

## **KEMIRA OYJ: PROPOSALS OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS' NOMINATION BOARD TO THE ANNUAL GENERAL MEETING 2022**

Following proposals will be submitted to the Annual General Meeting:

- Proposal for the payment of dividend
- Proposal for the Board of Directors remuneration
- Proposal for the composition of the Board of Directors
- Proposal for the remuneration of the auditor
- Proposal for the election of the auditor
- Proposal for authorizing the Board of Directors to decide on the repurchase of the company's own shares
- Proposal for authorizing the Board of Directors to decide on share issue

### **Agenda item 8**

#### **Proposal for the payment of dividend**

Kemira Oyj's Board of Directors proposes to the Annual General Meeting to be held on March 24, 2022 that a dividend of EUR 0.58 per share be paid based on the adopted balance sheet for the financial year which ended on December 31, 2021.

The dividend will be paid in two installments. The first installment of EUR 0.29 per share 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 the dividend payment, March 28, 2022. The Board of Directors proposes that the first installment of the dividend be paid out on April 7, 2022.

The second installment EUR 0.29 per share will be paid in November 2022. The second installment 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 the dividend payment. The Board of Directors will decide the record date and the payment date for the second installment at its meeting in October 2022. The record date is planned to be October 27, 2022, and the dividend payment date November 3, 2022, at the earliest.

The Board of Directors notes that the proposed amount of the dividend is higher than the amount of the minority dividend under Chapter 13 Section 7 of the Finnish Companies Act.

### **Agenda item 11**

#### **Proposal for the Board of Directors remuneration**

The Nomination Board proposes to the Annual General Meeting to be held on March 24, 2022 that the remuneration paid to the members of the Board of Directors will be increased as follows (current remuneration in parentheses): for the Chairman EUR 110,000 per year (EUR 92,000), for the Vice Chairman and the Chairman of the Audit Committee EUR 65,000 per year (EUR 55,000) and for the other members EUR 50,000 per year (EUR 44,000). The annual fees were last increased in 2019.

The Nomination Board proposes that a fee payable for each meeting of the Board of Directors and the Board Committees will be paid based on the method and place of the meeting (previously based

on the participant's country of residence) as follows: participating remotely or in the member's country of residence EUR 600, for the meeting on the same continent EUR 1,200 and for the meeting to be held in a different continent than the member's country of the residence EUR 2,400.

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, 2022. The meeting fees are proposed to be paid in cash.

## **Agenda item 12**

### **Proposal for the composition of the Board of Directors**

The Nomination Board proposes to the Annual General Meeting to be held on March 24, 2022 that eight members (previously seven) be elected to the Board of Directors and that the present members Wolfgang Büchele, Shirley Cunningham, Werner Fuhrmann, Timo Lappalainen, Matti Kähkönen and Kristian Pullola be re-elected as members of the Board of Directors. The Nomination Board proposes that Annika Paasikivi and Tina Sejersgård Fanø be elected as new members of the Board of Directors. In addition, the Nomination Board proposes that Matti Kähkönen be elected as the Chairman of the Board of Directors and Annika Paasikivi be elected as the Vice Chairman.

All the nominees have given their consent to the position and are independent of the company and the company's significant shareholders except for Annika Paasikivi, who is not independent of significant shareholders. Annika Paasikivi is the President and CEO of Oras Invest Oy and Oras Invest Oy owns over 10% of Kemira Oyj's shares.

Current Chairman of the Board, Jari Paasikivi, has informed that he will no longer be available for re-election to the next term of the Board of Directors. Jari Paasikivi has served ten years in the Board of Directors of Kemira Oyj including eight years as the Chairman. The Nomination Board wishes to thank Jari Paasikivi for his long service and significant contribution to Kemira Oyj.

Ms. Annika Paasikivi, M.Sc. Global Politics, University of Southampton and BA, International Business, EBS London, b. 1975 is President and CEO of Oras Invest Oy, Chairman of the Board of Directors of Uponor Oyj, Deputy Chairman of the Board of Directors of Oras Ltd and Member of the Board of Varova Oy. Annika Paasikivi is a Finnish citizen.

Ms. Tina Sejersgård Fanø, M.Sc. in Engineering, Biochemistry, Technical University of Denmark and BA, Philosophy and Educational Science, University of Copenhagen, b. 1969, is Executive Vice President, Agriculture & Industrial Biosolutions of Novozymes A/S and Chairman of the Board of Innovationsfonden and Member of the Board of DLF Seeds & Science A/S. Tina Sejersgård Fanø is a Danish citizen.

With regard to the selection procedure for the members of the Board of Directors, the Nomination Board recommends that shareholders take a position on the proposal as a whole at the Annual General Meeting. This recommendation is based on the fact that Kemira's shareholders' Nomination Board is separate from the Board of Directors, in line with a good Nordic governance model. The Nomination Board, in addition to ensuring that individual nominees for membership of the Board of Directors possess the required competences, is responsible for making sure that the proposed Board of Directors as a whole also has the best possible expertise and experience for the company and that the diversity principles of the company will be met and that the composition of the Board of Directors meets other requirements of the Finnish Corporate Governance Code for listed companies.

### **Agenda item 13**

#### **Proposal for the remuneration of the auditor**

In accordance with the recommendation by the Audit Committee of the Board of Directors of Kemira Oyj, the following proposal is presented by the Board of Directors to the Annual General Meeting to be held on March 24, 2022:

The auditor's fees would be paid based on invoicing approved by the company.

### **Agenda item 14**

#### **Proposal for the election of the auditor**

In accordance with the recommendation by the Audit Committee of the Board of Directors of Kemira Oyj, the following proposal is presented by the Board of Directors to the Annual General Meeting to be held on March 24, 2022:

Ernst & Young Oy would be elected as the company's auditor with Mikko Ryttilahti, APA, acting as the principal auditor.

The recommendation of the Audit Committee is free from influence by a third party and no clause of the kind referred to in paragraph 6 of the Article 16 of the EU Audit Regulation (537/2014) has been imposed upon it which would restrict the Annual General Meeting's decision-making relating to the election of auditor.

### **Agenda item 15**

#### **Proposal for authorizing the Board of Directors to decide on the repurchase of the company's own shares**

Kemira Oyj's Board of Directors proposes to the Annual General Meeting to be held on March 24, 2022 that the Annual General Meeting authorizes the Board of Directors to decide upon repurchase of company's own shares ("Share repurchase authorization") under the following terms and conditions:

##### Maximum number of shares

Under the authorization, the Board of Directors may decide upon a repurchase of a maximum of 5,800,000 company's own shares.

### Directed repurchase and price paid for the shares

Shares shall 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 Nasdaq Helsinki Ltd ("Nasdaq Helsinki") 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 Nasdaq Helsinki and the rules of Euroclear Finland Ltd as well as other applicable regulations.

### Purpose of the repurchase

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.

### Other terms and validity

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

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

## **Agenda item 16**

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

Kemira Oyj's Board of Directors proposes to the Annual General Meeting to be held on March 24, 2022 that the Annual General Meeting authorizes the Board of Directors to decide to issue new shares and transfer company's own shares ("Share issue authorization") under the following terms and conditions:

### Maximum number of shares

Under the authorization, the Board of Directors may decide to issue through one or several share issues a maximum of 15,600,000 new shares and to transfer a maximum of 7,800,000 company's own shares held by the company.

**Share issue for or without consideration**

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.

**Shareholders' pre-emption right and private placement**

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 it 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 plans.

**Recognition of the subscription price**

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.

**Other terms and validity**

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

The Share issue authorization is valid until May 31, 2023.