

PROPOSAL BY THE BOARD OF DIRECTORS TO AMEND §4 OF THE ARTICLES OF ASSOCIATION

The Board of Directors proposes to the Annual General Meeting of shareholders of UPM-Kymmene Corporation (the "Company") to be held on 22 March 2010 that §4 of the Articles of Association be amended to read as follows:

§4 BOARD OF DIRECTORS

The Company has a Board of Directors, which is responsible for the Company's administration and operational organisation in an appropriate manner.

The Board of Directors consists of no fewer than five (5) and no more than twelve (12) members. The Board of Directors shall elect the Chairman and one Deputy Chairman from among its members.

The term of office of a board member shall begin at the end of the meeting at which he or she is elected and end at the end of the Annual General Meeting following the election.

The Board of Directors constitutes a quorum when more than half of its members are present and one of them is the Chairman or the Deputy Chairman.

The Board of Directors may set up special committees, the charters of which shall be approved by the Board.

In Helsinki, 2 February 2010

BOARD OF DIRECTORS

Old	New
<p>§4 BOARD OF DIRECTORS</p> <p>The Company has a Board of Directors, which is responsible for the Company’s administration and operational organisation in an appropriate manner.</p> <p>The Board of Directors consists of a Chairman, two (2) Deputy Chairmen and no fewer than two (2) and no more than nine (9) members. The term of office of a board member shall begin at the end of the meeting at which he or she is elected and end at the end of the Annual General Meeting following the election. The Board of Directors shall elect the Chairman and the Deputy Chairmen from among its members.</p> <p>The Board of Directors constitutes a quorum when more than half of its members are present and one of them is the Chairman or a Deputy Chairman.</p> <p>The Board of Directors may set up special committees, the charters of which shall be approved by the Board.</p>	<p>§4 BOARD OF DIRECTORS</p> <p>The Company has a Board of Directors, which is responsible for the Company’s administration and operational organisation in an appropriate manner.</p> <p>The Board of Directors consists of a Chairman, two (2) Deputy Chairmen and no fewer than two five (52) and no more than nine (129) members. The Board of Directors shall elect the Chairman and the one Deputy Chairmaen from among its members.</p> <p>The term of office of a board member shall begin at the end of the meeting at which he or she is elected and end at the end of the Annual General Meeting following the election. The Board of Directors shall elect the Chairman and the Deputy Chairmen from among its members.</p> <p>The Board of Directors constitutes a quorum when more than half of its members are present and one of them is the Chairman or athe Deputy Chairman.</p> <p>The Board of Directors may set up special committees, the charters of which shall be approved by the Board.</p>