

PROPOSAL TO THE ANNUAL GENERAL MEETING

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

(Agenda item 13)

The Board of Directors' Nomination and Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 30 March 2021 that the following incumbent directors be re-elected to the Board: Berndt Brunow, Henrik Ehrnrooth, Emma FitzGerald, Pii-Noora Kauppi, Marjan Oudeman, Martin à Porta, Kim Wahl and Björn Wahlroos. The Nomination and Governance Committee further proposes that Jari Gustafsson be elected as a new director to the Board. The directors will be elected for a one-year term and their term of office will end upon closure of the next Annual General Meeting. All director nominees have given their consent to the election.

Ari Puheloinen and Veli-Matti Reinikkala have announced that they are not available for re-election.

The new director nominee Jari Gustafsson (born 1958) is a Finnish citizen and holds a Master's degree in Political Science from the University of Helsinki. Gustafsson has been the Ambassador of Finland to Greece and Albania since 2020. Previously he has worked as the Permanent Secretary of the Ministry of Economic Affairs and Employment, Finland, as the Ambassador of Finland to People's Republic of China and Mongolia and as the Ambassador of Finland to Japan. He has also been a Board Member at European Bank for Reconstruction and Development, EBRD, UK and the Deputy Director General, Ministry for Foreign Affairs of Finland, Department for External Economic Relations. The Board of Directors has assessed the director nominees' independence based on the Finnish Corporate Governance Code's independence criteria and other factors and circumstances to be taken into account in the overall evaluation from both the standpoint of the Company and the nominees. The Board has also taken into account information provided by the nominees.

According to the evaluation carried out by the Board, all director nominees are independent of the Company's significant shareholders as none of the Company shareholders holds 10 percent or more of the Company's shares or votes attached thereto. In addition, according to the Board's director-specific overall evaluation, all director nominees are non-executive and independent of the Company including Berndt Brunow and Björn Wahlroos, although they have been, if re-elected, non-executive directors for 10 consecutive years or more. Based on the Board's overall evaluation of these director nominees' independence, their independence is not compromised due to their long service history, and no other factors or circumstances have been identified that could impair their independence.

The biographical details of all director nominees are available at upm.com/agm2021.

Helsinki, 28 January 2021

UPM-Kymmene Corporation

BOARD OF DIRECTORS