

Voting list, see [Appendix 1](#).

§ 1

Opening of the meeting (item 1 on the agenda)

The chairman of the board of directors, Jan Svensson, opened the annual general meeting and welcomed the shareholders, as well as presented the present board and the CEO.

§ 2

Election of chairman of the meeting (item 2 on the agenda)

The meeting resolved, in accordance with the proposal of the nomination committee, to elect Wilhelm Lünig as chairman of the annual general meeting. It was noted that the lawyer Henrik Wällgren had been asked to keep the minutes at today's annual general meeting.

The meeting resolved that the guests listed in [Appendix 2](#) were welcome to attend the meeting without the rights to address the meeting and participate in the meeting's resolutions.

§ 3

Drawing up and approval of the voting list (item 3 on the agenda)

It was noted that the board of directors had resolved that the shareholders should have the opportunity to exercise their voting rights at the annual general meeting by postal voting.

The meeting resolved to approve the list of registered and present shareholders and proxies with any advisors and postal votes received, as voting list as enclosed in [Appendix 1](#) to the minutes.

The chairman informed that a number of shareholders in advance of the annual general meeting had submitted special instructions for voting, and that postal votes had been cast.

§ 4

Election of one or two persons to verify the minutes (item 4 on the agenda)

The meeting resolved that the minutes should be verified by Andreas Oscarsson, representative of AMF Pension & Fonder, and Patrik Marcellus, representative for FRAPAG Beteiligungsholding AG, in addition to the chairman.

§ 5

Determination as to whether the meeting has been duly convened (item 5 on the agenda)

The chairman of the meeting noted 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.

The notice convening the annual general meeting including the board of directors' proposed agenda and the board of directors' and nomination committee's complete proposals is enclosed to the minutes, [Appendix 3](#).

§ 6

Approval of the agenda (item 6 on the agenda)

The meeting resolved to approve the proposed agenda as included in the convening notice to the annual general meeting.

The annual report, the consolidated financial statements, the auditor's report and the consolidated auditor's report for the financial year 2022, as well as the statements and reports of the board of directors and the nomination committee and other documents for the annual general meeting, which had been held available in accordance with the Swedish Companies Act and the Swedish Corporate Governance Code, were presented.

§ 7

Presentation by the CEO (item 7 on the agenda)

The CEO of the company, Christoph Michalski, presented and reported on the company's and the group's operations during 2022 and priorities for 2023; sustainability, safety, and integration of Billerud North America.

§ 8

Presentation of the annual report and the auditors' report as well as the consolidated accounts and consolidated auditors' report for the 2022 financial year (item 8 on the agenda)

The annual report and the auditors' report as well as the consolidated accounts and the consolidated auditors' report for the 2022 financial year were presented.

The auditor-in-charge, Hök Olov Forsberg from the audit company KPMG, reported on the audit and concluding remarks in the auditors' report and consolidated auditors' report for the financial year 2022.

After the chairman opened up for questions, the shareholders asked questions and gave their remarks on, among other things, Billerud's work with health and safety in its operations and sustainability, the proposed dividend and Billerud's dividend policy, the name change from BillerudKorsnäs to Billerud, the acquisition of Billerud North America, product development, the board members' and executive management's share ownership, the impact on Billerud of the Swedish exchange rate development, the distinction between audit and consulting services, the composition of the nomination committee, the work on diversity in particular related to gender and gender equality. The questions were answered by Jan Svensson, Christoph Michalski and Hök Olov Forsberg.

§ 9

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 2022 (item 9(a) on the agenda)

The meeting resolved to adopt the income statement and the balance sheet for the parent company and the consolidated income statement and consolidated balance sheet for the group, included in the annual report, for the financial year 2022.

§ 10

Resolution on the disposition of the company's profits based on the adopted balance sheet for 2022 and the record date for the dividend (item 9(b) on the agenda)

The chairman presented the board of directors' proposal, as approved by the auditor, for the disposition of the company's profit, such that of the total amount of SEK 10,707 million, at the disposal of the annual general meeting, dividend of SEK 5.50 per share and an extra dividend of SEK 2.00 per share (in total SEK 7.50 per share) should be distributed to the shareholders, and that the remaining amount should be retained, and that 26 May 2023 should be the record date for payment of the dividends.

The meeting resolved in accordance with the board of directors' proposal regarding disposition of profit and to determine the record date for the dividends in accordance with the proposal.

§ 11

Resolution on discharge of personal liability for board members and the CEO for their administration for the year 2022 (item 9(c) on the agenda)

The meeting resolved to grant discharge from personal liability for the members of the board of directors and for the CEO concerning their administration during the financial year 2022.

It was noted that the members of the board and the CEO did not take part in the resolution as regards themselves, as all shareholders participating in the resolution supported the resolution, except for those shareholders that in advance had given notice or by postal voting had casted no and abstain votes.

§ 12

Presentation of the remuneration report for approval (item 10 on the agenda)

It was noted that the board of directors' remuneration report for 2022 had been presented.

The meeting resolved to approve the board's remuneration report for 2022.

§ 13

Resolution on number of board members to be elected by the meeting (item 11 on the agenda)

Lennart Francke, representative for Swedbank Robur Fonder, as well as member of the nomination committee, reported on the nomination committee's work and proposals.

The board member proposed for new election, Regi Aalstad, presented herself to the shareholders.

The meeting resolved, in accordance with the proposal of the nomination committee, that the board, until the end of the next annual general meeting, shall consist of six members.

§ 14

Resolution on remuneration for board members and committee work and on fees for auditors (item 12 on the agenda)

Thorvald Tilman proposed for the remuneration to the board of directors to remain unchanged from 2022.

After the nomination committee's proposal was held against Thorvald Tilman's proposal, the chairman found that the meeting had resolved in accordance with the nomination committee's proposal regarding the fees for work on the board of directors and the committees of the board of directors, 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 580,000 per member (previously SEK 560,000), and that the fee to the chairman of the board shall be SEK 1,700,000 (previously SEK 1,650,000),
- the remuneration for work on board committees, paid to members appointed by the board shall be SEK 200,000 (unchanged) to the chairman of the audit committee, SEK 100,000 (unchanged) to each of the other members of the audit committee, SEK 50,000 (unchanged) to the chairman of the remuneration committee and SEK 25,000 (unchanged) to each of the other members of the remuneration committee,
- fees to the auditor during the mandate period shall be paid in accordance with approved invoices.

It was noted that Thorvald Tilman made a reservation against the resolution.

§ 15

Election of board members (items 13(a)-(f) on the agenda)

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

The meeting voted on election of each one of the proposed board members under items 13(a)-(f) and resolved to re-elect Florian Heiserer, Jan Svensson, Jan Åström, Magnus Nicolin and Victoria Van Camp as members of the board of directors, and to elect Regi Aalstad as new member of the board of directors, for the period until the close of the next annual general meeting.

§ 16

Election of chairman of the board (item 14 on the agenda)

The meeting resolved, in accordance with the proposal of the nomination committee, to re-elect Jan Svensson as chairman of the board of directors.

§ 17

Election of auditor (item 15 on the agenda)

The meeting resolved, in accordance with the proposal of the nomination committee, to elect the registered accounting firm KPMG as the company's auditor for the period until the close of the 2024 annual general meeting. It was noted that the authorized public accountant Hök Olov Forsberg will continue as auditor-in-charge.

§ 18

The board's proposal regarding a performance based long-term share program for 2023, including resolutions to (a) implement a performance based long-term share program for 2023, and (b) transfer own shares to the participants (item 16(a)-(b) on the agenda).

Jan Svensson reported on the result of the long-term share program for 2020.

Jan Svensson presented the board of directors' proposals of a long-term share program for 2023, and the chairman informed that the resolutions on agenda items 16(a)-(b) should be resolved upon together, and that a valid resolution under agenda item 16(b) requires support of shareholders representing at least nine-tenths of both the votes cast and shares held by shareholders represented at the meeting.

The shareholders asked questions regarding the program's target levels and participant categories.

The meeting resolved in accordance with the board's proposal, as included in the convening notice, regarding the performance based long-term share program for 2023 (item 16(a)), and transfer of own shares to the participants in the program (item 16(b)).

It was noted that the resolution had been supported by at least nine-tenths of both the votes cast and shares held by shareholders represented at the meeting, as all shareholders present at the annual general meeting, including shareholders participating in the resolution supported the resolution, except for those shareholders that in advance had given notice or by postal voting had casted no and abstain votes.

§ 19

The board's proposal regarding resolution on authorisation for the board to resolve on repurchases of own shares (item 17 on the agenda).

The chairman presented the board of directors' proposals, and informed that a valid resolution under agenda item 17 requires support of shareholders representing at least two-thirds of both the votes cast and shares held by shareholders represented at the meeting.

The meeting resolved in accordance with the board's proposal, as included in the convening notice, to authorise the board of directors to resolve on repurchase of own shares, on one or several occasions.

It was noted that the resolution had been supported by at least two-thirds of both the votes cast and shares held by shareholders represented at the meeting, as all shareholders present at the annual general meeting, including shareholders participating in the resolution supported the resolution, except for those shareholders that in advance had given notice or by postal voting had casted no and abstain votes.

§ 20

Closing of the meeting (item 18 on agenda)

Jan Svensson thanked the resigning board members Andrea Gisle Joosen and Bengt Hammar for their important contributions to Billerud.

Further, Jan Svensson performed the board of directors' sincere thank you to the executive management and all employees of the Billerud group for well-performed work during 2022 and the shareholders for their support.

The chairman declared the annual general meeting closed.

At the minutes:

Henrik Wällgren

Minutes checked by:

Wilhelm Lüning

Andreas Oscarsson

Patrik Marcus



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Billerud annual general meeting 2023

Notice and documentation to the meeting

The shareholders of Billerud Aktiebolag (publ) (“Billerud” or the “company”) are hereby invited to the annual general meeting, to be held on **Wednesday 24 May 2023 at 15.00 CEST at 7A Posthuset, Vasagatan 28 in Stockholm, Sweden**. Registration starts at 14.00 CEST.

The board has resolved, in accordance with § 10 in Billerud’s Articles of Association, that shareholders may perform their voting rights at the annual general meeting also through postal voting.

Notice of attendance to the meeting shall be given no later than by **Friday 19 May 2023** by submitting notice to attend or a postal vote, see page 3 in this document for further information regarding notice to attend and postal voting.

Material from the meeting, such as CEO Christoph Michalski’s presentation and for the meeting available presentation material will be published at the company’s website, www.billerud.com/about-us/corporate-governance/general-meetings/agm-2023, the day after the meeting.

THE AGENDA ITEMS IN BRIEF

The board’s proposed agenda for the annual general meeting, and the complete proposals are stated in this document. The proposed resolutions are, in brief, the following.

Annual report, dividend and discharge of liability

- The meeting shall adopt the annual report for 2022. The annual report is available on the company’s website www.billerud.com/investors/financial-reports.
- The meeting shall resolve upon the disposition of the year’s result. The board proposes a **dividend of SEK 5.50 per share and an extraordinary dividend of SEK 2.00 per share (SEK 7.50 in total)**. The dividend is estimated to be paid out to the shareholders on **Wednesday 31 May 2023**.
- The meeting shall resolve whether or not to discharge the board and CEO of liability for 2022.

Election of board and auditor, as well as remuneration to the board and auditor

- The meeting shall elect the company’s board. Current board members Florian Heiserer, Jan Svensson (chairman), Jan Åström, Magnus Nicolin, and Victoria Van Camp are proposed for re-election. In addition, Regi Aalstad is proposed as new member of the board. Bengt Hammar and Andrea Gisle Joosen are not available for re-election to the board at the annual general meeting 2023.
- The meeting shall resolve on remuneration to the board and auditor. The nomination committee proposes increased fees for the board work, and that the auditor’s fee shall be paid in accordance with approved invoices.



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- The meeting shall elect auditor. The nomination committee proposes that KPMG is re-elected as auditor for one more year. Hök Olov Forsberg will continue as the auditor-in-charge.

Remuneration report and performance based long-term share program for 2023

- The meeting shall resolve on approval of the remuneration report for 2022.
- The meeting shall resolve on the board's proposal to introduce a performance based long-term share program for 2023 for the CEO, other members of the Group Management Team (GMT members) and other key employees within Billerud. The proposed program has in all material respects the same structure as the share-based incentive program for 2021 and 2022, and is described in detail below.

Authorisation for the board to resolve on repurchases of own shares

- The meeting shall resolve on the board's proposal to authorise the board to resolve on repurchases of own shares up to a holding that corresponds to a maximum of 10 per cent of the total number of outstanding shares in the company, for the purpose of giving the board more options in its efforts to deliver long-term shareholder value and total return, as well as to secure delivery of shares to participants of the proposed share-based incentive program for 2023 and potential future share-based incentive programs.

Solna in April 2023

The Board of Directors



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Information on notification to the meeting etc.

NOTIFICATION

Shareholders who wish to attend the annual general meeting must give notice of their attendance to the company no later than **Friday 19 May 2023** and be recorded in the share register (maintained by Euroclear Sweden) on **Monday 15 May 2023** (the so called “Record Date”). Notice may be submitted:

- by mail to Billerud AB (publ), “Annual General Meeting”, c/o Euroclear Sweden AB, P.O box 191, SE-101 23 Stockholm, Sweden; or
- by telephone to +46 8402 90 62; or
- on www.anmalan.vpc.se/euroclearproxy.

The notification shall state the name and should in addition thereto state the personal/company registration number, address, telephone number and the number of any advisors (not more than two). Shareholders participating by proxy shall send proxy form, registration certificate or other incorporation documentation to the company to the address Billerud AB (publ), “Annual General Meeting”, c/o Euroclear Sweden AB, P.O box 191, SE-101 23 Stockholm. A proxy form is available at the company's website www.billerud.com/about-us/corporate-governance/general-meetings/agm-2023. If the shareholder is a legal person a registration certificate or other authorisation documentation shall be attached to the form.

Shareholders who wish to use the possibility of postal voting in advance shall do this in accordance with the instructions under the headline “Postal voting” below.

NOMINEE-REGISTERED SHARES (VOTING RIGHTS REGISTRATION)

Shareholders whose shares are nominee-registered must temporarily re-register the shares in their own name so that the shareholder is recorded in the share register as per **Monday 15 May 2023**. Such registration may be temporary (so-called voting rights registration), and is requested at the nominee, in accordance with the nominee's routines, at such time in advance as decided by the nominee. Voting rights registrations that have been made by the nominee no later than **Wednesday 17 May 2023** will be taken into account when preparing the general meeting share register.

POSTAL VOTING

A dedicated form shall be used for the postal vote. The form is available at Billerud's website, www.billerud.com/about-us/corporate-governance/general-meetings/agm-2023.

Additional instructions and conditions can be found in the postal voting form.

The completed and signed form must be received by Euroclear Sweden (administering the forms on behalf of Billerud) no later than **Friday 19 May 2023**. The completed form shall be sent electronically either by signature with BankID in accordance with instructions on www.anmalan.vpc.se/euroclearproxy or by sending the completed and signed form by e-mail to generalmeetingservice@euroclear.com. The completed and signed form may also be sent by mail to Billerud Aktiebolag (publ), "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden.

If the shareholder submits its postal vote by proxy, a power of attorney and authorisation documentation must be attached to the proxy form. Please note that shareholders who wish to attend the meeting venue in person or by proxy must give notice of participation in accordance with the instructions under the heading “Notification” above.



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This means that a notice of participation only through postal voting is not sufficient for shareholders who wish to attend the meeting venue.

PROCESSING OF PERSONAL DATA

For information on how your personal data is processed, please visit www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf.

DOCUMENTATION

All documentation that serve as a basis for the resolutions at the annual general meeting, except for the 2022 annual report is included in this notice document.

The annual report is available on the company's website, www.billerud.com/investors/financial-reports and www.billerud.com/about-us/corporate-governance/general-meetings/agm-2023, respectively. The notice document and annual report are also available at the company's office on Evenemangsgatan 17 in Solna, Sweden. Shareholders who wish to have the notice and the documentation sent to them may contact the company by telephone +46 8-402 90 62 and state their postal or e-mail address.

NUMBER OF SHARES

At the time of the issuance of this notice there were in total 249,611,422 shares in the company representing one vote each, and accordingly the total number of votes was 249,611,422. At the same time, the company owned 1,261,891 of its own shares, which may not be represented at the meeting.

INFORMATION ON THE SHAREHOLDERS' RIGHT TO REQUEST INFORMATION

Upon request by any shareholder and where the board deems it possible without causing significant harm to the company, the board and the CEO shall, at the meeting, provide information in respect of any circumstances which may affect the assessment of a matter on the agenda and any circumstances which may affect the assessment of the company's financial position. The information duty also applies to the company's relationship to other group companies, group accounts and such circumstances regarding subsidiaries as specified in the previous sentence.

INFORMATION TO NON-SWEDISH SPEAKING SHAREHOLDERS

This is an English translation of the original Swedish notice. In the event of any discrepancies between this translation and the original Swedish notice, the original Swedish version shall prevail. For the convenience of non-Swedish speaking shareholders, an English translation of the minutes from the annual general meeting will be made available on Billerud's website, www.billerud.com/about-us/corporate-governance/general-meetings/agm-2023 no later than two weeks after the meeting.



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Proposed agenda for the annual general meeting 2023

1. Opening of the meeting.
2. Election of chairman of the meeting.
3. Drawing up and approval of the voting list.
4. Election of one or two persons to verify the minutes.
5. Determination as to whether the meeting has been duly convened.
6. Approval of the agenda.
7. Presentation by the CEO.
8. Presentation of the annual report and the auditors' report as well as the consolidated accounts and consolidated auditors' report for the 2022 financial year.
9. Resolution on
 - (a) the adoption of the income statement and the balance sheet as well as the consolidated income statement and the consolidated balance sheet for 2022,
 - (b) the disposition of the company's profits based on the adopted balance sheet for 2022 and the record date for the dividend, and
 - (c) discharge of personal liability for board members and the CEO for their administration for the year 2022.
10. Presentation of the remuneration report for approval.
11. Resolution on number of board members to be elected by the meeting.
12. Resolution on remuneration for board members and committee work and on fees for auditors.
13. Election of board members:
 - (a) Florian Heiserer (re-election, proposed by the nomination committee),
 - (b) Jan Svensson (re-election, proposed by the nomination committee),
 - (c) Jan Åström (re-election, proposed by the nomination committee),
 - (d) Magnus Nicolin (re-election, proposed by the nomination committee),
 - (e) Victoria Van Camp (re-election, proposed by the nomination committee), and
 - (f) Regi Aalstad (new election, proposed by the nomination committee).
14. Election of chairman of the board.
15. Election of auditor.
16. The board's proposal regarding a performance based long-term share program for 2023, including resolutions to
 - (a) implement a performance based long-term share program for 2023, and
 - (b) transfer own shares to the participants.
17. The board's proposal regarding resolution on authorisation for the board to resolve on repurchases of own shares.
18. Closing of the meeting.



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Complete proposals

The nomination committee's proposals and motivated statement

COMPOSITION OF THE NOMINATION COMMITTEE 2022/23

The nomination committee in Billerud consists of members appointed by the company's four largest shareholders, who jointly represent approximately 40 percent of the votes in the company. The nomination committee 2022/2023 is comprised of:

- Tomas Risbecker, appointed by AMF Pension & Funds,
- Michael M.F. Kaufmann, appointed by FRAPAG Beteiligungsholding AG,
- Thomas Wuolikainen, appointed by the Fourth Swedish National Pension Fund, and
- Lennart Francke, appointed by Swedbank Robur Funds.

Tomas Risbecker is the chairman of the nomination committee.

The instruction for the nomination committee is available on the company's website, www.billerud.se/en/About-Us/Corporate-Governance/.

THE NOMINATION COMMITTEE'S MOTIVATED STATEMENT REGARDING ITS PROPOSALS TO THE ANNUAL GENERAL MEETING

In accordance with rule 2.6 of the Swedish Corporate Governance Code, the nomination committee gives the following statement regarding its proposals to the annual general meeting, including an account of the nomination committee's work and a description of its diversity policy.

The nomination committee was convened during the fall of 2022 and has since then prepared its proposals for election of chairman of the meeting, election of the board, election of auditor and remuneration to the board and the auditor etc.

As the basis for its work and decisions, members of the nomination committee have conducted individual interviews with board members. The nomination committee has also received a report on the outcome of the evaluation of the board's work. The nomination committee has through this been able to conclude that the board's work during the past year has worked well, with a high level of commitment and attendance from the board members. An assessment has also been made in respect of each member's ability to devote enough time and commitment to the board assignment.

The nomination committee has sought to further develop the board with different competences and experiences, for the purpose of increasingly adapting the board to Billerud's strategic priorities and orientation. In this work, the nomination committee has identified and been able to attract a new candidate for the board, Regi Aalstad. that will bring international operational expertise and leadership experience gained from more than 25 years in Procter & Gamble, a leading global FMCG group where packaging is a core element of innovation and business success. Regi started at Procter & Gamble Nordics in Stockholm and has over the years held several senior positions in the company, including the position as General Manager and Vice President in Europe, Asia and CEEMEA in Paper and Hygiene. Regi Aalstad is currently a member of the boards in McBride, a European manufacturer of cleaning



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products, Plair, a company that develops solutions for real-time monitoring of microbial organisms in the air, and Gmelius, a software company specialised in project management and automatization of workflows related to Gmail. She also works as an advisor within leadership and private equity. Regi has previously been a board member in Ontex (2017-2023), a global company producing solutions for personal hygiene, Telenor (2015-2017), and Geberit (2016-2017). Regi is a Norwegian citizen residing in Switzerland and holds a Bachelor of Business Administration from Florida Atlantic University, and an MBA in International Business from University of Michigan.

Bengt Hammar and Andrea Gisle Joosen are not available for re-election to the board of directors at the annual general meeting 2023. With the election of Regi Aalstad, the Board will consist of six members. The nomination committee believes that the proposed board has competence and experience within operational and financial areas, marketing, academic work, and research and development, and that the proposed board also has an extensive knowledge of the conditions within the international markets where Billerud operates. The nomination committee believes that the proposed board's composition is appropriate for Billerud's future orientation.

In its work in preparing the proposal for the board, the nomination committee has applied rule 4.1 of the Swedish Corporate Governance Code as diversity policy. Accordingly, the nomination committee has in particular considered the need for diversity and breadth within the board with respect to competence, experience and background. The nomination committee has also considered the board's ability to ensure that Billerud continues to run its business in a sustainable way. The nomination committee considers that the proposed composition of the board is appropriate in that the members' experience and knowledge reflect Billerud's priorities. The nomination committee believes that questions of diversity and gender equality are important and that it is imperative for future nomination committees to continue to work actively with these questions.

The proposed board complies with The Swedish Corporate Governance Code requirements for independence. Detailed information about the proposed members of the board of Billerud, including the nomination committee's assessment of each member's independence, can be found towards the end of this document, and on the company's website, www.billerud.com/about-us/corporate-governance/board-of-directors.

The nomination committee has discussed the level and structure of the board fees. The nomination committee proposes that the 2023 annual general meeting resolves on an increase of the remuneration for the work on the board in order to maintain board fees on market level.

The nomination committee has been presented with the audit committee's recommendation that the nomination committee shall propose that KPMG should be re-elected as auditor, until the close of the next annual general meeting.

The nomination committee has also reviewed the current instruction for the nomination committee, which was resolved by the annual general meeting 2016, and has decided not to propose any changes.

In light of the above, the nomination committee proposes the following.

THE NOMINATION COMMITTEE'S PROPOSAL OF CHAIRMAN OF THE ANNUAL GENERAL MEETING (ITEM 2 ON THE AGENDA)

The nomination committee proposes that Wilhelm Lünig, Senior Counsel of Swedish law firm Cederquist, is elected to be the chairman of the annual general meeting.



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THE NOMINATION COMMITTEE'S PROPOSAL FOR ELECTION OF THE BOARD (ITEMS 11, 13(A)-(F) AND 14 ON THE AGENDA)

The nomination committee proposes the following:

- The board shall, until the end of the next annual general meeting, consist of six members (item 11 on the agenda).
- Re-election of Florian Heiserer, Jan Svensson, Jan Åström, Magnus Nicolin, and Victoria Van Camp as board members, and election of Regi Aalstad as new board member, until the end of the next annual general meeting, (item 13(a)-(f) on the agenda).
- Re-election of Jan Svensson as chairman of the board (item 14 on the agenda).

THE NOMINATION COMMITTEE'S PROPOSAL ON FEES FOR BOARD AND COMMITTEE WORK AND FEES FOR AUDITORS (ITEM 12 ON THE AGENDA)

The nomination committee proposes, for the period until the close of the next annual general meeting, increased fees to board work and unchanged fees for the work in the committees of the board, as follows:

- SEK 1,700,000 to the chairman of the board (2022: SEK 1,650,000),
- SEK 580,000 to each of the other board members (2022: SEK 560,000),
- SEK 200,000 to the chairman of the board's audit committee (unchanged),
- SEK 100,000 to each of the other members of the board's audit committee (unchanged),
- SEK 50,000 to the chairman of the board's remuneration committee (unchanged), and
- SEK 25,000 to each of the other members of the board's remuneration committee (unchanged).

The nomination committee proposes that the auditor's fee shall be paid in accordance with approved invoices.

THE NOMINATION COMMITTEE'S PROPOSAL REGARDING ELECTION OF AUDITOR (ITEM 15 ON THE AGENDA)

In accordance with the recommendation of the audit committee, the nomination committee proposes that the company shall have one registered accounting firm as auditor, and that the registered accounting firm KPMG shall be re-elected as auditor until the close of the 2024 annual general meeting. KPMG has informed the nomination committee that the authorised public accountant Hök Olov Forsberg will continue as the auditor-in-charge if KPMG is elected as auditor.



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The Board's Proposals and Statement

THE BOARD'S PROPOSAL REGARDING DIVIDEND (ITEM 9 (B) ON THE AGENDA)

The board proposes an ordinary dividend of SEK 5.50 per share, and an extraordinary dividend of SEK 2.00 per share. The record date for the payment shall be Friday 26 May 2023.

The last day of trading in the Billerud share including the right to receive payment of dividend will be Wednesday 24 May 2023, and the first trading day in the Billerud share not including a right to receive payment of dividend will be Thursday 25 May 2023.

If the annual general meeting resolves in accordance with the proposal, the dividend is estimated to be paid out to the shareholders on Wednesday 31 May 2023.

THE BOARD'S REMUNERATION REPORT (ITEM 10 ON THE AGENDA), AND PROPOSAL REGARDING A PERFORMANCE BASED LONG-TERM SHARE PROGRAM FOR 2023 (ITEM 16 ON THE AGENDA)

Under item 10 on the agenda, the annual general meeting will resolve on the remuneration report which the board has prepared for 2022. Under item 16 on the agenda, the board presents a proposal for a new performance based long-term share program for 2023.

APPROVAL OF REMUNERATION REPORT (ITEM 10 ON THE AGENDA)

The board submits the following report regarding remuneration to the CEO, deputy CEO, and the board for the financial year 2022 for approval in advisory purpose.

Introduction

This report describes how the guidelines for remuneration to senior executives in Billerud (the "**remuneration guidelines**"), adopted by the annual general meeting 2022, were implemented in 2022. The report also provides information on the remuneration to Billerud's CEO, deputy CEO, and board members (in addition to customary board remuneration resolved by the annual general meeting), and a summary description of Billerud's outstanding, and during the year completed, share-based incentive programs. The report has been prepared in accordance with the Swedish Companies Act and the Rules on Remuneration of the Board and Executive management and on Incentive Programmes issued by the Swedish Corporate Governance Board.

Key developments in 2022

The CEO summarizes the company's overall performance in his statement on page 6 – 7 in the Annual and Sustainability Report 2022.

Overview of the application of the remuneration guidelines in 2022

Billerud is challenging conventional packaging for a sustainable future, and this mission describes the purpose of Billerud's business operations. Profitable growth is essential when challenging less sustainable packaging materials and solutions over time. In order to deliver profitable growth, a goal-oriented and intensive work is being undertaken. Billerud's employees have a customer focus and are driving the change that is needed to realise the strategy and achieve our ultimate purpose – a sustainable future.



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Under Billerud's remuneration guidelines, the remuneration shall consist of the following components: fixed cash salary, variable cash remuneration, pension benefits and other benefits. In addition to remuneration covered by the remuneration guidelines, the annual general meetings of Billerud have resolved to implement share-based incentive programs, as well as remuneration to the board of directors. The remuneration guidelines are found on page 102 – 104 in the Annual and Sustainability Report and on Billerud's website, www.billerud.com.

The application of the remuneration guidelines as well as the current structures and levels of remuneration, to what extent invited employees participate, and the uptake and expected outcome of the company's programs for short- and long-term variable remuneration are continuously monitored and evaluated by the remuneration committee and reported and discussed at board meetings. It is the conclusion of both the remuneration committee and the auditor that Billerud has complied with the remuneration guidelines during 2022, i.e. no deviations from the remuneration guidelines have been decided and no derogations from the procedure for implementation of the remuneration guidelines have been made. The auditor's report regarding the company's compliance with the remuneration guidelines is available on Billerud's website, www.billerud.com.

Remuneration to the CEO and deputy CEO 2022¹ (SEK thousand)

Name of Director, position (start/end)	Financial year	1 Fixed remuneration		2	3	4 Fixed remuneration		5	6
		Base salary ²	Other benefits ³	Variable remuneration - One-year variable	Extra-ordinary items	Pension expense	Total remuneration	Proportion fixed of total remuneration/proportion variable of total remuneration	
Christoph Michalski, CEO	2022	9,639	63	5,821	-	3,362	18,885	69% fixed 31% variable	
Ivar Vatne, deputy CEO	2022 ⁴	710	18	-	-	212	940	100% fixed 0% variable	

Application of the performance criteria

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability goals, is that the company is able to recruit and retain qualified personnel. To this end, it is necessary that the company offers competitive remuneration. Billerud's remuneration guidelines enable the company to offer the CEO and deputy CEO a competitive total remuneration. By establishing that variable compensation shall be linked to predetermined and measurable financial and non-financial criteria, the variable cash remuneration, together with Billerud's share-based incentive programs, promote Billerud's business strategy, long-term interests and sustainability performance.

The performance criteria and targets for variable cash compensation to the CEO and deputy CEO for 2022 included a set of pre-determined and measurable corporate performance measures linked to Billerud's strategy (EBITDA, net sales, and certain sustainability targets), and was set by the board in January 2022.

¹ The table reports remuneration costs in 2022.

² This element includes cost of paid holiday days, holiday supplement, car allowances, allowances for expenses and lunch coupons in addition to fixed salary.

³ This element includes health care allowance and other benefits.

⁴ Refers to the period from and including 1 November 2022 up until and including 31 December 2022. Ivar Vatne became deputy CEO on 24 October 2022.



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Description of criteria regarding the remuneration component	Relative weighting of performance criteria	a) Measured performance and b) actual allocation / remuneration outcome (SEK thousands)
Christoph Michalski, CEO		
EBITDA	50%	a) 100%
		b) 3,307
Net sales	30%	a) 100%
		b) 1,985
LTIFR (Number of accidents per million hours worked for own employees and contractors)	10%	a) 0%
		b) 0
Energy Efficiency Improvement (Total energy consumption with regards to 2021's consumption)	10%	a) 80%
		b) 529
Ivar Vatne, deputy CEO		
EBITDA	50%	a) 100%
		b) 950
Net sales	30%	a) 100%
		b) 570
LTIFR (Number of accidents per million hours worked for own employees and contractors)	10%	a) 0%
		b) 0
Energy Efficiency Improvement (Total energy consumption with regards to 2021's consumption)	10%	a) 80%
		b) 152

Share-based remuneration

Outstanding share-based incentive programs

Over the years, Billerud has implemented several long-term share-based incentive programs for the executive management team and other key employees. These programs are intended to attract, motivate, and retain the participating employees by providing long-term incentives through awards linked to the company's share price. They have been designed to align the participants incentives with shareholder interests.

As per 31 December 2022, the company had three ongoing share-based incentive programs (2020, 2021 and 2022) resolved by the annual general meeting (the "**programs**").



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The program 2020 is targeting a maximum of 100 employees including the CEO and the other Group Management Team members as well as other key personnel and talents. The program for 2020 ends in connection with the release of Billerud's interim financial report for the first quarter, in April 2023.

The program 2020 requires the participating employees to own shares in Billerud. For each share allocated to the programs, the participants may be awarded Billerud shares – free of charge – subject to:

- the participant continuing his/her employment with Billerud, and retaining the Billerud shares held in the framework of each program during the three-year vesting period, and
- fulfilment of certain defined retention and performance conditions to maintain the employees for each program during the three-year measurement period, such conditions considered to be significant for the future development of Billerud.

The number of shares that the participant will receive depends on the fulfilment of the retention and performance conditions.

The participating employees are divided into three participation categories. Category 1 and 2 may allocate Billerud shares up to a value of 10% of their respective gross base salary, while Category 3 may allocate 500 Billerud shares, in each program. For each share held in the framework of the program, Category 1 may receive up to six Billerud shares, category 2 may receive up to five Billerud shares and Category 3 may receive up to four Billerud shares.

Billerud's CEO, Christoph Michalski, participates as the Category 1 participant in the program for 2020 that vests in connection with Billerud's interim financial report for the first quarter 2023, with a total of 8,703 Billerud shares allocated within the framework of the program.

Billerud's deputy CEO, Ivar Vatne, does not participate in the program for 2020.

Performance targets in outstanding share-based incentive programs 2020

LTIP year		Series A Performance Share Right	Series B Performance Share Right
2020	Performance share for sustainability, measured on DJSI 50% dependent on positive TSR for the period	Billerud's annual organic growth 2%-6% 50% dependent on positive TSR for the period	Billerud's adjusted EBITDA Margin 13%-18%. 50% dependent on positive TSR for the period

The program 2021 and 2022 follow the same overall structure and are targeting 60 employees including the CEO and other Group Management Team members as well as other key employees and talents, and is ongoing at the time of the annual general meeting 2023.

The program differs from former share-based incentive program as it only measures one financial performance criterion, annual compound average growth rate of earnings per share ("EPS CAGR"), during the financial years 2021-2023 and 2022-2024, respectively, in order to create clarity and predictability for the participants. The participants must, in order to participate, own shares corresponding to an amount decided by the annual general meeting. The participants are offered an opportunity to receive shares in Billerud, subject to that the participant, with a few exceptions, is employed in Billerud and fulfil the shareholding requirement during the programs' three years vesting periods and depending on the level of fulfilment of the financial performance condition.

Allotment of the shares shall occur after the announcement of Billerud's interim financial report for the first quarter 2024 and 2025, respectively. All shares allotted to the participants shall be transferred free of charge by Billerud.



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The CEO of Billerud, Christoph Michalski, participates in Category 1 in both programs, which are vesting in connection with Billerud's interim financial report for the first quarter 2024 and 2025, respectively, and may be allotted Billerud shares corresponding to 60 percent of his annual salary under each program.

The deputy CEO of Billerud, Ivar, Vatne, participates in Category 2 in both programs, which are vesting in connection with Billerud's interim financial report for the first quarter 2024 and 2025, respectively, and may be allotted Billerud shares corresponding to 50 percent of his annual salary under each program.

The levels for the performance condition (threshold and maximum level, respectively) have been determined by the board. Information regarding threshold, maximum level and performance condition fulfilment will be given in connection to the annual general meeting 2024 for the program 2021, and in connection with the annual general meeting 2025 for the program 2022.

All programs include Billerud shares. Further information regarding outstanding share-based programs can be found in note 24 on page 102 - 104 in the Annual- and Sustainability Report 2022 as well as on Billerud's website, www.billerud.com.

For the annual general meeting 2023 the board suggests a program with the same overall structure as 2021 and 2022, see further below under item 16 on the agenda for the board's complete proposal.

Share-based incentive programs ended during 2022

During 2022, the share-based incentive program 2019 was ended. The CEO started in November 2020 and therefore did not participate in LTIP 2019. The deputy CEO participated in LTIP 2019 with 2,730 saving shares and received 6,211 performance and matching shares. Further information regarding the ended share-based program can be found in note 24 on page 102 - 104 in the Annual- and Sustainability Report 2022 as well as on Billerud's website, www.billerud.com.

Comparative information on the change of remuneration and Billerud's performance

Remuneration and company performance (SEK '000 unless otherwise stated)⁵

	2019	2020	2021	2022
CEO's and deputy CEO's remuneration⁶				
CEO	22,844	8,255	14,836	15,523
CEO, adjusted for severance pay	7,964	8,255	-	-
Deputy CEO ⁷	-	-	-	728 ⁸
Company's performance⁹				

⁵ Remuneration earned in the respective years.

⁶ Remuneration includes fixed and variable short-term remuneration and benefits excluding pension and not including LTIP-costs.

⁷ Concerns remuneration which Ivar Vatne has received for his position as deputy CEO, which he became on 24 October 2022.

⁸ Concerns the period from and including 1 November 2022 up until and including 31 December 2022. Ivar Vatne took up his role as deputy CEO on 24 October 2022.

⁹ For definition on the performance conditions please see the Annual and Sustainability Report 2021 and mainly the section "Key Figure Definitions".



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Sales growth in percent (goal 3-4%)	3	-2	10	63 ¹⁰
EBITDA margin in percent (goal >17%)	12	11	15	19
Interest bearing net debt/EBITDA (goal <2.5)	1.9	2.0	1.0	0.6
Dividend in percent of net profit (>50%)	13	135	60	41
<i>Average remuneration on a full-time equivalent basis of employees¹¹</i>				
Average remuneration per employee in the Billerud group SEK thousands	548	564	627	793

Additional information available in the 2022 Annual and Sustainability Report and on Billerud's website

Billerud's remuneration guidelines, adopted by the annual general meeting 2022, and the auditor's report regarding whether Billerud has complied with the guidelines can be found on Billerud's website, www.billerud.com.

Additional information on Billerud's remuneration during 2022 that is not covered by this report is available in the 2022 Annual and Sustainability Report, which can be found on:

p. 56-57

Work of the remuneration committee in 2022

note 24 on p. 102 - 104

Information required by Chapter 5, Sections 40-44 of the Annual Accounts Act (1995:1554), including detailed information on remuneration to the other senior executives covered by the remuneration guidelines adopted at the 2022 annual general meeting and the Billerud share and share price related incentive programs

note 24 on p. 102

Remuneration to the board of directors

PERFORMANCE BASED LONG-TERM SHARE PROGRAM (ITEM 16 ON THE AGENDA)

IMPLEMENTATION OF A PERFORMANCE BASED LONG-TERM SHARE PROGRAM FOR 2023 (ITEM 16(A) ON THE AGENDA)

The board proposes that the annual general meeting resolves to implement a performance based long-term share program for members of the Group Management Team (GMT members) and other key employees in Billerud (the "Share Program 2023"). Share Program 2023 follows the same structure and keeps the same economic characteristics for the participants as the share programs of 2021 and 2022. The performance criteria (earnings per share) is the same as for the share programs of 2021 and 2022 but is measured as accumulated earnings per share instead of growth in earnings per share. As it has been the case in previous long-term share-based incentive programs an own shareholding in Billerud shares is a condition to participate also in Share Program 2023.

To create clarity and predictability for the participants and to further align the interests of the participants with the interests of the shareholders, the new Share Program 2023 is focused solely on one strategically important financial

¹⁰ Net sales for 2022 increased by 63 percent. The increase occurred mainly within the product area Paper and was primarily a result of the acquisition of Verso on 31 March 2022. Net sales excluding exchange rate effects, the acquisition of Verso and the divestment of Beetham 2021 increased by 16 percent.

¹¹ Remuneration includes fixed and variable short-term and long-term remuneration and benefits.



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performance condition, earnings per share, described in more detail below. The board is convinced that the proposed share program will benefit the company's shareholders as it will contribute to the opportunity to recruit and retain strategically important employees, is expected to increase the commitment and the motivation for the participants in the program and will strengthen the participants' ties to the Billerud group and its shareholders.

Shareholding requirement

To be entitled to participate in the Share Program 2023, the employees must hold shares corresponding to a certain value determined by the annual general meeting. The value is a portion of the employee's fixed annual salary 2022 (before tax), where the CEO shall hold as many shares as correspond to 15 percent of the annual salary, the other GMT members shall hold as many shares as correspond to 10 percent of the annual salary, and other key persons shall hold so many shares as correspond to 5 percent of the annual salary. To determine the number of shares corresponding to this value, the value shall be divided by the closing price of the Billerud share as per the last day of trading 2022.

If the participant has inside information and therefore is prevented from acquiring shares in Billerud to meet the shareholding requirement in connection with the application for participation in the Share Program 2023, the acquisition of shares shall be made as soon as the participant no longer has inside information.

New employees who have not yet started their employment when application for participation in the Share Program 2023 is to be made at the latest may, subject to the employment starting during 2023, be offered participation in the Share Program 2023 if the Remuneration Committee deems it to be in line with the purpose of the Share Program 2023, provided that the employee acquires the required number of shares.

Participants in the Share Program 2023

The Share Program 2023 comprises a maximum of 80 participants in the Group Management Team and key persons within the Billerud group, divided into three categories: CEO ("**Category 1**"), other GMT members, approximately nine participants, ("**Category 2**") and other key persons, approximately 70 participants, ("**Category 3**"). The Share program 2023 comprises approximately 20 more participants in comparison with the Share Program 2021 and 2022 as a result of the addition of a number of key persons in connection with the expansion in North America.

Terms and conditions for the Share Program 2023

The main terms for the Share Program 2023 are as follows:

- The participants in the Share Program 2023 are given the opportunity to be allotted shares in Billerud ("**Performance shares**") subject to that the participant, with certain exceptions, is employed with Billerud and fulfils the shareholding requirement during the Vesting period as well as depending on the level of fulfilment of a financial performance condition.
- Allotment of Performance shares shall be made after the publication of Billerud's interim report for the first quarter 2026 (the "**Vesting period**").
- The maximum number of Performance shares that can be allotted to a participant within the European operations is the number of shares corresponding to 60 percent of the annual salary for Category 1, 50 percent of the annual salary for Category 2 and 25 percent of the annual salary for Category 3. For participants within the American operations the Performance shares are allotted to an absolute value expressed in US dollars. The maximum value is a total of USD 450,000 for Category 2 and USD 375,000 for Category 3. When calculating the number of Performance shares to be allotted, the participant's



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annual salary (before tax) as per 31 December 2025 shall be divided by the volume weighted average share price of the Billerud share on Nasdaq Stockholm during the first five trading days after the publication of Billerud's interim report for the first quarter 2026. Upon allotment of Performance shares to the participants, Billerud may cash settle a certain portion to cover the participant's taxation of benefits due to the allotment in the Share Program 2023 (instead of settling the entire outcome in the form of shares).

Performance condition for the Share Program 2023

The allotment of Performance shares after the Vesting period depends on the level of fulfilment of the financial performance condition *total earnings per share* ("Total EPS ") during the financial years 2023-2025. Total EPS shall be calculated on the basis of the financial information presented in Billerud's interim reports (adjusted for items affecting comparability and exchange rate effects).

The levels for the performance condition (threshold and maximum level, respectively) have been determined by the board. If the maximum level is met, the allotment will amount to the highest number of Performance shares in accordance with the above. If the threshold level is not met, there will be no allotment of Performance shares. If fulfilment of the performance condition is between the threshold and maximum level, allotment will be made on a linear basis.

Information regarding the threshold level, maximum level and performance condition fulfilment will be given in connection with the annual general meeting 2026.

Shareholding policy and shareholding targets

To further align the long-term interests between the participant and the company's shareholders, the participants in the Share Program 2023 will undertake to retain half of the allotted Performance shares until the participant has a shareholding in Billerud corresponding to a set shareholding target depending on the participant's category, in accordance with the following: 100 percent of the annual salary for Category 1, 50 percent of the annual salary for Category 2, and 25 percent of the annual salary for Category 3.

The preparation of the proposal and form and administration of the Share Program 2023

The Share Program 2023 has been discussed at board meetings during the first months of 2023. The Remuneration Committee shall be responsible for the detailed design, the administration and interpretation of the detailed terms to be applicable between Billerud and the participant of the Share Program 2023, within the scope of the terms and conditions stated herein and with regard to the purpose of the program.

The Remuneration Committee shall be entitled to make adjustments to the Share Program 2023 and the resolutions in relation thereto to meet certain regulations or market conditions abroad. If delivery of Performance shares to participants outside Sweden cannot be made at reasonable costs and with reasonable administrative efforts, the Remuneration Committee shall be entitled to decide that the participant may instead be offered a cash settlement of the entire allotment under the Share Program 2023. The Remuneration Committee shall also be entitled to make other adjustments, including e.g. the right to resolve on a reduced allotment of Performance shares, if material changes would occur within the Billerud group or on the market that, according to the board's assessment, would mean that the resolved terms and conditions for allotment of shares in accordance with the Share Program 2023 no longer fulfils its main objectives.

Costs for the Share Program 2023



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Based on an assumption of 80 participants in the Share Program 2023 (divided into the categories stated under the heading "*Participants in the Share Program 2023*") and the participants' respective annual salary 2022 with an annual increase of 2-5 percent, a share price of SEK 121 per share at the start of the program, an increase of 10 percent of the share price per year as well as under the assumption of a performance condition fulfilment between the threshold and maximum levels determined by the board, the total costs for the Share Program 2023 is estimated to amount to SEK 23 million, whereof SEK 17 million in salary costs and SEK 6 million in social security contributions. The estimated costs correspond to approximately 0.4 percent of the total employment costs for 2022. The costs will be expensed over the Vesting period. The estimate is based on the assumption that no participants end their employment and that the cost corresponds with the received benefit when the program ends.

The maximum estimated cost for the Share Program 2023, based on the assumptions above, but with the assumption that the maximum level determined by the board for the performance condition is met, is estimated to amount to approximately SEK 46 million, whereof SEK 34 million in salary costs and SEK 12 million in social security contributions. If the threshold level for the performance condition is not met, no allotment of Performance shares will be made, and no costs will incur.

If repurchased shares are allotted to fulfil the commitments under the Share Program 2023 in full (without a cash settlement to cover the participant's taxation of benefits), the number of outstanding shares in Billerud is expected to increase by a maximum of 380,000 shares based on the assumption of a participation of 80 participants in the program, an annual salary increase of 2-5 percent as well as a share price of SEK 145 when the allotment of Performance shares is determined in connection with the publication of the interim report for the first quarter 2026. Such an increase would have a dilutive effect on the number of shares on the market of approximately 0.2 percent. The total maximum increase in the number of outstanding shares of all outstanding share programs (including Share Program 2023) is estimated to amount to no more than 1,080,000 shares, corresponding to a dilutive effect on the number of shares on the market of approximately 0.4 percent. In this calculation, maximum allotment of Performance shares under the Share Program 2023, 2022 and 2021 (without cash settlement to cover the participants' benefit taxes) as well as actual allotment under the share program 2020 has been assumed.

Delivery of shares under the Share Program 2023

The board has considered two alternative methods for delivering Performance shares to the participants, subject to the terms and conditions for the Share Program 2023; either that Billerud (i) allots shares held by the company itself to participants, free of charge, according to the board's proposal under item 16(b) on the agenda, or (ii) enters into an agreement with a bank that will be able to, in its own name, acquire and transfer Billerud shares. The board considers the first alternative as its preferred option. However, should the annual general meeting not approve the proposed allotment of own shares in accordance with the proposal under item 16(b) on the agenda, the board may enter into a hedging agreement with a third party to hedge the obligations of Billerud to deliver Performance shares under the Share Program 2023. If the annual general meeting resolves on transfer of shares in accordance with item 16(b) on the agenda, but the number of shares covered by said resolution would not be sufficient to deliver the Performance shares in full to the participants in accordance with the terms and conditions of the Share Program 2023 (due to negative development of the stock market during the Vesting period), the remaining part shall be settled in cash.

Billerud has own shares held in treasury that cover the obligation to deliver shares to the participants in the outstanding share programs 2020-2022, and potentially, depending on the outcome of the share programs, Share Program 2023 as well. However, to secure Billerud's delivery of shares to the participants in Share Program 2023,



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the board proposes that the annual general meeting authorises the board to resolve on repurchases of own shares (see item 17 on the agenda).

Ongoing incentive programs and incentive programs ended during the year in Billerud

For information on Billerud's outstanding share programs resolved by the annual general meetings 2020, 2021 and 2022 as well as the share program 2019 that was ended during 2022, please refer to the annual report 2022 and to Billerud's website, www.billerud.com. Other than the programs described therein, there are no share or share price-related incentive programs in Billerud.

TRANSFER OF OWN SHARES TO THE PARTICIPANTS (ITEM 16(B) ON THE AGENDA)

The board proposes that the annual general meeting resolves upon a transfer of a maximum of 380,000 Billerud shares held in treasury to the participants in the Share Program 2023 (or the higher number of shares that may result from extraordinary events such as bonus issue, split, rights issue and/or similar events during the Vesting period in accordance with customary practice for corresponding incentive programs). Allotment of shares to the participants shall be made free of charge in accordance with the terms and conditions of the Share Program 2023. The reasons for deviating from the shareholders' preferential right are the same as the reasons motivating implementation of the Share Program 2023.

In order for a resolution regarding transfer of own shares to the participants in the Share Program 2023 in accordance with item 16(b) on the agenda 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.

AUTHORISATION FOR THE BOARD TO RESOLVE ON REPURCHASES OF OWN SHARES (ITEM 17 ON THE AGENDA)

The board proposes that the annual general meeting resolves upon an authorisation for the board to resolve on repurchases of own shares 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 number of shares may be repurchased so that the company's holding does not at any time exceed ten (10) percent of all shares in Billerud.
- 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.

The purpose of the authorisation is to give the board more options in its efforts to deliver long-term shareholder value and total return as well as to secure delivery of shares to participants of the proposed share-based incentive program for 2023 and potential future share-based incentive programs.

In order for a resolution regarding authorisation for the board to resolve on repurchases of own shares in accordance with item 17 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.



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THE BOARD'S MOTIVATED STATEMENT IN ACCORDANCE WITH CHAPTER 18, SECTION 4 AND CHAPTER 19, SECTION 22 OF THE SWEDISH COMPANIES ACT

The board's reasons for the proposed dividend and proposed authorisation for the board to resolve upon repurchase of own shares being in accordance with the provisions of Chapter 18, Section 4 and Chapter 19, Section 22 of the Swedish Companies Act are as follows:

Billerud's non-restricted equity (in the parent company) amounted to SEK 10,707 million as of 31 December 2022.

According to Billerud's financial targets, the dividend shall amount to at least 50 percent of the net profit per share, and the interest-bearing net debt in relation to EBITDA shall be lower than a ratio of 2.5. At the end of 2022 Billerud's interest bearing net debt in relation to EBITDA was 0.6 which meets the target. The board of Billerud proposes that an ordinary dividend of SEK 5.50 and an extraordinary dividend of SEK 2.00 per share shall be paid to the shareholders, amounting to a total dividend of approximately SEK 1,863 million (calculated excluding the company's holding of own shares). The year's profit was SEK 4,590 million, and thus the proposed dividend corresponds to approximately 41 percent of the net profit.

The proposal to repurchase own shares means that the board is authorised to repurchase up to 10 percent of all outstanding shares in the company in order to give the board more options in its efforts to deliver long-term shareholder value and total return, as well as repurchase own shares to cover costs and secure delivery of shares to Share Program 2023 as well as future share incentive plans. The cost in relation to a repurchase of own shares depends on to which extent, if at all, the board makes use of the annual general meeting's authorisation to repurchase own shares. E.g. should the board resolve to repurchase 1,000,000 shares to secure delivery for Share Program 2023, and the upcoming five years, this would amount to approximately SEK 106.7 million (using the closing price for Billerud share on 31 March 2023 (SEK 106.7)).

The proposed dividend and proposal to authorise the board to resolve upon the repurchase of own shares do not endanger the continuation of planned investments, and Billerud's financial position is such that Billerud can continue its business and is expected to fulfil all of its obligations on both a short and long-term basis.

The board of Billerud is of the opinion that the proposed dividend and the proposal to authorise the board to resolve on repurchase of own shares are justified pursuant to Chapter 17, Section 3 second and third paragraph of the Swedish Companies Act, taking into consideration;

- 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 company's and the group's equity capital, and
- the company's and the group's respective consolidation needs, liquidity and position in general.



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INFORMATION ABOUT THE BOARD MEMBERS PROPOSED BY THE NOMINATION COMMITTEE



Jan Svensson

Chairman of the board (proposed for re-election)

Education: MSc in Business Administration & Economics, Stockholm School of Economics.

Year born: 1956

Other assignments: Chairman of the Board of Securitas AB, Fagerhult AB and Nobia AB. Board member of Herenco Holding AB.

Background: CEO of Investment AB Latour (2003-2019), CEO of AB Sigfrid Stenberg (1986-2002).

Elected: 2021

Committee assignments: Chairman of the Remuneration Committee

Shareholding¹: 29,000 shares

Independent/Not independent: Independent of the Company and management, independent of the Company's major shareholders.



Victoria Van Camp

Board member

Education: MSc in mechanical engineering and doctorate in machine elements at Luleå University of Technology.

Year born: 1966

Other assignments: Board member SR Energy AB and The Chalmers Foundation. Senior adviser Siemens Digital Industries AB.

Background: CTO and President, Technology, AB SKF. Board member of VBG Group AB and PREERA. Director of Industrial Market Technology & Solutions, Director of Product Innovation Lubrication BU and several other positions in SKF Group.

Elected: 2017

Committee assignments: Member of the Remuneration Committee

Shareholding¹: 3,946 shares

Independent/Not independent: Independent of the Company and management, independent of the Company's major shareholders.



Jan Åström

Board member

Education: MSc in Chemical Engineering, Royal Institute of Technology, Stockholm.

Year born: 1956

Other assignments: Chairman of the board of Bergvik Skog Öst AB. Member of the board of ECO Development AB. Chairman of the foundation Central Fund for Employees in Forestry and the Forest Industry, as well as Chairman of the Swedish Wrestling Federation.

Background: President and CEO of Ahlstrom Munksjö Oyj, SCA AB, Modo Paper AB. Head of Business Group for SCA Fine Paper and Head of SCA Packaging Munksund.

Elected: 2018

Committee assignments: Chairman of the Audit Committee

Shareholding¹: 12,133 shares

Independent/Not independent: Independent of the Company and management, independent of the Company's major shareholders.

¹ Own and related parties' shares as per 1 March 2023.



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Florian Heiserer

Board member

Education: Master in Business Administration, Vienna University of Economics and Business. Degree in Biomedical Engineering, TGM College of Electronics, Vienna

Year born: 1981

Other assignments: CFO of HKW Group, Board member of FRAPAG Group, Beteiligungsholding AG, HKW Privatstiftung, MIKA Privatstiftung, and FRAPAG America Inc.

Background: Managing Director of Buy-Out Central Europe II Beteiligungs-Invest AG, Board member of Billerud Venture AB, Supervisory board Member of Atterbury S.A., Alternapak Holding BV, Chemson Polymer-Additive AG, Buy-Out Central Europe II Beteiligungs-Invest AG.

Elected: 2022

Committee assignments: Member of the Audit Committee.

Shareholding¹: 30,002,000 shares (includes 30,000,000 shares held by FRAPAG Beteiligungsholding AG)

Independent/Not independent: Independent of the Company and management, not independent of the Company's major shareholders.



Magnus Nicolin

Board member

Education: MBA, Wharton – University of Pennsylvania. BSc, Stockholm School of Economics.

Born: 1956

Other assignments: Chairman of the Board of Munters. Non Executive Director FAM AB.

Background: CEO of Ansell Limited, President, Europe, Middle East, Africa and Asia Pacific of Newell Rubbermaid Inc., CEO of Esselte Business Systems Inc. Senior positions in Bayer AG, Pitney Bowes Inc., and McKinsey & Company. Advisor to several Private Equity firms and Board assignments within multiple global boards, such as Ansell, Esselte, Isaberg-Rapid and Primix.

Elected: 2022

Committee assignments: -

Shareholdings¹: 12,000 shares

Independent/Not independent: Independent of the Company and management, independent of the Company's major shareholders.



Regi Aalstad

Proposed board member

Education: Bachelor of Business Administration, Florida Atlantic University. MBA in International Business, University of Michigan.

Born: 1964

Other assignments: Board member of McBride, Plair S and Gmelius. Advisor within leadership development and Private Equity.

Background: Many years of experience of senior positions in the FMCG company Procter & Gamble, both in the Nordics and internationally, including the role as General manager and Vice President Europe, Asia and CEEMEA within Paper and Hygiene. Board positions in several global companies, such as Ontex, Telenor and Geberit.

Elected: 2023

Committee assignments: -

Shareholding¹: 0

Independent/Not independent: Independent of the Company and management, independent of the Company's major shareholders.

¹ Own and related parties' shares as per 1 March 2023.



BILLERUD

THE AUDITOR'S MOTIVATED STATEMENT IN ACCORDANCE WITH CHAPTER 8, SECTION 54 OF THE SWEDISH COMPANIES ACT



Translation from the Swedish original

Auditor's opinion under Chapter 8 Section 54 of the Swedish Companies Act (2005:551) as to whether the guidelines of the annual general meeting on the remuneration of senior executives have been followed

To the annual general meeting of Billerud AB (publ.), Corporate identity No 556025-5001

Introduction

We have audited whether the Board of Directors and the Chief Executive Officer of Billerud AB (publ.) during the year 2022 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 5 May 2021 and the annual general meeting on 10 May 2022.

Responsibility of the Board of Directors and the Chief Executive Officer

The Board of Directors and the Chief Executive Officer are responsible for the guidelines being followed and for the internal control that the Board of Directors and the Chief Executive Officer deem necessary to ensure that the guidelines are followed.

Responsibility of the auditor

Our responsibility is to issue an opinion, based on our audit, to the annual general meeting as to whether the guidelines have been followed. We have conducted the audit in accordance with FAR recommendation RevR 8 *Audit of remuneration of senior executives in some public limited companies*. This recommendation requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance that the guidelines adopted by the annual general meeting are followed in all material aspects. The firm applies International Standard on Quality Management 1, which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We are independent of Billerud AB accordance with professional ethics for accountants in Sweden and have otherwise fulfilled our ethical responsibilities in accordance with these requirements.

The audit has covered the company's organization for and documentation of remuneration issues for senior executives, the new decisions on remuneration that have been taken and a selection of the payments made during the financial year to the senior executives. The auditor chooses what procedures are to be performed, in part by assessing the risk of the guidelines not being followed in all material aspects. In making those risk assessments, the auditor considers internal control relevant to compliance with the guidelines in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.

We believe that our audit provides a reasonable basis for our opinion set out below.

Opinion

We consider that the Board of Directors and Chief Executive Officer of Billerud AB (publ.) during 2022 have followed the guidelines on remuneration of senior executives adopted at the annual general meeting on 5 May 2021 and the annual general meeting on 10 May 2022.

Stockholm 3 April 2023

KPMG AB

Hök Olov Forsberg

Authorized Public Accountant