

PROPOSALS BY THE SHAREHOLDERS' NOMINATION BOARD FOR THE STORA ENSO AGM 2021

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

The Shareholders' Nomination Board in 2020 - 2021 comprised four members: Jorma Eloranta (Chair of the Board), Hans Stråberg (Vice Chair 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 Chair of the Shareholders' Nomination Board.

The Shareholders' Nomination Board during its working period 2020 - 2021 convened four (4) 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 2021:

Remuneration for the members of the Board of Directors

The Shareholders' Nomination Board proposes to the AGM that the annual remuneration for the Chair, Vice Chair and members of the Board of Directors be maintained at the 2020 level and be paid as follows: Chair EUR 197 000, Vice Chair EUR 112 000 and members EUR 76 000.

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 of the publication of the interim report for the period 1 January 2021–31 March 2021 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 maintained at the 2020 level and be paid as follows: Chair of Financial and Audit Committee EUR 21 200, members of Financial and Audit Committee EUR 14 800, Chair of Remuneration Committee and Sustainability and Ethics Committee EUR 10 600 and members of Remuneration Committee and Sustainability and Ethics Committee EUR 6 400.

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, **Håkan Buskhe, Elisabeth Fleuriot, Hock Goh, Mikko Helander, Christiane Kuehne, Antti**

Mäkinen and **Richard Nilsson** be re-elected members of the Board of Directors until the end of the following AGM and that **Helena Hedblom** and **Hans Sohlström** be elected new members of the Board of Directors for the same term of office.

The Shareholders' Nomination Board proposes that Antti Mäkinen be elected Chair and Håkan Buskhe be elected Vice Chair of the Board of Directors.

Jorma Eloranta and **Hans Stråberg** have announced that they are not available for re-election to the Board of Directors.

Helena Hedblom, M.Sc. (Material Technology), born 1973, Swedish citizen, has a strong background in industrial research and development. She has been the President and CEO of Epiroc since March 2020. Prior to her current position, she was Senior Executive Vice President Mining and Infrastructure at Epiroc. She worked for Atlas Copco in various General Management and Research and development positions, and since 2017 as President for Atlas Copco's Mining and Rock Excavation Technique business area. She is a member of the Board of Directors of IPCO AB. She is independent of the company and its shareholders. Currently, Hedblom does not own shares in Stora Enso.

Hans Sohlström, M.Sc. (Tech.), M.Sc. (Econ.), born 1964, Finnish citizen, has a strong background in the forest industry and various leadership positions. He has been President and CEO of Ahlström-Munksjö Oyj since 2018. Prior to his current position, he was President and CEO of Ahlström Capital (2016–2018) and of Rettig Group Oy (2012–2016). Before that, has was a member of UPM-Kymmene Corporation's Group Executive Team since 2004, responsible for Marketing (2004–2007), New Businesses and Biofuels (2007–2008), and Corporate Relations and Development (2008–2012). His professional experience also includes several managerial positions in various divisions at UPM. He is a member of the Advisory Council in Nordea Bank Finland and a member of the council of International Chamber of Commerce Finland. He is independent of the Company and its shareholders. Sohlström has on 14 December 2020 acquired 10,000 R-shares in Stora Enso and currently owns said number of shares in Stora Enso.

The Shareholders' Nomination Board has received and reviewed the results of the evaluation of the proposed Board member's 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 Chair 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 2020 considered its previous evaluation of competencies that may be further strengthened in the long-term Board succession planning. In its proposal for the AGM 2021 the Shareholders' Nomination Board has proposed a Board composition that includes three women and six men in the age range of 47 years to 65 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. Electing Helena Hedblom and Hans Sohlström as new members to the Board would bring strong leadership and management as well as industrial 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 aim is to maintain or further strengthen a good and balanced gender distribution.