

## NOTICE TO THE ANNUAL GENERAL MEETING OF ORION CORPORATION

Notice is given to the shareholders of Orion Corporation to the Annual General Meeting to be held on Tuesday 20 March 2018 at 2:00 p.m. Finnish time in Messukeskus Helsinki, Exhibition and Convention Centre, address: Messuaukio 1, Helsinki. The reception of the participants and the distribution of the voting tickets will start at 1:00 p.m. Coffee will be served after the meeting.

### ***A. Agenda of the Meeting, in the order of handling***

- 1. Opening of the Meeting**
- 2. Matters of order for the Meeting**
- 3. Election of the person to confirm the minutes and the persons to verify the counting of votes**
- 4. Recording the legal convening of the Meeting and quorum**
- 5. Recording the attendance at the Meeting and the list of votes**
- 6. Presentation of the Financial Statements 2017, the report of the Board of Directors and the Auditor's report**
  - Review by the President and CEO
- 7. Adoption of the Financial Statements**
- 8. Decision on the use of the profits shown on the Balance Sheet and the payment of the dividend**

The Board of Directors proposes that a dividend of EUR 1.45 per share be paid on the basis of the Balance Sheet confirmed for the financial year that ended on 31 December 2017. According to the proposal, the dividend is paid to Orion Corporation shareholders entered in the Company's register of shareholders maintained by Euroclear Finland Ltd on the record date, 22 March 2018. The date of the dividend payment is 29 March 2018.
- 9. Decision on the discharge of the members of the Board of Directors and the President and CEO from liability**
- 10. Decision on the remuneration of the members of the Board of Directors**

The Company's Nomination Committee has announced as its recommendation that the

following remunerations, which are the same as in the previous year, be paid to the Board of Directors:

As an annual fee, the Chairman would receive EUR 84,000, the Vice Chairman would receive EUR 55,000 and the other members would receive EUR 42,000 each. As a fee for each meeting attended, the Chairman would receive EUR 1,200, the Vice Chairman would receive EUR 900 and the other members would receive EUR 600 each. The travel expenses of the Board members would be paid in accordance with previously adopted practice. The aforementioned fees would also be paid to the Chairmen and to the members of the committees established by the Board, for each committee meeting attended.

Of the annual fee, 60% would be paid in cash and 40% in Orion Corporation B-shares, which would be acquired to the members during 25 April–2 May 2018 from the stock exchange in amounts corresponding to EUR 33,600 for the Chairman, EUR 22,000 for the Vice Chairman and EUR 16,800 for each of the other members. The part of the annual fee that is to be paid in cash corresponds to the approximate sum necessary for the payment of the income taxes on the fees and would be paid no later than 31 May 2018. The annual fees shall encompass the full term of office of the Board of Directors.

In addition, the Company would pay the transfer tax related to the part of the annual fee of the Board of Directors paid in shares.

The Nomination Committee has not given its recommendation for the remunerations to the Board of Directors, but the matter will be proposed by a shareholder at the Annual General Meeting.

## **11. Decision on the number of members of the Board of Directors**

In accordance with the recommendation by the Company's Nomination Committee, the Board of Directors proposes to the Annual General Meeting that the number of the members of the Board of Directors be seven.

## **12. Election of the members and the Chairman of the Board of Directors**

In accordance with the recommendation by the Nomination Committee, the Board of Directors proposes to the Annual General Meeting that the present Board members, Sirpa Jalkanen, Ari Lehtoranta, Timo Maasilta, Hilpi Rautelin, Eija Ronkainen, Mikael Silvennoinen and Heikki Westerlund would be re-elected.

Heikki Westerlund would be re-elected as Chairman.

## **13. Decision on the remuneration of the Auditor**

In accordance with the recommendation by the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that the remunerations to the Auditor be paid on the basis of invoicing approved by the Company.

## **14. Election of the Auditor**

In accordance with the recommendation by the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that Authorised Public Accountants KPMG Oy Ab be elected as the Company's Auditor.

The recommendation of the Board's Audit Committee is based on the competitive procurement process of the Company's audit in which the Company received offers from five Authorised Public Accountants, of which the Board's Audit Committee interviewed those ranked as the best three. According to the assessment by the Board's Audit Committee, Authorised Public Accountants KPMG Oy Ab best fulfils the predetermined selection criteria defined in the invitation for offers.

## **15. Closing of the Meeting**

### ***B. Documents of the Annual General Meeting***

The unofficial English versions of the proposals of the Board of Directors and of the recommendation of the Nomination Committee as well as this Notice to the Annual General Meeting are available on the website of Orion Corporation, at [www.orion.fi](http://www.orion.fi). The Financial Statement documents of Orion Corporation, which include the Financial Statements, the Report of the Board of Directors and the Auditor's Report, will be available on the above-mentioned website no later than 27 February 2018. The proposals of the Board of Directors and the Financial Statement documents will also be available at the Annual General Meeting.

### ***C. Instructions for the participants in the Annual General Meeting***

#### **1. The right to participate and registration**

Shareholders being registered in the Company's register of shareholders, maintained by Euroclear Finland Ltd, on 8 March 2018 have the right to attend the Annual General Meeting. A shareholder, whose shares are registered on his/her personal Finnish book-entry account, is registered in the Company's register of shareholders.

A shareholder, who intends to participate in the Annual General Meeting, shall register for the Meeting by giving a prior notice of participation to the Company no later than 14 March 2018 at 6:00 p.m. Finnish time. The notice can be given in either of the following ways:

- a) Electronically through Internet, at [www.orion.fi](http://www.orion.fi)
- b) By telephone to +358 10 426 5252 (Monday–Friday 8:00 a.m. – 6:00 p.m.)
- c) By letter to Orion Corporation, Treasury, P.O.Box 65, FI-02101 Espoo, Finland.

In the registration, a shareholder shall notify his/her name, personal identification code or the company code, address, phone number and the name and the personal

identification of a possible assistant or proxy representative. The personal registering details submitted to Orion Corporation will only be used in connection with the Annual General Meeting and necessary registrations relating to it. A shareholder, his/her representative or proxy representative shall, on demand, be able to prove their identity and/or right to representation at the venue.

## **2. Holders of nominee-registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting on the basis of those shares as would entitle him/her to be registered in the shareholder register maintained by Euroclear Finland Ltd on 8 March 2018. Additionally, the holder of those shares is requested to be temporarily entered in the shareholder register maintained by Euroclear Finland Ltd no later than 15 March 2018 at 10:00 a.m. Finnish time. For nominee registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee registered shares is advised to request early enough the necessary instructions concerning the temporary registration in the Company's register of shareholders, the issuing of proxy documents and the registration for the Annual General Meeting from his/her custodian bank. The holder of nominee registered shares who aims to participate in the Annual General Meeting, must be temporarily entered by the custodian bank in the Company's register of shareholders no later than the above-mentioned time.

## **3. Proxy representation and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the Meeting by way of proxy representation. A proxy representative shall present a dated proxy document or otherwise in a reliable manner demonstrate his/her right to represent the shareholder at the Meeting. If a shareholder attends the Meeting by way of several proxy holders representing the shareholder with shares entered in different security accounts, the shares represented by each proxy holder must be identified when registering for the Annual General Meeting.

Possible proxies are requested to be delivered in originals or copies to Orion Corporation, Treasury, P.O.Box 65, FI-02101 Espoo, Finland, or to the e-mail address [treasury@orion.fi](mailto:treasury@orion.fi) before the end of the registration period.

#### **4. Other information**

Pursuant to chapter 5, section 25 of the Companies Act, a shareholder who is present at the Annual General Meeting has the right to request information on the matters dealt with at the Meeting.

On 7 February 2018, the date of the Notice to the Annual General Meeting, the total number of shares in Orion Corporation is 141,257,828, of which 37,120,346 are Class A shares and 104,137,482 Class B shares. The total number of votes is 846,544,402, of which Class A shares account for 742,406,920 votes and Class B shares for 104,137,482 votes.

Espoo, 7 February 2018

**Orion Corporation**

Board of Directors