



UPM-Kymmene Corporation

PROPOSAL TO THE ANNUAL GENERAL MEETING

RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS
(Agenda item 12)

The Board's Nomination and Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 4 April 2024 that the remuneration of the Chair of the Board be raised, and that the Chair of the Board be paid an annual base fee of EUR 231,000 (previously EUR 218,000). The Board's Nomination and Governance Committee proposes that the remuneration of the Deputy Chair of the Board and the other members of the Board remain unchanged and that the Deputy Chair of the Board be paid EUR 145,000 and other members of the Board EUR 120,000.

The Nomination and Governance Committee further proposes that the remuneration of the Audit Committee Chair and members be raised, remuneration of members of other committees remain unchanged and that the members of the Board's committees be paid annual committee fees as follows:

- Audit Committee: Chair EUR 45,000 (previously EUR 35,000) and members EUR 25,000 (previously EUR 15,000)
- Remuneration Committee: Chair EUR 27,500 and members EUR 10,000
- Nomination and Governance Committee: Chair EUR 20,000 and members EUR 10,000.

The annual committee fees of the Audit Committee Chair and members have not been increased since the Annual General Meeting held in 2017.

The annual base fees are proposed to be paid in Company shares and cash so that approximately 40 per cent will be payable in the Company shares to be purchased on the Board members' behalf, and the rest in cash. The Company will pay any costs and transfer tax related to the purchase of the Company shares. Shares thus purchased may not be transferred within two years from the purchase date or until the director's membership of the Board has ended, whichever occurs first. The annual committee fees are proposed to be paid in cash. If the term of a member of the Board terminates before the annual general meeting of 2025, the Board has a right to resolve upon potential reclaim of the annual fees as it deems fit.

In addition, the Board's Nomination and Governance Committee proposes that travel and lodging expenses incurred from meetings held elsewhere than in a director's place of residence will be paid against invoice.

Helsinki, 1 February 2024

UPM-Kymmene Corporation

BOARD OF DIRECTORS