

## **KEMIRA OYJ: PROPOSALS OF THE BOARD OF DIRECTORS AND THE SHAREHOLDERS' NOMINATION BOARD TO THE ANNUAL GENERAL MEETING 2023**

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 the amendment of the Articles of Association
- 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
- Proposal for amendment of the Charter of the Nomination Board

### **Agenda item 8: Proposal for the payment of dividend**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.62 per share be paid based on the adopted balance sheet for the financial year which ended on December 31, 2022.

The dividend will be paid in two installments. The first installment of EUR 0.31 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 24, 2023. The Board of Directors proposes that the first installment of the dividend be paid out on April 5, 2023.

The second installment EUR 0.31 per share will be paid in November 2023. 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 2023. The record date is planned to be October 26, 2023, and the dividend payment date November 2, 2023, at the earliest.

### **Agenda item 11: Proposal for the Board of Directors remuneration**

The Nomination Board proposes to the Annual General Meeting that the annual fee paid to the members of the Board of Directors will be increased as follows (current remuneration in parentheses): for the Chair EUR 118,000 per year (EUR 110,000), for the Vice Chair and the Chair of the Audit Committee EUR 67,000 per year (EUR 65,000) and for the other members EUR 52,000 per year (EUR 50,000).

The Nomination Board proposes to the Annual General Meeting 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 as follows: participating remotely or in a meeting arranged in the member's country of residence EUR 600, participating in a meeting arranged on the same continent as the member's country of residence EUR 1,200 and participating in a meeting arranged in a different continent than the member's country of 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 Kemira 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, 2023.

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 that eight members be elected to the Board of Directors and that the present members Tina Sejersgård Fanø, Werner Fuhrmann, Matti Kähkönen, Timo Lappalainen, Annika Paasikivi and Kristian Pullola be re-elected as members of the Board of Directors. Nomination Board proposes that Fernanda Lopes Larsen and Mikael Staffas be elected as new members of the Board of Directors. In addition, the Nomination Board proposes that Matti Kähkönen be re-elected as the Chair of the Board of Directors and Annika Paasikivi be re-elected as the Vice Chair.

All the nominees have given their consent to the position and are independent of the company's significant shareholders except for Annika Paasikivi. Annika Paasikivi is the President & CEO of Oras Invest Oy and Oras Invest Oy owns over 10% of Kemira Oyj's shares.

Of the current members of the Board of Directors Wolfgang Büchele, who has served on the company's Board of Directors first from 2009 until 2012, then as a President and CEO of Kemira Oyj from 2012 until 2014, and then again in the Board of Directors since 2014, and Shirley Cunningham, who has served on the Board of Directors since 2017, have informed that they will no longer be available for re-election to the next term of the Board of Directors. The Nomination Board wishes to thank Wolfgang Büchele and Shirley Cunningham for their long service and significant contribution to Kemira Oyj.

**Ms. Fernanda Lopes Larsen**, M.Sc. (Engineering), b. 1974, is an Executive Vice President Africa & Asia in Yara International since 2020. In 2012-2018 she served in multiple executive and managerial positions in Yara International. In 2001-2012 she held managerial positions in GlaxoSmithKline and in Procter & Gamble. Fernanda Lopes Larsen is a dual Brazilian and British citizen.

**Mr. Mikael Staffas**, M.Sc. (Engineering), MBA, b. 1965, is the President & CEO of Boliden AB since 2018. In 2015-2018 he served as the President of Boliden Mines, and in 2011-2015 as the CFO of Boliden. In 2005-2011 he was the CFO of Södra Skogsägarna. He was a Partner at McKinsey & Company in 1999-2004 and held various positions there in 1990-1999. Mikael Staffas is a Swedish citizen.

Regarding 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**

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that the auditor's fees be paid based on invoicing approved by the company.

**Agenda item 14: Proposal for the election of the auditor**

The Board of Directors proposes to the Annual General Meeting on the recommendation of the Audit Committee that Ernst & Young Oy 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 of the Board of Directors for amendment of the Articles of Association**

The Board of Directors proposes that the Articles of Association are amended by adding a new article regarding the organization of the general meeting, so that the general meeting can be held completely without a meeting venue as a so-called remote meeting. The Board of Directors proposes the new article 16 of the Articles of Association to read as presented below.

**Article 16**

The Board of Directors may decide that the general meeting of shareholders is held without the venue of the meeting by the shareholders using their decision-making powers fully in an up-to-date manner through a data connection link and technical tool during the general meeting.

**Agenda item 16: Proposal 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 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 6,000,000 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 17: Proposal 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 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, 2024.

**Agenda item 18: Proposal for amendment of the Charter of the Nomination Board**

The Nomination Board proposes that the Charter of the Nomination Board is amended by adding new sections to the Charter relating to instructions for holders of nominee-registered shares to use the right to nominate a member to the Nomination Board, practices when a qualified shareholder refuses to nominate a member to the Nomination Board or when two or several qualified shareholders hold an equal number of shares, unanimity of the Nomination Board's decisions as well as procedure relating to amendments to the Charter. The Nomination Board's proposal for amending the Charter of the Nomination Board is presented in Annex 2 of the notice to the Annual General Meeting.