



# **Proposals of the Shareholders' Nomination Board of Oriola Corporation concerning the Board of Directors to be elected by the 2026 Annual General Meeting**

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## **Proposals of the Shareholders' Nomination Board of Oriola Corporation concerning the Board of Directors to be elected by the 2026 Annual General Meeting**

Oriola's Shareholders' Nomination Board presents its proposal to the 2026 Annual General Meeting concerning the composition of the Board of Directors as follows:

- The number of members of the Board of Directors would be seven; however, if any of the proposed members becomes unavailable prior to the Annual General Meeting, the maximum number of elected Board members shall be the number of proposed members available
- The current members of the Board of Directors Petra Axdorff, Ann Carlsson Meyer, Yrjö Närhinen, Ellinor Persdotter Nilsson, Harri Pärssinen and Heikki Westerlund would be re-elected.
- Pekka Pajamo would be elected new member of the Board of Directors
- Heikki Westerlund would be re-elected Chairman of the Board of Directors

The Nomination Board has assessed all candidates to the Board of Directors to be independent of the company and its major shareholders. All the candidates proposed have given their consent to being elected members of the Board of Directors.

With regard to the selection procedure for the members of the Board of Directors, the Shareholders' Nomination Board recommends that shareholders take a position on the proposal as a whole at the General Meeting. The Shareholders' Nomination Board is responsible for ensuring that the proposed Board of Directors as a whole has sufficient expertise, knowledge and competence and that the composition of the Board of Directors takes into account the independence requirements set out in the Finnish Corporate Governance Code for listed companies and the stock exchange rules that apply to the company.

The Nomination Board notes that the proposed Board composition corresponds to the requirements of the Finnish Corporate Governance Code and the diversity principles approved for the company. When electing Board members, attention shall be paid to members' mutually complementary experience and competence.

The Nomination Board also proposes to the 2026 Annual General Meeting that the remunerations would be paid to the members of the Board of Directors as follows:

- Chairman of the Board: fee for term of office of 71,400 euros (2025: 71,400 euros)
- Vice chairman of the Board: fee for term of office of 40,800 euros (2025: 40,800 euros)
- Chairman of a Board Committee (provided that person is not the Chairman or Vice chairman of the Board): fee for term of office of 40,800 euros (2025: 40,800 euros)
- Other members of the Board: fee for term of office of 34,200 euros (2025: 34,200 euros)
- Attendance fees would remain unchanged and be paid as follows:

- for Board of Directors meetings 1,000 euros per meeting to the Chairman for meetings held in the Chairman's home country and 2,000 euros for meetings held elsewhere
- 500 euros per meeting to other members of the Board for meetings held in the home country of the respective member and 1,000 euros for meetings held elsewhere
- for committee meetings 1,000 euros per meeting to the committee Chairman for meetings held in the Chairman's home country and 2,000 euros for meetings held elsewhere and
- 500 euros per meeting to committee members for meetings held in the home country of the respective committee member and 1,000 euros for meetings held elsewhere.
- Of the fees for term of office, 40 per cent would be paid in Oriola Corporation's shares and 60 per cent would be paid in cash, so that the Oriola Corporation's shares would be acquired for the Board members on the Nasdaq Helsinki Stock Exchange within two weeks from the release of the Interim Report 1 January-31 March 2026 of the company.
- Travel expenses would be reimbursed in accordance with the travel policy of the company

The Board of Directors of Oriola will include these proposals of the Nomination Board in the notice of the 2026 Annual General Meeting.

It is noted that Pekka Pajamo has resigned from Oriola's Shareholders' Nomination Board and has not participated in the final assessment process made by the Nomination Board, nor has he participated in the preparation of the proposals of the Shareholders' Nomination Board. In accordance with the rules of procedure of the Oriola's Shareholders' Nomination Board the Nomination Board has continued its work in a composition of four members consisting of: Peter Immonen (Chairman of the Board of Directors of WIP Asset Management Oy, member of the Board of Directors of Mariatorp Oy and Wipunen varainhallinta Oy) as acting chairman, Annika Ekman (Chief Investment Officer, Ilmarinen Mutual Pension Insurance Company), Jari Paloniemi (M.Sc. [Economics]) and Jukka Ylppö (M.Sc. [Technology] and M.Sc. [Economics]). Heikki Westerlund, Chairman of the Board of Directors of Oriola, has participated in the work of the Nomination Board as an invited expert.

**Presentation of Pekka Pajamo:**

Pekka Pajamo (b. 1962, Finnish citizen, M.Sc. [Econ.]) has served as Senior Vice-President, Finance and Internal Services of Varma Mutual Pension Insurance Company since 2012. Prior to this Pajamo was employed by KPMG Oy AB 1988-2012, as Authorised Public Accountant 1993-2012 and Partner 1998-2012. Pajamo currently serves as member of the board of the Finnish National Gallery, Leino Group and the Ida Aalberg Foundation.

Oriola Corporation

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