

## **Kemira Oyj: The Annual General Meeting approved EUR 0.53 dividend**

The Annual General Meeting of Kemira Oyj approved the Board proposal of a EUR 0.53 dividend per share for the financial year 2012. The Annual General Meeting decided to elect five members to the Board of Directors. Members Winnie Fok, Juha Laaksonen, Jari Paasikivi, Kerttu Tuomas and Jukka Viinanen were reelected to the Board of Directors. Jukka Viinanen was elected to continue as the Board's Chairman and Jari Paasikivi was elected to continue as the Vice Chairman.

### **Dividend payment**

The dividend of EUR 0.53 per share will be paid to a shareholder who is registered in the company's Shareholder Register maintained by Euroclear Finland Ltd on the dividend record date, April 2, 2013. The dividend will be paid out on April 9, 2013.

### **Remuneration of the Chairman, the Vice Chairman and the members of the Board of Director**

The Annual General Meeting decided that the remuneration paid to the members of the Board of Directors will be as follows: the Chairman will receive EUR 74,000 per year, the Vice Chairman and the Chairman of the Audit Committee EUR 45,000 per year and the other members EUR 36,000 per year. A fee payable for each meeting of the Board of Directors and the Board Committees will be EUR 600 for the members residing in Finland, EUR 1,200 for the members residing in rest of Europe and EUR 2,400 for the members residing outside Europe. Travel expenses are paid according to Kemira's travel policy.

In addition, the Annual General Meeting decided 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, 2013.

The meeting fees are to be paid in cash.

### **Election of the auditor**

Deloitte & Touche Oy was elected as the company's auditor with Jukka Vattulainen, APA, acting as the principal auditor. The Auditor's fees will be paid against an invoice approved by Kemira.

### **Authorization to decide on the repurchase of the company's own shares**

The Annual General Meeting authorized the Board of Directors to decide upon repurchase of a maximum of 4,500,000 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 NASDAQ OMX Helsinki Ltd (the "Helsinki Stock Exchange") 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 the Helsinki Stock Exchange and Euroclear Finland 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 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.

### **Authorization to decide on share issue**

The Annual General Meeting authorized the Board of Directors to decide to issue a maximum of 15,600,000 new shares and/or transfer a maximum of 7,800,000 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 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 May 31, 2014.

**For more information, please contact**

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