

**Kemira Oyj: Proposals of the Board of Directors to the Annual General Meeting 2014****Following proposals will be submitted to the Annual General Meeting:**

- Resolution on the use of the profits shown on the balance sheet and on dividends
- Remuneration and election of the auditor
- Share repurchase authorization
- Share issue authorization

Proposals of Kemira Oyj's Nomination Board, consisting of the representatives of the four largest shareholders, on the number of members of the Board of Directors and election of the Chairman, the Vice Chairman and the members of the Board of Directors and on the remuneration of the Chairman, the Vice Chairman and the members of the Board of Directors to the Annual General Meeting were published on January 21, 2014.

The Annual General Meeting of Kemira Oyj will be held on Monday, March 24, 2014 at 1.00 p.m. at Finlandia Hall, Congress Wing, Mannerheimintie 13 e, Helsinki, Finland. The invitation will be published on February 27, 2014 in Helsingin Sanomat and on Kemira's website.

**Resolution on the use of the profit shown on the balance sheet and on dividends**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.53 per share be paid based on the adopted balance sheet for the financial year which ended on December 31, 2013. The dividend will be paid to a shareholder who is registered in the company's shareholder register maintained by Euroclear Finland Ltd on the record date for dividend payment, March 27, 2014. The Board of Directors proposes that the dividend be paid out on April 3, 2014.

**Resolution on the remuneration of the auditor**

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee, that the Auditor's fees be paid against an invoice approved by Kemira.

**Election of the auditor**

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee, that Deloitte & Touche Oy be elected as the company's auditor with Jukka Vattulainen, APA, acting as the principal auditor.

**Proposal of the Board of Directors for authorizing 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 authorizes the Board of Directors to decide upon repurchase of a maximum of 4,500,000 company's own shares ("Share repurchase authorization").

Shares will be repurchased by using unrestricted equity either through a tender offer with equal terms to all shareholders at a price determined by the Board of Directors or otherwise than in proportion to the existing shareholdings of the company's shareholders in public trading on the NASDAQ OMX Helsinki Ltd (the "Helsinki Stock Exchange") at the market price quoted at the time of the repurchase.

The price paid for the shares repurchased through a tender offer under the authorization shall be based on the market price of the company's shares in public trading. The minimum price to be paid would be the lowest market price of the share quoted in public trading during the authorization period and the maximum price the highest market price quoted during the authorization period.

Shares shall be acquired and paid for in accordance with the Rules of the Helsinki Stock Exchange and Euroclear Finland Ltd.

Shares may be repurchased to be used in implementing or financing mergers and acquisitions, developing the company's capital structure, improving the liquidity of the company's shares or to be used for the payment of the annual fee payable to the members of the Board of Directors or implementing the company's share-based incentive plans. In order to realize the aforementioned purposes, the shares acquired may be retained, transferred further or cancelled by the company.

The Board of Directors will decide upon other terms related to share repurchase.

The Share repurchase authorization is valid until the end of the next Annual General Meeting.

### **Proposal of the Board of Directors for authorizing the Board of Directors to decide on share issue**

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide to issue a maximum of 15,600,000 new shares and/or transfer a maximum of 7,800,000 company's own shares held by the company ("Share issue authorization").

The new shares may be issued and the company's own shares held by the company may be transferred either for consideration or without consideration.

The new shares may be issued and the company's own shares held by the company may be transferred to the company's shareholders in proportion to their current shareholdings in the company, or by disapplying the shareholders' pre-emption right, through a directed share issue, if the company has a weighty financial reason to do so, such as financing or implementing mergers and acquisitions, developing the capital structure of the company, improving the liquidity of the company's shares or if this is justified for the payment of the annual fee payable to the members of the Board of Directors or implementing the company's share-based incentive plans. The directed share issue may be carried out without consideration only in connection with the implementation of the company's share-based incentive plan.

The subscription price of new shares shall be recorded to the invested unrestricted equity reserves. The consideration payable for company's own shares shall be recorded to the invested unrestricted equity reserves.

The Board of Directors will decide upon other terms related to the share issues.

The Share issue authorization is valid until May 31, 2015.

**For more information, please contact**

Kemira Oyj  
Jukka Hakkila, Group General Counsel  
+358 10 862 1690

Tero Huovinen, VP, Investor Relations  
+358 10 862 1980

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**Kemira** is a global chemicals company serving customers in water-intensive industries. We provide expertise and chemicals that improve our customers' water, energy and raw material efficiency. Our focus is on pulp & paper, oil & gas, mining and water treatment. In 2012, Kemira had annual revenue of EUR 2.2 billion and around 4,900 employees. Kemira shares are listed on the NASDAQ OMX Helsinki Ltd.

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