



FAQ relating to forfeiture of the shares entered in a joint book-entry account

What is this matter about?

The shares in the predecessor of Oriola Corporation as well as the current Orion Corporation, Orion-yhtymä Oy (Business ID 0112283-5, as of 11 December 1997 Orion-yhtymä Oyj), were incorporated in the book-entry system in 1993. The shareholders were at that time required to declare their shares for registration on their book-entry account, in practice meaning exchanging paper share certificates for registrations on a book-entry account, at the latest on the registration date 29 October 1993. Those shares that had not been registered on a shareholder's book-entry account at the latest on the registration date were registered on a joint account opened in the book-entry system, where they were stored on behalf of the shareholders. A shareholder's shares were transferred from the joint account to the book-entry account indicated by the shareholder upon the shareholder presenting his/her paper share certificate and making a declaration for registration.

Orion-yhtymä Oyj later changed its name to Orion Corporation and on 1 July 2006 demerged into two companies, Oriola-KD Corporation (Business ID 1999215-0, currently Oriola Corporation, hereinafter referred to as "Oriola") and the current Orion Corporation (Business ID 1999212-6, hereinafter referred to as "Orion"). In the demerger, the shareholders of the old Orion Corporation received as demerger consideration one share in each of Oriola and the current Orion per each share they held in the old Orion Corporation. The owners of paper share certificates were required to declare their ownership for registration in the book-entry system before the effective date of the demerger to avoid the shares to be given to them as demerger consideration being registered on a joint account. A shareholder has been able to transfer his/her shares from the joint account to his/her book-entry account by making a declaration for registration.

What does the joint account mean?

A joint account is intended for temporary storing of shares until the shareholders declare their shares for registration on their personal book-entry account, and the rights of a shareholder (inter alia, to receive dividend) cannot be exercised until the shares have been registered on the shareholder's book-entry account. A number of shares in Oriola Corporation are nevertheless still registered on the joint account because the owners of paper share certificates of old Orion have not made a declaration for registration.

Why is this matter topical?

Pursuant to provisions included in the Finnish company legislation in 2006, it is possible for Oriola Corporation's Annual General Meeting to resolve that shareholders forfeit their rights to the shares on the joint account and to the rights that such shares carry.

Thus, the Board of Directors proposes that Oriola Corporation's Annual General Meeting decides, in accordance with Chapter 3, Section 14 a, subsection 3 of the Finnish Companies Act, on the forfeiture of the rights to all the shares entered in the joint account as well as the rights attached to such shares.

Which shares would the forfeiture concern?

The forfeiture would concern, under Chapter 3, Section 14 a, subsection 3 of the Finnish Companies Act, the rights to all such Oriola Corporation's shares entered in the joint account that have not been requested to be registered in the book-entry system in accordance with Chapter 6, Section 3 of the Act on the Book-Entry System and Settlement Activities prior to the resolution concerning the matter by the Annual General Meeting. Thus, at a maximum, the proposal concerns Oriola Corporation's Class A and B shares registered in the said joint account on the date of the notice of meeting, i.e. 13 February 2020. The number of shares whose transfer into the book-entry system has been validly declared prior to the resolution concerning the matter by the Annual General Meeting, at the latest, and whose request for conversion has been finalised by 30 September 2020, at the latest, will be deducted from the number of shares referred to above.



On 10 February 2020 the joint book-entry account of Oriola holds a total of 125,674 shares (64,478 Class A shares and 61,196 Class B shares) which represent approximately 0.07% of all shares in the company.

What does the forfeiture of the shares on the joint account mean?

If the Annual General Meeting resolves on the forfeiture of the shares on the joint account and of the rights attached to such shares, such shares become treasury shares. The provisions of the Finnish Companies Act on treasury shares apply to the forfeited shares and the company may keep the shares in its possession or cancel or transfer them in accordance with the provisions of the Finnish Companies Act.

The possible forfeiture concerns only those Oriola shares, given as demerger consideration in 2006, registered on the joint account with respect to which the shareholder of old Orion has not taken care of the transition from paper share certificates of old Orion to the book-entry system, i.e., has not presented to Orion the paper share certificate or an account of the cancellation of the share certificate and in this way had his/her shares registered on his/her book-entry account. The possible forfeiture does not concern shares already registered on a personal book-entry account or nominee-registered shares, with respect to which the shareholders thus do not need to take any measures.

What to do if you own a paper share certificate in old Orion

To avoid a possible forfeiture, it is in the shareholder's interest to make the declaration for registration without delay. In case you are the owner of the paper share certificate of Orion, please follow the instructions on the website of Orion: <https://www.orion.fi/en/Orion-group/investors/messages-to-shareholders/joint-account-shares/>

As the result of a completed declaration for registration, also the shares in Oriola given as demerger consideration in 2006 will be registered on the shareholder's book-entry account without any additional measures by the shareholder.

Orion Corporation's shares

The possible resolution of Oriola Corporation's Annual General Meeting on the forfeiture of the shares on the joint account and of the rights that such shares carry only concerns the shares in Oriola Corporation. The corresponding rights in Orion Corporation's shares and any possible forfeitures related to them are determined in accordance with resolutions possibly made by Orion Corporation.