

## 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 August 31 preceding the Annual General Meeting and the Chairman of the Board of Directors of Kemira Oyj who is acting as an expert member. The members of the Nomination Board shall elect a Chairman at the first meeting of the Board.

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 Chairman of the Board of Directors of Kemira Oyj. The following meetings shall be convened by the Chairman of the Nomination Board upon his consideration. The meetings can be held by phone.

The members present at the meeting shall constitute a quorum if at least three of the members are present at the meeting.

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 Chairman of the Nomination Board and the secretary and shall be properly filed in the archive.

**Kemira**

Where water  
meets chemistry™

**Amendments to the Charter**

Amendments to this charter shall be decided upon by a General Meeting.