

EXHIBIT C-1

Certificate and Agreement of Acquirers of  
Rule 144A American Depositary Shares  
Upon Deposit of Shares Pursuant to  
Section 2.02 of the Rule 144A Deposit Agreement

Citibank, N.A., as Depositary  
ADR Department  
111 Wall Street  
New York, New York 10043

Re: Kemira Oy

Dear Ladies and Gentlemen:

We refer to the Rule 144A Deposit Agreement, dated as of \_\_\_\_\_, 1994 (the "Deposit Agreement"), among Kemira Oy (the "Issuer"), Citibank, N.A., as Depositary, and the Holders and Beneficial Owners from time to time of the ADRs issued thereunder. Capitalized terms used but not defined herein shall have the meanings given them in the Deposit Agreement.

1. This certification and agreement is furnished in connection with the deposit of Shares and issuance of ADSs to be evidenced by one or more ADRs pursuant to Section 2.02 of the Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such person has confirmed to us that it acknowledges) that the ADRs, the ADSs evidenced thereby and the Shares represented thereby have not been and will not be registered under the Securities Act of 1933 (the "Securities Act").

3. We certify that either:

A. We are a qualified institutional buyer (as defined in Rule 144A under the Securities Act), and at the time of issuance of the ADSs issuable in respect of the deposit referred to above we (or one or more qualified institutional buyers for whose account we are acting) will be the beneficial owner of such ADSs.

OR

- B. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a qualified institutional buyer and either (i) at the time of issuance of the ADSs issuable in respect of the deposit referred to above, it will be the beneficial owner of such ADSs, or (ii) it is acting for the account of a qualified institutional buyer that, at the time of issuance of the ADSs issuable in respect of the deposit referred to above, will be the beneficial owner of such ADSs.

OR

- C. At the time of issuance of the ADSs issuable in respect of the deposit referred to above, we will be the beneficial owner of such ADSs; we are located outside the United States (within the meaning of Regulation S under the Securities Act ("Regulation S")) and acquired, or have agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S).

OR

- D. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that either (i) at the time of issuance of the ADSs issuable in respect of the deposit referred to above, it will be the beneficial owner of such ADSs; and it is located outside the United States (within the meaning of Regulation S), and acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S); or (ii) it is located outside the United States (within the meaning of Regulation S) and is acting for the account of a

person that is located outside the United States (within the meaning of Regulation S), who acquired, or has agreed to acquire and will have acquired, the Shares to be deposited outside the United States (within the meaning of Regulation S) and who, at the time of issuance of the ADSs issuable in respect of the deposit referred to above, will be the beneficial owner of such ADSs.

4. As the beneficial owner of an ADR, we agree (or if we are acting for the account of another person, such person has confirmed to us that, as the beneficial owner of an ADR, it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer ADRs, the ADSs or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a qualified institutional buyer within the meaning of Rule 144A under the Securities Act in a transaction meeting the requirements of Rule 144A, (b) outside the United States in accordance with Rule 903 or 904 of Regulation S under the Securities Act, or (c) pursuant to an exemption from the registration requirements of the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

\_\_\_\_\_  
[Name of certifying entity]

By: \_\_\_\_\_  
Name:  
Title:

Dated: \_\_\_\_\_