

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 29 March 2017 that all of the current Board members i.e. Berndt Brunow, Henrik Ehrnrooth, Piia-Noora Kauppi, Wendy E. Lane, Jussi Pesonen, Ari Puheloinen, Veli-Matti Reinikkala, Suzanne Thoma, Kim Wahl and Björn Wahlroos be re-elected 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.

The Nomination and Governance Committee has assessed the director nominees' independence against the independence criteria of the Finnish Corporate Governance Code. According to the evaluation carried out by the committee, all director nominees are independent of the Company's significant shareholders as none of the Company shareholders holds more than 10 percent of the Company's shares or voting rights. The committee has also assessed that all non-executive director nominees are independent of the Company including Berndt Brunow, Wendy E. Lane and Veli-Matti Reinikkala who according to the overall evaluation carried out by the committee continue to be independent of the Company although they have been, if re-elected, non-executive directors for 10 consecutive years or more. As the President and CEO of the Company, Jussi Pesonen is not independent of it.

Helsinki, 31 January 2017

UPM-Kymmene Corporation

NOMINATION AND GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS