

**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 30 March 2012 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 2011, the Company's auditor is paid EUR 2.7 million as audit fees, EUR 0.1 million as audit related fees, EUR 1.0 million as non-audit fees and EUR 0.9 million as tax consulting fees.

Helsinki, 1 February 2012

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS