

**PROPOSAL OF THE NOMINATION AND CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS FOR THE NUMBER OF MEMBERS
AND ELECTION 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 22 March 2010 that the number of the Board members be nine.

In addition, the Nomination and Corporate Governance Committee of the Board of Directors proposes that the following current Board members Björn Wahlroos, Berndt Brunow, Matti Alahuhta, Karl Grotenfelt, Wendy E. Lane, Jussi Pesonen, Ursula Ranin and Veli-Matti Reinikkala be re-elected for a term continuing until the close of the next Annual General Meeting. The Nomination and Corporate Governance Committee of the Board of Directors proposes further that Robert J. Routs be elected as a new Board member for a term continuing until the close of the next Annual General Meeting following the election. Georg Holzhey has informed the Nomination and Corporate Governance Committee of the Board of Directors that he is no longer available for re-election to the Board of Directors.

The proposed Board members are independent of both the Company and its significant shareholders with the exception of the President and CEO Jussi Pesonen.

In Helsinki, 2 February 2010

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