

# Corporate Governance Statement 2016

UPM-Kymmene Corporation (UPM or the company) follows the Finnish Corporate Governance Code (Code) issued by the Securities Market Association which entered into force on 1 January 2016. The Code is publicly available on the Securities Market Association’s website at [www.cgfinland.fi](http://www.cgfinland.fi). UPM complies with all recommendations of the Code.

UPM’s Corporate Governance Statement for the financial year 2016 has been prepared in accordance with the corporate governance reporting section of the Code. UPM presents the statement as a separate report, distinct from the Report of the Board of Directors. The statement is available on the corporate website at [www.upm.com](http://www.upm.com) in the Investors section under Governance. The Report of the Board of Directors is presented on pages 90–103 of UPM’s Annual Report 2016, which is also available on the corporate website.

## UPM’s governance structure

UPM is a Finnish limited liability company with headquarters in Helsinki, Finland. The parent company UPM and its subsidiaries form the UPM Group having approximately 19,300 employees in 43 countries. The Group’s business operations are divided into six business areas supported by global functions. UPM shares are listed on the Nasdaq Helsinki exchange.

UPM uses a one-tier governance model, which, in addition to the general meeting of shareholders, comprises the Board of Directors and the President and CEO as presented in the illustration below. In the operative management of the company, the President and CEO is assisted by the Group Executive Team, the Business Area Boards and the Strategy Team.

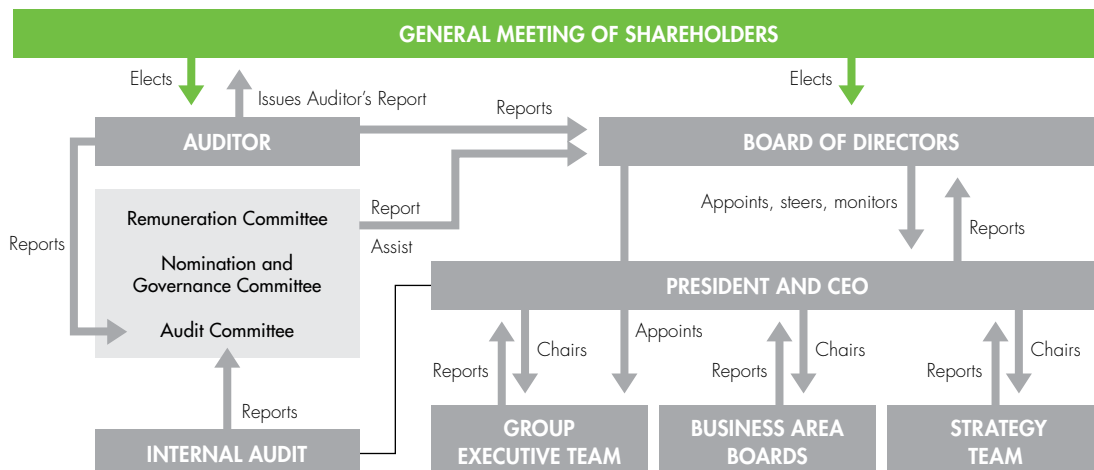
The Group Executive Team consists of the executives heading the business areas and the global functions, and it assists the President and CEO in respect of approving and executing group-level guidelines and procedures.

The President and CEO chairs the Group Executive Team.

The Business Area Boards comprise, in addition to the President and CEO chairing the boards, the CFO, the EVPs of the global functions, and the EVP of the business area in question. The Business Area Boards assist the President and CEO as regards business area level decision making in matters pertaining to each business area’s strategy, budget, business performance, operative investments, commercial strategies, business development plans, business and strategic risks, strategic and organisational changes as well as HR matters.

The Strategy Team is chaired by the President and CEO and its other members are the CFO and the EVPs of the strategy, technology and legal functions. The team assists the President and CEO in matters pertaining to the preparation of group strategies, strategic projects, capital expenditure, M&A and other strategic development initiatives for approval by the Board of Directors.

### Governance structure of UPM-Kymmene Corporation



## Governance guidelines

UPM's decision making, management and operations are guided by UPM values and the UPM Code of Conduct. UPM values and the UPM Code of Conduct form the framework for all company operations and set out standards of behaviour for all UPM employees including directors and executives without exception. Legal compliance and responsible and ethical practices are the foundation of all of UPM's businesses. The UPM Code of Conduct has been approved by the Board of Directors and it is available in 18 languages on the corporate website in the Investors section under Governance and on the UPM intranet.

The company follows, among others, the Finnish Limited Liability Companies Act and other laws and regulations applicable to publicly listed companies in Finland, the company's Articles of Association, Board and committee charters, corporate policies and guidelines, as well as rules and guidelines issued by the European Securities and Markets Authority, the Finnish Financial Supervisory Authority and the Nasdaq Helsinki exchange.

## Annual General Meeting 2016

The company's Annual General Meeting (AGM) 2016 was held on 7 April in Helsinki. A total of 3,039 (in 2015: 2,607) shareholders attended the meeting either in person or through a legal or proxy representative, representing 51.9% (51.4%) of the company's registered share capital and voting rights at the time of the meeting. The members of

the Board of Directors, the President and CEO, and the lead audit partner were present at the meeting. All decisions at the meeting were taken without voting. Information on these decisions is available on the corporate website in the Investors section under Governance.

## Board of Directors

The AGM elected ten members to UPM's Board of Directors for a term which will end upon closing of the Annual General Meeting 2017. Berndt Brunow, Henrik Ehrnrooth, Piia-Noora Kauppi, Wendy E. Lane, Jussi Pesonen, Ari Puheloinen, Veli-Matti Reinikkala, Suzanne Thoma, Kim Wahl and Björn Wahlroos were re-elected to the Board. All directors except Jussi Pesonen are non-executive. The directors' biographical details, main occupation and shareholdings in the company are presented in the table below.

### Director independence

The Board of Directors evaluates the independence of its members annually and, in addition to this, on a continuous basis with the assistance of the Board's Nomination and Governance Committee. A Board member is obliged to provide sufficient information for the evaluation of his/her independence and to also express his/her own opinion of his/her independence. The directors' independence is assessed against the independence criteria of the Finnish

### Composition of the Board of Directors

DIRECTOR	DIRECTOR SINCE	BORN	EDUCATION	NATIONALITY	MAIN OCCUPATION	SHAREHOLDINGS ON 31 DEC. 2016
Björn Wahlroos, Chairman	2008, Chairman since 2008	1952	Ph.D. (Econ.)	Finnish	Chairman of the Board of Directors of Sampo Plc	256,677
Berndt Brunow, Deputy Chairman	2002, Deputy Chairman since 2005	1950	B.Sc. (Econ.)	Finnish	Chairman of the Board of Directors of Oy Karl Fazer Ab	306,482
Henrik Ehrnrooth	2015	1969	M.Sc. (Econ.)	Finnish	CEO of KONE Corporation	4,575
Piia-Noora Kauppi	2013	1975	LL.M.	Finnish	Managing Director of the Federation of Finnish Financial Services	14,460
Wendy E. Lane	2005	1951	MBA (Harvard)	US	Chairman of the Board of Directors of Lane Holdings, Inc.	35,224
Jussi Pesonen	2007	1960	M.Sc. (Eng.)	Finnish	President and CEO of UPM-Kymmene Corporation	304,064
Ari Puheloinen	2014	1951	General Staff Officer	Finnish	General (ret.)	6,600
Veli-Matti Reinikkala	2007	1957	eMBA	Finnish	Non-executive Director	38,396
Suzanne Thoma	2015	1962	Ph.D. (Chem. Eng.), BA (Business Admin.)	Swiss	CEO of BKW Ltd.	4,575
Kim Wahl	2012	1960	MBA (Harvard), BA (Business Econ.)	Norwegian	Chairman of the Board of Directors of Strømstangen AS	16,374
<b>Total</b>						<b>987,427</b>

Corporate Governance Code and additional director independence criteria adopted by the Board's Nomination and Governance Committee.

According to the evaluation carried out by the Board, all Board members are independent of the company's significant shareholders as none of the company shareholders holds more than 10 percent of the company's shares or voting rights. The Board has also assessed that all non-executive directors are independent of the company including Berndt Brunow and Wendy E. Lane who according to the overall evaluation carried out by the Board continue to be independent of the company although they have been non-executive directors for more than 10 consecutive years. As the President and CEO of the company, Jussi Pesonen is not independent of the company.

## Board diversity

The Board's diversity principles are included in the Board and committee charters and in the Board's Diversity Policy, which was approved by the Board in December. The Board of Directors' Nomination and Governance Committee prepares the Board's proposal for the composition of the Board to the Annual General Meeting in accordance with the director evaluation and nomination process specified in the Board's Diversity Policy. This policy is available on the corporate website in the Investors section under Governance.

The Board's diversity in terms of directors' educational background, professional experience, length of service, age and nationality is reflected in the table on the previous page. As to the representation of both genders in the Board, the Board has set the following measurable objective: Both

BOARD OF DIRECTORS' DUTIES AND RESPONSIBILITIES	
Strategy	Review and approve the company's strategic objectives Review and approve the strategic plans of the company and its business areas annually Monitor the implementation of the strategic plans
Financial performance	Review and approve the company's financial targets Monitor the company's financial performance
Financial reporting	Monitor and assess the company's financial reporting process Oversee the integrity of financial reporting Approve the company's financial reports
Restructurings, investments, financing, M&A	Review and approve major corporate plans and transactions Establish limits for capital expenditures, investments and divestitures and financial commitments not to be exceeded without Board approval Review and approve the company's annual investment frame
Internal control	Ensure that the company has defined the operating principles of internal control Monitor and assess the effectiveness of internal control
Risk management	Monitor and assess the effectiveness of risk management systems Oversee the assessment and management of risks related to the company's strategy and operations
Audit	Monitor the company's external audit Monitor and assess the external auditor's performance and independence Monitor and assess the provision of non-audit services by the external auditor Prepare the proposal for the election of external auditor Meet regularly with the external auditor without members of the management present
Appointments	Appoint and dismiss the President and CEO Appoint members of the senior management reporting directly to the President and CEO Appoint the Chairman and the Deputy Chairman from among its members annually Appoint Chairmen and members of the Board committees annually
Management remuneration	Approve the President and CEO's and other senior executives' service contracts Approve the President and CEO's and other senior executives' remuneration, including salaries, incentives and other financial benefits
Succession planning	Oversee the succession planning of the President and CEO and other senior executives
Governance principles	Approve the company's Code of Conduct and other corporate policies Oversee the establishment of the company's values to be applied in its operations Periodically review and reassess the adequacy of the Board and committee charters
Compliance	Monitor compliance with the applicable legal and regulatory requirements Monitor compliance with the corporate policies approved by the Board
Conflicts of interest	Conduct an appropriate review of potential conflicts of interest Approve any transactions between the company and its related parties in accordance with the company's approval policy as adopted by the Board
Committees	Establish specific committees to assist the Board Determine the size and composition of the committees Approve the committee charters
Director independence	Evaluate director independence and qualifications annually Monitor compliance with independence criteria applicable to directors
Evaluation	Conduct an annual evaluation of its performance and working methods Conduct an annual evaluation of the committee performance and working methods
Other	Meet regularly without members of the management present Consider proposals by shareholders for matters to be dealt with by the general meeting

genders shall always be represented in the Board, and high priority shall be given to maintaining at least 1/3 representation of the under-represented gender among the non-executive directors in the Board. Where two candidates are equally qualified, priority will be given to the candidate of the under-represented gender. Currently, female directors count for 33.3% of UPM's non-executive directors and 30% of all directors.

### Board duties

The basic responsibility of the directors in discharging their duties as members of the Board of Directors is to always act in good faith and with due care and exercise their business judgement on an informed basis in what they reasonably believe to be in the best interests of the company and its shareholders.

The Board is responsible for the oversight and control of the entire UPM Group and for ensuring that the company's administration and operations as well as control of its accounts and finances are duly in place. The Board approves the company's financial statements and other financial reports, determines the company's dividend policy and makes a proposal to the Annual General Meeting for the distribution of profits and payment of dividend.

The Board has prepared a written charter for its work including the Board's main duties and operating principles. The charter was updated in 2016. The duties and responsibilities of the Board of Directors, as defined in the updated charter, are presented on the previous page. The entire charter is available on the corporate website in the Investors section under Governance.

### Attendance in the meetings

There is no minimum attendance requirement for the directors' attendance at the meetings as the general assumption is that directors attend all meetings unless there is a valid reason for non-attendance. In 2016, the Board held 10 meetings. The directors' average attendance at the meetings was 98% (96.4%). Each director's attendance at the meetings is presented in the table below.

### Board evaluation

The Board of Directors reviews its performance and working methods annually. The evaluation is usually conducted as a self-assessment and its results are reviewed and discussed at the Board meeting in December. Directors evaluate the Board's performance of its aforementioned duties and responsibilities, Board composition and structure, Board culture, effectiveness of Board meetings,

and individual director participation. The directors also assess the performance of the Chairman of the Board and the Board committees. Identified areas of improvement are considered when planning the Board's work and the Nomination and Governance Committee takes the results in consideration when it is preparing the proposal for the composition of the Board to the Annual General Meeting.

## Board committees

To enhance the preparation of matters for the Board's decision making, the Board has established three committees composed of its members: the Audit Committee, the Remuneration Committee and the Nomination and Governance Committee. The Board appoints the members of the committees and their Chairmen annually. The President and CEO or the executives reporting to the President and CEO may not be appointed as a member of these committees. A committee always has at least three members.

The committees assist the Board of Directors by preparing matters to be decided by the Board. In addition, the committees assist the Board in its oversight and monitoring responsibilities. The Board is responsible for the performance of any duties assigned to the committees. The committees do not have any independent decision-making power. Instead, the Board makes decisions based on the preparation and resolution proposals by the committees.

The directors appointed to the Board committees in the Board's organisational meeting on 7 April 2016 are presented in the table on the following page. The table also contains information on the number of committee meetings and committee members' attendance in the meetings. All committee members are independent both of the company and its significant shareholders so the committees fulfill their respective independence criteria as set out in the Finnish Corporate Governance Code. In the appointment of the committee members, the respective qualification requirements have also been taken into account.

### Committee charters

The written committee charters approved by the Board of Directors set forth the purposes, composition, operations and duties of each committee as well as qualifications for committee memberships. The committee charters were updated in 2016 and they are available on the corporate website in the Investors section under Governance.

## Attendance in Board meetings 2016

DIRECTOR	ATTENDANCE/ NO. OF MEETINGS	ATTENDANCE-%
Björn Wahlroos (Chairman)	10/10	100
Berndt Brunow (Deputy Chairman)	10/10	100
Henrik Ehrnrooth	9/10	90
Piia-Noora Kauppi	10/10	100
Wendy E. Lane	10/10	100
Jussi Pesonen	10/10	100
Ari Puheloinen	10/10	100
Veli-Matti Reinikkala	10/10	100
Suzanne Thoma	10/10	100
Kim Wahl	9/10	90

## Committee members and their attendance in committee meetings 2016

COMMITTEE	MEMBERS	ATTENDANCE/ NO. OF MEETINGS	ATTENDANCE-%
Audit Committee	Piia-Noora Kauppi (Chairman)	7/7	100
	Wendy E. Lane	7/7	100
	Kim Wahl	7/7	100
Remuneration Committee	Veli-Matti Reinikkala (Chairman)	4/4	100
	Henrik Ehrnrooth	4/4	100
	Suzanne Thoma	4/4	100
Nomination and Governance Committee	Björn Wahlroos (Chairman)	4/4	100
	Berndt Brunow	4/4	100
	Ari Puheloinen	4/4	100

### Committee work

The committees hold their meetings prior to Board meetings in order to prepare matters for the Board's decision making. In the Board meeting following the committee meetings, the Committee Chairmen report to the Board on matters discussed and actions taken by the committees. In addition, minutes are kept for the committee meetings and submitted to the Board members for their information.

The committees review and reassess the adequacy of their charters periodically and propose any changes they consider necessary to the Board for approval. This review and reassessment took place in 2016 and the previous one in 2013.

In their last meeting each year, the committees conduct self-evaluation and evaluate the performance of their duties and responsibilities, working methods, committee

composition and the effectiveness of committee meetings.

In addition to these duties and working methods common to all committees, each committee is responsible for carrying out the duties assigned to it in its charter. More information on the committee duties and responsibilities is available in the tables on this and the following pages.

#### *Nomination and Governance Committee*

Duties and responsibilities of the Nomination and Governance Committee are related to the composition and remuneration of the Board of Directors and to corporate governance. When needed, the committee also identifies individuals qualified to serve as the President and CEO. The committee's duties and responsibilities, as defined in the updated committee charter, are presented below.

### NOMINATION AND GOVERNANCE COMMITTEE'S DUTIES AND RESPONSIBILITIES

Board composition	Review the structure, size, composition, diversity and successional needs of the Board Prepare a proposal for the election or re-election of the members of the Board and present the said proposal to the general meeting Identify candidates for election or re-election to the Board Evaluate shareholders' potential proposals regarding director candidates
Board remuneration	Review Board remuneration Prepare a proposal for the remuneration of the members of the Board and present the said proposal to the general meeting
Director independence	Evaluate directors' and director candidates' independence Assist the Board in monitoring the compliance with the independence criteria applicable to directors of publicly listed companies in Finland Assist the Board in the assessment of the directors' ability to devote the necessary time and attention to the company
Board evaluation	Establish criteria for the Board's evaluation of its performance and working methods Assist the Board in the annual evaluation
Appointments	Recommend the appointment of the Chairman and Deputy Chairman of the Board for Board approval Identify individuals qualified to serve as the President and CEO Recommend to the Board the appointment of the President and CEO
Committees	Review committee assignments and the composition of the committees Recommend to the Board committee members and chairmen Establish criteria for the committees' evaluation of their performance and working methods Assist the committees in the annual evaluation
Charters	Review and reassess periodically the adequacy of the Board and committee charters
Other	Assist the Board in connection with major management reorganisations Meet without members of the management present as necessary Perform any other duties or responsibilities delegated to the committee by the Board from time to time

## Audit Committee

Duties and responsibilities of the Audit Committee are related to the oversight of the company's financial reporting processes and financial reporting, internal control, internal audit and risk management, and to monitoring the audit and compliance procedures of the company. The committee's duties and responsibilities, as defined in the updated committee charter, are presented below.

AUDIT COMMITTEE'S DUTIES AND RESPONSIBILITIES	
Financial reporting	<ul style="list-style-type: none"> <li>Monitor the financial reporting processes</li> <li>Submit recommendations or proposals to ensure the integrity of the financial reporting process</li> <li>Monitor the quality and integrity of the financial statements and other financial reports</li> </ul>
Financial performance	<ul style="list-style-type: none"> <li>Monitor the company's financial performance</li> <li>Review the company's annual financial statements and half-year and interim financial reports</li> <li>Discuss with the management the nature of the financial information and earning guidance provided to the market</li> </ul>
Internal control	<ul style="list-style-type: none"> <li>Monitor the effectiveness of the company's internal control system</li> </ul>
Internal audit	<ul style="list-style-type: none"> <li>Monitor the effectiveness of the company's internal audit</li> <li>Review the company's policies with respect to the internal audit function</li> <li>Review internal audit reports</li> <li>Approve annual internal audit plan and budget</li> <li>Review the organisation, responsibilities and staffing of the internal audit function periodically</li> <li>Meet separately with the internal auditor at least twice a year</li> </ul>
Risk management	<ul style="list-style-type: none"> <li>Monitor the company's risk management process</li> <li>Monitor the effectiveness of the company's risk management systems</li> <li>Review the company's policies with respect to financial risk assessment and risk management</li> <li>Review the organisation, responsibilities and staffing of the risk management function as to its financial risk management responsibilities</li> </ul>
Audit	<ul style="list-style-type: none"> <li>Monitor the performance of the statutory audit of the annual and consolidated financial statements</li> <li>Inform the Board of the outcome of the statutory audit and explain how it contributed to the integrity of the financial reporting</li> <li>Oversee the arrangement of tendering processes for audit services</li> <li>Approve annual audit fees under the guidance given by the shareholders at the Annual General Meeting</li> <li>Review the scope, planning and staffing of the annual audit plan</li> <li>Evaluate the appropriateness of the external auditor's provision of audit-related and non-audit services and approve related fees</li> </ul>
Auditor	<ul style="list-style-type: none"> <li>Be responsible for the procedure applied in the selection of the external auditor</li> <li>Prepare the proposal for the remuneration of the external auditor</li> <li>Prepare the proposal for the election or re-election of the external auditor</li> <li>Monitor and evaluate external auditor's independence, qualifications and performance</li> <li>Review the experience, qualifications and performance of the senior members of the external audit engagement team</li> <li>Ensure the rotation of the lead audit partner of the external auditor at least every seven years</li> <li>Meet separately with the external auditor at least twice a year</li> </ul>
Compliance	<ul style="list-style-type: none"> <li>Review any legal matters that may have a significant impact on the company's financial position</li> <li>Review any material reports or inquiries from regulatory or governmental agencies</li> <li>Review the company's Code of Conduct</li> <li>Review compliance with the UPM Code of Conduct and other corporate policies approved by the Board</li> <li>Oversee procedures for treatment of complaints and concerns submitted to the company anonymously or otherwise</li> <li>Review the company's corporate governance statement annually</li> </ul>
Conflicts of interest	<ul style="list-style-type: none"> <li>Review questions of potential conflicts of interest in transactions with the company's related parties which require Board approval</li> <li>Make recommendations to the Board for appropriate actions regarding related party transactions which require Board approval</li> </ul>
Other	<ul style="list-style-type: none"> <li>Meet separately with the representatives of the management at least twice a year</li> <li>Meet regularly without members of the management present</li> <li>Perform such other duties and functions as may be assigned by the Board or deemed necessary or appropriate by the committee for the performance of its oversight function</li> </ul>

### Remuneration Committee

Duties and responsibilities of the Remuneration Committee are related to the remuneration and succession planning of the President and CEO and senior executives reporting directly to the President and CEO, and to the evaluation, planning and preparation of the company's incentive schemes and annually commencing plans. The committee's duties and responsibilities, as defined in the updated committee charter, are presented below.

REMUNERATION COMMITTEE'S DUTIES AND RESPONSIBILITIES	
Service contracts	Make recommendations to the Board concerning the terms and conditions of the service contracts with the President and CEO and with other senior executives Make recommendations to the Board concerning the terms and conditions of any severance arrangements or retention plans or agreements with the senior executives
Management remuneration	Make recommendations to the Board for salaries and other financial benefits of the President and CEO and other senior executives Make recommendations to the Board for the pay-out of short- and long-term incentives to the President and CEO and other senior executives
Incentive schemes	Oversee the company's remuneration policies, schemes and plans Make recommendations to the Board with respect to the company's remuneration schemes and annually commencing plans, including short- and long-term incentive and pension plans Review the short- and long-term incentive targets relevant to the remuneration of the President and CEO and other senior executives Make recommendations to the Board for the short- and long-term incentive targets Evaluate the President and CEO's and other senior executives' performance in light of the set incentive targets Oversee the administration of the company's incentive plans approved by the Board
Succession planning	Review procedures and development strategies for senior level positions Review appropriate succession planning procedures for senior management Review succession plans for the President and CEO and other senior executives
Compliance	Oversee regulatory compliance with respect to remuneration matters Review the company's share ownership recommendations and compliance therewith
Other	Meet without members of the executive management present at least once a year Meet with the internal auditor as necessary Meet with the external auditor as necessary Meet with the company executives as necessary Perform any other duties delegated to the committee by the Board from time to time

## President and CEO

Jussi Pesonen has been the President and Chief Executive Officer of UPM-Kymmene Corporation since January 2004. He has also been a member of the company's Board of Directors since March 2007. He was born in 1960 and holds a master's degree in process technology from Oulu University, Finland.

The President and CEO's duty is to manage and oversee the company's day-to-day business operations in accordance with the instructions and orders given by the Board of Directors. He is responsible for the arrangement of the company's day-to-day administration, and supervises that the accounts of the company are in compliance with the law and that the company's financial affairs have been arranged in a reliable manner.

The President and CEO ensures that the Board receives adequate information on the company's business operations, operating environment, and financial position to facilitate informed decision making. The President and CEO reports to the Board on the company's business and financial performance, and supervises the execution of Board resolutions.

The President and CEO may take measures that are considered unusual or extensive in view of the scope and nature of the company's business only with the authorisation from the Board of Directors, unless the time required to obtain such authorisation would cause substantial harm to the company. In the latter case, the Board of Directors shall be notified of the measures taken as soon as possible.



## Other executives

In the operative management of the company, the President and CEO is assisted by the Group Executive Team, the Business Area Boards and the Strategy Team. The composition and duties of these management bodies are presented on the first page of this statement in connection with the description of the company's governance structure.

Members of the Group Executive Team carry the main responsibility for the business areas and global functions they are heading, and they are 'the other executives' referred to in the Finnish Corporate Governance Code. The members of the Group Executive Team report directly

to the President and CEO. The Group Executive Team members and their biographical details, position and shareholdings in the company are presented in the table below. Tapio Kolunsarka headed UPM Raflatac until he left the company at the end of April 2016.

### Executives' responsibility areas

The group's business operations and global functions are divided into six business areas and six main support functions, each headed by a member of the Group Executive Team. Each executive's area of responsibility at the end of 2016 is presented in the illustration below.

### Responsibility areas of the members of the Group Executive Team

PRESIDENT AND CEO JUSSI PESONEN					
<b>CFO</b> <sup>1)</sup>	Tapio Korpeinen			Heikki Vappula	<b>UPM Biorefining</b>
<b>General Counsel</b>	Juha Mäkelä			Tapio Korpeinen	<b>UPM Energy</b>
<b>Strategy</b>	Kari Ståhlberg			Antti Jääskeläinen	<b>UPM Raflatac</b>
<b>Technology</b> <sup>2)</sup>	Jyrki Ovaska			Bernd Eikens	<b>UPM Specialty Papers</b>
<b>Human Resources</b>	Riitta Savonlahti			Winfried Schaur	<b>UPM Paper ENA</b>
<b>Stakeholder Relations</b> <sup>3)</sup>	Pirkko Harrela			Mika Sillanpää	<b>UPM Plywood</b>

<sup>1)</sup> Incl. Finance & Control, Treasury, IR, IT, Sourcing and Real Estate (incl. Finnish forest assets)

<sup>2)</sup> Incl. Investment Management, R&D, new business development (biocomposites, biochemicals)

<sup>3)</sup> Incl. Brand & Communications, Environment & Responsibility, Public & Media Relations

### Members of the Group Executive Team

EXECUTIVE	TEAM MEMBER SINCE	BORN	EDUCATION	NATIONALITY	POSITION AT UPM	SHARE-HOLDINGS ON 31 DEC. 2016
Jussi Pesonen	2001	1960	M.Sc. (Eng.)	Finnish	President and CEO	304,064
Bernd Eikens	2013	1965	Ph.D.	German	Executive Vice President, UPM Specialty Papers	26,686
Pirkko Harrela	2004	1960	M.A.	Finnish	Executive Vice President, Stakeholder Relations	58,087
Antti Jääskeläinen (as of 1 July)	2016	1972	M.Sc. (Eng.), M.Sc. (Econ.), MBA	Finnish	Executive Vice President, UPM Raflatac	–
Tapio Korpeinen	2008	1963	M.Sc. (Tech.), MBA	Finnish	CFO, Executive Vice President, UPM Energy	85,355
Juha Mäkelä	2008	1962	LL.M.	Finnish	General Counsel	39,717
Jyrki Ovaska	2002	1958	M.Sc. (Eng.)	Finnish	Executive Vice President, Technology	64,877
Riitta Savonlahti	2004	1964	M.Sc. (Econ.)	Finnish	Executive Vice President, Human Resources	15,420
Winfried Schaur (as of 8 Feb.)	2016	1965	Dipl.Ing. (FH)	German	Executive Vice President, UPM Paper ENA	322
Mika Sillanpää	2013	1958	M.Sc. (Eng.)	Finnish	Executive Vice President, UPM Plywood	12,845
Kari Ståhlberg	2013	1971	M.Sc. (Eng.)	Finnish	Executive Vice President, Strategy	16,794
Heikki Vappula	2010	1967	M.Sc. (Econ.)	Finnish	Executive Vice President, UPM Biorefining	40,067
<b>Total</b>						<b>664,234</b>



# Internal control, risk management and other control procedures

The purpose of the company's internal control and risk management is to ensure that the company's operations are effective, that financial and other information is reliable, and that the company complies with the relevant regulations and operating principles. The Board of Directors, assisted by the Audit Committee, is responsible for monitoring and assessing the effectiveness of the company's internal control and risk management systems. Internal audit assists the Board of Directors with its monitoring responsibility by ensuring that the group's control measures have been planned and set up effectively.

## Risk management

UPM regards risk management as a systematic and proactive means to analyse and manage the opportunities and threats related to its business operations. It also includes careful planning and evaluation of future projects and business environment in order to avoid risks. The Board of Directors has approved the company's Risk Management Policy, which sets out the operating principles, roles and responsibilities regarding risk management, and defines the company's risk management objectives and risk management process.

Risk management is an integral part of UPM's management system as risk taking is a normal part of business operations. While executing strategies, UPM and its business areas, functions and manufacturing units are

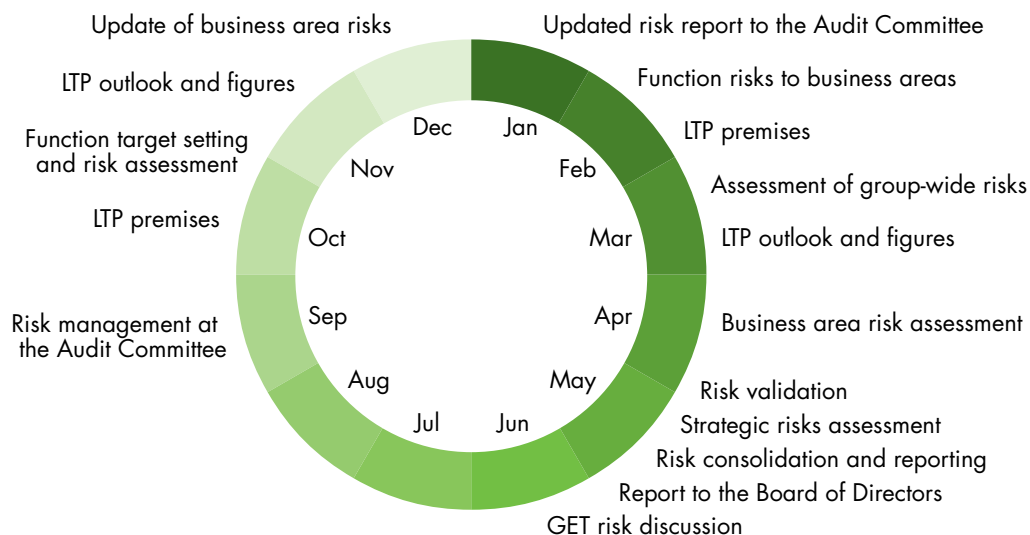
exposed to a number of risks and opportunities. Each business area, function and unit is responsible for identifying, measuring and managing of risks related to its own operations, and for reporting on risk exposures, risk management activities and results to its own management team and to the Risk Management Function.

The Risk Management Committee, chaired by the CFO, is responsible for recommending risk tolerances and profile to the President and CEO and the Group Executive Team. The Group Executive Team is responsible for defining risk management priorities and tolerance, and aligning business and risk management strategies and policies.

The Board of Directors, assisted by the Audit Committee, monitors and assesses the effectiveness of the company's risk management systems and oversees the assessment and management of risks related to the company's strategy and operations. The Audit Committee oversees that risk management activities are aligned with the Risk Management Policy, and that risk assessments are used to guide internal audit activities.

## Annual risk management cycle

The company's annual risk management process is linked to the company's long-term planning process (LTP) as presented in the illustration below.



## Internal control

Internal control is embedded in UPM's management system and it supports systematic and profitable execution of the group strategy. Internal control is aimed at ensuring that the company's operations are efficient and reliable, and in compliance with statutory requirements, and that the company's financial reporting is accurate and reliable, and reflects operational results. The Board of Directors is responsible for ensuring that the company has defined the operating principles of internal control and for monitoring and assessing the effectiveness of such control. The Audit Committee assists the Board in monitoring internal control systems' effectiveness.

## Internal control system

The company has developed and implemented a comprehensive internal control system that covers business and financial reporting processes. UPM's internal control framework is based on the internal control framework issued by the Committee of Sponsoring Organisations of the Treadway Commission (COSO).

The five components of UPM's internal control system are:

1. Control environment
2. Risk assessment
3. Control activities
4. Information and communication
5. Monitoring activities

UPM's system of internal control can be described with the lines of defense model, which is reflected in UPM's risk management and control processes.

## Internal control pertaining to financial reporting process

The structure of UPM's internal control framework has been defined by using a top-down, risk-based approach. The system of internal control pertaining to financial reporting is part of UPM's overall internal control framework and the effectiveness of internal control is ensured also in the context of using outsourced service providers. The maturity level of internal controls at UPM is assessed every other year and the results of the assessment are reported to the Audit Committee.

The five components of UPM's system on internal control in relation to financial reporting are described below.

## Control environment

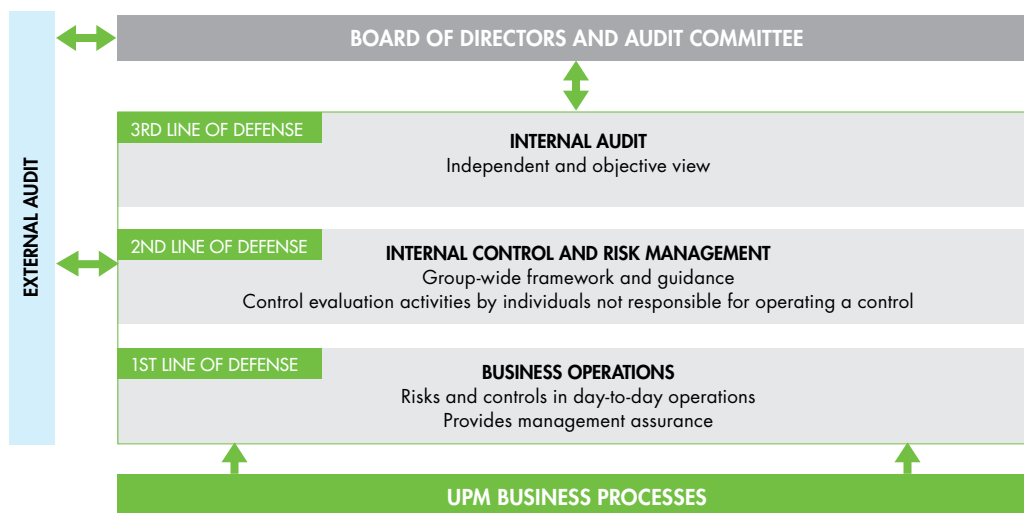
The company's values and the UPM Code of Conduct as well as the group policies and guidelines form the basis and set the tone for the internal control framework at UPM.

The framework consists of:

- A group-level structure
- Group-level processes
- Group-level controls
- Business and support function controls

Internal control is part of the corporate culture, covering all levels and processes of the group. The company's management system enables effective monitoring in different parts of the group. Internal control in its primary and most extensive form takes place at the operational level, where internal control is continuous and part of daily routines.

## Lines of defense in UPM's risk management and internal control



An essential part of the internal control environment is the control over UPM's IT applications and IT infrastructure. A special set of internal controls aims to ensure the reliability of UPM's IT systems and the segregation of duties in the IT environment.

### **Risk assessment**

UPM's risk assessment with regard to financial reporting is aimed at identifying and evaluating the most significant risks that affect internal control over financial reporting in the group companies, business areas and processes. The risk assessment is used to create control targets to ensure that the fundamental demands placed on financial reporting are fulfilled and provide the basis for how risks are managed within the various control structures. The risk assessment is updated annually together with the planned control actions and control targets based on the assessment.

### **Control activities**

Internal control activities pertaining to financial reporting process are led centrally by the Finance and Control Function with an annual schedule and defined roles and responsibilities in the control process. The head of each unit or function organises the internal control of his or her unit or organisation. The Finance and Control Function is responsible for monitoring business, function and unit-level control processes. The aim of establishing control measures and setting up uniform testing and monitoring processes is to ensure that potential errors or deviations are prevented or detected and corrected accordingly.

Controls in joint operations managed by UPM are performed and tested in the same way as in other UPM companies. Joint operations not managed by UPM are not under UPM internal control processes. Annual management certification is requested from all joint operations to ensure compliant accounting practices and proper control processes pertaining to financial reporting.

With regard to financial reporting, the Group Accounting Manual sets out the instructions and guidelines for the preparation of consolidated financial statements. The Finance and Control Function specifies the design of the control points in the business processes, and the internal controls are implemented in the financial reporting process. Periodic control procedures are an essential part of the monthly and interim reporting process and include the reconciliations and analytical reviews required to ensure that the reported data is correct.

The results of the control risk assessment and testing of the process-level controls are analysed, and reported to the Audit Committee.

### **Information and communication**

Internal controls pertaining to financial reporting are documented and filed in the internal control database. The internal control process is reviewed on an ongoing basis, including possible changes to internal controls due to process or organisational changes. Regular communication from internal control process owners ensures detailed definitions of the controls and that the minimum requirements for the relevant internal control are provided.

### **Monitoring activities**

The Board of Directors, the Audit Committee, the President and CEO, the Group Executive Team, the Finance and Control Function, and the business areas are responsible for monitoring, thus ensuring the effectiveness of internal controls. The effectiveness of the process for assessing risks

and of the execution of control activities is reviewed on an ongoing basis at various levels. Monitoring and reviewing includes following up monthly and quarterly financial reports compared with budgets and targets, key performance indicators and other analytical procedures.

The internal audit monitors and utilises the risk assessment and the test results from management's control work. The internal control planning procedures and results are documented and made available for the internal and external auditors, and for management, during the annual process. The results are reported to the Audit Committee, business management and the control owners.

The business areas and global functions are accountable for assessing the effectiveness of the internal controls for which they are responsible. Self-assessment is a common practice at UPM. Key controls are also tested regularly by independent parties. The internal audit compares its audit work against control test results. External auditors evaluate and test UPM's internal controls as part of their audit work, and recommendations and observations that they make are taken into consideration when maintaining and developing the internal control.

### **Internal audit**

UPM's internal audit assists the company in achieving its objectives by providing a systematic and disciplined approach to evaluate and improve risk management, internal control and governance processes.

Internal audit follows the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors. The operating principles of internal audit have been defined in the Internal Audit Charter approved by the Board of Directors, and the Board monitors and assesses the effectiveness of the internal audit together with the Audit Committee. The Audit Committee approves annually the Internal Audit Function's audit plan and budget which form the framework for the Internal Audit Function's operations.

Internal audit work is independent and objective. Strategic focus areas and related risks of UPM businesses and functions are the key inputs for audit engagements. Internal audit identifies synergies, shares best practices and recommends improvements to operational efficiency. The scope of internal audit covers all businesses, functions, units and processes of the UPM Group. In addition, Internal Audit Function manages the Report Misconduct channel and the related investigation process of alleged misconducts, and reports to the Audit Committee on submissions under this channel quarterly.

The Internal Audit Function operates administratively under the President and CEO and functionally under the Audit Committee, and reports on conducted audits and related findings and recommendations to the Audit Committee, the President and CEO, the CFO, the management of the audited operations, and the external auditor. In addition, the Head of Internal Audit meets quarterly with the Audit Committee without other members of management present.

### **Related party transactions**

The company has identified its related parties and it is regularly engaged in transactions with some of these parties. These transactions relate to the company's normal business operations and they are in line with the purpose of the company and executed on market or market equivalent terms and practices generally observed and accepted within the industry in question (for example so called Mankala companies in energy industry). The company

has a detailed decision-making procedure covering the identification, review, approval, monitoring, and reporting of related party transactions. Decisions on these transactions are taken in compliance with the company's approval policy and established decision-making limits. The company's Finance and Control Function monitors and controls related party transactions as a part of the company's normal reporting and control procedures. Information on material transactions concluded between the company and its related parties is disclosed annually in the notes to the company's consolidated financial statements.

### Insider administration

UPM follows the Guidelines for Insiders of Listed Companies issued by Nasdaq Helsinki Ltd in 2016. The company's Insider Policy, approved by the Board of Directors, complements applicable insider regulations and sets out guidelines for the company's insiders and insider administration. The company's Insider Policy was completely revised due to the Market Abuse Regulation, which became applicable on 3 July 2016.

### Organisation of insider administration

The company's Chief Compliance Officer is in charge of the overall organisation of the company's insider administration. UPM Insider Administration comprising of the General Counsel, Chief Compliance Officer, Insider Administrator and a back-up person for the Insider Administrator is responsible for monitoring compliance with UPM Insider Policy, Market Abuse Regulation and other applicable insider regulations and guidelines. UPM Insider Administration is also responsible for the ongoing supervision, management and administration of insider matters, including maintenance of insider lists, managers' transactions, notifications to managers, FIN-FSA and other relevant parties, as well as for provision of training and advice.

### List of managers

The company maintains a list of persons discharging managerial responsibilities (managers) and their closely associated persons. Each manager and closely associated person is informed in writing of his/her position as such and related obligations.

At UPM, managers include the members of the Board of Directors, the President and CEO, the Chief Financial Officer and the Executive Vice Presidents of the business areas. Based on UPM's governance structure, the above mentioned executives are deemed to comprise the senior executives of the company who have regular access to inside information relating to UPM and power to take managerial decisions affecting the future developments and business prospects of the company.

### List of financial information recipients

The company also maintains a list of company employees and other persons who have regular access to the company's unpublished financial information based on their position, access rights, duties or a service agreement. Persons entered in this list are called financial information recipients. Each financial information recipient is informed in writing of his/her position as such and related obligations.

### Trading restrictions and recommendations

The company's managers and financial information recipients are prohibited from trading (on their own account or on the account of a third party), directly or indirectly, in

the financial instruments linked to UPM during a closed period of 30 calendar days prior to the announcement and on the date of the actual announcement (30 + 1) of UPM's annual, half-year and quarterly financial reports.

The company recommends that managers and financial information recipients time their trading in the financial instruments linked to UPM to the three-week period commencing on the first business day following the official disclosure of the company's annual or quarterly results. Trading during any other time period requires a prior permission from UPM Insider Administration.

### Insider lists

UPM does not maintain a list of permanent insiders. All persons involved in insider projects will be included as project insiders in project-specific insider lists. UPM Insider Administration is responsible for establishing, maintaining and updating of insider lists when a decision to establish an insider project and to delay disclosure is taken. Each person included in an insider list is notified in writing of the inclusion in the list, together with the obligations and sanctions relating thereto. Persons possessing inside information are not allowed to trade in the financial instruments linked to the company. Persons entered in a project-specific insider list are also notified by e-mail of the termination of the insider project and related obligations.

### Whistleblowing

Any potential violations against UPM Insider Policy or suspected infringements of financial market regulations, such as Market Abuse Regulation and Securities Markets Act, can be reported by using UPM's Report Misconduct channel. This channel is available on the corporate website and on the UPM Intranet.

## Auditor and auditor remuneration

The Annual General Meeting 2016 re-elected PricewaterhouseCoopers Oy, a firm of Authorised Public Accountants, as the company's statutory auditor for a one-year term, with Authorised Public Accountant Merja Lindh as the lead audit partner. Ms Lindh has held this position since 8 April 2014. The AGM further resolved that the audit fee would be paid against invoices approved by the Board of Directors' Audit Committee. The fees paid to the auditor, as approved by the Audit Committee, are shown in the following table.

### Auditor's remuneration

EUR MILLION	2016	2015
Audit fee	2.3	2.3
Audit-related services	0.1	0.0
Tax services	0.7	0.8
Other services	0.5	0.5
<b>Total</b>	<b>3.6</b>	<b>3.6</b>