

**PROPOSAL OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS FOR
THE REMUNERATION OF AUDITOR**

The Audit 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 remuneration of the Company's auditor be paid against invoice, which has been approved by the Audit Committee of the Board of Directors.

For the year 2010, the Company's auditor is paid EUR 2.4 million audit fees, EUR 0.1 million as audit related fees, EUR 0.3 million non-audit fees and EUR 1.3 million tax consulting fees.

Helsinki, 2 February 2011

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS