

ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

(Agenda item 12)

The Board of Directors' Nomination and Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 9 April 2015 that the current Board members Berndt Brunow, Piia-Noora Kauppi, Wendy E. Lane, Jussi Pesonen, Ari Puheloinen, Veli-Matti Reinikkala, Kim Wahl and Björn Wahlroos be re-elected and that Suzanne Thoma and Henrik Ehrnrooth be elected as new members to the Board for a term continuing until the end of the next Annual General Meeting. Said Director nominees have given their consents to the election.

Matti Alahuhta, UPM's Director since 2008, has informed that following his seven-year directorship he will now concentrate on his other engagements and does not stand for re-election.

The new Director nominee Suzanne Thoma (born 1962) is a Swiss citizen and holds a doctor's degree in chemical engineering and bachelor's degree in business administration. She is the Chief Executive Officer of BKW Group, one of Switzerland's largest energy companies, where she earlier headed the Group's networks business. Prior to that, she led the WICOR Group's automotive supply business and was involved in high-tech industry as the CEO of Rolic Technologies Ltd. She started her career in chemical industry working in various positions at Ciba Specialty Chemicals Corporation. Dr Thoma holds non-executive director positions at Schaffner Holding (Switzerland) and Beckers Group (Sweden).

The second new Director nominee Henrik Ehrnrooth (born 1969) is a Finnish citizen and holds a master's degree in economics. He is the President and CEO of KONE Corporation, a globally operating elevator and escalator company with headquarters in Finland. He has previously served as the Chief Financial Officer of KONE Corporation and prior to that, in investment banking and financing business at Goldman Sachs International and UBS Limited in London.

According to Björn Wahlroos, Chairman of UPM's Board of Directors and the Nomination and Governance Committee, the new Director nominees will enrich the Board's broad competence base with their executive experience in international business in various industries. They will also enhance the Board's diversity and strengthen the Board's ability to address the needs of UPM's evolving businesses and strategy.

The Board of Directors' Nomination and Governance Committee has assessed the independence of the Director nominees on the basis of the independence criteria of the Finnish Corporate Governance Code. According to the Committee's assessment, 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 it.

Helsinki, 3 February 2015

UPM-Kymmene Corporation

NOMINATION AND GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS