



# Notice to Oriola Corporation's Annual General Meeting 2026

Oriola Corporation Stock Exchange Release 25 February 2026 at 12.00 p.m. EET

## Notice to Oriola Corporation's Annual General Meeting 2026

Notice is given to the shareholders of Oriola Corporation ("Oriola" or the "Company") to the Annual General Meeting to be held on Wednesday 25 March 2026 starting at 3:00 p.m. (EET) at Hanasaari at the address Hanasaarenranta 5, FI-02100 Espoo, Finland, the Celsius Auditorium, entrance 1st floor. The reception of persons who have registered for the meeting and distribution of the voting tickets at the meeting venue will commence at 2:00 p.m. (EET). There will be coffee service at the meeting.

Shareholders can exercise their voting rights also by voting in advance. In addition, it is possible to follow the Annual General Meeting online via webcast. For further instructions, please refer to Section C "Instructions for the Participants of the Annual General Meeting" of this notice.

### A. Matters on the Agenda of the Annual General Meeting

Information and proposals concerning the formal organisational matters in agenda items 1 to 5 are included in a separate organisational document published on the Company's website at [www.oriola.com](http://www.oriola.com), which document also constitutes a part of this notice. The document will be supplemented at the meeting with such information that is not available before the Annual General Meeting.

At the Annual General Meeting, the following matters will be considered:

- 1. Opening of the Annual General Meeting**
- 2. Calling the Annual General Meeting to order**
- 3. Election of persons to scrutinise the minutes and to supervise the counting of votes**
- 4. Recording the legality of the meeting**
- 5. Recording the attendance at the meeting and adoption of the list of votes**
- 6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors, the auditor's report and the sustainability reporting assurance report for the year 2025**

Review by the President and CEO.

### **7. Adoption of the financial statements and the consolidated financial statements**

### **8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.03 per share be paid on the basis of the balance sheet to be adopted in respect of the financial year which ended 31 December 2025. According to the proposal, the dividend would be paid to shareholders registered in the Company's shareholders' register held by Euroclear Finland Oy on the dividend record date of 27 March 2026. The Board of Directors proposes that the dividend be paid on 15 April 2026.

The Board of Directors further proposes that the Annual General Meeting authorises the Board of Directors, at its discretion, to resolve on the distribution of a possible second dividend instalment up to a maximum of EUR 0.04 per share. It is the intention of the Board of Directors that the possible dividend payment pursuant to this authorisation would be carried out in November 2026. The Company would separately publish possible resolutions of the Board of Directors on the dividend payment and confirm the record and payment dates in connection with such resolutions. The possible second instalment to be paid based on the authorisation would be paid to a shareholder who on the payment record date in question is recorded in the Company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the authorisation includes the right for the Board of Directors to decide on all other terms and conditions related to the dividend payment. The Board of Directors may also decide not to use this authorisation. The authorisation is proposed to remain in effect until the next

Annual General Meeting of the Company.

**9. Resolution on the discharge of the members of the Board of Directors and the President and CEO from liability**

**10. Presentation of the Remuneration Report for governing bodies**

The Company's Remuneration Report for governing bodies will be published by way of a stock exchange release, and it is available on the Company's website at [www.oriola.com](http://www.oriola.com) on 4 March 2026 at the latest.

The Board of Directors proposes to the Annual General Meeting that it approves, through an advisory resolution, the Company's Remuneration Report for governing bodies.

**11. Resolution on the remuneration of the members of the Board of Directors**

Oriola has on 15 January 2026 announced the proposals of Oriola's Shareholders' Nomination Board to the Annual General Meeting. The Nomination Board proposes that the remunerations would be paid to the members of the Board of Directors as follows:

The fee for the term of office of the Chairman of the Board of Directors would be EUR 71,400, the fee for the term of office of the Vice Chairman of the Board of Directors would be EUR 40,800, the fee for the term of office of the Chairman of a Board Committee, provided that the person is not the Chairman or Vice Chairman of the Board of Directors, would be EUR 40,800 and the fee for the term of office of the other members of the Board of Directors would be EUR 34,200. Of the fees for term of office, 60 per cent would be paid in cash and 40 per cent would be used to acquire Oriola Corporation's shares for the members of the Board of Directors on the Nasdaq Helsinki Stock Exchange. The shares would be acquired within two weeks from the release of the Company's Interim Report 1 January-31 March 2026. Attendance fees would remain unchanged. The Chairman of the Board of Directors would receive an attendance fee of EUR 1,000 per meeting for meetings of the Board of Directors held in the Chairman's home country and EUR 2,000 for meetings of the Board of Directors held elsewhere and the other members of the Board of Directors would receive attendance fees of EUR 500 per meeting for meetings held in the home country of the respective member of the Board of Directors and EUR 1,000 for meetings held elsewhere. Attendance fees would correspondingly also be paid to the Chairman and members of Company committees. Travel expenses would be reimbursed in accordance with the travel policy of the Company.

**12. Resolution on the number of members of the Board of Directors**

The Nomination Board proposes to the Annual General Meeting that the number of members of the Board of Directors would be confirmed as seven (7).

However, should any number of the candidates proposed by the Nomination Board for any reason not be available for election to the Board of Directors, the proposed number of members shall be decreased accordingly.

**13. Election of members of the Board of Directors and Chairman**

The Nomination Board proposes to the Annual General Meeting that, for the next term of office, 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 to the Board of Directors. The Nomination Board proposes to the Annual General Meeting that, for the next term of office, Pekka Pajamo would be elected as a new member of the Board of Directors.

The Nomination Board proposes to the Annual General Meeting that, for the next term of office, Heikki Westerlund would be re-elected as Chairman of the Board of Directors.

Should any of the candidates presented above for any reason not be available for election to the Board of Directors, the remaining available candidates are proposed to be elected in accordance with the proposal by the Nomination Board.

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 Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting. The 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 composition of the Board of Directors corresponds to the requirements of the Finnish Corporate Governance Code and the diversity principles approved for the Company. When electing members of the Board of Directors, attention shall be paid to members' mutually complementary experience and competence.

The biographicals of the proposed members of the Board of Directors are presented on the Company's website at [www.oriola.com](http://www.oriola.com).

#### **14. Resolution on the remuneration of the auditor**

In accordance with the recommendation of the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that the fees of the Company's auditor be paid according to an invoice approved by the Company.

#### **15. Election of the auditor**

In accordance with the recommendation of the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that Authorised Public Accountants KPMG Oy Ab, who has put forward Authorised Public Accountant Kim Järvi as principal auditor, would be re-elected as the auditor of the Company.

#### **16. Resolution on the remuneration of the sustainability reporting assurance provider**

In accordance with the recommendation of the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that the fees of the Company's sustainability reporting assurance provider be paid according to an invoice approved by the Company.

#### **17. Election of the sustainability reporting assurance provider**

In accordance with the recommendation of the Board's Audit Committee, the Board of Directors proposes to the Annual General Meeting that Authorised Sustainability Audit Firm KPMG Oy Ab, who has put forward Kim Järvi as principal authorised sustainability auditor, would be re-elected as the sustainability reporting assurance provider of the Company.

#### **18. Authorising the Board of Directors to decide on a share issue as well as the issuance of special rights entitling to shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on a share issue as well as the issuance of special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act in one or several tranches. This authorisation comprises the right to issue new shares or assign treasury shares held by the Company.

It is proposed that this authorisation cover a combined maximum of 18,500,000 shares of the Company, representing approximately 9.98 per cent of all shares in the Company. The new shares and treasury shares may be issued for consideration or without consideration.

This authorisation granted to the Board of Directors includes the right to derogate from the shareholders' pre-emptive subscription right and the right to grant special rights subject to the conditions mentioned in the Finnish Companies Act. Subject to the above restrictions, this authorisation may be used i.a. to develop the capital structure of the Company and as payment of consideration when financing and executing corporate acquisitions or other business arrangements and investments or as part of the Company's incentive plans and share savings plan, however, so that the Board of Directors may issue a maximum of 1,000,000 shares to be used as a part of the Company's incentive plans and share savings plan, which corresponds to approximately 0.54 per cent of all the shares in the Company. Pursuant to this authorisation, shares held by the Company as treasury shares may also be sold through trading on the regulated market organised by Nasdaq Helsinki Ltd.

The Board of Directors resolves on all other terms of the issuance of shares and special rights entitling to shares pursuant to Chapter 10, Section 1 of the Finnish Companies Act. This authorisation is proposed to remain in effect for a period of eighteen (18) months from the decision of the Annual General Meeting, however, at most until the beginning of the Company's next Annual General Meeting.

It is proposed that this authorisation revokes all previous share issue authorisations granted to the Board of Directors to the extent that they have not been exercised.

#### **19. Authorising the Board of Directors to decide on the repurchase of the Company's own shares**

The Board of Directors proposes that the Annual General Meeting authorise the Board of Directors to decide on the repurchase of the Company's own shares in one or several tranches on the following terms and conditions:

According to this authorisation, the Board of Directors is entitled to decide on the repurchase of no more than 18,500,000 of the Company's own shares, which represent approximately 9.98 per cent of all shares in the Company. This authorisation may only be used in such a way that in total no more than one tenth (1/10) of all shares in the Company may at each time be in the possession of the Company and its subsidiaries.

Shares may also be repurchased in accordance with the resolution of the Board of Directors in a proportion other than that in which the shares are owned by the shareholders, using funds belonging to the Company's unrestricted equity and at a price formed in trading on regulated market on the date of the repurchase or otherwise at a price formed on the market. The Board of Directors decides how the shares will be repurchased. Among other means, derivatives may be used in the acquisition of the shares. The repurchase of the shares reduces the Company's distributable unrestricted equity.

The shares may be repurchased to develop the Company's capital structure, to execute corporate transactions or other business arrangements, to finance investments, to be used as a part of the Company's incentive schemes or to be otherwise relinquished, held by the Company, or cancelled. The authorisation also includes the right to accept the Company's own shares as a pledge.

The Board of Directors decides on all other matters related to the repurchase of shares. This authorisation to repurchase the Company's own shares shall remain in force for a period of not more than eighteen (18) months from the resolution of the Annual General Meeting, however, at most until the beginning of the Company's next Annual General Meeting.

This authorisation revokes the authorisation granted to the Board of Directors by the Annual General Meeting on 2 April 2025 in respect of the repurchase of the Company's own shares to the extent that the Board of Directors has not previously resolved to repurchase shares based on such authorisation.

## **20. Closing of the Annual General Meeting**

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

The proposals of the Board of Directors and the Nomination Board to the Annual General Meeting, as well as this notice and the organisational document of the Annual General Meeting are available on Oriola's website at [www.oriola.com](http://www.oriola.com). The financial statements, the report of the Board of Directors (including the sustainability statement), the auditor's report, the sustainability reporting assurance report and the remuneration report of Oriola will be available on the above-mentioned website no later than 4 March 2026. The proposals for decisions and the other documents mentioned above will also be available at the Annual General Meeting and copies of these documents and this notice will be sent to shareholders upon request. The minutes of the Annual General Meeting will be published on the Company's website on 8 April 2026 at the latest.

### **C. Instructions for the Participants of the Annual General Meeting**

#### **1. Shareholder registered in the shareholders' register**

Each shareholder who is registered in the shareholders' register of the Company held by Euroclear Finland Oy on the record date of the Annual General Meeting, i.e. Friday, 13 March 2026, has the right to participate in the Annual General Meeting. A shareholder whose shares are registered on their personal Finnish book-entry account, including an equity savings account, is registered in the shareholders' register of the Company.

A shareholder, who is registered in the shareholders' register of the Company and who wants to participate in the Annual General Meeting, has to register for the meeting no later than on Friday 20 March 2026 at 10:00 a.m. (EET) by giving a prior notice of participation. The notice must be received before the end of the registration period. Registration for the Annual General Meeting will commence on Wednesday, 25 February 2026 at 12:00 noon (EET). Notice of participation to the Annual General Meeting can be given:

a) Through the Company's website at [www.oriola.com/agm-2026](http://www.oriola.com/agm-2026)

Online registration requires that the shareholder or their legal representative or proxy representative use strong electronic authentication either by Finnish, Swedish or Danish banking codes or mobile certificate.

b) By mail to the address Innovatics Ltd, AGM/Oriola Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi).

c) By phone to number +358 10 2818 909 (from Monday to Friday 9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m. (EET)).

When registering by phone, a shareholder cannot vote in advance.

In connection with the registration, a shareholder shall notify, their name, date of birth or business ID, address, telephone number and e-mail address and the name of a proxy representative, legal representative or assistant, if any, and the date of birth, phone number and/or e-mail of the proxy representative, legal representative or assistant, as applicable. The personal data given by the shareholders to Oriola or Innovatics Ltd is used only in connection with the Annual General Meeting and with the processing of necessary related registrations.

The shareholder, their proxy representative, legal representative or assistant shall, if necessary, be able to prove their identity and/or right of representation at the meeting venue.

Additional information on registration and advance voting is available by phone during the registration period of the Annual General Meeting at Innovatics Ltd's phone number +358 10 2818 909 from Monday to Friday 9:00 a.m. to 12:00 noon and 1:00 p.m. to 4:00 p.m (EET).

For further information on how Oriola processes personal data, please review Oriola's privacy notice regarding the Annual General Meeting, which is available at the Company's website at [www.oriola.com](http://www.oriola.com). Shareholders are asked to note that in connection with registration and advance voting by email the registrant submits personal data by a possibly unsecure connection on their own responsibility.

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

A holder of nominee-registered shares has the right to participate in the Annual General Meeting by virtue of such shares based on which the holder would be entitled, on the record date of the Annual General Meeting, i.e. Friday, 13 March 2026, to be registered in the shareholders' register of the Company held by Euroclear Finland Oy. Participation requires, in addition, that the shareholder on the basis of such shares has been temporarily registered in the shareholders' register held by Euroclear Finland Oy at the latest by Friday, 20 March 2026 at 10:00 a.m. (EET). As regards nominee-registered shares, this constitutes due registration for the Annual General Meeting.

A holder of nominee-registered shares is advised to well in advance request necessary instructions regarding the temporary registration in the Company's shareholders' register, the issuing of proxy documents and voting instructions and registration for the Annual General Meeting as well as voting in advance from their custodian bank. The account management organisation of the custodian bank must register a holder of nominee-registered shares, who wishes to participate in the Annual General Meeting, temporarily in the shareholders' register of the Company within the registration period applicable to holders of nominee-registered shares and take care of the voting in advance on behalf of the holder of nominee-registered shares before the expiry of the registration period applicable to holders of nominee-registered shares.

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

A shareholder may participate in the Annual General Meeting and exercise their rights at the meeting by way of proxy representation. Proxy representatives may also vote in advance in the manner described in this notice.

A proxy representative must identify themselves in the electronic registration service and advance voting in person with strong identification, after which they can register and vote in advance on behalf of the shareholder they represent. A proxy representative shall produce a dated proxy document or otherwise in a reliable manner demonstrate their right to represent the shareholder at the Annual General Meeting. If a shareholder participates in the Annual General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, including equity savings accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the Annual General Meeting.

Proxy and voting instruction templates will be available on the Company's website at [www.oriola.com](http://www.oriola.com) from 25 February 2026 onwards. Possible proxy documents shall be delivered as an attachment in connection with the electronic registration, by regular mail to the address Innovatics Ltd, AGM/Oriola Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi) before 20 March 2026 at 10:00 a.m. (EET) by which time the proxy documents must be received.

In addition to providing proxy documents, the shareholder or their proxy representative must take care of registering for the Annual General Meeting in the manner described above in this notice.

Shareholders can also use electronic authorisation services of Suomi.fi instead of a traditional proxy document, after which the representative can register and vote in advance on behalf of the shareholder they represent. In that case the person authorises a named authorised person through Suomi.fi's services at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) by using the mandate theme "Representation at the General Meeting". In connection with the registration, Annual General Meeting services require strong electronic authentication after which the electronic authorisation is automatically verified. Strong electronic authentication works with banking codes or a mobile certificate. For more information, please see Suomi.fi's e-authorisation pages at [www.suomi.fi/e-authorizations](http://www.suomi.fi/e-authorizations) and the Company's website [www.oriola.com](http://www.oriola.com).

#### **4. Voting in advance**

A shareholder whose shares are registered on their personal Finnish book-entry account, including an equity savings account, may vote in advance during the period from 25 February 2026 at 12:00 noon (EET) until 20 March 2026 at 10:00 a.m. (EET) on certain matters on the agenda of the Annual General Meeting in the following ways:

a) Through the Company's website at [www.oriola.com/agm-2026](http://www.oriola.com/agm-2026)

Electronic advance voting requires that the shareholder or their legal representative or proxy representative use strong electronic authentication either by Finnish, Swedish or Danish banking codes or mobile certificate.

b) By mail or email

A shareholder can deliver the advance voting form available on the Company's website at [www.oriola.com](http://www.oriola.com) or corresponding information by mail to Innovatics Ltd to the address Innovatics Ltd, AGM/Oriola Corporation, Ratamestarinkatu 13 A, FI-00520 Helsinki, Finland or by email to the address [agm@innovatics.fi](mailto:agm@innovatics.fi). The advance votes shall be received before the expiry of the advance voting period. The advance voting form will be available on the Company's website 25 February 2026 at the latest.

Submitting votes in such manner before the expiry of the registration and advance voting period constitutes due registration for the Annual General Meeting, provided that the documents delivered by the shareholder contain the information required for registration.

A shareholder who has voted in advance cannot use their right to request information under the Finnish Companies Act or their right to request a vote nor change the given votes unless the shareholder participates in the Annual General Meeting in person or by way of proxy representation at the meeting venue.

For holders of nominee-registered shares, advance voting is carried out via the account manager. The account manager may vote in advance on behalf of the holders of nominee-registered shares they represent in accordance with the voting instructions provided by the holders of nominee-registered shares during the registration period for the nominee-registered shares.

An agenda item subject to advance voting is considered to have been presented unchanged to the Annual General Meeting. The terms and conditions as well as other instructions related to the advance voting are also available on the Company's website at [www.oriola.com](http://www.oriola.com).

#### **5. Other information**

The meeting can be followed online via a webcast. Instructions on following the webcast will be available on the Company's website at [www.oriola.com](http://www.oriola.com). Following the meeting via webcast is not considered participating in the Annual General Meeting or exercising of shareholders' rights.

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to ask questions and request information with respect to the matters to be considered at the meeting.

Changes in shareholding after the record date of the Annual General Meeting do not affect the right to participate in the Annual General Meeting or the number of votes held by the shareholder.

On the date of the notice to the Annual General Meeting, i.e. 25 February 2026, the Company has in total 185,325,378 shares registered in the Trade Register, whose total number of votes is 185,325,378. The Company has in total 80,258 Company's own treasury shares by which voting rights cannot be exercised at the Annual General Meeting. The Company's own treasury shares held by the Company represent 0.04 per cent of all the shares and votes in the Company.

Espoo, 25 February 2026

Oriola Corporation  
Board of Directors

Petter Sandström  
General Counsel

Distribution:  
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