

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

(Agenda item 10)

The Board of Directors' Nomination and Governance Committee proposes to the Annual General Meeting of UPM-Kymmene Corporation to be held on 4 April 2019 that the remuneration of the members of the Board of Directors remain unchanged and that the Chairman of the Board of Directors be paid an annual base fee of EUR 190,000, Deputy Chairman of the Board EUR 135,000 and other members of the Board EUR 110,000.

The Nomination and Governance Committee further proposes that the annual committee fees remain unchanged and that the members of the Board of Directors' committees be paid annual fees as follows:

- Audit Committee: Chairman EUR 35,000 and members EUR 15,000
- Remuneration Committee: Chairman EUR 20,000 and members EUR 10,000
- Nomination and Governance Committee: Chairman EUR 20,000 and members EUR 10,000.

No annual fees shall be paid to a member of the Board of Directors belonging to the executive management of the Company.

The annual base fee is proposed to be paid in Company shares and cash so that approximately 40% will be payable in the Company shares to be purchased on the Board members' behalf, and the rest in cash. The Company will pay any costs and transfer tax related to the purchase of the Company shares. Shares thus purchased may not be transferred within two years from the purchase date or until the director's membership in the Board has ended, whichever occurs first. The annual committee fees are proposed to be paid in cash.

In addition, the Board of Directors' Nomination and Governance Committee proposes that travel and lodging expenses incurred from meetings held elsewhere than in a director's place of residence will be paid against invoice.

Helsinki, 31 January 2019

UPM-Kymmene Corporation

BOARD OF DIRECTORS