

**RESOLUTION ON AMENDMENTS TO THE §8 OF THE ARTICLES OF ASSOCIATION**  
(Agenda item 16.2)

The Board of Directors proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 5 April 2018 that the Annual General Meeting would decide to amend article 8 (Auditor) of the Articles of Association to correspond to the responsibility for the auditor oversight stipulated in the amended Finnish Auditing Act (1141/2015).

The Board of Directors proposes that article 8 of the Articles of Association be amended to read as follows:

Proposed new wording:

**§8 AUDITOR**

The Annual General Meeting shall elect one (1) Auditor to examine the administration and accounts of the Company. The Auditor shall be a firm of authorised public accountants, whose lead audit partner is an authorised public accountant (KHT).

The term of office of the Auditor shall end at the end of the first Annual General Meeting following the election.

Current wording:

**§8 AUDITOR**

The Annual General Meeting shall elect one (1) Auditor to examine the administration and accounts of the Company. The Auditor shall be a firm of public accountants authorised by the Central Chamber of Commerce.

The term of office of the Auditor shall end at the end of the first Annual General Meeting following the election.

Helsinki, 31 January 2018

UPM-Kymmene Corporation

BOARD OF DIRECTORS