

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

(Agenda items 11 and 12)

The Board of Directors' Nomination and Corporate Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 4 April 2013 that the number of members of the Board of Directors be resolved to be ten (10) instead of current nine (9).

In addition, the Board of Directors' Nomination and Corporate Governance Committee proposes that the current Board members Matti Alahuhta, Berndt Brunow, Karl Grotenfelt, Wendy E. Lane, Jussi Pesonen, Ursula Ranin, Veli-Matti Reinikkala, Kim Wahl and Björn Wahlroos be re-elected and that Piia-Noora Kauppi be elected as a new Board member for a term continuing until the end of the next Annual General Meeting. Said Director nominees have given their consents to the election.

The Director nominees are independent of both the Company and its significant shareholders with the exception of Jussi Pesonen who as the President and CEO of the Company is not independent of the Company.

Helsinki, 31 January 2013

UPM-Kymmene Corporation

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS