

**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 29 March 2017 that the number of members of the Board of Directors be resolved to be the current ten (10).

Helsinki, 31 January 2017

UPM-Kymmene Corporation

NOMINATION AND GOVERNANCE COMMITTEE  
OF  
THE BOARD OF DIRECTORS