

## Kemira Oyj: Notice of Annual General Meeting

The shareholders of Kemira Oyj (“Kemira”) are invited to the Annual General Meeting to be held on Monday, March 23, 2015 at 1.00 pm at Finlandia Hall, Mannerheimintie 13 e (entrances M1 and K1), Helsinki, Finland. The reception of persons who have given notification to attend the meeting will begin at noon.

### **A. Matters on the agenda of the Annual General Meeting**

The following matters will be considered at the Annual General Meeting:

1. Opening of the meeting
2. Calling the meeting to order
3. Election of the persons to confirm the minutes and to supervise the counting of the votes
4. Recording the legality of the meeting
5. Recording the attendance at the meeting and adoption of the list of votes
6. Presentation of the financial statements, the consolidated financial statements, the report of the Board of Directors and the auditor’s reports for 2014
  - Review by the President and CEO
7. Adoption of the financial statements and the consolidated financial statements
8. Resolution on the use of the profit shown on the balance sheet and the payment of dividend

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, 2014. 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 25, 2015. The Board of Directors proposes that the dividend be paid out on April 1, 2015.

9. Resolution on the discharge of the members of the Board of Directors, the President and CEO and the deputy CEO from liability

10. Resolution on the remuneration of the Chairman, the Vice Chairman and the members of the Board of Directors

The Nomination Board proposes to the Annual General Meeting that the annual fees paid to the members of the Board of Directors would increase.

The annual fee for the Chairman is proposed to be increased to EUR 80,000 from EUR 74,000 per year, for the Vice Chairman and the Chairman of the Audit Committee to EUR 49,000 from EUR 45,000 per year and for the other members to EUR 39,000 from EUR 36,000 per year. Annual fees have not been increased since 2011, except the annual fee for the Chairman of the Audit Committee which was increased in 2013. A fee payable for each meeting of the Board of Directors and the Board Committees is proposed to remain unchanged.

A fee payable for each meeting would thus be as follows; members residing in Finland EUR 600, for the members residing in rest of Europe EUR 1,200 and for the members residing outside Europe EUR 2,400. Meeting fees have not been increased for the members of the Board of Directors residing in Finland since 2005, and for the members of the Board of Directors residing outside Finland since 2006. Travel expenses are proposed to be paid according to Kemira's travel policy.

In addition, the Nomination Board proposes to the Annual General Meeting that the annual fee be paid as a combination of the company's shares and cash in such a manner that 40% of the annual fee is paid with the company's shares owned by the company or, if this is not possible, shares purchased from the market, and 60% is paid in cash. The shares will be transferred to the members of the Board of Directors and, if necessary, acquired directly on behalf of the members of the Board of Directors within two weeks from the release of Kemira's interim report January 1 - March 31, 2015.

The meeting fees are proposed to be paid in cash.

11. Resolution 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

The Nomination Board proposes to the Annual General Meeting that six members be elected to the Board of Directors and that the present members Wolfgang Büchele, Winnie Fok, Juha Laaksonen, Timo Lappalainen, Jari Paasikivi and Kerttu Tuomas be re-elected as members of the Board of Directors.

The Nomination Board proposes that Jari Paasikivi will be re-elected as the Chairman of the Board of Directors and that Kerttu Tuomas will be re-elected as the Vice Chairman.

Information on the individuals proposed to be elected as the members of the Board of Directors is available at Kemira's website at [www.kemira.com](http://www.kemira.com) > Investors > Corporate governance > Annual General Meeting > Annual General Meeting 2015.

12. 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.

13. Election of the auditor

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

14. 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.

15. 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 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 displaying 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, 2016.

## 16. Closing of the meeting

### **B. Documents of the Annual General Meeting**

Documents concerning Kemira's financial statements, the proposals of the Board of Directors and the Nomination Board, this notice and other documents required by the Finnish Companies Act and the Finnish Securities Market Act are available for inspection by shareholders as from February 26, 2015, at the Company's website at [www.kemira.com](http://www.kemira.com) > Investors > Corporate governance > Annual General Meeting > Annual General Meeting 2015. The proposals and the other documents mentioned above are available at the Annual General Meeting. The Minutes of the Annual General Meeting are available in the above mentioned web site no later than on April 2, 2015.

### **C. Instructions for the participants in the Annual General Meeting**

#### **1. Shareholders registered in the shareholders' register**

A shareholder who on the record date of the Annual General Meeting, March 11, 2015, is registered in the company's shareholders' register maintained by Euroclear Finland Ltd, is entitled to attend and participate in the Annual General Meeting. A shareholder, whose shares have been recorded in his/her personal book-entry account, is registered in the company's shareholders' register.

A shareholder wishing to participate in the Annual General Meeting shall register his/her/its participation to the meeting no later than on Wednesday March 18, 2015 at 4.00 pm. Registration may be made as follows:

- a) through Kemira's website at the address [www.kemira.com](http://www.kemira.com)
- b) by telephone at +358 20 770 6886, weekdays 9 am - 4 pm
- c) by fax at +358 10 862 1119, Kemira Oyj, Anna Kosunen or
- d) by letter to the address Kemira Oyj, Anna Kosunen, P.O. Box 330, FI-00101 Helsinki, Finland.

In connection with the registration, the shareholder shall notify his/her/its name, personal identification number/company identification number, address, telephone number and the name of the possible assistant, proxy representative or statutory representative and personal identification number of the proxy representative. The personal data given to Kemira is used only in connection with the Annual General Meeting and with the processing of related registrations.

## **2. Holders of nominee registered shares**

A holder of nominee registered shares has the right to participate in the Annual General Meeting by virtue of such shares based on which he/she would be entitled to be registered in the shareholders' register of the company held by Euroclear Finland Ltd on March 11, 2015. The participation in the Annual General Meeting requires, in addition, that the shareholder on the basis of such shares has been temporarily entered in the shareholders' register held by Euroclear Finland Ltd at the latest by March 18, 2015 at 10.00 am. As regards nominee registered shares this constitutes due registration for the General Meeting.

A holder of nominee registered shares is advised to request without delay necessary instructions regarding the temporary registration in the shareholders' register, the issuing of proxy documents and registration for the Annual General Meeting from his/her custodian bank. The account operator of the custodian bank shall register a holder of nominee registered shares, who wants to participate in the Annual General Meeting, temporarily into the shareholders' register of the company at the latest by the time stated above.

## **3. Proxy representatives and powers of attorney**

A shareholder may participate in the Annual General Meeting and exercise his/her rights at the meeting by way of proxy representation. A proxy representative shall produce a dated proxy document or otherwise demonstrate in a reliable manner his/her right to represent the shareholder at the Annual General Meeting. When a shareholder participates in the General Meeting by means of several proxy representatives representing the shareholder with shares at different securities accounts, the shares by which each proxy representative represents the shareholder shall be identified in connection with the registration for the General Meeting.

A proxy for representing a shareholder at the meeting is requested to be delivered together with the notice to attend the meeting by March 18, 2015 at 4.00 pm. at the latest.

## **4. Other information**

Pursuant to Chapter 5, Section 25 of the Finnish Companies Act, a shareholder who is present at the Annual General Meeting has the right to present questions with respect to the matters to be considered at the meeting.

The total number of shares and votes in Kemira as of the date of this notice, February 9, 2015, is 155,342,557.

Helsinki, February 9, 2015

Kemira Oyj  
Board of Directors

**For more information, please contact**

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**Kemira** is a global chemicals company serving customers in water-intensive industries. We provide expertise, application know-how 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 2014, Kemira had annual revenue of EUR 2.1 billion and around 4,250 employees. Kemira shares are listed on the NASDAQ OMX Helsinki Ltd.  
[www.kemira.com](http://www.kemira.com)