

PROPOSALS BY THE SHAREHOLDERS' NOMINATION BOARD FOR THE STORA ENSO AGM 2019

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

The Shareholders' Nomination Board in 2018 comprised four members: Jorma Eloranta (Chairman of the Board), Hans Stråberg (Vice Chairman of the Board) and two other members appointed by the two largest shareholders, Harri Sailas (Solidium Oy) and Marcus Wallenberg (FAM AB). Marcus Wallenberg was elected Chairman of the Shareholders' Nomination Board.

The Shareholders' Nomination Board during its working period 2018 - 2019 convened three (3) times and each member of the Shareholders' Nomination Board attended all the meetings. Shareholders' Nomination Board members Jorma Eloranta and Hans Stråberg have not participated in the decision-making regarding Board remuneration.

The Shareholders Nomination Board makes the following proposals to the Stora Enso AGM 2019:

Remuneration for the members of the Board of Directors

The Shareholders' Nomination Board proposes to the AGM that the annual remuneration for the Chairman of the Board of Directors be increased by approximately 9,7 percent, for the Vice Chairman of the Board of Directors by approximately 5,7 percent and for the members of the Board of Directors by approximately 2,7 percent and be paid as follows: Chairman EUR 192 000 (2018: 175 000), Vice Chairman EUR 109 000 (2018: 103 000) and members EUR 74 000 (2018: 72 000).

The Shareholders' Nomination Board also proposes that the annual remuneration for the members of the Board of Directors be paid in Company shares and cash so that 40% will be paid in Stora Enso R shares to be purchased on the Board members' behalf from the market at a price determined in public trading. The shares will be purchased within two weeks from the publication of the interim review for the period 1 January 2019 – 31 March 2019, or as soon as possible in accordance with applicable legislation. The Company will pay any costs and transfer tax related to the purchase of Company shares.

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 at the same level as in 2018 and be paid as follows: Chairman of Financial and Audit Committee EUR 20 600, members of Financial and Audit Committee EUR 14 400, Chairman of Remuneration Committee and Sustainability and Ethics Committee EUR 10 300 and members of Remuneration Committee and Sustainability and Ethics Committee EUR 6 200.

Number of members of the Board of Directors

The Shareholders' Nomination Board proposes to the AGM that the Board of Directors shall have nine (9) 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 Jorma Eloranta, Elisabeth Fleuriot, Hock Goh, Christiane Kuehne, Antti Mäkinen, Richard Nilsson, Göran Sandberg and Hans Stråberg be re-elected members of the Board of Directors until the end of the following AGM and that Mikko Helander be elected new member of the Board of Directors for the same term of office.

Anne Brunila has announced that she is not available for re-election to the Board of Directors.

The Shareholders' Nomination Board proposes that Jorma Eloranta be elected Chairman and Hans Stråberg be elected Vice Chairman of the Board of Directors.

Mikko Helander, M.Sc. (Tech.), born 1960, Finnish citizen, has a strong industrial as well as retail operative background and since January 2015 acts as President and CEO of Kesko Oyj. Prior to his current position Helander has acted as CEO of Metsä Board Oyj (2006 - 2014) and Metsä Tissue Oyj (2003 – 2006). Previous working experience further includes several positions in Valmet Oyj (1984 – 1990, 1993 – 2003) where Helander among others has acted as head of the operative management in Italy and as the Managing Director of the Valmet Converting business in UK. Helander has also acted as Managing Director of Kasten Hövik Oy (1990 – 1993). He is independent of the company and of its significant shareholders. Helander currently owns 1 718 Stora Enso R shares.

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. The Board performance evaluation material has also included a report on Board member interviews by the Chairman of the Board of Directors. The Shareholders' Nomination Board has taken these as well as the Company's Board Diversity Policy into account in its work when preparing the above proposal.

The Shareholders' Nomination Board has in 2018 considered its previous evaluation of competencies that may be further strengthened in the long-term Board succession planning. In its proposal for the AGM 2019 the Shareholders' Nomination Board has proposed a Board composition that includes two women and seven men in the age range of 48 years to 68 years and representing a total of five different nationalities.

The Shareholders' Nomination Board finds that the proposed composition of the Board reflects diversity and a good variety of skills and experiences among the Board members following the principles set out in the Company's Board Diversity Policy except as regards the aim to ensure a good and balanced gender diversity, which needs to be further strengthened. Electing Mikko Helander as new member to the Board would bring a strong industrial and operative competence and experience to the Board and in the view of the Shareholders' Nomination Board add strong value to the Board as a collective.

The aim of the Shareholders' Nomination Board going forward is to continuously evaluate the long-term competencies that would benefit the Board work as well as ensure that a Diversity of Thought is maintained on the Board. The Shareholders' Nomination Board particularly notes that the aim going

forward is to strengthen the gender distribution of the Board with view of ensuring a good and balanced gender distribution in accordance with the Company's Board Diversity Policy.