

## **Proposal by the Board of Directors of Oriola Corporation to the Annual General Meeting 2024 concerning amendment of the Company's Articles of Association**

The Board of Directors proposes to the Annual General Meeting that Article 10 of the Company's Articles of Association currently in force concerning general meetings of shareholders be supplemented with an addition regarding remote meetings owing to a change in the Companies Act. According to the proposed addition, a general meeting of shareholders could, subject to a decision by the Board of Directors, be organised without a physical venue so that the shareholders could exercise their decision-making powers during the meeting in full and in real time by means of a telecommunications link and a technical instrument (remote meeting). The shareholders could thus exercise their right to ask questions and right to vote as if in a physical meeting.

The amendment would enable the Company to better prepare for changing circumstances in the Company's operating environment and the society at large, and offer its shareholders a possibility to exercise their decision-making powers in full in the items presented to the general meeting under all circumstances. The proposed amendment would further enable the organising of a general meeting and the full exercise of shareholder rights in a situation where participating in the general meeting at the meeting venue would not be possible for, e.g., safety reasons.

Moreover, the Board of Directors proposes that Article 10 be amended so that in addition to the items listed in Article 10, the annual general meeting of shareholders shall also, if necessary, resolve on the remuneration policy (new item 6 of the amended Article 10) as well as resolve on the approval of the remuneration report (new item 7 of the amended Article 10). In addition, the running numbers of the current items 6–11 of Article 10 would be accordingly adjusted to numbers 8–13 in the proposed amended Article 10.

Article 10 would remain otherwise unchanged.

Article 10 of the Articles of Association would thus read as follows (changes underlined):

### *"Article 10*

*The General Meeting of shareholders shall be held in Espoo or Helsinki, as decided by the Board of Directors. A General Meeting of shareholders can, subject to a decision by the Board of Directors, be organised without a physical venue so that the shareholders can exercise their decision-making powers during the meeting in full and in real time by means of a telecommunications link and a technical instrument (remote meeting).*

*The Annual General Meeting is to be held each year by the end of May on a day decided by the Board of Directors and matters to be dealt with at the meeting shall be:*

- 1) the financial statements, the report by the Board of Directors and the consolidated financial statements,*
- 2) the Auditors' Report,*

*resolutions on:*

*3) adoption of the financial statement and the consolidated financial statement,*

*4) the use of profits shown in the balance sheet,*

*5) release from liability for the members of the Board of Directors and the President,*

*6) if necessary, the remuneration policy,*

*7) approval of the remuneration report,*

*8) the number of members of the Board of Directors*

*9) the remuneration to be paid to the members of the Board of Directors and the auditor,*

*election of:*

*10) the members of the Board of Directors, whereby according to the resolution passed by the General Meeting, the person or persons receiving the most votes shall be elected,*

*11) Chairman of the Board from amongst the members of the Board of Directors,*

*12) the auditor, as well as*

*consideration of:*

*13) other matters stated in the notice of meeting.”*

Espoo, 16 February 2024

Oriola Corporation

Board of Directors