

PROPOSAL TO THE ANNUAL GENERAL MEETING

**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

(Agenda item 12)

The Board of Directors' Nomination and Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 31 March 2020 that the number of members of the Board of Directors be resolved to be the current ten (10).

Helsinki, 30 January 2020

UPM-Kymmene Corporation

BOARD OF DIRECTORS