

AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE REPURCHASE OF THE COMPANY'S OWN SHARES

(Agenda item 15)

The Board of Directors proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 8 April 2014 that the Board be authorised to decide on the repurchase of the Company's own shares as follows:

Maximum number of shares to be repurchased

The Board may decide to repurchase no more than 50,000,000 of the Company's own shares.

Right to accept own shares as pledge

The authorisation includes also the right to accept the Company's own shares as a pledge.

Directed repurchase and the purchase price of the own shares

The Company's own shares will be repurchased in public trading otherwise than in proportion to the existing shareholdings of the Company's shareholders at the market price quoted at the time of purchase on the trading places where the Company's shares or certificates entitling to its shares are traded, using the Company's unrestricted shareholders' equity.

The purchase price for the shares will be paid according to the applicable rules of the trading places where the shares have been repurchased.

Retaining, transfer and cancellation of the own shares

The shares will be repurchased to be used as consideration in potential corporate acquisitions, investments or other business-related transactions, or as a part of the Company's incentive programmes, or to be retained by the Company as treasury shares, transferred or cancelled.

Other terms and validity

The Board shall decide on all other matters related to the repurchase of the Company's own shares.

The authorisation will be valid for 18 months from the date of the resolution of the Annual General Meeting. If this authorisation is granted, it will cancel the repurchase authorisation granted by the Annual General Meeting on 4 April 2013.

Helsinki, 30 January 2014

UPM-Kymmene Corporation

BOARD OF DIRECTORS