

RESOLUTION ON THE REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS

(Agenda item 10)

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 remuneration of the members of the Board of Directors remain unchanged and that Chairman of the Board of Directors be paid an annual fee of EUR 175,000, Deputy Chairman of the Board and Chairman of the Audit Committee EUR 120,000 and other members of the Board EUR 95,000. No annual fee shall be paid to a member of the Board of Directors belonging to the operative management of the Company.

Of the annual fee, 60% will be payable in cash and 40% in Company shares to be acquired on behalf of the Board members. The Company will pay any possible costs and transfer tax related to the acquisition of the Company shares. The shares will be purchased within two (2) weeks following the release of the Company's Interim Report for the period 1 January–31 March 2013.

In addition, the Board of Directors' Nomination and Corporate Governance Committee proposes that travel and lodging expenses incurred from meetings held elsewhere than in the place of residence of a Board member will be paid against invoice.

Helsinki, 31 January 2013

UPM-Kymmene Corporation

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