

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2026 on the resolution on the use of the profit shown on the Balance Sheet and the distribution of dividend

Orion Corporation's distributable funds at 31 December 2025 are EUR 853,045,368.34, of which the profit for the financial year is EUR 482,748,629.26. The Board of Directors proposes to the Annual General Meeting of Orion Corporation to be held on 24 March 2026 that a dividend of EUR 1.80 per share be paid on the basis of the Balance Sheet confirmed for the financial year that ended on 31 December 2025. No dividend shall be paid on treasury shares held by the Company on the record date for dividend payment.

According to the proposal, the dividend would be paid in two instalments. The first instalment of EUR 0.90 per share would be paid to a shareholder who is on the record date for the payment of the dividend, 26 March 2026, registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the first instalment would be paid on 2 April 2026. The second instalment of EUR 0.90 per share would be paid to a shareholder who is on the record date for the payment of the dividend, 20 October 2026, registered in the Company's shareholders' register maintained by Euroclear Finland Oy. The Board of Directors proposes that the second instalment would be paid on 27 October 2026.

The Board of Directors proposes that the Annual General Meeting would authorise the Board of Directors to resolve, if necessary, on a new record date for payment and payment date for the second instalment of the dividend in case of changes in the rules of Euroclear Finland Oy or the regulations regarding the Finnish book-entry system or if other rules binding the Company so require.

In addition, the Board of Directors proposes to the Annual General Meeting that EUR 500,000 of the Company's distributable funds be donated to medical research and other purposes of public interest as decided by the Board of Directors. Any remaining distributable funds would be allocated to retained earnings.

There have been no material changes in the Company's financial position since the end of the financial year. The liquidity of the Company is good and, in the opinion of the Board of Directors, the proposed profit distribution would not compromise the liquidity of the Company.

Espoo, 12 February 2026

Orion Corporation
Board of Directors

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2026 on the resolution on the number of members of the Board of Directors and the election of the members and the Chairman of the Board

In accordance with the recommendation by the Nomination Committee of Orion Corporation, the Board of Directors proposes to the Annual General Meeting of Orion Corporation to be held on 24 March 2026 the following:

The number of Board members would be eight.

Of the present members of the Board, Kari Jussi Aho, Ari Lehtoranta, Veli-Matti Mattila, Hilpi Rautelin, Henrik Stenqvist and Karen Lykke Sørensen be re-elected for the next term of office, and Minna Maasilta and Sophie Papa be elected as new members.

Veli-Matti Mattila would be re-elected as Chairman of the Board.

Of the present members, Eija Ronkainen and Maziar Mike Doustdar are no longer available for re-election.

All proposed members have been evaluated to be independent of the Company and its significant shareholders.

Minna Maasilta, born in 1986, holds a Master of Science (Eng.) and an MBA degree. Maasilta has had a long career in water and environmental engineering. She is currently the Managing Director of Maa- ja vesitekniikan tuki ry.

Sophie Papa, born in 1976, holds a Bachelor of Arts degree, a Bachelor of Medicine, Bachelor of Surgery degree and a PhD degree. Papa has had a long career in the fields of medicine and biotechnology. She is currently Consulting Venture Partner at RA Capital, Chief Medical Officer at several biotechnology companies and Clinical Reader (Associate Professor) in Immune Oncology at King's College London.

Brief presentations of all the persons proposed as Board members and their independence evaluations are available on the Company's website at www.orionpharma.com.

Espoo, 12 February 2026

Orion Corporation
Board of Directors

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2026 on the resolution on the remuneration and the election of the Auditor and the Sustainability Reporting Assurance Provider

In accordance with the recommendation by the Audit Committee of the Board of Directors of Orion Corporation, the Board of Directors proposes to the Annual General Meeting of Orion Corporation to be held on 24 March 2026 the following:

The remuneration to the Auditor and the Sustainability Reporting Assurance Provider be paid based on invoicing approved by the Company.

Authorised Public Accountants and Sustainability Reporting Audit Firm KPMG Oy Ab be elected as the Company's Auditor and Sustainability Assurance Provider for the next term of office.

Espoo, 12 February 2026

Orion Corporation
Board of Directors

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2026 on authorising the Board of Directors to decide on the acquisition of the Company's own shares

The Board of Directors proposes to the Annual General Meeting of Orion Corporation to be held on 24 March 2026 that the Board of Directors be authorised to decide on the acquisition of the Company's own shares on the following terms and conditions:

Maximum number of shares to be acquired

Based on the authorisation, the Board of Directors shall be entitled to decide on the acquisition of no more than 500,000 Class B shares of the Company.

Consideration to be paid for the shares

The own shares shall be acquired at market price at the time of the acquisition quoted in trading on the regulated market organised by Nasdaq Helsinki Ltd, using funds in the Company's unrestricted equity.

Directed acquisition

The own shares shall be acquired in accordance with the Finnish Companies Act otherwise than in proportion corresponding to the shareholders' holdings in trading on the regulated market organised by Nasdaq Helsinki Ltd. The shares shall be acquired and paid for in accordance with the rules of Nasdaq Helsinki Ltd and Euroclear Finland Oy.

Retaining, cancellation and conveyance of the shares

The own shares acquired by the Company can be retained, cancelled, or conveyed by the Company. The shares can be acquired for using them as part of the Company's incentive system, or otherwise conveying or cancelling them.

Other terms and validity

The Board of Directors shall decide on other matters related to the acquisition of own shares. The authorisation to acquire own shares shall be valid for 18 months from the resolution of the Annual General Meeting.

Espoo, 12 February 2026

Orion Corporation
Board of Directors

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2026 on authorising the Board of Directors to decide on a share issue by conveying own shares

The Board of Directors proposes to the Annual General Meeting of Orion Corporation to be held on 24 March 2026 that the Board of Directors be authorised to decide on a share issue by conveying the Company's own shares held by the Company on the following terms and conditions:

Maximum number of shares to be conveyed

Based on the authorisation, the Board of Directors shall be entitled to decide on the conveyance of no more than 1,000,000 own Class B shares held by the Company. The maximum number of own shares held by the Company to be conveyed represents approximately 0.71% of all shares in the Company and approximately 0.14% of all the votes in the Company.

Conveyance against and without payment

The own shares held by the Company can be conveyed either against or without payment.

Shareholder's pre-emptive rights and directed issue

The own shares held by the Company may be conveyed

- by selling them in trading on the regulated market organised by Nasdaq Helsinki Ltd;
- in a directed issue to the Company's shareholders in proportion to their holdings at the time of the conveyance regardless of whether they own Class A or B shares; or
- in a directed issue, deviating from the shareholder's pre-emptive rights, if there is a weighty financial reason, such as using the shares as part of the Company's incentive system. The directed share issue can be without payment only if there is an especially weighty financial reason in view of the Company and the interests of all its shareholders.

Subscription price in the Balance Sheet

The amounts paid for own shares conveyed shall be recorded in the reserve for invested unrestricted equity.

Other terms and validity

The Board of Directors shall decide on other matters related to the conveyance of own shares.

The authorisation to convey own shares shall be valid for five years from the resolution of the Annual General Meeting.

This resolution cancels the corresponding share issue authorisation concerning conveyance of own shares given by the Annual General Meeting of Orion Corporation on 23 March 2022 to the extent the authorisation has not yet been exercised.

Espoo, 12 February 2026

Orion Corporation
Board of Directors

Proposal by the Board of Directors of Orion Corporation to the Annual General Meeting 2026 on authorising the Board of Directors to decide on a share issue by issuing new shares

The Board of Directors proposes to the Annual General Meeting of Orion Corporation to be held on 24 March 2026 that the Board of Directors be authorised to decide on a share issue by issuing new shares on the following terms and conditions:

Number of new shares to be issued

Based on the authorisation, the Board of Directors shall be entitled to decide on the issuance of no more than 14,000,000 new class B shares. The maximum number of shares to be issued corresponds to less than 10% of all shares in the Company and less than 2% of all votes in the Company.

The new shares may be issued only against payment.

Shareholder's pre-emptive rights and directed share issue

The new shares may be issued

- in a directed issue to the Company's shareholders in proportion to their holdings at the time of the issue regardless of whether they own class A or B shares; or
- in a directed issue, deviating from the shareholder's pre-emptive rights, if there is a weighty financial reason, such as the development of the capital structure of the Company, using the shares as consideration in possible corporate acquisitions or other arrangements related to the Company's business, or financing investments.

The authorisation may not be used as a part of the Company's incentive system. The new shares may not be issued to the Company itself.

Subscription price in the Balance Sheet

The amounts paid for new shares issued shall be recorded in the reserve for invested unrestricted equity.

Other terms and validity

The Board of Directors shall decide on other matters related to the issuance of shares.

The share issue authorisation concerning issuance of new shares shall be valid until the next Annual General Meeting of the Company.

This authorisation does not cancel the authorisation to the Board of Directors to decide on a share issue by conveying own shares set out in item 17 of this Annual General Meeting.

Espoo, 12 February 2026

Orion Corporation
Board of Directors