

**PROPOSALS OF THE KEMIRA BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING 2008**

Kemira Board of Directors will submit the following proposals to the Annual General Meeting to be held on March 19, 2008:

- Dividend payment of EUR 0.50 per share
- Amendment of the Articles of Association
- The boards share issue authorization
- The boards share repurchase authorization
- Election of the auditor

**Dividend payment proposal**

The Board of Directors proposes to the Annual General Meeting that a dividend of EUR 0.50 per share be paid based on the adopted balance sheet for the financial year which ended on December 31, 2007. The dividend will be paid to a shareholder who is registered in the Company's Shareholder Register maintained by the Finnish Central Securities Depository Ltd on the record date, March 26, 2008. The Board of Directors proposes that the dividend be paid out on April 2, 2008.

**Proposal for amendment of Article 4 of the Articles of Association**

Since the Managing Director of the Company is called President & CEO, the Board of Directors proposes that Article 4 of the current Articles of Association be amended so that references to Finnish titles "pääjohtaja" (English translation in the current Articles of Association "Chief Executive Officer") and "varapääjohtaja" (English translation in the current Articles of Association "Deputy Chief Executive Officer") shall be deleted.

**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 a maximum of 2,397,515 Company's own shares ("Share repurchase authorization").

Shares will be repurchased by using unrestricted equity either through a direct offer with equal terms to all shareholder 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 OMX Nordic Exchange Helsinki Oy ("Stock Exchange") at the market price quoted at the time of the repurchase. Shares shall be acquired and paid for in accordance with the Rules of Stock Exchange and the Finnish Central Securities Depository 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 implementing the Company's share-based incentive plan. 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.

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

The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors to decide to issue a maximum of 12,500,000 new shares and transfer a maximum of 6,252,250 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 against payment or, as part of the implementation of the Company's share-based incentive plan, without payment.

Said new shares may be issued and said 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 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 its capital structure, improving the liquidity of the Company's shares or if this is justified for the purpose of implementing the Company's share-based incentive plan. The directed share issue may be carried out without payment only in connection with the implementation of the Company's share-based incentive plan.

The subscription price of new shares shall be recognized under unrestricted equity capital fund. The consideration payable for Company's own shares shall be recognized under unrestricted equity capital fund.

The Board of Directors will decide upon other terms related to share issue.

The share issue authorization is valid until the end of the next Annual General Meeting.

### **Election of the auditor**

The Audit Committee of the Board of Directors proposes to the Annual General Meeting that KPMG Oy Ab be elected as the Company's auditor KHT Pekka Pajamo acting as the principal auditor.

The Annual General Meeting of the Kemira Oyj will be held at Marina Congress Center, Katajanokanlaituri 6, Helsinki, on March 19, 2007, at 1:00 pm. The invitation will be published on March 19, 2007 in Helsingin Sanomat, Kauppalehti and on the Kemira's website [www.kemira.com](http://www.kemira.com).

Kemira Oyj  
Timo Leppä, Executive Vice President, Group Communications

### **For more information, please contact**

Kemira Oyj  
Jukka Hakkila, Secretary of the Board of Directors, tel. +358 (0)10 862 1690  
Timo Leppä, Executive Vice President, Group Communications, tel. +358 (0)10 862 1700

[www.kemira.com](http://www.kemira.com)