

## **NOMINATION BOARD PROPOSALS FOR THE STORA ENSO AGM 2016**

Stora Enso Shareholders' Nomination Board has been appointed by the AGM 2015 to prepare proposals concerning the number of members of the Board, the members of the Board, the remuneration for the Chairman, Vice Chairman and members of the Board as well as the remuneration for the Chairman and members of the committees of the Board.

The Shareholders Nomination Board makes the following proposals to the Stora Enso AGM 2016:

### **Remuneration for the members of the Board of Directors**

The Shareholders' Nomination Board proposes to the AGM that the annual remuneration for the members of the Board of Directors be maintained at the 2015 level as follows: Chairman EUR 170 000, Vice Chairman EUR 100 000 and members EUR 70 000.

The Shareholders' Nomination Board also proposes that the members of the Board of Directors, based on the AGM's decision, use 40% of the above mentioned annual remuneration for purchasing Stora Enso R shares from the market and that the purchases will be carried out within two weeks from the AGM.

It is further proposed that the annual remuneration for the members of the Financial and Audit Committee, the Remuneration Committee and the Sustainability and Ethics Committee be kept at its present level, as follows: Chairman of Financial and Audit Committee EUR 20 000, members of Financial and Audit Committee EUR 14 000, Chairman of Remuneration Committee and Sustainability and Ethics Committee EUR 10 000 and members of Remuneration Committee and Sustainability and Ethics Committee EUR 6 000.

Remuneration shall, however, not be paid to such chairmen or members of the Board and Board Committees who are employed on a full time basis by the company or its subsidiaries.

### **Number of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the AGM that the Board of Directors shall have eight (8) members.

### **Election of members of the Board of Directors**

The Shareholders' Nomination Board proposes to the AGM that of the current members of the Board of Directors – Gunnar Brock, Anne Brunila, Elisabeth Fleuriot, Hock Goh, Mikael Mäkinen, Richard Nilsson and Hans Stråberg, – be re-elected members of the Board of Directors until the end of the following AGM and that Jorma Eloranta be elected new member of the Board of Directors for the same term of office.

Juha Rantanen has announced that he is not available for re-election to the Board of Directors.

Jorma Eloranta, M.Sc. (Tech), D. Sc. (Tech)h.c., born 1951, Finnish citizen, is the Chair of the Boards of Neste, Suominen and Uponor as well as the member of the Board of Directors of Cargotec and the Vice Chair of the Board of Finnish Fair Foundation. He also acts as the Senior Advisor of Eera Ltd and as the Chair of the Board of the Directors Institute of Finland (DIF). Mr. Eloranta has extensive experience from senior executive positions in prominent global companies and would bring a strong industrial expertise and market knowledge to the Board of Directors. His previous positions include President and CEO of Metso (2004–2011), President and CEO of Kvaerner Masa-Yards (2001–2003) and President and CEO of Patria Industries Group (1997–2000) as well as Executive Vice President of Finvest Group and Jaakko Pöyry Group (1996) and President of Finvest (1985–1995). Mr. Eloranta also acts as the Chair of the

Board and President of Pienelo Ltd. He is independent of the company and of its significant shareholders.

The Shareholders' Nomination Board has received and reviewed the results of the evaluation of the proposed Board members independence as well as the results of the annual Board performance evaluation, and has taken these into account in its work when preparing the above proposal.

### **Appointment of Shareholders' Nomination Board**

The Shareholders' Nomination Board proposes that the AGM appoints a Shareholders' Nomination Board to exist until otherwise decided and to annually prepare proposals to the shareholders' meeting regarding the composition of the Board of Directors, the remuneration of the Board members as well as the remuneration of the members of the Board committees.

The Shareholders' Nomination Board shall consist of the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors and two other members appointed by the two largest shareholders as of 31 August each year, appointing one each as set out in the Charter of the Shareholders' Nomination Board.

The Chairman of the Board of Directors shall convene the Shareholders' Nomination Board, which shall at the latest on 31 January each year present its proposals to the Board of Directors. The Shareholders' Nomination Board shall appoint a Chairman from among its members. The Chairman may not be a member of the Board of Directors. Members of the Shareholders' Nomination Board shall not receive separate compensation.

The Shareholders' Nomination Board further proposes that the AGM adopts the Charter of the Shareholders' Nomination Board, which will be available as from 17 February 2016 on the company's website at [www.storaenso.com/agm](http://www.storaenso.com/agm).