

Changes in interest rates affect the Group's cash flow and results. At 31 December 2017, the Group's interest-bearing liabilities totalled EUR 151.3 (2016: 152.5) million. Most of the Group's interest-bearing liabilities are tied to a fixed interest rate, so the impact of changes in interest rates on the Group is minor. Interest rate derivatives were not used in 2017.

The effect of an interest rate rise on net interest expenses has been estimated through a sensitivity analysis in which interest rates are assumed to rise in 2018 in parallel by one percentage point (1%) compared with market interest rates at the end of the reporting period while other factors (including liabilities) remain unchanged. The estimated interest expenses of the Group would then rise by EUR 0.0 million in 2018 (before taxes) (2017: EUR 0.0 million).

## 24.2. Counterparty risk

Counterparty risk is realised when a counterparty to the Group does not fulfil its contractual obligations, resulting in non-payment of funds to the Group. The maximum credit risk exposure at 31 December 2017 is the total of financial assets less carrying amounts of derivatives in financial liabilities, which totalled EUR 372.1 (2016: 445.3) million (Note 23). The main risks relate to trade receivables, cash and cash equivalents, and money market investments.

The Group Treasury Policy defines the requirements for the creditworthiness of the financial institutions acting as counterparties to Group companies. Limits have been set for counterparties on the basis of creditworthiness and solidity, and they are regularly monitored and updated. Money market investments are mainly in interest-bearing instruments with duration up to six months.

The Group Customer Credit Policy defines the basis for classifying customers and setting limits for them, and the ways through which the credit risk is managed. Payment performance and the financial situation of customers are monitored, and effective collection is regularly undertaken. Credit risk can be reduced by requiring advance payment as a payment term or a letter of credit or a bank guarantee to secure the payment, or by using credit insurance. In the pharmaceutical industry, trade receivables are typically generated by distributors representing different geographical areas. In certain countries, the Group also sells directly to local hospitals. The 25 largest customers accounted for 77.5% of the trade receivables at 31 December 2017 (2016: 78.5%). The trade receivables are not considered to involve significant risk. Credit losses for the period recognised through profit and loss were EUR 0.1 (2016: 0.2) million.

## 24.3. Liquidity risk

The Group seeks to maintain a good liquidity position in all conditions. In addition to cash flows from operating activities and cash and cash equivalents and other money market investments, the liquidity is ensured by EUR 100 million of binding undrawn bilateral credit limits that will mature in 2022. In addition to this, the Group has undrawn bank overdraft limits and a EUR 100 million unconfirmed commercial paper programme from which no commercial papers had been issued on the reporting date.

The Group's interest-bearing liabilities at 31 December 2017 were EUR 151.3 (2016: 152.5) million. The average maturity for interest-bearing liabilities excluding finance lease liabilities is one year and five months (2016: two years and five months). At 31 December 2017, the Group's cash and cash equivalents and money market investments, which decrease liquidity risk, totalled EUR 164.1 (2016: 231.9) million. To ensure the Group's liquidity, any surplus cash is invested mainly in short-term euro-denominated interest-bearing instruments with good creditworthiness. An investment-specific limit is determined for each investment.

#### **Forecast undiscounted cash flows of financial liabilities, interest payments and derivatives**

EUR million, 31 Dec 2017	2018	2019	2020	2021	2022–	Total
Repayments of bonds		150.0				150.0
Repayments of finance lease loans	1.1	0.6				1.7
Interest payments	4.2	4.1				8.3
<b>Cash flow total, interest-bearing financial liabilities</b>	<b>5.2</b>	<b>154.7</b>				<b>160.0</b>
Trade payables	83.2					83.2
Other non-interest-bearing financial liabilities	17.0				0.0	17.0
<b>Cash flow total, non-interest-bearing financial liabilities</b>	<b>100.2</b>			0.0		<b>100.3</b>
Derivative contracts, inflow	0.3					0.3
Derivative contracts, outflow	-0.2					-0.2
<b>Cash flow total, derivative contracts</b>	<b>0.2</b>					<b>0.2</b>
<b>Cash flow total, all</b>	<b>105.6</b>	<b>154.7</b>		0.0		<b>260.4</b>

EUR million, 31 Dec 2016	2017	2018	2019	2020	2021–	Total
Repayments of bonds			150.0			150.0
Repayments of finance lease loans	1.2	0.7	0.0			1.9
Repayments of other liabilities	1.2					1.2
Interest payments	4.2	4.1	4.1			12.4
<b>Cash flow total, interest-bearing financial liabilities</b>	<b>6.5</b>	<b>4.8</b>	<b>154.1</b>			<b>165.5</b>
Trade payables	106.1					106.1
Other non-interest-bearing financial liabilities	16.6			0.0		16.7
<b>Cash flow total, non-interest-bearing financial liabilities</b>	<b>122.8</b>			0.0		<b>122.8</b>
Derivative contracts, inflow	0.1					0.1
Derivative contracts, outflow	-0.2					-0.2
<b>Cash flow total, derivative contracts</b>	<b>-0.1</b>					<b>-0.1</b>
<b>Cash flow total, all</b>	<b>129.2</b>	<b>4.8</b>	<b>154.1</b>	<b>0.0</b>		<b>288.2</b>

Forward rates or the average reference rate per contract are used for forecasts of interest payments on floating-rate loans.

#### **24.4. Management of capital structure**

The financial objectives of the Group include a capital structure related goal to maintain the equity ratio, i.e. equity in proportion to total assets, at a level of at least 50%. This equity ratio is not the Company's opinion of an optimal capital structure, but rather part of an aggregate consideration of the Company's growth and profitability targets and dividend policy.

The terms of credit limit agreements of the Company include covenants that specify that if the covenants are breached, the lender optionally has the right to demand early repayment of the loan. The following tables show the levels of financial covenants specified in the terms of the loans and the corresponding values at 31 December 2017.

FINANCIAL COVENANTS	Requirements
Group equity ratio	>30%
Group interest-bearing net liabilities / EBITDA	<3.0

**Group equity ratio**

31 Dec	2017	2016
Equity, EUR million	679.7	641.4
Equity and liabilities total minus advances received, EUR million	1,052.5	1,055.2
<b>Equity ratio, %</b>	<b>64.6%</b>	<b>60.8%</b>

**Group interest-bearing net liabilities / Group EBITDA**

EUR million, 31 Dec	2017	2016
Interest-bearing net liabilities	-12.7	-79.4
EBITDA	335.3	355.2
<b>Interest-bearing net liabilities / EBITDA</b>	<b>-0.04</b>	<b>-0.22</b>

## 25. Derivatives

**Nominal values and maturity of derivatives**

EUR million, 31 Dec	2017	2016
<b>Currency derivatives</b>		
Currency forward contracts and currency swaps	32.4	25.1
Currency options	45.4	31.7

All derivatives have a maturity less than one year.

**Fair values of derivatives**

EUR million, 31 Dec	2017		2016	
	Positive	Negative	Net	Net
<b>Non-hedge-accounting derivatives</b>				
Currency forward contracts and currency swaps	0.2	-0.1	0.1	-0.1
Currency options	0.1	-0.0	0.1	-0.0

All derivatives are OTC derivatives, and market quotations at the end of the reporting period have been used for determining their fair value. Derivatives measured at fair value have been reported in the consolidated statement of financial position on a gross basis. Derivative contract terms agreed with banks allow netting in the event of payment default or bankruptcy, among other things. At the end of the reporting period, after netting the counterparty risk to Orion was EUR 0.2 (2016: 0.0) million and to counterparties EUR 0.0 (2016: 0.1) million.

## 26. Contingent liabilities

### Commitments and contingencies

EUR million, 31 Dec	2017	2016
<b>Contingencies for own liabilities</b>		
Guarantees	3.6	4.1
Other	0.3	0.3

### Significant legal proceedings

Companies belonging to the Orion Group are parties to various legal disputes, which are not, however, considered to be significant legal proceedings for the Group.

## 27. Operating leases

### Group as lessee

#### Minimum lease payments payable on the basis of other non-cancellable leases

EUR million, 31 Dec	2017	2016
No later than 1 year	2.3	2.1
Later than 1 year but no later than 5 years	3.3	3.9
Over 5 years	0.4	0.7
<b>Total</b>	<b>6.1</b>	<b>6.7</b>
 <b>Rents paid on the basis of other operating leases during the period</b>	 2.8	 3.0

Other lease expenses comprise mainly expenses for business premises abroad and other non-financial lease items.

### Group as lessor

Rental income is presented in Note 2, Other operating income and expenses. The rental income comprises mainly rents from personnel and others for real estate owned by the Group.

The Group does not have any finance leases under which the Group is a lessor.

## 28. Group companies

### Group companies at 31 December 2017

	Group		Parent company	
	Ownership, %	Share of votes, %	Ownership, %	Share of votes, %
<b>Pharmaceuticals</b>				
Parent company Orion Corporation, Espoo				
Fermion Oy, Espoo	100.00	100.00	100.00	100.00
Kiinteistö Oy Harmaaparta, Espoo	100.00	100.00	100.00	100.00
Kiinteistö Oy Kalkkipellontie 2, Espoo	100.00	100.00	100.00	100.00
Kiinteistö Oy Kapseli, Hanko	100.00	100.00		
Kiinteistö Oy Pilleri, Hanko	70.39	70.39		
Kiinteistö Oy Tonttuvainio, Espoo	100.00	100.00	100.00	100.00
Orion Export Oy, Espoo <sup>1</sup>	100.00	100.00	100.00	100.00
Saiph Therapeutics Oy, Espoo <sup>1</sup>	100.00	100.00	100.00	100.00
FinOrion Pharma India Pvt. Ltd., India	100.00	100.00	95.00	95.00
ООО Orion Pharma, Russia	100.00	100.00		
Orion Pharma (Austria) GmbH, Austria	100.00	100.00	100.00	100.00
Orion Pharma (Ireland) Ltd., Ireland	100.00	100.00	100.00	100.00
Orion Pharma (UK) Ltd., United Kingdom	100.00	100.00	100.00	100.00
Orion Pharma A/S, Denmark	100.00	100.00	100.00	100.00
Orion Pharma AB, Sweden	100.00	100.00	100.00	100.00
Orion Pharma AG, Switzerland	100.00	100.00	100.00	100.00
Orion Pharma AS, Norway	100.00	100.00	100.00	100.00
Orion Pharma BVBA, Belgium	100.00	100.00	100.00	100.00
Orion Pharma d.o.o., Slovenia	100.00	100.00	100.00	100.00
Orion Pharma East LLP, Kazakstan	100.00	100.00	100.00	100.00
Orion Pharma GmbH, Germany	100.00	100.00	100.00	100.00
Orion Pharma Hellas, Pharmakeftiki Mepe, Greece	100.00	100.00	100.00	100.00
Orion Pharma Kft., Hungary	100.00	100.00	100.00	100.00
Orion Pharma Poland Sp.z.o.o., Poland	100.00	100.00	100.00	100.00
Orion Pharma Romania S.R.L., Romania	100.00	100.00	100.00	100.00
Orion Pharma S.L., Spain	100.00	100.00	100.00	100.00
Orion Pharma S.r.l., Italy	100.00	100.00	100.00	100.00
Orion Pharma s.r.o., Czech	100.00	100.00	100.00	100.00
Orion Pharma s.r.o., Slovakia	100.00	100.00	100.00	100.00
Orion Pharma SA, France	100.00	100.00	100.00	100.00
Orion Pharma, Inc., USA <sup>1</sup>	100.00	100.00	100.00	100.00
Orion Pharma Ukraine LLC, Ukraine	100.00	100.00	95.00	95.00
Orionfin Unipessoal Lda, Portugal	100.00	100.00	100.00	100.00
ОÜ Orion Pharma Eesti, Estonia	100.00	100.00	100.00	100.00
UAB Orion Pharma, Lithuania	100.00	100.00	100.00	100.00
<b>Diagnostics</b>				
Orion Diagnostica Oy, Espoo	100.00	100.00	100.00	100.00
GeneForm Technologies Ltd., United Kingdom	100.00	100.00		
Orion Diagnostica Danmark A/S, Denmark <sup>1</sup>	100.00	100.00		

<sup>1</sup> These companies are not engaged in business activities.

There are no companies in which the Group's ownership is 1/5 or more that have not been consolidated as associated companies or subsidiaries.

## 29. Related party transactions

In the Orion Group, the related parties are deemed to include the parent company Orion Corporation, the subsidiaries and associated and affiliated companies, the members of the Board of Directors of Orion Corporation, the members of the Executive Management Board of the Orion Group, the immediate family members of these persons, the companies controlled by these persons, and the Orion Pension Fund.

### Related party transactions

The Group has no significant business transactions with the related parties, except for the pension expenses resulting from the defined benefit plans with Orion Pension Fund.

### Management's employment benefits

EUR million	2017	2016
Salaries and other short-term employment benefits	7.1	6.4
Post-employment benefits	0.4	0.5

### Salaries and remuneration<sup>1</sup>

EUR million	2017	2016
<b>Timo Lappalainen, President and CEO</b>	1.6	1.5
Heikki Westerlund, Chairman	0.1	0.1
Timo Maasilta, Vice chairman	0.1	0.1
Sirpa Jalkanen	0.1	0.0
Ari Lehtoranta	0.1	
Hilpi Rautelin	0.1	
Eija Ronkainen	0.1	0.0
Mikael Silvennoinen	0.1	0.1
Hannu Syrjänen	0.0	0.1
Jukka Ylppö	0.0	0.1
Eero Karvonen	0.0	
<b>Board of Directors, total</b>	0.5	0.4

<sup>1</sup> Exact figures are available in the "Corporate Governance Statement", under "Remuneration Statement".

The retirement age of the parent company's President and CEO is agreed to be 60 years and the pension level 60% of the agreed pensionable salary. During the period EUR 0.1 (2016: 0.1) million was recorded as expenses for the statutory pension and EUR 0.5 (2016: 0.4) million for the supplementary pension of the parent company's President and CEO.

### Loans, guarantees and other commitments to or on behalf of the related parties

Orion Corporation is the lender of an interest-bearing loan of EUR 0.6 million to Hangon Puhdistamo Oy.

## 30. Events after the end of the reporting period

On 23 January 2018 Orion announced that it had decided to investigate the possible sale of Orion Diagnostica or other transaction that would result in transfer of Orion Diagnostica outside the Orion Group. A possible result of the investigation may also be that Orion Diagnostica will continue part of the Orion Group.

In the Orion Group Orion Diagnostica is a second business area, in addition to the Pharmaceuticals business area, and in the Financial Statement it is reported as its own segment. During the 2017 financial period, Orion Diagnostica's net sales were EUR 54 million (about 5% of the Orion Group's net sales) and its operating profit was EUR 8.9 million (about 3% of the Group's operating profit). Its assets were EUR 52 million (about 5% of the Group's assets). At the end of 2017 Orion Diagnostica had 282 employees (about 8% of the Orion Group's employees).

Orion Diagnostica operates as an independent business and it has no material business synergies with the Pharmaceuticals business.

At this stage there is still considerable uncertainty concerning the schedule, implementation and outcome of the investigation that has commenced.

There have been no other known significant events after the reporting period that would have had an impact on the financial statements.

# Parent company Orion corporation's financial statements (FAS)

## Income Statement

EUR million	Note	2017	2016
<b>Net sales</b>	1	908.1	900.4
Other operating income	2	8.7	32.4
Operating expenses	3,4	-636.5	-637.0
Depreciation, amortisation and impairment	4	-31.6	-30.1
<b>Operating profit</b>		248.7	265.7
Finance income and expenses	5	11.2	11.3
<b>Profit before extraordinary items, appropriations and taxes</b>		259.9	277.0
Appropriations	6	26.0	17.3
Income tax expense	7	-56.1	-53.7
<b>Profit for the period</b>		229.8	240.6

## Balance Sheet

### Assets

EUR million, 31 Dec	Note	2017	2016
Intangible rights		28.3	28.7
Other long-term expenditure		2.4	2.3
<b>Intangible assets total</b>	8	30.7	31.0
Land		4.2	3.5
Buildings and constructions		134.3	128.3
Machinery and equipment		73.8	77.2
Other tangible assets		1.5	1.1
Advance payments and construction in progress		25.6	14.9
<b>Tangible assets total</b>	9	239.3	225.2
Holdings in Group companies		83.2	83.2
Other investments		0.4	2.0
<b>Investments total</b>	10	83.6	85.2
<b>Non-current assets total</b>		353.6	341.3
Inventories	11	162.5	169.6
Non-current receivables	12	1.7	2.1
Trade receivables	13	161.6	165.3
Other current receivables	13	48.3	45.6
Investments	14		33.0
Cash and bank		116.3	146.3
<b>Current assets total</b>		490.4	561.9
<b>Assets total</b>		844.0	903.2

### Liabilities

EUR million, 31 Dec	Note	2017	2016
Share capital		92.2	92.2
Expendable fund		0.5	0.5
Reserve for invested unrestricted equity		0.9	0.9
Retained earnings		104.3	76.7
Profit for the period		229.8	240.6
<b>Shareholders' equity</b>	15	427.7	410.9
<b>Appropriations</b>	16	92.0	96.0
<b>Provisions</b>	17	0.5	0.8
Bonds		149.7	149.5
<b>Non-current liabilities total</b>	18	149.7	149.5
Trade payables		75.3	99.8
Other current liabilities		98.7	146.2
<b>Current liabilities total</b>	19	174.0	246.0
<b>Liabilities total</b>		844.0	903.2

## Cash flow statement

EUR million	2017	2016
<b>Operating profit</b>	248.7	265.7
Depreciation, amortisation and impairment	31.6	30.1
Other adjustments	-0.3	-25.0
<b>Total adjustments to operating profit</b>	31.3	5.2
Change in non-interest-bearing current receivables	22.3	18.6
Change in inventories	7.2	-21.8
Change in non-interest-bearing current liabilities	-86.5	-32.7
<b>Total change in working capital<sup>1</sup></b>	-57.0	-35.9
Interest paid	-5.7	-11.6
Dividends received <sup>2</sup>	17.5	15.5
Interest received <sup>2</sup>	1.2	7.3
Income tax paid	-63.0	-45.7
<b>Total net cash flow from operating activities</b>	172.9	200.5
Investments in intangible assets	-9.3	-5.9
Investments in tangible assets	-38.4	-26.5
Sales of intangible assets	0.0	
Sales of tangible assets	-0.9	1.2
Investment in other investments	-0.0	
Sales of other investments	0.6	25.2
Loans granted	-0.2	
Repayments of loan receivables		0.3
<b>Total net cash flow from investing activities</b>	-46.4	-5.7
Current loans raised	14.9	6.7
Repayments of current loans	-12.2	-33.7
Repayments of non-current loans		-36.7
Treasury shares		-16.8
Dividends paid and other distribution of profits	-213.1	-179.1
Group contributions received	21.0	22.0
<b>Total cash flow from financing activities</b>	-189.5	-237.7
<b>Net change in cash and cash equivalents</b>	-63.0	-42.9
Cash and cash equivalents at 1 Jan <sup>3</sup>	179.3	222.1
Net change in cash and cash equivalents	-63.0	-42.9
Cash and cash equivalents at 31 Dec <sup>3</sup>	116.3	179.3

<sup>1</sup> The change of the short-term loans and receivables between the parent company and the Finnish subsidiaries are recorded in the change of the parent company's working capital at their gross value.

<sup>2</sup> The dividends and interest paid by the subsidiaries are included in the cash flow from operating activities of the parent company.

<sup>3</sup> Cash and cash equivalents include liquid securities with a very low fluctuation-in-value risk, as well as cash in hand and at bank.

# Parent company notes to the financial statements for 2017

The parent company of the Orion Group is Orion Corporation, business ID 1999212-6, domiciled in Espoo.

The Orion Group's first financial year was 1 July – 31 December 2006, because the Group came into being on 1 July 2006 following the demerger of its predecessor Orion Group into a pharmaceuticals and diagnostics business and a pharmaceutical wholesale and distribution business. Orion Corporation was listed on the Helsinki stock exchange on 3 July 2006.

## Accounting policies

The Financial Statements of Orion Corporation are prepared in accordance with the Finnish Accounting Act, as well as other provisions and regulations related to compilation of financial statements.

### Non-current assets

The Balance Sheet values of intangible and tangible assets are based on their historical costs, depreciated according to plan. The depreciation according to plan is based on the economic life of the assets, following the straight-line depreciation method.

The historical cost of the intangible and tangible assets includes assets with remaining economic life, as well as fully depreciated non-current asset items that are still in operative use. The corresponding policies are applied to the accumulated depreciation.

The economic lives of various asset categories are as follows:

- |   |             |
|---|-------------|
| • intangible rights and other capitalised expenditure | 5–10 years  |
| • goodwill  | 5–20 years  |
| • buildings   | 20–40 years |
| • machinery, equipment and furniture                  | 5–10 years  |
| • vehicles  | 6 years     |
| • other tangible assets                               | 10 years    |

As a rule, goodwill is amortised over five years. In certain cases, however, the estimated economic life of the goodwill is longer, but at maximum twenty years. Other long-term expenditure items that generate or maintain income for three years or longer are capitalised and are normally depreciated over five years.

Land areas and revaluations are not depreciated according to plan. The production and office facilities were revalued in the Orion Group in the 1970s and 1980s. The revaluations are based on valuation of each asset separately.

### Research and development expenses

R&D expenses are entered as expenses during the financial year in which they are incurred.

### Inventories

Inventories are presented in the Balance Sheet using the standard price for self-manufactured products, and for purchased products the weighted average cost method using the value of the purchase and variable conversion costs, or if lower, the net realisable or replacement value.

## Foreign currency transactions

The valuation of the receivables and liabilities denominated in foreign currencies is based on the exchange rates quoted by the European Central Bank on the reporting date. The resulting translation gains and losses are recognised through profit or loss. Translation gains and losses related to business operations are recorded as adjustments of sales and purchases, whereas those related to financial items are recognised under financial income or expenses.

## Financial assets and liabilities and derivative financial instruments

Financial instruments are measured at fair value using an alternative treatment allowed under the Finnish Accounting Act Chapter 5, Section 2a. Other loans and receivables and other financial liabilities included in financial instruments are measured at amortised cost.

Financial assets held for sale include shares and interest-bearing direct, over 3 months investments, which are included mainly in short-term assets. Financial assets held for sale are measured at fair value using the price quoted in active markets on the reporting date. Investments in unquoted shares are measured at acquisition cost because their fair value cannot be measured using the fair value method. The change in the fair value of financial assets held for sale is recognised against the fair value reserve included in the equity.

Loans and receivables comprise cash and cash equivalents, loans granted, and trade and other receivables. Other financial liabilities include interest-bearing liabilities and trade and other payables.

Foreign exchange derivatives for hedging currency risk are measured at fair value using market prices on the reporting date. The fair value of foreign exchange derivatives that hedge operative items is recorded in other operating income and expenses, whereas the fair value of foreign exchange derivatives that hedge loans and receivables denominated in foreign currencies is recorded in translation differences in the financial items.

## Provisions

Commitments by the Company to future expenses that are unlikely to generate corresponding revenue are deducted from income as provisions. Similarly, future losses that are likely to materialise are deducted from income.

## Net sales

Net sales include revenue from sales of goods and services adjusted for indirect taxes, discounts and currency translation differences on sales in foreign currencies. Net sales also include milestone payments under contracts with marketing partners, which are paid by the partner as a contribution to cover the R&D expenses of a product during the development phase and are tied to certain milestones in research projects. In addition, net sales include royalties from the products licensed out by the Group.

Revenue from sales of goods is recognised when the significant risks and rewards of ownership of the goods have been transferred to the buyer. Revenue from services is recognised when the service has been provided. Milestone payments are recognised when the R&D project has progressed to a phase that, in accordance with an advance agreement with the partner, triggers the partner's obligation to pay its share. Royalties are recorded on an accrual basis in accordance with the licensing agreements.

## Share-based payment

The benefits under the share-based incentive plan for key employees approved by the Board of Directors are valued at fair value on the reporting date and recognised as an expense in the income statement during the vesting period of the benefit. The estimate of the final number of shares and associated cash payments is updated at each reporting date.

## Pension arrangements

The pension security of the Company's employees has been arranged through the Orion Pension Fund and pension insurance companies. Supplementary pension security has been arranged through the pension fund for employees whose employment began prior to 25 June 1990 and continues until retirement. Supplementary pensions for some executives have also been arranged through pension insurance companies. The pension liability of the Orion Pension Fund is covered in full.

## Income taxes

Income taxes comprise the taxes based on taxable profit and tax adjustments to previous financial periods. The financial statements do not itemise the deferred tax liabilities and assets, but the notes record the deferred tax liabilities and assets recognised in the balance sheet. These deferred tax liabilities or assets are calculated from material differences due to timing between the tax assessment and the financial statements, using the tax rate confirmed at the time of the financial statements for subsequent years.

## 1. Net sales

### Net sales by business area

EUR million	2017	2016
Pharmaceuticals business	908.1	900.4
<b>Total</b>	<b>908.1</b>	<b>900.4</b>

### Net sales by market area

EUR million	2017	2016
Finland	328.6	336.6
Scandinavia	148.9	128.0
Other Europe	255.5	270.5
North America	61.5	68.4
Other countries	113.8	96.9
<b>Total</b>	<b>908.1</b>	<b>900.4</b>

## 2. Other operating income

EUR million	2017	2016
Service charges received from Group companies	5.6	5.6
Rental income	0.6	0.6
Gains on sales of shares	0.5	23.8
Gains on sales of property, plant and equipment and intangible assets	0.3	0.3
Other operating income	1.7	2.1
<b>Total</b>	<b>8.7</b>	<b>32.4</b>

## 3. Change in provisions

EUR million	2017	2016
Change in provisions	0.3	-0.1
<b>Total, increase (-), decrease (+)</b>	<b>0.3</b>	<b>-0.1</b>

## 4. Operating expenses, depreciation, amortisation and impairment

### Operating expenses

EUR million	2017	2016
Increase (-) or decrease (+) in stocks of finished goods or work in progress	8.3	-19.3
Production for own use	-3.5	-3.7
Raw materials and services		
Purchases during the financial year	244.0	264.3
Increase (-) or decrease (+) in stocks	-1.1	-2.6
External services	29.1	28.7
<b>Total</b>	<b>272.0</b>	<b>290.5</b>
Personnel expenses		
Wages and salaries	111.9	112.7
Pension expenses	15.3	13.2
Share-based incentive plan	3.0	9.8
Other social security expenses	5.8	7.6
<b>Total</b>	<b>135.9</b>	<b>143.3</b>
Other operating expenses	223.8	226.2
<b>Total</b>	<b>636.5</b>	<b>637.0</b>

Voluntary social security expenses are included in other operating expenses.

### Auditor's remuneration

EUR million	2017	2016
Auditing fee	0.1	0.1
Assignments under Auditing Act Section 1 Subsection 1 Paragraph 2	0.0	0.0
Consultation on taxation	0.1	0.0
Other services		0.0
<b>Total</b>	<b>0.2</b>	<b>0.1</b>

### Depreciation, amortisation and impairment

EUR million	2017	2016
Impairment	0.7	0.3
Other depreciation and amortisation	30.9	29.8
<b>Total</b>	<b>31.6</b>	<b>30.1</b>

See Balance Sheet Notes 8–9 for depreciation and amortisation by Balance Sheet item for the financial year.

See Accounting Policies for the financial statements of the parent company for basis of provisions according to plan.

### Average number of employees

	2017	2016
Average number of employees during the financial year	2,238	2,189

## Share-based payments

The Group has a share-based incentive plan that commenced in 2013 and one that commenced in 2016 in force for key persons of the Group.

The plan that commenced in 2013 includes earning periods, and the Board of Directors of the Company has annually decided on the beginning and duration of the earning periods in 2013, 2014 and 2015. The Board of Directors shall decide on the earning criteria and targets to be established for them at the beginning of each earning period. Two earning periods, calendar year 2013 and calendar years 2013–2015, commenced upon implementation of the plan. Two earning periods, calendar year 2014 and calendar years 2014–2016, commenced in 2014. Two earning periods, calendar year 2015 and calendar years 2015–2017, commenced in 2015. The reward under the plan for the earning periods 2013, 2014 and 2015 is based on the Orion Group's operating profit. The reward under the plan for the earning periods 2013–2015, 2014–2016 and 2015–2017 is based on the total return on Orion Corporation B shares.

The plan that commenced in 2016 includes earning periods, and the Board of Directors of the Company has decided or shall decide annually on the beginning and duration of the earning periods in 2016, 2017 and 2018. The Board of Directors shall decide on the earning criteria and targets to be established for them at the beginning of each earning period. Two earning periods, calendar year 2016 and calendar years 2016–2018, commenced upon implementation of the plan. Two earning periods, calendar year 2017 and calendar years 2017–2019, commenced in 2017. The reward under the plan for the earning periods 2016 and 2017 is based on the Orion Group's operating profit. The reward under the plan for the earning periods 2016–2018 and 2017–2019 is based on the total return on Orion Corporation B shares.

The rewards under the plan shall be paid partly in the form of the Company's B shares and partly in cash. Rewards have been paid and potential future rewards shall be paid as follows:

Earning period	Reward paid on / potential reward to be
2013	3 Mar 2014
2014	2 Mar 2015
2013–2015	1 Mar 2016
2015	1 Mar 2016
2014–2016	1 Mar 2017
2016	1 Mar 2017
2015–2017	2018
2017	2018
2016–2018	2019
2017–2019	2020

Shares received based on the one-year earning periods under the plan cannot be transferred during the restricted period defined for the plan. For the three-year earning periods, there is no restricted period. The value of reward to be paid on the basis of the Plans during one calendar year is a key person's gross annual salary multiplied by 1.75, in the maximum, at the date of the reward payment.

The target group of the plan that commenced in 2013 consists of approximately 35 people. The total maximum amount of rewards to be paid on the basis of the plan is 500,000 Orion Corporation B shares and a cash payment corresponding to the value of the shares. By 31 December 2017, a total of 366,775 Orion Corporation B shares had been paid as rewards under this plan.

The target group of the plan that commenced in 2016 consists of no more than 50 people. The total maximum amount of rewards to be paid on the basis of the plan is 500,000 Orion Corporation B shares and a cash payment corresponding to the value of the shares. By 31 December 2017, a total of 61,665 Orion Corporation B shares had been paid as rewards under this plan.

## 5. Finance income and expenses

EUR million	2017	2016
Income from Group companies	17.5	15.3
Income from other non-current investments		
Dividend income from other shares and equity	0.0	0.1
Interest income from Group companies	0.0	0.0
Interest income from other companies	0.0	
Other interest and finance income		
Interest income from Group companies	0.0	0.0
Interest income from other companies	0.1	0.1
Other finance income	1.1	7.1
Interest expenses and other finance expenses		
Interest expenses to Group companies		-0.1
Interest expenses to others	-4.4	-4.5
Impairment	-1.6	
Other finance expenses	-1.5	-6.8
<b>Total</b>	<b>11.2</b>	<b>11.3</b>

### Finance income and expenses include

EUR million	2017	2016
Income from equity in other companies	17.5	15.5
Interest income	0.1	0.1
Interest expenses	-4.4	-4.7

## 6. Appropriations

EUR million	2017	2016
Change in cumulative accelerated depreciation	4.0	-3.7
Group contribution received	22.0	21.0
<b>Total</b>	<b>26.0</b>	<b>17.3</b>

## 7. Income taxes

EUR million	2017	2016
Income tax on ordinary activities	55.0	53.6
Tax adjustments for previous financial years	1.1	0.1
<b>Total</b>	<b>56.1</b>	<b>53.7</b>

### Deferred tax liability and deferred tax asset

No deferred tax liability or deferred tax asset of the Parent company has been recorded in the Company's Balance sheet.

#### Deferred tax asset

EUR million	2017	2016
Provisions	0.1	0.2
<b>Total</b>	<b>0.1</b>	<b>0.2</b>

#### Deferred tax liability

EUR million	2017	2016
Appropriations	18.4	19.2
Revaluations	3.3	3.3
<b>Total</b>	<b>21.7</b>	<b>22.5</b>

## 8. Intangible assets

EUR million	Intangible rights		Goodwill		Other capitalised expenditure		Total	
	2017	2016	2017	2016	2017	2016	2017	2016
Acquisition cost at 1 Jan <sup>1</sup>	120.5	118.9	68.3	68.3	56.1	55.8	244.9	242.9
Additions	8.0	4.8			0.9	0.8	8.9	5.7
Disposals	-0.7	-3.3			-0.3	-0.5	-1.0	-3.8
Transfers between Balance Sheet items	0.0				0.0		0.1	
<b>Acquisition cost at 31 Dec</b>	<b>127.7</b>	<b>120.5</b>	<b>68.3</b>	<b>68.3</b>	<b>56.8</b>	<b>56.1</b>	<b>252.8</b>	<b>244.9</b>
Accumulated amortisation and impairment at 1 Jan <sup>1</sup>	-91.8	-86.8	-68.3	-68.3	-53.8	-53.4	-213.9	-208.5
Accumulated amortisation on disposals	0.7	3.3			0.2	0.5	1.0	3.7
Amortisation for the financial year	-7.7	-7.9			-0.8	-0.9	-8.4	-8.7
Impairment	-0.7	-0.3					-0.7	-0.3
<b>Accumulated amortisation and impairment at 31 Dec</b>	<b>-99.4</b>	<b>-91.8</b>	<b>-68.3</b>	<b>-68.3</b>	<b>-54.4</b>	<b>-53.8</b>	<b>-222.1</b>	<b>-213.9</b>
<b>Book value at 1 Jan</b>	<b>28.7</b>	<b>32.0</b>			<b>2.3</b>	<b>2.4</b>	<b>31.0</b>	<b>34.4</b>
<b>Book value at 31 Dec</b>	<b>28.3</b>	<b>28.7</b>			<b>2.4</b>	<b>2.3</b>	<b>30.7</b>	<b>31.0</b>
Accumulated difference between total and planned amortisation at 1 Jan	3.0	3.2			0.2	0.3	3.3	3.5
Change in cumulative accelerated amortisation, increase (+) / decrease (-)	-0.1	-0.1			0.0	-0.1	-0.1	-0.2
<b>Accumulated difference at 31 Dec</b>	<b>3.0</b>	<b>3.0</b>			<b>0.3</b>	<b>0.2</b>	<b>3.2</b>	<b>3.3</b>

<sup>1</sup> Initial values include fixed asset items with remaining useful life and fully depreciated asset items still in operational use. Accumulated depreciation is calculated in the corresponding way.

## 9. Tangible assets

EUR million	Land and water		Buildings and structures		Machinery and equipment		Other tangible assets		Advance payments and construction in progress		Total	
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016
Acquisition cost at 1 Jan <sup>1</sup>	3.5	3.5	253.8	244.8	256.0	248.0	2.6	2.6	14.9	17.2	530.8	516.1
Additions	0.6		9.4	4.4	8.0	10.3	0.3	0.0	19.1	10.8	37.4	25.5
Disposals			-0.0	-6.0	-10.7	-0.0			-0.2	-0.1	-6.1	-10.8
Transfers between Balance Sheet items			3.6	4.6	4.4	8.4	0.2	0.0	-8.3	-13.0	-0.1	
<b>Acquisition cost at 31 Dec</b>	<b>4.2</b>	<b>3.5</b>	<b>266.7</b>	<b>253.8</b>	<b>262.5</b>	<b>256.0</b>	<b>3.0</b>	<b>2.6</b>	<b>25.6</b>	<b>14.9</b>	<b>562.0</b>	<b>530.8</b>
Accumulated depreciation at 1 Jan <sup>1</sup>			-125.5	-119.1	-178.7	-173.8	-1.3	-1.4			-305.6	-294.2
Accumulated depreciation on disposals and transfers			0.0	5.3	9.6						5.3	9.6
Depreciation for the financial year			-7.0	-6.4	-15.1	-14.6	-0.1	-0.1			-22.2	-21.1
Impairment					-0.2						-0.2	
<b>Accumulated depreciation at 31 Dec</b>			<b>-132.5</b>	<b>-125.5</b>	<b>-188.7</b>	<b>-178.7</b>	<b>-1.6</b>	<b>-1.4</b>			<b>-322.8</b>	<b>-305.6</b>
<b>Book value at 1 Jan</b>	<b>3.5</b>	<b>3.5</b>	<b>128.3</b>	<b>125.7</b>	<b>77.2</b>	<b>74.2</b>	<b>1.1</b>	<b>1.2</b>	<b>14.9</b>	<b>17.2</b>	<b>225.2</b>	<b>221.9</b>
<b>Book value at 31 Dec</b>	<b>4.2</b>	<b>3.5</b>	<b>134.3</b>	<b>128.3</b>	<b>73.8</b>	<b>77.2</b>	<b>1.5</b>	<b>1.1</b>	<b>25.6</b>	<b>14.9</b>	<b>239.3</b>	<b>225.2</b>
Accumulated difference between total and planned depreciation at 1 Jan			43.1	41.8	49.6	46.9	0.1	0.1			92.8	88.8
Change in cumulative accelerated depreciation, increase (+) / decrease (-)			0.4	1.3	-4.4	2.7	0.0	0.0			-3.9	4.0
<b>Accumulated difference at 31 Dec</b>			<b>43.5</b>	<b>43.1</b>	<b>45.3</b>	<b>49.6</b>	<b>0.1</b>	<b>0.1</b>			<b>88.8</b>	<b>92.8</b>

<sup>1</sup> Initial values include fixed asset items with remaining useful life and fully depreciated asset items still in operational use. Accumulated depreciation is calculated in the corresponding way.

The book value of production machines and equipment at 31 December 2017 was EUR 56.5 (2016: 58.1) million. The revaluation included in the acquisition cost of land was EUR 0.1 (2016: 0.1) million and in the acquisition cost of buildings EUR 16.5 (2016: 16.5) million.

## 10. Investments

	Shares in Group companies		Receivables from Group companies		Holdings in associated companies		Other shares and equity		Loan receivables <sup>1</sup>		Total		
	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	2017	2016	
EUR million													
Acquisition cost at 1 Jan	121.8	121.8	4.3	4.3			1.3	0.4	0.5	1.6	1.8	128.1	129.7
Additions								0.0	0.0	0.1		0.1	0.0
Disposals							-1.3	-0.1	-0.1	-1.6	-0.2	-1.7	-1.6
<b>Acquisition cost at 31 Dec</b>	<b>121.8</b>	<b>121.8</b>	<b>4.3</b>	<b>4.3</b>			<b>0.3</b>	<b>0.4</b>	<b>0.1</b>	<b>1.6</b>	<b>126.5</b>	<b>128.1</b>	
Accumulated impairment at 1 Jan	-40.0	-40.0	-2.9	-2.9								-42.9	-42.9
Change during the period													
<b>Accumulated impairment at 31 Dec</b>	<b>-40.0</b>	<b>-40.0</b>	<b>-2.9</b>	<b>-2.9</b>								<b>-42.9</b>	<b>-42.9</b>
<b>Book value at 1 Jan</b>	<b>81.8</b>	<b>81.8</b>	<b>1.4</b>	<b>1.4</b>			<b>1.3</b>	<b>0.4</b>	<b>0.5</b>	<b>1.6</b>	<b>1.8</b>	<b>85.2</b>	<b>86.8</b>
<b>Book value at 31 Dec</b>	<b>81.8</b>	<b>81.8</b>	<b>1.4</b>	<b>1.4</b>			<b>0.3</b>	<b>0.4</b>	<b>0.1</b>	<b>1.6</b>	<b>83.6</b>	<b>85.2</b>	

<sup>1</sup> Loan receivables are equity loan receivables under the Companies Act.

## 11. Inventories

EUR million, 31 Dec	2017	2016
Raw materials and consumables	27.0	26.6
Work in progress	13.3	13.3
Finished products/goods	117.5	125.7
Other inventories	4.7	4.0
<b>Total</b>	<b>162.5</b>	<b>169.6</b>

## 12. Non-current receivables

EUR million, 31 Dec	2017	2016
Other receivables from Group companies	0.0	0.0
Loan receivables from associated companies	0.6	0.6
Other loan receivables	0.1	0.0
Other non-current receivables	1.0	1.5
<b>Total</b>	<b>1.7</b>	<b>2.1</b>

## 13. Current receivables

EUR million, 31 Dec	2017	2016
Trade receivables	131.3	128.6
Receivables from Group companies		
Trade receivables	30.3	36.6
Loan receivables	3.7	0.5
Prepayments and accrued income	22.0	21.0
<b>Total</b>	<b>56.0</b>	<b>58.2</b>
Loan receivables from associated companies	0.1	0.1
Other loan receivables	0.1	0.1
Other receivables	6.5	4.1
Prepayments and accrued income	15.9	19.7
<b>Total</b>	<b>209.9</b>	<b>210.9</b>

### Material items included in prepayments and accrued income

EUR million, 31 Dec	2017	2016
Receivables from royalties	4.5	4.3
Prepayments for R&D costs	2.3	5.4
Prepaid remunerations under incentive plan	2.2	1.9
Prepayments for services and maintenance	2.0	1.8
Pending contributions	0.9	0.5
Pending price difference payments	0.8	3.9
Pending compensations	0.7	0.7
Receivable related to transfer of sales right	0.5	
Receivables based on derivative contracts	0.3	0.1
Other prepayments and accrued income	1.6	1.1
<b>Total</b>	<b>15.9</b>	<b>19.7</b>

## 14. Investments

EUR million, 31 Dec	2017	2016
Other securities: interest instruments	33.0	
<b>Total</b>	<b>33.0</b>	

### Difference between market value and book value

EUR million, 31 Dec	2017	2016
Market value		33.0
Corresponding book value		-33.0
Accrued interest from interest instruments included in prepayments and accrued income		-0.0
<b>Difference</b>	<b>0.0</b>	

## 15. Shareholder's equity

### Share capital

EUR million	2017	2016
Share capital at 1 Jan	92.2	92.2
<b>Share capital at 31 Dec</b>	<b>92.2</b>	<b>92.2</b>

### Expendable fund

EUR million	2017	2016
Expendable fund at 1 Jan	0.5	0.5
<b>Expendable fund at 31 Dec</b>	<b>0.5</b>	<b>0.5</b>

### Reserve for invested unrestricted equity

EUR million	2017	2016
Reserve for invested unrestricted equity at 1 Jan	0.9	0.9
<b>Reserve for invested unrestricted equity at 31 Dec</b>	<b>0.9</b>	<b>0.9</b>

### Retained earnings

EUR million	2017	2016
Retained earnings at 1 Jan	317.3	272.4
By decision of Annual General Meeting		
dividends distributed	-217.9	-183.3
donations made	-0.3	-0.4
share rewards paid	5.1	4.5
treasury shares		-16.8
Unpaid dividends	0.2	0.2
Profit for the financial year	229.8	240.6
<b>Retained earnings at 31 Dec</b>	<b>334.1</b>	<b>317.3</b>

### Parent company share capital by share class

31 Dec	2017		2016	
	number	EUR	number	EUR
A shares (20 votes/share)	37,120,346		38,294,154	
B shares (1 vote/share)	104,137,482		102,963,674	
<b>Total</b>	<b>141,257,828</b>	<b>92,238,541.46</b>	<b>141,257,828</b>	<b>92,238,541.46</b>

During the financial year 1 January to 31 December 2017 a total of 1,173,808 A share were converted into B shares.

## 16. Appropriations

milj. €, 31.12.	2017	2016
Cumulative accelerated depreciation	92.0	96.0
<b>Total</b>	<b>92.0</b>	<b>96.0</b>

## 17. Provisions

EUR million, 31 Dec	2017	2016
Pension provisions	0.5	0.6
Other		0.2
<b>Total</b>	<b>0.5</b>	<b>0.8</b>

## 18. Non-current liabilities

EUR million, 31 Dec	2017	2016
Bonds	149.7	149.5
<b>Total</b>	<b>149.7</b>	<b>149.5</b>

The bond issued in 2013 with nominal amount of EUR 150,000,000 maturing in 2019 has interest rate of 2.75% and effective interest 2.854%.

## 19. Current liabilities

EUR million, 31 Dec	2017	2016
Advances received	2.1	6.8
Trade payables	64.3	88.3
Liabilities to Group companies		
Trade payables	11.0	11.5
Other liabilities	27.3	45.3
<b>Total</b>	<b>38.4</b>	<b>56.8</b>
Other liabilities	9.9	9.3
Accruals and deferred income	59.4	84.8
<b>Total</b>	<b>174.0</b>	<b>246.0</b>

**Material items included in accruals and deferred income**

EUR million, 31 Dec	2017	2016
Liabilities from share-based incentive plan	13.7	23.7
Other accrued salary, wage and social security payments	17.7	17.4
Accrued price adjustments	8.1	9.7
Accrued price reductions	4.3	2.4
Accrued purchases related to inventory in China	2.7	
Accrued R&D expenses	2.5	5.3
Accrued interest	2.3	2.3
Accrued royalties	2.2	2.2
Accrued litigation costs	2.1	2.3
Accrued tax	1.5	8.4
Accrued sales compensations	1.5	1.1
Sales revenue received in advance		7.8
Liabilities on derivative contracts	0.2	0.2
Other accrued liabilities and deferred income	0.5	1.9
<b>Total</b>	<b>59.4</b>	<b>84.8</b>

**Liabilities include**

EUR million, 31 Dec	2017	2016
Non-current interest-bearing liabilities	149.7	149.5
Current interest-bearing liabilities	27.3	46.5
Current non-interest-bearing liabilities	146.7	195.1
<b>Total</b>	<b>323.7</b>	<b>391.1</b>

**20. Notes relating to members of administrative bodies****Salaries and remuneration paid to members of administrative bodies of the Company**

EUR million	2017	2016
President and CEO and members of Board of Directors	2.0	2.0

No partial remuneration has been paid.

No loans have been granted to the members of administrative bodies.

**Management pension commitments**

The retirement age of the Company's President and CEO is agreed to be 60 years and the pension level 60% of the agreed pensionable salary.

## 21. Contingencies

### Contingencies for own liabilities

EUR million, 31 Dec	2017	2016
Guarantees given	3.2	3.6

### Total guarantees

EUR million, 31 Dec	2017	2016
Total guarantees	3.2	3.6

## 22. Liabilities and commitments

### Lease agreements

EUR million, 31 Dec	2017	2016
Payments payable under lease agreements		
Within next 12 months	2.0	1.7
Later than 12 months	2.2	2.0
<b>Total</b>	<b>4.3</b>	<b>3.6</b>

The terms of lease agreements are normal.

### Other liabilities

EUR million, 31 Dec	2017	2016
Drug damage liability	0.3	0.3

### VAT liability for real estate investments

The company is liable to review VAT deductions made for real estate investments completed in 2009–2017 if the use subject to VAT decreases during the review period. The maximum liability is EUR 15.4 million and the last review year is 2026.

## 23. Financial risks

The objective of the financial risk management is to decrease the negative effects of market and counterparty risks on the Group's profits and cash flows and to ensure sufficient liquidity.

The main principles for financial risk management are defined in the Group Treasury Policy approved by the Board of Directors of the parent company, and the Group Treasury is responsible for its implementation. Treasury activities are centralised in the Group Treasury.

There are more information about the financial risks in the Group's Financial Statements. The main difference between company's and Group's risk position is in the reported currency position, because (parent) company centrally hedges the Group's currency risk without implementing internal hedges separately with the subsidiaries.

## 24. Derivatives

### Nominal values and maturity of derivatives

EUR million, 31 Dec	2017	2016
<b>Currency derivatives</b>		
Currency forward contracts and currency swaps	32.4	25.1
Currency options	45.4	31.7

All derivatives have a maturity less than one year.

### Fair values of derivatives

EUR million, 31 Dec	Positive	Negative	Net	2016 Net
<b>Non-hedge-accounting derivatives</b>				
Currency forward contracts and currency swaps	0.2	-0.1	0.1	-0.1
Currency options	0.1	-0.0	0.1	-0.0

### Fair value measurement and hierarchy

Financial instruments measured at fair value in the statement of financial position are grouped as follows into three hierarchy levels depending on the valuation technique

EUR million, 31 Dec 2017	Level 1	Level 2	Level 3	Total
Derivatives				
Currency derivatives		0.3		0.3
Available-for-sale financial assets				
Shares and investments			0.3	0.3
<b>Assets total</b>	0.3	0.3		0.6
Derivatives				
Currency derivatives		-0.2		-0.2
<b>Liabilities total</b>	-0.2			-0.2
EUR million, 31 Dec 2016	Level 1	Level 2	Level 3	Total
Derivatives				
Currency derivatives		0.1		0.1
Available-for-sale financial assets				
Shares and investments			0.4	0.4
<b>Assets total</b>	0.1	0.4		0.5
Derivatives				
Currency derivatives		-0.2		-0.2
<b>Liabilities total</b>	-0.2			-0.2

The fair value of level 1 financial instruments is based on quotations available in active markets. The fair value of level 2 financial instruments is based on data feeds available in the markets. The fair value of level 3 instruments cannot be estimated on the basis of data available in the markets.

The Group applies the principle of recognising transfers between levels of fair value hierarchy on the date on which the event triggering the transfer occurred.

## 25. Holdings in other companies

See Note 28 Group companies in the Notes to the Consolidated financial statements for the Parent Company's holdings in other companies.

# Account books and document types

## 1 January–31 December 2017

### Account books

Journal	electronic filing	10 years
General ledger	electronic filing	10 years

### Types of accounting record

	Document number	Document type	
Fixed asset entries	0400000000 - 0499999999	AA	paper record/electronic filing 6 years
Catering interface	0700000000 - 0799999999	07	paper record/electronic filing 6 years
Winpos interface	0800000000 - 0899999999	08	paper record/electronic filing 6 years
Accounts receivables, manual posting	1100000000 - 1199999999	DA, DG, DR	paper record/electronic filing 6 years
Rent invoicing	1100000000 - 1199999999	ZB	paper record/electronic filing 6 years
Purchase invoices	1300000000 - 1399999999	KA, KG, KR, KF	paper record/electronic filing/ CD_ROM 6 years
Inventory price differences	1500000000 - 1599999999	PR	paper record/electronic filing 6 years
Purchase invoices, orders	1600000000 - 1699999999	RE, RA, RZ	paper record/electronic filing 6 years
Payroll interface, salaries and wages	1700000000 - 1799999999	01	paper record/electronic filing 6 years
Manual corrections to salaries and wages	1700000000 - 1799999999	Z1	paper record/electronic filing 6 years
Depreciation on fixed asset disposals	1700000000 - 1799999999	AG	paper record/electronic filing 6 years
Foreign exchange rate setting	1700000000 - 1799999999	SA	paper record/electronic filing 6 years
Representative offices	1800000000 - 1899999999	ZR	paper record/electronic filing 6 years
Inventory entries	1900000000 - 1999999999	WA,WE, WI,WL	electronic filing 6 years
Travel interface	2000000000 - 2099999999	04	paper record/electronic filing 6 years
Accounts payable allocations	2200000000 - 2299999999	ZP	paper record/electronic filing 6 years
Interest invoices	3100000000 - 3199999999	II	paper record/electronic filing 6 years
Accounts receivables, automatic posting	3200000000 - 3299999999	RV	paper record/electronic filing 6 years
Clearing	3300000000 - 3399999999	AB	paper record/electronic filing 6 years
GR / IR corrections	3600000000 - 3699999999	RN	paper record/electronic filing 6 years
Self invoicing	3700000000 - 3799999999	ZN	paper record/electronic filing 6 years
Group invoicing	3800000000 - 3899999999	IC	paper record/electronic filing 6 years
Banking days, money coming in	5500000000 - 5599999999	DZ	paper record/electronic filing 6 years
Banking days, money going out	5500000000 - 5599999999	KZ	paper record/electronic filing 6 years
Memo vouchers	6100000000 - 6199999999	ZM	paper record/electronic filing 6 years
Memo vouchers, regular accruals	8100000000 - 8199999999	ZI	paper record/electronic filing 6 years
Memo vouchers, accruals	8100000000 - 8199999999	ZJ	paper record/electronic filing 6 years
Payroll interface, holiday pay accrual	8200000000 - 8299999999	03	paper record/electronic filing 6 years
Holiday pay accrual, manual correction	8200000000 - 8299999999	Z3	paper record/electronic filing 6 years
Payroll interface, bonus accrual	8300000000 - 8399999999	05	paper record/electronic filing 6 years
IFRS records	9100000000 - 9199999999	ZX	paper record/electronic filing 6 years
Depreciation and amortisation, plus depreciation difference	9300000000 - 9399999999	AF	paper record/electronic filing 6 years

# Proposal by the Orion Corporation Board of Directors on use of profit funds from the financial year

The parent company's distributable funds are EUR 335,452,628.59, including EUR 229,760,549.41 of profit for the financial year.

The Board of Directors proposes that the distributable funds of the parent company be used as follows:

• distribution of EUR 1.45 of dividend per share. No dividend shall be paid on treasury shares held by the Company on the record date for dividend payment. On the day when the profit distribution was proposed, the number of shares conferring entitlement to receive dividend totalled 140,582,427, on which the total dividend would be	EUR 203,844,519.15
• donations to medical and other purposes of public interest as decided by the Board of Directors	EUR 250,000.00
• retention in equity	EUR 131,358,109.44
	EUR 335,452,628.59

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.

# Signatures for the Financial Statements and Report by the Board of Directors

The Board of Directors submits these Financial Statements and the Report by the Board of Directors to the Annual General Meeting of Shareholders for approval.

Espoo, 7 February 2018

Heikki Westerlund  
Chairman

Timo Maasila  
Vice Chairman

Sirpa Jalkanen

Ari Lehtoranta

Hilpi Rautelin

Eija Ronkainen

Mikael Silvennoinen

Timo Lappalainen  
President and CEO

An auditor's report has been issued today.

Espoo, 7 February 2018

PricewaterhouseCoopers Oy  
Authorised Public Accountants

Kalle Laaksonen  
Authorised Public Accountant

# Auditor's Report

To the Annual General Meeting of Orion Oyj

## Report on the Audit of the Financial Statements

### Opinion

In our opinion

- the consolidated financial statements give a true and fair view of the group's financial position and financial performance and cash flows in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU
- the financial statements give a true and fair view of the parent company's financial performance and financial position in accordance with the laws and regulations governing the preparation of the financial statements in Finland and comply with statutory requirements.

Our opinion is consistent with the additional report to the Audit Committee.

### What we have audited

We have audited the financial statements of Orion Oyj (business identity code 1999212-6) for the year ended 31 December 2017. The financial statements comprise:

- the consolidated balance sheet, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes, including a summary of significant accounting policies
- the parent company's balance sheet, income statement, statement of cash flows and notes.

### Basis for Opinion

We conducted our audit in accordance with good auditing practice in Finland. Our responsibilities under good auditing practice are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We are independent of the parent company and of the group companies in accordance with the ethical requirements that are applicable in Finland and are relevant to our audit, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

To the best of our knowledge and belief, the non-audit services that we have provided to the parent company and to the group companies are in accordance with the applicable law and regulations in Finland and we have not provided non-audit services that are prohibited under Article 5(1) of Regulation (EU) No 537/2014. The nonaudit services that we have provided are disclosed in note 4 to the Financial Statements.

## Our Audit Approach

### Overview

#### Materiality

- Overall group materiality: EUR 15 million, which represents approximately 5% of profit before tax.

#### Group scoping

- We performed an audit of the complete financial information of Orion Group entities, whose net revenue in total covers 77 % of Group's revenue.

#### Key audit matters

- Revenue recognition
- Carrying value of intangible rights

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we considered where management made subjective judgements; for example, in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

### Materiality

The scope of our audit was influenced by our application of materiality. An audit is designed to obtain reasonable assurance whether the financial statements are free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

Based on our professional judgement, we determined certain quantitative thresholds for materiality, including the overall group materiality for the consolidated financial statements as set out in the table below. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial statements as a whole.

<b>Overall group materiality</b>	EUR 15 million
<b>How we determined it</b>	5% of profit before tax
<b>Rationale for the materiality benchmark applied</b>	We chose profit before tax as the benchmark because, in our view, it is the benchmark against which the performance of the Group is most commonly measured by users, and is a generally accepted benchmark. We chose 5% which is within the range of acceptable quantitative materiality thresholds in auditing standards.

### How we tailored our group audit scope

We tailored the scope of our audit, taking into account the structure of the Orion group, the accounting processes and controls, and the industry in which the group operates.

We performed an audit of the complete financial information of Orion Group entities, which we considered significant either because of their individual financial significance or due to their specific nature, covering the vast majority of revenue, assets and liabilities of the Group. We have considered that the remaining entities don't present a reasonable risk of material misstatement for consolidated financial statements and thus our procedures have been limited to selected specified procedures and analytical procedures performed at Group level.

By performing those procedures, we have obtained sufficient and appropriate evidence regarding the financial information of Orion Group entities and operations and provides a basis for our opinion on the consolidated financial statements.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

As in all of our audits, we also addressed the risk of management override of internal controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

Key audit matter in the audit of the group	How our audit addressed the key audit matter
<b>Revenue recognition</b>	
<i>Refer to Accounting policies and note 1 (Segment reporting)</i>	
Consolidated net sales include revenue from sales of goods and services adjusted for indirect taxes, discounts and currency translation differences on sales in foreign currencies. Net sales also include milestone payments under contracts with marketing partners, which are paid by the partner as a contribution to cover the R&D expenses of a product during the development phase and are tied to certain milestones in research projects. In addition, net sales include royalties from the products licensed out by Group companies to companies outside the Group.	We reviewed the appropriateness of the Group's revenue recognition accounting policies including those relating to sales price components, milestones and royalties. We assessed compliance with the policies in terms of applicable accounting standards.
This matter is a significant risks of material misstatement referred to in Article 10(2c) of Regulation (EU) No 537/2014.	We focused on customer contracts that include various types of sales price components and goods delivery terms. We also focused on customer contracts that include milestone or royalty payments because the recognition of these requires, to some extent, judgment from management.
	We tested the Group's controls surrounding revenue recognition of sales of goods, incl. systems-based controls in the order-to-cash transaction cycle.
	We assessed sales transactions taking place close to the balance sheet date as well as credit notes issued after the year end date to assess whether that revenue has been recognized in the correct period.
	We tested correct timing of revenue recognition of milestones and royalties and traced the terms and conditions to the related agreements.
<b>Carrying value of intangible rights</b>	
<i>Refer to Accounting Policies, note 3 (Depreciation, amortisation and impairment) and note 9 (Intangible assets)</i>	
The Group has intangible assets arising from product rights, marketing authorisations, trademarks, patents and paid-up policies with carrying amount of EUR 36,7 million.	We reviewed the Group's process and control environment for intangible rights.
All these intangible rights have been obtained through acquisition and are depreciated during defined useful life. The Group has no internally produced intangible assets.	Our audit procedures included, among others, testing the Group's controls surrounding intangible asset impairments and evaluating the management assumptions used in assessing the recoverability of intangible assets.
	We assessed the company's assumptions for reasonableness of individual intangible assets where we considered a higher risk of impairment. We also assessed the adequacy of related disclosures in the Group's financial statements.

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We have no key audit matters to report with respect to our audit of the parent company financial statements.

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## Responsibilities of the Board of Directors and the Managing Director for the Financial Statements

The Board of Directors and the Managing Director are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, and of financial statements that give a true and fair view in accordance with the laws and regulations governing the preparation of financial statements in Finland and comply with statutory requirements. The Board of Directors and the Managing Director are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors and the Managing Director are responsible for assessing the parent company's and the group's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting. The financial statements are prepared using the going concern basis of accounting unless there is an intention to liquidate the parent company or the group or to cease operations, or there is no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with good auditing practice will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with good auditing practice, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the parent company's or the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the Board of Directors' and the Managing Director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the parent company's or the group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the parent company or the group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events so that the financial statements give a true and fair view.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements

regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Other Reporting Requirements

### Appointment

We were first appointed as auditors by the annual general meeting on 25.3.2008. Our appointment represents a total period of uninterrupted engagement of 10 years.

### Other Information

The Board of Directors and the Managing Director are responsible for the other information. The other information comprises the report of the Board of Directors and the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. We have obtained the report of the Board of Directors prior to the date of this auditor's report and the Annual Report is expected to be made available to us after that date.

Our opinion on the financial statements does not cover the other information.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. With respect to the report of the Board of Directors, our responsibility also includes considering whether the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

In our opinion

- the information in the report of the Board of Directors is consistent with the information in the financial statements
- the report of the Board of Directors has been prepared in accordance with the applicable laws and regulations.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Other Statements

We support that the financial statements and the consolidated financial statements should be adopted. The proposal by the Board of Directors regarding the use of the profit shown in the balance sheet and the distribution of other unrestricted equity is in compliance with the Limited Liability Companies Act. We support that the Members of the Board of Directors and the Managing Director of the parent company should be discharged from liability for the financial period audited by us.

Espoo 7 February 2018

**PricewaterhouseCoopers Oy**  
Authorised Public Accountants

Kalle Laaksonen  
Authorised Public Accountant (KHT)