

Kemira Oyj: Proposals of the Board of Directors to the Annual General Meeting 2010

Kemira's Board of Directors will submit the following proposals to the Annual General Meeting:

- Resolution on the use of the profit shown on the balance sheet and on dividends
- Remuneration and composition of the Board of Directors
- Remuneration and election of the auditor
- Share repurchase authorization
- Share issue authorization
- Donation to the Aalto University Foundation

The Annual General Meeting of Kemira Oyj will be held in the Marina Congress Center, Katajanokanlaituri 6, Helsinki, Finland on Tuesday, March 16, 2010, at 1.00 pm. The invitation will be published on February 22, 2010 in Helsingin Sanomat, Kauppalehti and on Kemira's website.

Resolution on the use of the profit shown on the balance sheet and on dividends**A. Dividend payable in Tikkurila Oyj's shares**

The Board of Directors proposes to the Annual General Meeting that dividend on the basis of the adopted balance sheet for the financial year ended December 31, 2009 shall be paid as follows:

Each four Kemira's shares entitle their holder to receive one share of Tikkurila Oyj as a dividend. The number of shares of Tikkurila that a shareholder is entitled to receive is calculated on a book-entry account basis. Kemira shall distribute to its shareholders as dividend an aggregate of 37.933.097 shares of Tikkurila, which represents 86 percent of the shares in Tikkurila and the number of voting rights carried by them.

Fractional entitlements to Tikkurila's share resulting from the distribution ratio of the shares shall not be distributed but the amount corresponding to the fractional entitlements shall be compensated for in cash. The amount of the cash payment corresponding to the fractional entitlements will be based on the taxable value of the dividend paid in Tikkurila's shares, which will be the volume-weighted average of the prices paid for Tikkurila's share during the first trading day after Tikkurila's shares have been submitted to trading on the official list of NASDAQ OMX Helsinki Ltd (the "Helsinki Stock Exchange"). The fractional entitlements to Tikkurila's share will be combined to complete shares and sold on said trading day. If the proceeds of the sale do not fully cover the amount of the cash payment, Kemira will pay the balance in cash to shareholders entitled to fractional entitlements. Such balance to be paid by Kemira is, at maximum, 500,000 euro. If the proceeds of such sale exceed the amount of the cash payment, the Company will retain the excess proceeds. The cash payment corresponding to the fractional entitlements shall be paid, on a book-entry account basis, to the shareholders entitled to fractional entitlements on or about March 30, 2010.

The dividend payable in Tikkurila's shares will be paid to each shareholder who is registered in the Company's Shareholder Register maintained by Euroclear Finland Ltd on the record date, March 19, 2010. The Board of Directors proposes that the dividend be paid on March 26, 2010.

The share of the Company will trade together with the right to dividend payable in Tikkurila's shares until March 16, 2010.

Kemira shall be liable for the transfer tax payable in connection with the distribution of dividends.

The Board of Directors shall be authorized to conduct specifications and technical corrections that may be required for the practical execution of the dividend distribution.

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The distribution of the dividend is conditional upon the approval of Tikkurila's shares to trading on the official list of the Helsinki Stock Exchange by May 31, 2010. If this condition is not fulfilled, the decision to distribute dividend will lapse.

The company form of Tikkurila Oy shall be changed into a public limited liability company (Oyj) and the number of its shares will increase to 44,108,252 shares before the Annual General Meeting. Such amendments have been taken into account in the proposal of the Board of Directors.

B. Proposal of the Board of Directors for authorizing the Board of Directors to decide on a cash dividend

The Board of Directors proposes that the Annual General Meeting authorize the Board to decide upon a dividend payable in cash on the basis of the adopted balance sheet for the financial year ended December 31, 2009 under the following terms and conditions:

- Under the authorization, the Board of Directors may decide upon a dividend payable in cash of a maximum of 0.27 euro per share.
- The Board of Directors will decide upon the other terms related to the dividend payable in cash in accordance with the Rules of the Helsinki Stock Exchange and Euroclear Finland Ltd.
- The authorization to decide upon a dividend payable in cash is valid until May 31, 2010.

Resolution on the remuneration of the Chairman, the Vice Chairman and the members of the Board of Directors

The Nomination Committee proposes to the Annual General Meeting that the remuneration paid to the members of the Board of Directors will remain unchanged but the monthly fee will be changed into an annual fee. The fees would thus be as follows: the Chairman will receive 66.000 euro per year, the Vice Chairman 42.000 euro per year and the other members 33.600 euro per year. A fee payable for each meeting of the Board and its committees would be for the members residing in Finland 600 euro, the members residing in rest of Europe 1.200 euro and the members residing outside Europe 2.400 euro. Travel expenses are proposed to be paid according to Kemira's travel policy.

In addition, the Nomination Committee 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, 2010.

The Nomination Committee considers that the increasing and long-term share ownership by the members of the Board of Directors is for the benefit of all shareholders. Transfer to and, if necessary, acquisition of the shares directly on behalf of the members of the Board of Directors based on the decision of the Annual General Meeting is, according to insider regulations, an acceptable way to acquire shares of Kemira.

The meeting fees are proposed to be paid in cash.

Resolution on the number of members of the Board of Directors and election of the Chairman, the Vice Chairman and the members of the Board of Directors

The Nomination Committee proposes to the Annual General Meeting that seven members be elected to the Board of Directors and that the present members Elizabeth Armstrong, Wolfgang Büchele, Juha Laaksonen, Pekka Paasikivi, Kaija Pehu-Lehtonen and Jukka Viinanen be re-elected as members of the Board of Directors and Kerttu Tuomas be elected as a new member of the Board of Directors. The Nomination Committee proposes that Pekka Paasikivi will be elected to continue as the Chairman of the Board of Directors and that Jukka Viinanen will be elected to continue as the Vice Chairman.

Ms. Kerttu Tuomas (b. 1957), B.Sc. (Econ.) is the Executive Vice President, Human Resources of KONE Corporation and a member of the Executive Board since 2002. She has previously served as Group Vice President, Human Resources of Elcoteq Network Corporation in 2000-2002 and as Personnel & Organization

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Manager of Masterfoods Oy in 1994-1999. Kerttu Tuomas is a member of the Board of JTO School of Management.

Resolution on the remuneration of the auditor and election 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 against an invoice approved by Kemira.

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

Proposal of the Board of Directors 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 4,156,957 Company's own shares ("Share repurchase authorization"). Shares will 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 the Helsinki 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 the Helsinki Stock Exchange and Euroclear Finland Ltd.

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 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.

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 of the Board of Directors 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 a maximum of 15,534,256 new shares and/or transfer a maximum of 7,767,128 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 for consideration or without consideration. 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 this 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 payment of the annual fee payable to the members of the Board of Directors or implementation of the Company's share-based incentive plan.

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.

The Board of Directors will decide upon other terms related to the share issues. The Share issue authorization is valid until the end of the next Annual General Meeting.

Proposal of the Board of Directors for donation to the Aalto University Foundation

Kemira's Board of Directors proposes to the Annual General Meeting, that the Annual General Meeting approves a donation in the amount of 500.000 euro to the Aalto University Foundation to be used for the Aalto University Foundation's basic capital.

Kemira Oyj

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Kemira is a global 2.5 billion euro chemicals company that is focused on serving customers in water-intensive industries. The company offers water quality and quantity management that improves customers' energy, water, and raw material efficiency. Kemira's vision is to be a leading water chemistry company. Its paints and coatings business, Tikkurila, aims to be the market leader in decorative paints and selected wood and metal coatings in chosen markets.

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