

## **Proposal by the Board of Directors of Oriola Corporation to the Annual General Meeting 2023 concerning authorising the Board of Directors to decide on the issuance of class B shares without payment to the company and on a directed share issue of class B shares in order to execute the share-based incentive plan for the Oriola Group's executives and the share savings plan for the Oriola Group's key personnel**

The Board of Directors of Oriola Corporation proposes to the Annual General Meeting on 21 March 2023 that it be granted the following authorisations in order to execute the share-based incentive plan for the Oriola Group's executives and the share savings plan for the Oriola Group's key personnel:

### **(i) Share issue without payment to the company**

The Board of Directors is authorised to decide on a share issue without payment to the company in one or more issues. The maximum number of the company's new class B shares to be issued under this authorisation is 250,000, which represents approximately 0.14 % of all shares in the company.

#### **Other terms and purpose of the authorisation**

The Board of Directors decides upon all other matters related to the issuing of class B shares.

The purpose of the authorisation is to enable the creation of own shares to be used in the share-based incentive plan for the Oriola Group's executives and the share savings plan for the Oriola Group's key personnel as follows.

### **(ii) Directed share issue**

In deviation from the shareholders' pre-emptive right, the Board of Directors is authorised to issue the company's class B shares in one or more issues. The authorisation granted to the Board of Directors includes the right to derogate from the shareholders' pre-emptive subscription right, provided that there is, in respect of the company, a weighty financial reason for the derogation. The class B shares to be issued can be either new shares or own class B treasury shares. The total number of shares to be issued under the authorization is 250,000 class B shares. The share issue may be without payment.

#### **Purpose of the authorisation**

The Board of Directors may exercise this authorisation in the share-based incentive plan for Oriola Group's executives and in the share savings plan for the Oriola Group's key personnel. The shares in question represent approximately 0.14 % of all shares in the company.

#### **Other terms and validity**

The Board of Directors decides upon all other matters related to the shares issues, an executives' incentive plan and a key personnel share savings plan. Deciding upon a directed share issue without payment requires that there is a particularly weighty financial reason for the deviation in respect of the company and that the interest of all of its shareholders is taken into account.

The proposed authorisation revokes all other share issue authorisations granted to the Board of Directors with the exception of those decided earlier during this Annual General Meeting.

The authorisations in accordance with this section shall be valid no longer than for eighteen (18) months from the resolution of the Annual General Meeting.

Espoo, 16 February 2023

Oriola Corporation

Board of Directors