

KEMIRA NOMINATION BOARD CHARTER

PURPOSE AND RESPONSIBILITIES

Kemira Oyj's Annual General Meeting has in 2012 decided to establish a Nomination Board comprising of the shareholders or the representatives of the shareholders to prepare annually proposals for the next Annual General Meeting concerning the composition and remuneration of the Board of Directors.

The tasks of the Nomination Board are:

- preparation of the proposal for the Annual General Meeting concerning the composition of the Board of Directors;
- preparation of the proposal for the Annual General Meeting concerning the remuneration of the Board of Directors;
- searching of successor candidates for the members of the Board of Directors;
- presentation of the proposal concerning the composition and remuneration of the Board of Directors to the Annual General Meeting.

When designing the composition of the Board of Directors, the Nomination Board assesses the Board composition from the viewpoint of Kemira Oyj's current and future business needs, while taking into account the diversity of the Board of Directors in accordance with Kemira Oyj's diversity principles of the Board of Directors.

The Nomination Board shall deliver its proposal to the Board of Directors not later than on February 1 preceding the Annual General Meeting.

This charter lays out the authority, composition and responsibilities of the Nomination Board.

AUTHORITY

The Nomination Board is empowered to use professional assistance in performing its duties.

COMPOSITION AND MEETINGS

The Nomination Board shall consist of five members being the representatives of the four largest shareholders of Kemira Oyj as of May 31 preceding the Annual General Meeting and the Chair of the Board of Directors of Kemira Oyj who is acting as an expert member. The Chair of the Board of Directors shall request that the four largest shareholders, determined by their holdings as specified above, each appoint one member to the Nomination Board. Should any such shareholder not wish to use the appointment right, the next largest shareholder who would otherwise not have an appointment right shall become entitled to appoint a member to the Nomination Board. In case two or several shareholders hold an equal number of shares, and the representatives of such shareholders cannot be appointed to the Nomination Board as specified above, the decision on the appointing shareholder(s) shall be made by drawing lots. Shareholder, who has divided its ownership e.g. into a number of funds and has an obligation to disclose changes in its shareholding under the Finnish Securities Markets Act, has a right to demand that its shareholding be counted as one by notifying the Chairman of the Board of Directors of Kemira Oyj in writing by June 3. The members of the Nomination Board shall elect a Chair at the first meeting of the Board.

The member appointed by a shareholder shall resign from the Nomination Board, if the shareholder concerned later disposes more than half of the shares held by such shareholder on May 31 that entitled the shareholder to appoint a member and as a result thereof is no longer amongst Kemira Oyj's ten largest shareholders. The Nomination Board may, at its sole discretion, request the largest share-holder(s) who have not nominated a member to the Nomination Board (in the order of votes represented by their shares on the day of the request) to appoint a new member to replace a prematurely vacated seat. The Nomination Board must always ensure that a new member to the Nomination Board is nominated if the number of Nomination Board members decreases to less than three (3) during its term of office.

The Nomination Board will meet at least two times a year, with authority to convene additional meetings, as circumstances require. The first meeting of the Nomination Board shall be convened by the Chair of the Board of Directors of Kemira Oyj. The following meetings shall be convened by the Chair of the Nomination Board upon his consideration. The meetings can be held by phone, per capsulam or remotely.

If a holder of nominee-registered shares wishes to use a right to nominate, it shall make a written re-quest for taking such shareholder into account when determining the appointment right to the Group General Counsel no later than June 3 and if requested be prepared to present a reliable account of the number of shares in its ownership on May 31. When appointing the Nomination Board, Kemira Oyj is under no obligation, at its own initiative, to examine or consider nominee-registered holdings or holdings which have been aggregated in connection with flagging notifications. Such holdings will be taken into account in the appointment of the Nomination Board upon request made within the aforementioned time limit.

The members present at the meeting shall constitute a quorum if at least three of the members are present at the meeting. No decision shall be made, unless all members have been reserved the possibility to consider the matter and participate in the meeting.

Decisions of the Nomination Board shall be unanimous. If unanimity cannot be reached, the Nomination Board shall inform the Board of Directors that it is unable to make proposals.

Meeting agendas are to be prepared and provided in advance to members, along with appropriate briefing materials. The Group General Counsel shall act as the secretary to the Nomination Board and shall prepare the minutes. The minutes of the meetings shall be reviewed at the next Nomination Board meeting and shall be signed by the Chair of the Nomination Board and the secretary and shall be properly filed in the archive.

AMENDMENTS TO THE CHARTER

The Nomination Board shall review this charter annually and propose possible changes to the Annual General Meeting. Material changes, such as changes to the number of members in the Nomination Board and their election process, will be decided by the Annual General Meeting. The Nomination Board is authorized to execute necessary technical updates and amendments to this charter.