

**RESOLUTION ON THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS**

(Agenda item 11)

The Board of Directors' Nomination and Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 7 April 2016 that the number of members of the Board of Directors be resolved to be the current ten (10).

Helsinki, 2 February 2016

UPM-Kymmene Corporation

NOMINATION AND GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS