

## **Proposal of the Shareholders Nomination Board to the Annual General Meeting 2019 concerning the number of members to be elected to the Board of Directors, the election of the members and Chairman of the Board of Directors as well as the remuneration of the members of the Board of Directors**

The Shareholders Nomination Board of Oriola Corporation gives the following proposal to the Annual General Meeting on 19 March 2019:

### **Proposal on the number of members of the Board of Directors**

The Nomination Board proposes that that, for the term of office beginning at the Annual General Meeting 2019 and ending at the closing of the 2020 Annual General Meeting, the number of members of the Board of Directors remain unchanged and be confirmed as seven (7).

### **Proposal on composition of the Board of Directors**

The Nomination Board proposes that that, for the term of office beginning at the Annual General Meeting 2019 and ending at the closing of the 2020 Annual General Meeting, current members of the Board of Directors of Oriola Corporation Juko-Juho Hakala, Anja Korhonen, Mariette Kristenson, Eva Nilsson Bågenholm, Lena Ridström, and Anssi Vanjoki be re-elected to the Board of Directors and that Harri Pärssinen be elected as a new member to the Board of Directors.

Harri Pärssinen (b. 1963) served as APA with Ernst & Young Oy until 2018. During this time, he additionally served as the company's CFO during 2000-2005, as CEO 2005-2013 and as chairman of the board 2013-2018. Pärssinen has during his APA career functioned as the responsible auditor of numerous publicly listed entities

The Nomination Board has assessed all candidates to the Board of Directors to be independent of the company and its major shareholders.

### **Proposal on Chairman of the Board of Directors**

The Nomination Committee proposes that Anssi Vanjoki would be re-elected as Chairman of the Board of Directors of Oriola Corporation.

### **Proposal on remunerations paid to the members of the Board of Directors**

The Nomination Board proposes that for the term of office beginning at the Annual General Meeting 2019 and ending at the closing of the 2020 Annual General Meeting the following remunerations would be paid to the members of the Board of Directors (in brackets the fees 2018):

- Chairman of the Board: fee for term of office 60,000 Euro (48,400 Euro)
- Vice chairman of the Board: fee for term of office 36,000 Euro (30,250 Euro)

- Chairman of the Audit Committee: fee for term of office 36,000 Euro (30,250 Euro)
- Other members of the Board: fee for term of office 30,000 Euro (24,200 Euro)

Of the fees for term of office, 40 per cent would be paid in Oriola Corporation's class B-shares and 60 per cent would be paid in cash.

The Nomination Board proposes that attendance fees would remain unchanged and be paid as follows:

- For Board of Directors meetings
  - to the chairman 1,000 Euro
  - to a member 500 Euro
- For Committee meetings
  - to the chairman 1,000 Euro
  - to a member 500 Euro

Additionally, the Nomination Board proposes that the travel expenses of the members of the Board of Directors would be reimbursed in accordance with the travel policy of the company.