

**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 30 March 2012 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: Matti Alahuhta, Berndt Brunow, Karl Grotenfelt, Wendy E. Lane, Jussi Pesonen, Ursula Ranin, Veli-Matti Reinikkala and Björn Wahlroos be re-elected and that Kim Wahl be elected as a new Board member 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, 1 February 2012

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