

**PROPOSAL OF THE NOMINATION AND CORPORATE GOVERNANCE  
COMMITTEE OF THE BOARD OF DIRECTORS FOR THE NUMBER AND  
ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

The Nomination and Corporate Governance Committee of the Board of Directors proposes to the Annual General Meeting of shareholders of UPM-Kymmene Corporation to be held on 7 April 2011 that the number of the Board members be nine (9).

In addition, the Nomination and Corporate Governance Committee of the Board of Directors proposes that the current Board members Björn Wahlroos, Berndt Brunow, Matti Alahuhta, Karl Grotenfelt, Wendy E. Lane, Jussi Pesonen, Ursula Ranin, Veli-Matti Reinikkala and Robert J. Routs be re-elected for a term continuing until the end of the next Annual General Meeting.

The proposed Board members are independent of both the Company and its significant shareholders with the exception of the President and CEO Jussi Pesonen.

Helsinki, 2 February 2011

**NOMINATION AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**