

15 May 2007

Confirmed by the Board of Directors of Metsäliitto Cooperative on 15 May 2007

Rules of Procedure of Metsäliitto's Board of Directors

1 Composition and term of office

According to the rules, Board of Directors shall have at least five (5) and at most eight (8) members, who shall be appointed by the Supervisory Board for a three-year period at a time. The members' term of office begins on 1 January in the year following the meeting of the Supervisory Board. In addition, Metsäliitto's President and, if elected separately by the Supervisory Board, the Chief Executive Officer, also have a seat on the Board.

2 Chairman and Secretary

At its constitutive meeting, the Board elects a Chairman from among its members and appoints a secretary. The President of Metsäliitto or the Chief Executive Officer acts as the Deputy Chairman of the Board. The Chairman convenes the Board of Directors as necessary. The Board constitutes a quorum when more than onehalf of its members are present.

3 Duties

The principal duties of the Board of Directors include arranging for the proper administration of Metsäliitto. This principal duty includes the following:

- confirming the duties the President and/or the Chief Executive Officer and monitoring that they take care of the cooperative's routine administration in accordance with the instructions and orders of the Board of Directors;
- appointing and dismissing senior management staff immediately subordinate to the President and, if one is elected, the Chief Executive Officer;
- seeing to the organisation of the cooperative's accounting, asset management and risk control;
- deciding on how contributions are collected and additional contributions made and their terms and conditions;
- approving the strategy and annual budget of the cooperative and the group and supervising compliance with them;
- signing the financial statements and consolidated financial statements and presenting them to the Supervisory Board for review;
- representing and signing for the cooperative;

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- granting and cancelling the right to sign for the cooperative and rights of procuration;
- preparing issues to be decided by the Supervisory Board;
- deciding on the disposal, acquisition and discontinuation of business operations and starting of new operations and mergers;
- deciding on significant investments and financing arrangements. The Board of Directors may separately delegate the decisionmaking power to the Chief Executive Officer of the President up to a separately confirmed limit.
- deciding on the surrender of fixed property and the granting of guarantees or other type of security for the cooperative;
- deciding on the granting of donations and financial aid, or on the Chief Executive Officer's authority concerning them;
- on the basis of the Compensation Committee's proposal, deciding on the emoluments and other benefits of the President and other senior management and confirming the HR policy of the cooperative;
- proposing candidates to represent Metsäliitto Cooperative in the Boards of Directors of the most important subsidiaries and electing annually the members and Chairmen of the Compensation Committee and the Audit Committee;
- issuing instructions to Metsäliitto Cooperative's representatives concerning matters that are unusual and far-reaching that are being reviewed by the Boards of Directors of the most significant subsidiaries;
- announcing through the stock exchange any such information to the market that is likely to have an impact on the company's share value, or which otherwise must be made public according to the Finnish Securities Markets Act;
- deciding on other matters that, taking into account the extent and quality of the cooperative's operations, are unusual and far-reaching.

4 Meetings

The Board of Directors convenes once monthly as a rule. The Chairman of the Board of Directors, or, should he/she be prevented from doing so, the Deputy Chairman convenes the Board of Directors. The Chairman presides over the Board meetings.

The Board of Directors constitutes a quorum when more than one-half of its members are present. The decision of the Board of Directors shall be the opinion supported by more than one-half of those present or, if the votes are evenly divided, the opinion supported by the Chairman.

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In urgent cases a meeting may be held over the phone; the minutes prepared for such meetings shall be signed by all of the Board members.

The schedule of Board meetings, which lists the issues to be regularly reviewed at the meetings (the budget, financial statements, interim reports) shall be confirmed for the following year before the year end.

The meeting agenda shall be delivered to the Board members approximately one week prior to each meeting. The minutes for the previous meeting and any proposals on other issues to be reviewed shall be enclosed with the notice of the meeting.

The secretary prepares and signs minutes of each meeting, which will also be signed by the Chairman of the Board and the person responsible for examining the minutes, who shall be the Deputy Chairman. The minutes will be signed at the next Board meeting.

5 Meeting preparations

As a rule, issues are prepared and presented to the Board by the President or another person appointed by the President. Those presenting issues to the Board must carefully prepare them and verify that any relevant documents and calculations have been correctly prepared. Any advance material to be enclosed with the notice of the Board meeting must be dated and initialled and delivered to the secretary of the Board well in advance.

6 Bias

A Board member or an official of the cooperative will be disqualified from participating in the review of an issue if

- the person himself or herself or a family member, or a company, organisation or another party in which the person acts as a member of a corporate body or in which he or she has a significant holding or another interest, acts as a contracting party or as a counterparty to the cooperative in the issue in question,

or

- such a material advantage may be expected for him or her which may be in conflict with the cooperative's interests.

A Board member or an official of the cooperative disqualified for the above reasons must not participate in the discussion on the issue, the preparation of a draft resolution and voting. However, the disqualified person may be heard for the purpose of investigating the matter. The bias also extends outside the actual meeting.

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7 Implementation of decisions

The President shall ensure that decisions will be implemented in accordance with law and as decided and, together with the communications team, that the decisions are communicated in an appropriate manner.

8 Validity

These rules of procedure shall be valid from the date of this document until further notice.