

**RESOLUTION ON THE USE OF PROFIT SHOWN ON THE BALANCE SHEET AND THE
PAYMENT OF DIVIDEND**

(Agenda item 8)

The Board of Directors proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 9 April 2015 that a dividend of EUR 0.70 per share be paid based on the balance sheet to be adopted for the financial year ending 31 December 2014, and that the remaining portion of the distributable funds be retained in the Company's unrestricted shareholders' equity.

The dividend will be paid to a shareholder who is registered in the Company's shareholders' register held by Euroclear Finland Ltd on the dividend record date of 13 April 2015. The Board of Directors proposes that the dividend be paid on 23 April 2015.

On the date of the dividend proposal, 3 February 2015, the Company's registered number of shares is 533,735,699. The aforementioned number of shares includes 230,737 treasury shares. Treasury shares are not entitled to dividend. Based on this, the proposed dividend would total EUR 373.5 million.

On 31 December 2014, the distributable funds of the parent company were EUR 3,361,198,148.19 including EUR 710,263,052.06 profit for the period. No material changes have taken place in respect of the Company's financial position after the balance sheet date. In the opinion of the Board of Directors, the proposed distribution of profits does not risk the solvency of the Company.

Helsinki, 3 February 2015

UPM-Kymmene Corporation

BOARD OF DIRECTORS