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Minutes from the annual general meeting of shareholders of BillerudKorsnäs Aktiebolag (556025-5001), held between 3:00 p.m. – 4:35 p.m. on Tuesday 15 May 2018 at Hotel Rival, Stockholm.

Shareholders attending (voting list): see [Appendix 1](#)

Others attendees: see [Appendix 2](#)

§ 1

Opening of the meeting (item no. 1 on agenda)

The chairman of the board of directors, Lennart Holm, accounted for the fire safety regulations, presented the board of directors and the company's CEO and president Petra Einarsson and declared the annual general meeting open.

§ 2

Election of chairman of the meeting (item no. 2 on agenda)

The meeting resolved to elect the lawyer Wilhelm Lüning as chairman of the annual general meeting.

It was noted that the general counsel of BillerudKorsnäs Andreas Mattsson had been asked to take the minutes at the meeting.

The chairman informed on the voting procedures with electronic voting devices and that he intended to use the electronic voting devices on resolutions for which it would facilitate the voting procedure.

It was noted that guests listed in Appendix 2 were welcome to attend the meeting.

§ 3

Drawing up and approval of the voting list (item no. 3 on agenda)

The meeting resolved to approve the list, of shareholders, representatives and any advisors that had notified their intention to attend and were present at the meeting, appended to these minutes as Appendix 1, as the voting list for the annual general meeting.

The chairman informed the meeting that a number of foreign shareholders were represented at the meeting that had submitted certain voting instructions in respect of certain agenda items and that these voting instructions will be accounted for in the minutes if they would have any impact on the meeting's decisions and if the meeting has voted with the electronic voting devices.

§ 4

Election of one or two persons to verify the minutes (item no. 4 on agenda)

The meeting resolved that the minutes should be verified by the chairman, by Patrik Marcellius, representing Frapag Beteiligungsholding AG, and by Tomas Risbecker, representing AMF Försäkring & Fonder.

§ 5

Determination as to whether the meeting has been duly convened (item no. 5 on agenda)

The chairman found that the notice convening the annual general meeting had been made in accordance with the provisions in the articles of association.

The meeting resolved to approve the notice measures and declared the annual general meeting duly convened.

§ 6

Approval of the agenda (item no. 6 on agenda)

The chairman informed the meeting that the complete proposals from the board of directors and the nomination committee had been included in the convening notice.

The meeting resolved to approve the proposed agenda as included in the notice and made available at the annual general meeting.

The statements by the board of director's concerning the proposal for disposition of profit and other documents for the annual general meeting, which had been held available in accordance with the Swedish Companies Act and the Swedish Code of Corporate Governance, were presented to the meeting.

§ 7

Presentation of the annual report and the auditors' report as well as the consolidated accounts and consolidated auditors' report for the 2017 financial year (item no. 7 on agenda)

The annual report and the auditors' report as well as the consolidated accounts and the consolidated auditors' report for the 2017 financial year were presented to the meeting.

The company's auditor-in-charge Ingrid Hornberg Román, KPMG, reported on the audit and presented the auditors' report and consolidated auditors' report for the 2017 financial year.

§ 8

Report on the work of the board and board committees during the past year (item no. 8 on agenda)

The chairman of the board of directors Lennart Holm reported on the work of the board and the board committees.

§ 9

Presentation by the CEO (item no. 9 on agenda)

CEO Petra Einarsson presented the senior management team and accounted for the group's business, development and results during 2017 and the first quarter 2018 as well as ongoing investments and prospects for BillerudKorsnäs.

The chairman of the board of directors Lennart Holm, the CEO Petra Einarsson and the public accountant Ingrid Hornberg Román answered questions and remarks from the shareholders regarding, inter alia, if the company is planning to locate production units closer to geographical emerging markets, future acquisitions of forest outside of Sweden, transports within the business, the estimated final cost for the investments in Gruvön, the portion of recyclable packages, the sustainability work and the risk management system in the group, the effect of the weakened Swedish currency compared to euro and US dollars, the profitability of BillerudKorsnäs in comparison to its peers, the potential effect of a threatening trade war between the US and the EU and Brexit, the development of key ratios for health within BillerudKorsnäs, a vision for occupational accidents, work to improve diversity and work to prevent corruption, the representation policy and non-audit services provided by the company's auditor KPMG.

§ 10

Resolution on the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet for 2017 (item no. 10 (a) on agenda)

The meeting resolved to adopt the income statement and the balance sheet for the parent company as presented in the annual report and the consolidated income statement and consolidated balance sheet for the consolidated group for the 2017 financial year.

§ 11

Resolution on the disposition of the company's profits based on the adopted balance sheet for 2017 and the record date for the dividend (item no. 10 (b) on agenda)

The chairman presented the board's proposal, as approved by the auditor, for the disposition of the company's profit, such that of the total amount at the disposal of the annual general meeting, SEK 4.30 per share should be distributed to the shareholders, and that the remaining amount should be carried forward in a new account. Furthermore, it was proposed that 17 May 2018 should be record date for the dividend.

The meeting resolved to adopt the board's proposal regarding disposition of profit and to adopt the record date.

§ 12

Resolution on discharge from personal liability for board members and the CEO for their administration for the year 2017 (item no. 10 (c) on agenda)

The meeting resolved to grant discharge from personal liability for the board members and the CEO for their administration for the year 2017.

It was recorded that the board members and the CEO did not take part in the resolution and that all shareholders attending the annual general meeting supported the resolution except for those shareholders that had given special instructions for no and abstain votes.

§ 13

Report on the nomination committee's proposals (item no. 11 on agenda)

Lennart Francke, representing Swedbank Robur fonder, and member of the nomination committee, reported on the work of the nomination committee and its proposals.

§ 14

Resolution on number of board members to be elected by the meeting (item no. 12 on agenda)

The meeting resolved that the number of board members elected by the meeting should be eight (8).

§ 15

Resolution on remuneration for board members and committee work and on fees for auditors (item no. 13 on agenda)

The meeting resolved in accordance with the proposal of the nomination committee that the fees to board members and for work in the committees of the board, for the period until the close of the next annual general meeting, shall be in accordance with the following:

- the fee to board members elected by the general meeting shall be SEK 505,000 per member, that the fee to the chairman of the board shall be SEK 1,290,000 and that the fee to the vice chairman of the board shall be SEK 855,000;
- the remuneration for work on board committees, paid to members appointed by the board shall be SEK

155,000 to the chairman of the audit committee, SEK 75,000 to each of the other members of the audit committee, SEK 50,000 to the chairman of the remuneration committee and SEK 25,000 to each of the other members of the remuneration committee, and also SEK 50,000 to each of the members of the investment committee; and

- fees to the auditor during the mandate period shall be paid by approved invoices.

§ 16

Election of board members (item no. 14(a)–(h) on agenda)

It was noted that the chairman presented the assignments of the proposed board members in other companies.

Thorwald Arvidsson noted that some of the board members do not own any shares in BillerudKorsnäs.

The meeting voted on election of each one of the proposed board members under items 14(a)-(h) and resolved to re-elect Andrea Gisle Joosen, Bengt Hammar, Lennart Holm, Michael M.F. Kaufmann, Kristina Schauman and Victoria Van Camp and to elect Tobias Auchli and Jan Åström as new board members for the period until the close of the next annual general meeting.

§ 17

Election of chairman of the board and vice chairman of the board (item no. 15 on agenda)

The meeting resolved to re-elect Lennart Holm as chairman of the board and Michael M.F. Kaufmann as vice chairman of the board.

§ 18

Election of auditor (item no. 16 on agenda)

The meeting resolved to elect the registered accounting firm KPMG as the company's auditor for the period until the close of the 2019 annual general meeting. It was noted that the authorised public accountant Ingrid Hornberg Román will continue as auditor-in-charge.

§ 19

The board's proposal regarding guidelines for remuneration to senior executives (item no. 17 on agenda)

The meeting resolved in accordance with the board's proposal in Appendix 3 to adopt guidelines for remuneration to senior executives.

§ 20

Resolution on (a) a long term share based incentive program for 2018, (b) authorisation for the board to resolve on repurchase of own shares, and (c) transfer of own shares to the participants in LTIP 2018 (item no. 18(a)-(c) on agenda)

Lennart Holm, the chairman of the board of directors and member of the remuneration committee, presented the background and the main features of the board's proposal regarding the incentive program LTIP 2018.

The chairman informed that the resolutions according to agenda item no. 18(a)-(c) should be resolved upon jointly and that a valid resolution on agenda item no. 18(c) requires support of shareholders representing at least nine-tenths of both the votes cast and shares held by shareholders represented at the meeting.

The meeting voted by electronic voting devices and resolved, with 98.062 percent of the votes cast and 97.955 percent of the shares held by shareholders at the meeting, in accordance with the board's proposal, Appendix 4, to adopt the

incentive program LTIP 2018 (item 18(a)), authorisation for the board to resolve on repurchase of own shares (item 18(b)) and transfer of own shares to the participants in LTIP 2018 (item 18(c)).

§ 21

Resolution on amendments to the articles of association (item no. 19 on agenda)

The chairman presented the board's proposal to amend the articles of association of the company and that a valid resolution requires support of shareholders representing at least two-thirds of both the votes cast and the shares held by shareholders represented at the meeting.

The meeting resolved by electronic voting devices and resolved, with 96.033 percent of the votes cast and 95.522 percent of the shares held by shareholders at the meeting, in accordance with the board's proposal, Appendix 5, to amend § 2, § 7, § 9 and § 11 in the company's articles of association.

The new articles of association is presented in Appendix 6.

§ 22

Closing of the meeting (item no. 20 on agenda)

On behalf of the board, Lennart Holm, chairman of the board of directors, thanked the employees in the BillerudKorsnäs group for the work carried out during 2017 and the shareholders for their shown confidence for BillerudKorsnäs and also thanked Mikael Hellberg for his contributions to the company.

The chairman declared the annual general meeting closed.

At the minutes:

Andreas Mattsson

Minutes checked by:

Wilhelm Lünig

Patrik Marcelius

Tomas Risbecker

THE BOARD'S PROPOSAL FOR ADOPTION OF GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES (ITEM NO. 17 ON AGENDA)

The board proposes that the meeting resolves upon the adoption of the following guidelines for remuneration to the senior executives in the group (the CEO and the other members of the senior management team).

BillerudKorsnäs shall apply remuneration levels and employment terms that are in line with market practice in order to recruit and maintain a management team with a high level of competence and the capability of achieving established goals. The remuneration shall motivate executives to do their utmost to secure the shareholders' interests. The remuneration may be in the form of fixed salary, variable salary, long term incentive programs and other benefits such as a company car and pension. Fixed and variable salaries shall be set in relation to competence, area of responsibility and performance. The variable remuneration is based on outcomes in relation to clearly established goals and shall be set to a maximum of 33.75 per cent of the annual fixed salary for the senior management team and a maximum of 70 per cent for the CEO. However, the variable remuneration shall only be paid on condition that the BillerudKorsnäs group's operating result is positive. Long term incentive programs in the company shall primarily be linked to certain pre-determined financial and share price related performance criteria. The programs shall ensure long term commitment to the development of the company and shall be implemented on market terms. Long term incentive programs shall run for at least three years. For more information about the existing long term incentive programs, see the company's annual report and website.

Pension benefits shall either be defined-benefit or defined-contribution, and normally entitle to pension from the age of 65. In some cases the retirement age may be lower, although 62 is the lowest age of retirement. Six to 12 months is the normal notification period for termination of employment, and severance pay shall be set to a maximum of 12 months' salary in the event that the employment is terminated by the company.

Remuneration and employment terms for the CEO are prepared by the remuneration committee and resolved upon by the board. Remuneration and employment terms for members of the senior management team are resolved upon by the CEO, subject to the approval of the remuneration committee.

Board members, elected at general meetings of BillerudKorsnäs, may in certain cases receive a remuneration for services performed within their respective areas of expertise, outside such board duties. Compensation for these services shall be paid at market terms and be approved by the board.

The board of BillerudKorsnäs has the right to deviate from these guidelines in individual cases in the event of special reason granting such deviation.

THE BOARD'S PROPOSAL REGARDING A LONG TERM SHARE BASED INCENTIVE PROGRAM FOR 2018 (ITEM NO. 18 (A) ON AGENDA)

The board proposes that the meeting resolves to introduce a long term share based incentive program ("LTIP 2018") as follows.

In order for a resolution regarding LTIP 2018 to be valid the board's proposal in item 18 (a) must be supported by more than one-half of the votes cast.

LTIP 2018 in brief

The board's main objective with the proposal of LTIP 2018 is to strengthen BillerudKorsnäs' ability to attract, motivate and retain the best individuals for key leadership positions. The aim is further that executive officers as well as other key personnel and talents within the BillerudKorsnäs group shall be given an incentive to increased efforts by aligning their interests and perspectives with those of the shareholders.

LTIP 2018 comprises a maximum of 100 executive officers, other key personnel and talents within the BillerudKorsnäs group. A condition to participate in LTIP 2018 is that the participants must own BillerudKorsnäs shares. The shares could either be previously held (provided that they are not already allocated to the long term share based incentive programs adopted 2016 or 2017) or purchased on the market. Notification of participation in LTIP 2018 shall occur after the annual general meeting 2018. The participants will after a three year vesting period that ends in connection with the publication of BillerudKorsnäs' interim report for the period January – March 2021, be allotted BillerudKorsnäs shares, free of charge, provided that the program's conditions are fulfilled.

Participants in LTIP 2018

LTIP 2018 comprises up to 100 persons consisting of the CEO and the other members of the senior management team, other key personnel and talents within the BillerudKorsnäs group.

Personal investment and allotment of share rights

To participate in LTIP 2018, the participants must purchase BillerudKorsnäs shares at market price on Nasdaq Stockholm and allocate them to LTIP 2018 ("Saving Shares"). Previously held BillerudKorsnäs shares (which are not already allocated to the long term share based incentive programs 2016 or 2017) may be used as Saving Shares. Saving Shares shall be allocated to LTIP 2018 in connection with the notification to participate in the program. If the participant has inside information which prevents him/her from purchasing BillerudKorsnäs shares in connection with the notification to participate in LTIP 2018, the shares shall be purchased as soon as possible, but no later than before the next annual general meeting.

Participants in Category 1 (the CEO of BillerudKorsnäs), Category 2 (the CFO of BillerudKorsnäs) and Category 3 (27 executive officers and other key persons in BillerudKorsnäs) are offered to allocate Saving Shares to the LTIP 2018, not exceeding a number equal to 10 per cent of the participant's gross base salary as per year end 2017 divided by the closing price of the BillerudKorsnäs share per the last trading day of 2017 (SEK 140.50). Participants in Category 4 (71 key personnel and talents in BillerudKorsnäs) are offered to allocate no more than 500 Saving Shares to LTIP 2018. New personnel that have not yet commenced their employment at the time when notification to participate in the program at the latest shall be given, may, upon the condition that the employment commences during 2018, be offered to participate in LTIP 2018, if the board or the remuneration committee deems it to be in line with the purpose of the program.

Terms and conditions for the share rights

The following terms and conditions apply for both the matching share rights and the performance share rights:

- The share rights are allotted, free of charge, after the annual general meeting 2018.
- The participants are not entitled to transfer, pledge or dispose the share rights or perform any shareholder's rights regarding the share rights.
- Allotment, free of charge, of BillerudKorsnäs shares, on the basis of the share rights, will take place after the

release of the interim report for the period January – March 2021. Allotment of BillerudKorsnäs shares requires, with certain exceptions, that the participant is still employed by the BillerudKorsnäs group and has retained the Saving Shares at the release of the interim report.

- BillerudKorsnäs will make no compensations to the participants of LTIP 2018 due to dividend regarding the shares that the respective share right entitles to.
- The maximum profit per participant is limited to SEK 510 per share right, equal to a maximum of approximately 26 monthly salaries for Category 1, approximately 22 monthly salaries in average for Category 2, approximately 17 monthly salaries in average for Category 3 and approximately 11 monthly salaries in average for Category 4. In the event that the profit, when calculating the allotment according to LTIP 2018, should exceed the limit of SEK 510 per share right, adjustment shall be made by consequently decreasing the number of BillerudKorsnäs shares that the participant is entitled to receive.
- For one-half (50 per cent) of the share rights allotted (one-half of the matching share rights, and one-half of the performance share rights of Series A and Series B, respectively) to the participant, a condition for allotment of BillerudKorsnäs shares is that the total shareholder return (TSR) on the BillerudKorsnäs share exceeds zero (0) per cent during the financial years 2018-2020 (the “**Measurement Period**”).

Matching share rights

For each Saving Share that the participant invests in and allocates to LTIP 2018, the participant is, free of charge, allotted 1 matching share right, which entitles the participant to, free of charge, receive 1 BillerudKorsnäs share.

Performance share rights

For each Saving Share that the participant invests in and allocates to LTIP 2018, the participant is, free of charge, allotted 3 performance share rights. However, the CEO (Category 1) will be allotted 5 performance share rights for each Saving Share allocated to LTIP 2018 and the CFO (Category 2) will be allotted 4 performance share rights for each Saving Share allocated to LTIP 2018.

The performance share rights are divided into two series, series A and B. For all participants, except the CEO (Category 1) and the CFO (Category 2), each Saving Share entitles to 1 performance share right of series A and 2 performance share rights of series B. For the CEO (Category 1) each Saving Share entitles to 2 performance share rights of series A and 3 performance share rights of series B. For the CFO (Category 2) each Saving Share entitles to 1.5 performance share rights of series A and 2.5 performance share rights of series B.

In order for the performance share rights to entitle to allotment of BillerudKorsnäs’ shares certain performance conditions must be achieved. The performance conditions are different for series A and series B, respectively, but both are based on financial goals during the Measurement Period. The board intends to present whether the conditions have been fulfilled in the annual report of 2020.

Series A The performance condition for the performance share rights of series A relate to BillerudKorsnäs’ *annual organic growth* for the Measurement Period (i.e. annual growth during the Measurement Period adjusted for additions and deductions in amounts corresponding to the sales revenues of acquired or divested businesses). The maximum level of allotment pursuant to this performance condition is an organic growth of 4 per cent per year and the minimum level of an organic growth exceeding 2 per cent per year. If the organic growth amounts to the maximum level of 4 per cent per year or more, maximum allotment of 1 BillerudKorsnäs share per performance share right of series A shall be made. If the organic growth should be lower than 4 per cent per year, but exceeding the minimum level of 2 per cent per year, the allotment will be made on a linear basis. If the organic growth amounts to 2 per cent per year or less, the performance share rights of series A shall not entitle to allotment of BillerudKorsnäs shares.

Series B The performance condition for the performance share rights of series B relate to BillerudKorsnäs’ *average adjusted EBITDA margin* for the Measurement Period. The maximum level of allotment under the performance condition is an adjusted EBITDA margin of 18 per cent and the minimum level of allotment is an adjusted EBITDA margin exceeding 15 per cent. If the adjusted EBITDA margin

amounts to the maximum level of 18 per cent or more, maximum allotment of 1 BillerudKorsnäs share per performance share rights of Series B shall be made. If the adjusted EBITDA margin should be lower than 18 per cent, but exceeding the minimum level of 15 per cent, the allotment will be made on a linear basis. If the adjusted EBITDA margin amounts to 15 per cent or less, the performance share rights of Series B shall not entitle to allotment of BillerudKorsnäs shares.

Detailed terms and administration

The board, or the remuneration committee, shall be responsible for determining the detailed terms and administration of LTIP 2018 to be applicable between BillerudKorsnäs and the participant, however within the framework of the scope and guidance given in this resolution. The board or the remuneration committee shall be authorised to make adjustments to fulfill certain rules or market conditions in other jurisdictions. If delivery of shares cannot be accomplished at reasonable costs and with reasonable administrative efforts to persons outside Sweden, the board or the remuneration committee shall be entitled to decide that the participating person may instead be offered a cash based settlement. The board may also make other adjustments, including e.g. a right to resolve on a reduced allotment of shares, if material changes would occur within the BillerudKorsnäs group or on the market that, according to the board's assessment, would lead to that the resolved terms and conditions for allotment of shares under LTIP 2018 no longer fulfills the main objectives.

Scope

In total, LTIP 2018 comprises a maximum of 80,478 Saving Shares, which can lead to allotment of in total a maximum of 335,000 BillerudKorsnäs shares (a maximum of 80,478 due to matching share rights and a maximum of 254,522 due to the performance share rights), which correspond to approximately 0.16 per cent of the number of outstanding shares and votes in BillerudKorsnäs.

The number of shares included in LTIP 2018 which can be transferred to the participants shall be subject to recalculation due to bonus issues, consolidation or share split, new issue of shares or similar measures in BillerudKorsnäs, according to accepted practice for similar incentive programs.

In total, LTIP 2018 comprises a maximum of 335,000 BillerudKorsnäs shares. On 12 March 2018, the previously adopted long term incentive programs, LTIP 2015, LTIP 2016 and LTIP 2017, comprised a maximum of 645,427 BillerudKorsnäs shares. LTIP 2018 together with LTIP 2015, LTIP 2016 and LTIP 2017 would entail a dilution of shares of approximately 0.47 per cent of the number of outstanding shares and votes in BillerudKorsnäs.

Delivery of shares to the participants in LTIP 2018

The board has considered two alternative hedging methods for delivering BillerudKorsnäs shares to the participants, subject to the terms and conditions of LTIP 2018; either that BillerudKorsnäs (i) transfers shares held by the company itself to participants, free of charge, according to the board's proposal in item 18 (c) or (ii) enters into an agreement with a bank that will be able to, in its own name, acquire and transfer BillerudKorsnäs shares. The board considers the first alternative as its preferred option. However, should the annual general meeting not approve the proposed transfer of own shares in accordance with the proposal in item 18 (c), the board may enter into a hedging arrangement with a third party to hedge the obligations of BillerudKorsnäs to deliver shares under LTIP 2018 as set out above.

To ensure that BillerudKorsnäs has its own shares which may be transferred to the participants according to item 18 (c), the board proposes that the annual general meeting authorise the board to resolve on repurchase of own shares in accordance with item 18 (b).

Estimated costs and the value of LTIP 2018

The board has estimated the average value of each share right to SEK 95.50. The estimation is based on generally accepted valuation models using the closing price for the BillerudKorsnäs share on 12 March 2018 (SEK 127.45), statistics on the BillerudKorsnäs' share price development as well as projected dividends. The aggregate estimated value of the 80,478 matching share rights and 254,522 performance share rights, based on approximately 50 per cent fulfilment of the performance conditions and estimations on turnover of personnel about 5 per cent each year, is approximately MSEK 16.7. The value is equivalent to approximately 0.06 per cent of the market capitalisation for

BillerudKorsnäs as of 12 March 2018. The costs are treated as a staff cost in the profit and loss accounts and it is expensed over 36 months in accordance with IFRS 2, Share based payments.

In the profit and loss accounts, social security costs will accrue in accordance with UFR 7 during the vesting period. The size of these costs will be calculated on the BillerudKorsnäs share price development during the vesting period and allotment of the shares. Based on a theoretical assumption of a yearly increase of 10 per cent of the share price and a vesting period of three years, the cost for LTIP 2018 including social security costs is approximately MSEK 25.0, which on a yearly basis equals approximately 0.2 per cent of BillerudKorsnäs' total staff costs for the financial year 2017. The maximum cost for LTIP 2018, based on these assumptions, is estimated to be approximately MSEK 81.6, whereof MSEK 50.2 in social security costs.

Effects on key ratios

In the event of full participation in LTIP 2018, BillerudKorsnäs' staff cost is expected to increase annually with approximately MSEK 8.3. On a proforma basis for 2018, this cost equals a marginal negative effect on BillerudKorsnäs' operating margin and earnings per share.

The board considers that the positive effects on the result, which are expected to arise from the increase of the shareholding by executive officers and key employees and which, in addition, may be further increased by the shareholding in LTIP 2018, exceed the costs.

The preparation of the proposal

LTIP 2018, which is based on the previous year's long term incentive programs, has been initiated and prepared by BillerudKorsnäs' remuneration committee and board together with external advisors.

THE BOARD'S PROPOSAL FOR RESOLUTION ON AUTHORISATION FOR THE BOARD TO RESOLVE ON REPURCHASE OF OWN SHARES (ITEM NO. 18 (B) ON AGENDA)

The board gives the following proposal regarding authorisation for the board to resolve on repurchase of own shares. A motivated statement in accordance with Chapter 19 Section 22 in the Swedish Companies Act, is attached under item 10 (b) of the agenda. Following what is stated under item 10 (b), the board considers that the proposed authorisation for the board to repurchase the company's own shares, is justified in relation to:

- the requirements that the nature of the business (the company's and the group's), its scope and risks place on the size of the shareholders' equity, and
- the company's and the group's respective consolidation requirements, liquidity and position in general.

The board proposes that the annual general meeting resolves upon an authorisation for the board to resolve on repurchase of own shares in order to secure delivery of shares to the participants in LTIP 2018 and the company's other long term share based incentive programs in accordance with the following conditions:

- Repurchase of shares shall take place at Nasdaq Stockholm.
- Repurchase of shares may take place on one or more occasions during the time until the next annual general meeting.
- A maximum of 335,000 shares may be repurchased.
- Repurchase of shares at Nasdaq Stockholm may take place at a price per share which is within the, at each time registered price interval, which is the interval between the highest buying price and the lowest selling price.
- Payment for the shares shall be made in cash.

In order for a resolution regarding authorisation for the board to resolve on repurchase of own shares to the participants in LTIP 2018 in accordance with item 18 (b) to be valid, the board's proposal must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

**THE BOARD'S PROPOSAL FOR RESOLUTION ON TRANSFER OF OWN SHARES HELD IN TREASURY
(ITEM NO. 18 (C) ON AGENDA)**

The board proposes that the annual general meeting resolves upon a transfer of a maximum of 335,000 BillerudKorsnäs shares held in treasury to the participants in LTIP 2018 (or the higher number of shares that may result from a recalculation under the terms of the LTIP 2018). Transfer of shares to the participants shall be made free of charge in accordance with the terms of LTIP 2018. The reasons for deviating from the shareholders' preferential right are the same as the reasons motivating adoption of LTIP 2018.

In order for a resolution regarding transfer of own shares to the participants in LTIP 2018 in accordance with item 18 (c) to be valid the board's proposal must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting.

THE BOARD'S PROPOSAL REGARDING AMENDMENTS TO THE ARTICLES OF ASSOCIATION (ITEM NO. 19 ON AGENDA)

The board proposes that the articles of association of BillerudKorsnäs are amended to better reflect the operations of BillerudKorsnäs within forestry and adjustments due to changes in legislation.

Current wording

The object of the company's operations is to, directly and indirectly, carry on forest industry operations, which includes producing and selling pulp, paper and board as well as packaging materials and packaging solutions made thereof, carry on production of electric power and energy generation as well as to carry on other activities associated therewith.

One or two auditors and at most two deputy auditors, or a registered firm of auditors, shall be appointed.

Shareholders who wish to participate in negotiations at the general meeting must be included in the printout or other presentation of the full share register as per 5 days prior to the Meeting and must notify the company of their intention to participate *by 4 p.m.* at the latest on the day indicated in the announcement of the meeting. The latter date shall not be a Sunday, holiday, Saturday, midsummer eve, Christmas eve, New Year's eve and shall not be earlier than five working days before the meeting.

The shareholder or shareholder's representative entered on the established record day in the share register and the control register in accordance with chapter 4 of the law (1998:1479) on the accounting of financial instruments, or the person listed in the control account in accordance with chapter 4 § 18, first paragraph, lines 6–8, of the aforementioned law, shall be considered authorised to exercise the rights expressed in chapter 4 § 39 of the Swedish Companies Act

§ 2 Object of operations

§ 7 Auditors

§ 9 Notice (second paragraph)

§ 11 Record day provision (second paragraph)

Proposed wording

The object of the company's operations is to, directly and indirectly, carry on forest industry operations, which includes producing and selling pulp, paper and board as well as packaging materials and packaging solutions made thereof, *own, manage, acquire, transfer and lease real property within forestry, carry on production of forestry and sell products derived from these assets*, carry on production of electric power and energy generation as well as to carry on other activities associated therewith.

One or two auditors and at most two deputy auditors, or a registered firm of auditors, shall be appointed. *The assignment as auditor shall remain until the end of the annual general meeting held during the first, second, third or fourth financial year following the year the auditor was appointed.*

Shareholders who wish to participate in negotiations at the general meeting must be included in the printout or other presentation of the full share register as per 5 days prior to the Meeting and must notify the company of their intention to participate at the latest on the day indicated in the announcement of the meeting. The latter date shall not be a Sunday, holiday, Saturday, midsummer eve, Christmas eve, New Year's eve and shall not be earlier than five working days before the meeting.

The shareholder or shareholder's representative entered on the established record day in the share register and the control register in accordance with chapter 4 of the *Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479)*, or the person listed in the control account in accordance with chapter 4 § 18, first paragraph, lines 6–8, of the aforementioned law, shall be considered authorised to exercise the rights expressed

(2005:551)

in chapter 4 § 39 of the Swedish Companies Act (2005:551).

In order for a resolution regarding amendments to the articles of association in accordance with item 19 to be valid the board's proposal must be supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the meeting.

THE NEW ARTICLES OF ASSOCIATION

This is an in-house translation of the Company's Articles of Association. In case of any discrepancies between the Swedish original Articles of Association and this translation, the Swedish original shall prevail.

§ 1 Name of the Company

The name of the company shall be BillerudKorsnäs Aktiebolag (publ).

§ 2 Object of operations

The object of the company's operations is to, directly and indirectly, carry on forest industry operations, which includes producing and selling pulp, paper and board as well as packaging materials and packaging solutions made thereof, own, manage, acquire, transfer and lease real property within forestry, carry on production of forestry and sell products derived from these assets, carry on production of electric power and energy generation as well as to carry on other activities associated therewith

§ 3 Share Capital

The company's share capital shall be at least SEK 750,000,000 and at most SEK 3,000,000,000.

§ 4 Number of shares

The number of shares shall be at least 100,000,000 and at most 400,000,000.

§ 5 Registered office

The registered office of the Board of Directors is in Stockholm, Sweden.

§ 6 Board of Directors

The Board of Directors shall be composed of at least six members and at most ten members, with at most six deputies.

§ 7 Auditors

One or two auditors and at most two deputy auditors, or a registered firm of auditors, shall be appointed. The assignment as auditor shall remain until the end of the annual general meeting held during the first, second, third or fourth financial year following the year the auditor was appointed.

§ 8 Annual General Meeting

An Annual General Meeting shall be held each year within six months of the end of the financial year.

The following items of business shall be addressed at the Annual General Meeting:

1. Election of a Chairman of the Meeting;
2. Preparation and approval of a list of voters;
3. Approval of the agenda;
4. Election of one or two persons to check the Minutes;

5. Examination as to whether the Meeting has been duly convened;
6. Presentation of the Annual Report and the Auditors' report, and as necessary, of the Consolidated Annual Report and the Consolidated Auditors' Report;
7. Resolutions on a) adoption of the Income Statement and Balance Sheet, and as necessary, of the Consolidated Income Statement and Consolidated Balance Sheet, b) distribution of the Company's profit or loss in accordance with the adopted Balance Sheet, c) discharge from liability for the members of the Board and the Managing Director;
8. Determination of the number of Board members and deputies to be elected by the Meeting and, as necessary, determination of the number of auditors and deputy auditors to be elected by the Meeting, or alternatively, determination of whether a registered firm of auditors shall be elected;
9. Determination of fees payable to the Board of Directors and, as necessary, to the auditors;
10. Election of members of the Board and deputies, and as necessary, election of auditors and deputy auditors or registered firm of Auditors;
11. Any other business to be on the agenda of the Meeting pursuant to the Swedish Companies Act (2005:551) or Articles of Association.

§ 9 Notice

Notice of a general meeting of shareholders shall be made in the form of an announcement in an advertisement in the Official Gazette (Post och Inrikes Tidningar) and on the company's website. Confirmation that notice has been given shall be given in an advertisement in Svenska Dagbladet.

Shareholders who wish to participate in negotiations at the general meeting must be included in the printout or other presentation of the full share register as per 5 days prior to the Meeting and must notify the company of their intention to participate at the latest on the day indicated in the announcement of the meeting. The latter date shall not be a Sunday, holiday, Saturday, midsummer eve, Christmas eve, New Year's eve and shall not be earlier than five working days before the meeting.

Shareholders may be accompanied by one or two assistants at the meeting provided that the

shareholder has notified the company in accordance with the above paragraph.

§ 10 Financial year

The calendar year will be the financial year of the company.

§ 11 Record day provision

The company's shares shall be recorded on a control register in accordance with the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479).

The shareholder or shareholder's representative entered on the established record day in the share register and the control register in accordance with chapter 4 of the Swedish Central Securities Depositories and Financial Instruments (Accounts) Act (1998:1479), or the person listed in the control account in accordance with chapter 4 § 18, first paragraph, lines 6–8, of the aforementioned law, shall be considered authorised to exercise the rights expressed in chapter 4 § 39 of the Swedish Companies Act (2005:551).