

APPROVED BY THE BOARD ON MAY 5, 2020

KEMIRA PERSONNEL AND REMUNERATION COMMITTEE CHARTER

PURPOSE

Kemira Oyj's Board of Directors has decided to appoint the Personnel and Remuneration Committee to assist the Board by preparing matters related to the remuneration and appointment of the CEO and the other executives as well as the remuneration principles observed by the company.

This charter lays out the authority, composition and responsibilities of the Personnel and Remuneration Committee.

AUTHORITY

The Personnel and Remuneration Committee has authority to take decisions regarding any matters within its scope of responsibility. It is empowered to:

- Meet with members of Kemira management, persons responsible for remuneration matters, internal and external auditors, or outside counsel, as necessary.
- Retain independent advisors, or others to advise the Committee in carrying out its duties.
- Seek any information it requires from employees - all of whom are entitled to cooperate with the Committee's requests - or external parties.

When carrying out its duties, the Committee shall act independently with relation to the operative management of the company. When using an external advisor to assist in carrying out its duties, the Committee shall ensure that the advisor is not also advisor to the operative management of the company in a manner that can result in a conflict of interest.

COMPOSITION AND MEETINGS

The Personnel and Remuneration Committee consists of not less than three non-executive Board members and majority of the members shall be independent of the Company. The Committee shall have its meetings upon need and in any case at least two times a year: The Chairman shall convene the meetings upon his consideration or when instructed by the Board. The meetings can be held by phone.

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

Meeting agendas are to be prepared and provided to the members at least seven days before the meeting, along with appropriate briefing materials. The Group General Counsel shall act as the secretary to the Committee and shall prepare the minutes. The minutes of the meetings shall be reviewed at the next Committee meeting and shall be signed by the Chairman of the Committee and the secretary and shall be properly filed in the archive.

Participants in the Committee's meetings shall be the CEO and the EVP, Human Resources as invited by the Chairman, other persons as invited by the Chairman and the Group General Counsel as the secretary.

RESPONSIBILITIES

The Committee will carry out the following responsibilities:

Remuneration matters

- Prepare matters relating to the compensation and other financial benefits of the CEO, his/her deputy and the members of the Management Board.
- Prepare matters pertaining to the remuneration schemes of the company.
- Prepare the remuneration policy and remuneration report for the company's governing bodies.
- Evaluate remuneration of the CEO, his/her deputy and the members of the Management Board as well as ensure that the remuneration schemes are appropriate
- Review annually the Remuneration Statement

Nomination matters

- Prepare matters relating to the appointment of the CEO, his/her deputy and the members of the Management Board as well as identification of their potential successors.
- Plan matters pertaining to the development of the organization.
- Evaluate the senior management performance.