

Translation of minutes of the Extraordinary General Meeting (the "Meeting") of shareholders of Billerud Aktiebolag (publ), company reg. no. 556025-5001, Friday 14 September 2012, 3.00 p.m. – 4.15 p.m. at Grönwaldsalen, Konserthuset in Stockholm.

This is an in-house translation of the original minutes prepared in the Swedish language. In the event that the Swedish original and this translation differ, the Swedish original shall prevail.

Shareholders present:

Appendix 1

§ 1

Opening of the Meeting (agenda item 1)

The Chairman of the Board, Ingvar Petersson, opened the Meeting.

§ 2

Election of Chairman of the Meeting (agenda item 2)

The Meeting resolved to elect Ingvar Petersson as Chairman of the Meeting.

The Chairman informed the Meeting that the lawyer Wilhelm Lünig had been appointed to act as secretary and to keep the minutes of the Meeting.

§ 3

Preparation and approval of the voting list (agenda item 3)

The Meeting resolved to approve the list of shareholders who had notified their intention to attend and were present at the Meeting, appended as Appendix 1 to these minutes, as the voting list for the Meeting.

The Meeting also resolved to approve that persons, not meeting the requirements of the Companies Act and the Articles of Association in order to participate at the Meeting, were entitled to attend the Meeting.

§ 4

Approval of the agenda (agenda item 4)

The Meeting resolved to approve the proposed agenda for the Meeting which had been included in the notice to attend the Meeting and was available at the Meeting.

§ 5

Election of one or two persons to check and verify the minutes (agenda item 5)

The Meeting resolved to elect Anders Lindblad representing Frapag Beteiligungsholding AG ("Frapag") and Carl Johan Högbom representing Sveriges Aktiesparares Riksförbund, to jointly with the Chairman check and verify the minutes.

§ 6

Determination of whether the Meeting had been duly convened (agenda item 6)

It was noted that notice to attend the Meeting had been issued within the period stated in the Companies Act and the Articles of Association by way of announcement in Swedish Official Gazette on 15 August 2012 and on the Company's website on 13 August 2012, and that an announcement with information that the convening notice had been issued was published in Svenska Dagbladet on 15 August 2012.

The Meeting resolved to approve the notice procedure and declared the Meeting duly convened.

The Chairman informed that the complete proposals of the Board and the shareholder Frapag were included in the notice to attend the Meeting and that an information material regarding Billerud's combination with Korsnäs Aktiebolag ("Korsnäs") had been made available to the shareholders. The Articles of Association and the procedure for appointing the Nomination Committee in their proposed wordings, were made available.

The CEO Per Lindberg, reported on the background of the combination and the plans for the new group BillerudKorsnäs. After the Chairman had offered the shareholders the opportunity to ask questions, questions were asked about the combination with Korsnäs and the new issues of shares. The shareholders asked questions regarding, among other things, the terms and conditions of the combination, expected synergies, and the new group's work with integration, currency exposure and exposure to larger customers. The questions were answered by Ingvar Petersson and Per Lindberg and, with respect to certain questions regarding the ownership in the new group, by the CEO of Investment AB Kinnevik, Mia Brunell Livfors.

§ 7

The Board's proposal to resolve to amend the Articles of Association regarding the share capital and number of shares (agenda item 7).

The Chairman presented the principal contents of the Board's proposal to resolve to amend the Articles of Association regarding the share capital and number of shares, in accordance with Appendix 2.

The Meeting resolved in accordance with the proposal. It was noted that the proposal had been approved by shareholders representing more than two-thirds of both the votes cast and shares represented at the Meeting.

The Articles of Association, in its new wording, was appended to these minutes, Appendix 3.

It was noted that the resolution shall include an authorization for the Board, or a person appointed by the Board, to make the minor adjustments necessary as might be required in order to register the resolution with the Companies Registration Office.

§ 8

The Board's proposal to resolve to (agenda item 8):

- I. approve the acquisition of Korsnäs Aktiebolag.
- II. authorize the Board to execute a new issue of shares to be issued as part of the purchase price in the acquisition of Korsnäs Aktiebolag, and
- III. authorize the Board to execute a new issue of shares with preferential rights for the existing shareholders.

The Chairman presented the principal contents of the Board's proposal to resolve to approve the acquisition of Korsnäs, authorize the Board to execute a new issue of shares to be issued as part of the purchase price in the acquisition of Korsnäs, and authorize the Board to execute a new issue of shares with preferential rights for the existing shareholders, in accordance with Appendix 4.

It was noted that Carl Johan Högbom, representing Sveriges Aktiesparares Riksförbund, considered that the terms of the new issue of shares with preferential rights for the existing shareholders, to the possible extent, should be adjusted in order to avoid uneven shares, that BillerudKorsnäs shall inform their shareholders that the subscription rights are expected to have an economic value and that the shareholders must either exercise the subscription rights and subscribe for new shares or sell the subscription rights, and that BillerudKorsnäs shall promote the possibility to subscribe for shares without preferential right by way of making application forms available to the shareholders. Questions from the shareholders were asked about, among other things, the price of the shares issued to Kinnevik as a part of the purchase price in the acquisition of Korsnäs, the size of the new issue of shares with preferential rights for the existing shareholders, handling of treasury shares and the new group's net debt and future dividends were answered by Ingvar Peterson and Per Lindberg.

The Meeting resolved in accordance with the proposals.

It was specifically noted that the Meeting's resolution under this § 8 is conditional upon relevant competition authorities' approval of the combination of Billerud and Korsnäs.

It was noted that the resolution shall include an authorization for the Board, or a person appointed by the Board, to make the minor adjustments necessary as might be required in order to register the resolution with the Companies Registration Office and/or Euroclear Sweden.

§ 9

The Board's proposal to resolve to amend the Articles of Association regarding the name of the company (agenda item 9).

The Chairman presented the principal contents of the Board's proposal to resolve to amend the Articles of Association regarding the name of the company, in accordance with Appendix 5.

It was noted that a shareholder asked a question with respect to the objects of the company as stated in the Articles of Association which was answered by Wilhelm Lüning.

The Meeting resolved in accordance with the proposal. It was noted that the proposal had been approved by shareholders representing more than two-thirds of both the votes cast and shares represented at the Meeting.

The Articles of Association, in its new wording, was appended to these minutes, Appendix 6.

It was specifically noted that the Meeting's resolution under this § 9 is conditional upon Billerud completing the acquisition of the shares in Korsnäs, such shares having been acquired in accordance with § 8 I.

It was noted that the resolution shall include an authorization for the Board, or a person appointed by the Board, to make the minor adjustments necessary as might be required in order to register the resolution with the Companies Registration Office.

§ 10

Frapag's proposal regarding determination of the number of Board Members, determination of fees to Board, election of new Board Members, new Chairman of the Board Members and amendment to the procedure of appointing the Nomination Committee (agenda item 10).

The Chairman presented the principal contents of Frapag's proposals regarding determination of the number of Board Members, determination of fees to Board Members and remuneration for committee work, election of new Board Members, new Chairman of the Board and amendment to the procedure of appointing the Nomination Committee, in accordance with Appendix 7.

It was noted that Thorwald Arvidsson considered it appropriate with an uneven number of Board Members and that the small and mid-size shareholders should be represented at the Board.

The Meeting resolved, in accordance with Frapag's proposal, that the number of Board Members elected by the Meeting shall be eight with no deputies. It was noted that Thorwald Arvidsson made a reservation against the resolution.

The Meeting further resolved, in accordance with Frapag's proposal, that the annual fee for the period until the next Annual General Meeting to each of the Board Members elected by the General Meeting shall be paid with SEK 400,000 and to the Chairman of the Board with SEK 1,000,000. Remuneration for work in Board Committees shall be paid with SEK 150,000 to the Chairman of the Audit Committee and with SEK 75,000 to each of the members of the Audit Committee, and with SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the members of the Remuneration Committee. Further, remuneration shall be paid with SEK 50,000 to each member of the Integration Committee, a committee formed specifically for the integration between Billerud and Korsnäs, which committee shall be of a temporary nature. The new remuneration levels are on a yearly basis. Fees to Board Members and remuneration for work in Board Committees for the period from when the resolution of the Meeting under this item 10 takes effect until the Annual General Meeting 2013 shall be paid in proportion to the length of the mandate period. Fees to Board Members and remuneration for work in Board Committees for the period from the Annual General Meeting 2012 until the resolution of the Meeting under this item 10 takes effect, shall be paid based on the levels resolved upon at the Annual General Meeting 2012, however, in proportion to the length of the mandate period.

After the Chairman had informed the Meeting of the assignments that the proposed Board Members holds in other companies, the Meeting, elected, in accordance with Frapag's proposal, Hannu Ryöppönen, Mia Brunell Livfors, Wilhelm Klingspor and Mikael Larsson as new Board Members with Hannu Ryöppönen as Chairman of the Board, until the close of the next Annual General Meeting. It was noted that Thorwald Arvidsson made a reservation against electing Mia Brunell Livfors and Wilhelm Klingspor as new Board Members.

It was noted that the current Board Members Ingvar Petersson, Helena Andreas, Mikael Hellberg, Ewald Nageler and Yngve Stade have declared that they will resign as Board Members once the appointment of the new Board Members takes effect.

It was accordingly noted that the Board, once the resolution below becomes effective and until the close of the next Annual General Meeting, will consist of the Board Members Hannu Ryöppönen (Chairman), Mia Brunell Livfors, Jan Homan, Lennart Holm, Gunilla Jönson, Michael M.F. Kaufmann, Wilhelm Klingspor and Mikael Larsson.

For the period from the Meeting until the resolution becomes effective the Board will consist of current Board Members Ingvar Petersson (Chairman), Helena Andreas, Mikael Hellberg, Jan Homan, Lennart Holm, Gunilla Jönson, Michael M.F. Kaufmann, Ewald Nageler and Yngve Stade.

Finally, the Meeting resolved, in accordance with Frapag's proposal, to amend the procedure for appointing the Nomination Committee to the Annual General Meeting 2013, adopted on the Annual General Meeting 2012, by resolving that the Nomination Committee shall comprise of four members and shall be appointed for at term of office commencing at the time of the announcement of the composition of the Nomination Committee and ending when a new Nomination Committee is formed.

The procedure for appointing a Nomination Committee, in its new wording, was appended to these minutes, Appendix 8.

It was specifically noted that the Meeting's elections and resolutions under this § 10 are conditional upon Billerud closing the acquisition of the shares in Korsnäs, such shares having been acquired in accordance with § 8 I and that the resolutions shall include an authorization for the Board, or a person appointed by the Board, to make the minor adjustments necessary as might be required in order to register the resolutions with the Companies Registration Office.

§ 11

Closing of the Meeting (agenda item 11)

The Chairman declared the Meeting closed.

At the minutes:

Wilhelm Lüning

Minute checkers:

Ingvar Petersson

Anders Lindblad

Carl Johan Högbom

The Board's principal proposal to resolve to amend the Articles of Association regarding the share capital and number of shares (agenda item 7)

In order to adjust the minimum and maximum share capital and number of shares stated in the Articles of Association to the proposed authorizations to issue new shares, the Board proposes that the Articles of Association are to be amended as follows.

Current wording

The company's share capital shall be at least SEK 500,000,000 and at most SEK 2,000,000,000.

The number of shares shall be at least 80,000,000 and at most 320,000,000.

§ 3 Share Capital

§ 4

Number of shares

Proposed wording

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

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

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.

**Articles of Association of Billerud Aktiebolag (publ) (556025-5001)
Adopted at the Extraordinary General Meeting 14 September 2012**

§ 1 Name of the Company

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

§ 2 Object

The object of the company's business is to directly and indirectly carry out forest industry operations, in particular the manufacture and sale of pulp and paper, and to carry out other associated operations.

§ 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.

§ 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 one of 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 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.

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 law (1998:1479) on the accounting of financial instruments.

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 (2005:551).

The Board's proposal to resolve to approve the acquisition of Korsnäs Aktiebolag, authorize the Board to execute a new issue of shares to be issued as part of the purchase price in the acquisition of Korsnäs Aktiebolag, and authorize the Board to execute a new issue of shares with preferential rights for the existing shareholders (agenda item 8)

The Board proposes that the Meeting approves the acquisition of Korsnäs Aktiebolag ("Korsnäs") and adopts resolutions related to the acquisition in accordance with paragraph I-III below.

I. Approval of the acquisition of Korsnäs Aktiebolag

Korsnäs is a leading manufacturer of virgin fibre-based packaging materials with a strong brand. The company has a targeted strategy focusing on highly processed products. Paperboard is Korsnäs's largest product area. Korsnäs is owned by Investment AB Kinnevik (publ) ("Kinnevik").

As previously announced Billerud has on 19 June 2012 entered into an agreement with Kinnevik to acquire all shares in Korsnäs. The purchase price consists partly of a cash payment and partly of new issued shares in Billerud. The cash payment amounts to MSEK 3,200, of which MSEK 500 is to be paid by a vendor note. The new issued shares that are part of the purchase price, paragraph II, shall be the number of shares equivalent to 25 percent of the outstanding shares in Billerud, before the new issue with preferential rights for the shareholders under paragraph III. Outstanding shares in this context refer to shares in Billerud outstanding on the market and Billerud's holding of own shares that have been allocated to long term incentive programs. Furthermore, in connection with the acquisition the new group assumes the net debt in Korsnäs amounting to MSEK 5,650 when the agreement was entered into on 19 June 2012. The purchase price has been determined with respect to that Kinnevik has committed to subscribe for new shares in the new issue with preferential rights for the shareholders under paragraph III in an amount of MSEK 500. Accordingly, the net acquisition cash price is MSEK 2,700. The purchase price is subject to customary net debt adjustment in connection with closing.

The acquisition of Korsnäs is, according to the agreement with Kinnevik, conditional upon the approval of relevant competition authorities. Furthermore, the acquisition is, according to the agreement, conditional upon, i.a., resolutions by the Meeting to approve the acquisition and to authorize the Board to execute a new directed issue of shares to Kinnevik in accordance with paragraph II and execute a new issue of shares with preferential rights for the existing shareholders in accordance with paragraph III.

The Board believes that the timing of the proposed acquisition is favourable and that the strategic, industrial and financial rationale is compelling. The new group will take the name BillerudKorsnäs and the goal is to create a strong international player within the packaging industry with leading positions in production and sales of liquid packaging board and other high-quality paperboard, containerboard and packaging material. The Board therefore proposes that the Meeting resolves to approve the Board's resolution to acquire Korsnäs on the terms and conditions described above.

II. Authorization for the Board to execute a share issue as part of the purchase price in the acquisition of Korsnäs

The Board proposes that the Board shall be authorized, until the next Annual General Meeting, to resolve on a new issue of shares to be used as part of the purchase price for the acquisition of Korsnäs (the "Directed Issue"). The number of new shares to be issued in the Directed Issue shall be the number of shares equivalent to 25 percent of the outstanding shares in Billerud, before the rights issue with preferential rights for the shareholders under paragraph III. Outstanding shares in this context refer to shares in Billerud outstanding on the market and Billerud's holding of own shares that have been allocated to long term incentive programs.

The principal terms and conditions for the Directed Issue will be the following:

Kinnevik shall be solely entitled to subscribe for shares in the Directed Issue. Kinnevik shall as payment for the shares (contribution in kind) contribute all 53,613,270 shares in Korsnäs to Billerud. In addition to the shares issued in the Directed Issue and thus constituting a part of the purchase price, Billerud will, as payment for the shares in Korsnäs, make cash payment pursuant to the terms and conditions in paragraph I.

Information about the subscription price will be announced after the Board resolves on the Directed Issue. The contribution in kind, i.e. all shares in Korsnäs will be accounted for in Billerud's balance sheet at an amount based on the price for Billerud shares on NASDAQ OMX Stockholm at the transaction date, i.e. the day Billerud has closed the acquisition of the shares in Korsnäs in accordance with paragraph I. The new shares will entitle to dividends as from the time the shares are recorded in the Shareholders' Register held by Euroclear Sweden.

III. Authorization for the Board to execute an issue of shares with preferential rights for the existing shareholders

The Board proposes that the Board shall be authorized, until the next Annual General Meeting, to resolve on a new issue of shares with preferential rights for the existing shareholders (the "Rights Issue"). The net proceeds from the Rights Issue will be used to repay part of existing outstanding loans of BillerudKorsnäs.

By making use of the authorization, the Board shall have the right to execute the Rights Issue with total proceeds of approximately SEK 2 billion through the issuance of, no more than, so many shares that at any time are within the maximum number of shares determined in the Articles of Association and thereby increase the share capital by, no more than, an amount that at any time is within the maximum share capital determined in the Articles of Association. The authorization includes the right to resolve on an issue of new shares to be paid in cash, and the Board may, if it deems it appropriate, allow shares to be paid by way of set-off. The new shares will entitle to dividends as from the time the shares are recorded in the Shareholders' Register held by Euroclear Sweden.

The principal terms and conditions for the Rights Issue will be the following:

The persons who on the record date of the Rights Issue are registered as shareholders are entitled to receive subscription rights for new shares in the Rights Issue.

Subscription can also be effected without subscription right. To the extent that shares have not been subscribed for through the exercise of subscription rights, allotment shall firstly be made to those who also have subscribed for shares through the use of subscription rights (irrespective of whether the subscriber was registered as shareholder on the record date or not), and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of subscription rights that have been used for subscription of shares and should this not be possible, by the drawing of lots. Secondly, allotment shall be made to those who have subscribed for shares without subscription rights, and in the event that allotment cannot be made in full to those, allotment shall be made pro rata in relation to the number of shares that each one subscribed for, and should this not be possible, by the drawing of lots.

The record date for determining the right to receive subscription rights, the subscription period and the subscription price will be determined by the Board in connection with the Board's resolution to issue new shares by virtue of this authorization. The same applies to the number of subscription rights each share shall entitle to as well as to the number of subscription rights that will be required to subscribe for one new share. Subscription by virtue of subscription rights shall be made by cash payment during the subscription period. Subscriptions not based on subscription rights shall be made through subscription on an application form during the same period. Kinnevik has undertaken to subscribe for shares to an amount of SEK 500 million in the Rights Issue. Frapag Beteiligungsholding AG ("Frapag") has committed to subscribe for shares in the Rights Issue corresponding to its pro rata share of the Rights Issue.

Special conditions relating to the proposed resolutions under item 8

The acquisition of Korsnäs is i.a. conditional upon relevant competition authorities' approval to the combination of Billerud and Korsnäs.

The Board's proposed resolutions under items 8 I-III shall therefore involve that the validity of the Meeting's resolutions are conditional upon such approval having been given. In addition, items 8 I-III are conditional upon each other.

The Board's proposal to resolve to amend the Articles of Association regarding the name of the company (agenda item 9)

As a result of the combination of Billerud and Korsnäs, the Board proposes that the Articles of Association are to be amended as follows:

Current wording

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

**§ 1
Name of the company**

Proposed wording

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

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.

**Articles of Association of BillerudKorsnäs Aktiebolag (publ) (556025-5001)
Adopted at the Extraordinary General Meeting 14 September 2012**

§ 1 Name of the Company

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

§ 2 Object

The object of the company's business is to directly and indirectly carry out forest industry operations, in particular the manufacture and sale of pulp and paper, and to carry out other associated operations.

§ 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.

§ 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 one of 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 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.

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 law (1998:1479) on the accounting of financial instruments.

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 (2005:551).

Frapag Beteiligungsholding AG's proposal regarding determination of the number of Board Members etc.

Frapag, the largest shareholder of Billerud at the time of issuance of this convening notice, holding approximately 21 percent of the share capital and votes in Billerud has, in the light of the combination between Billerud and Korsnäs, proposed the following regarding the composition of the Board, fees to the Board Members and addition to the procedure of appointing a Nomination Committee in the new group:

- The number of Board Members elected by the Meeting shall be 8 with no deputies, according to the below.
- At the Annual General Meeting 2012, the Meeting resolved that an annual fee shall be paid with SEK 570,000 to the Chairman of the Board, SEK 430,000 to the Deputy Chairman of the Board and SEK 270,000 to each of the other Board Members elected by the Annual General Meeting and that remuneration for work in Board Committees shall be paid with SEK 80,000 to the Chairman of the Audit Committee and SEK 40,000 to each of the other members of the Audit Committee and SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the members of the Remuneration Committee. In view of the increased work-load for the Board Members due to the combination with Korsnäs, it is proposed that the remuneration shall be adjusted as follows (the remuneration levels stated below are on a yearly basis). The annual fee for the period until the next annual general meeting (expected to be held during spring 2013) to each of the Board Members elected by the General Meeting shall be paid with SEK 400,000 and to the Chairman of the Board with SEK 1,000,000. Remuneration for work in Board Committees shall be paid with SEK 150,000 to the Chairman of the Audit Committee and with SEK 75,000 to each of the members of the Audit Committee, and with SEK 50,000 to the Chairman of the Remuneration Committee and SEK 25,000 to each of the members of the Remuneration Committee. Further, remuneration shall be paid with SEK 50,000 to each member of the Integration Committee, a committee formed specifically for the integration between Billerud and Korsnäs, which committee shall be of a temporary nature.

The new remuneration levels are on a yearly basis. Fees to Board Members and remuneration for work in Board Committees for the period from when the resolution of the Meeting under this item 10 takes effect until the Annual General Meeting 2013 shall be paid in proportion to the length of the mandate period. Fees to Board Members and remuneration for work in Board Committees for the period from the Annual General Meeting 2012 until the resolution of the Meeting under this item 10 takes effect, shall be paid based on the levels resolved upon at the Annual General Meeting 2012, however, in proportion to the length of the mandate period.

- Mia Brunell Livfors, Wilhelm Klingspor, Mikael Larsson and Hannu Ryöppönen shall be elected as new Board Members. The current Board Members Ingvar Petersson, Helena Andreas, Mikael Hellberg, Ewald Nageler and Yngve Stade have declared that they will resign as Board Members once the appointment of the new Board Members takes effect.

Hannu Ryöppönen is Chairman of the Board of Altor's Private Equity-funds and Hakon Invest AB, further he is Board Member of Amer Sport Corporation Oyj, Novo Nordisk A/S, Neste Oil Oyj, Rautaruukki Oyj, Korsnäs and Value Creation Investments Limited. Hannu Ryöppönen is also a member of Citi Nordic Advisory Board. Previously, Hannu Ryöppönen was Chairman of the Board of Tiimari Oyj and Board Member of ICA AB. Hannu Ryöppönen has been the CFO, and the deputy CEO, of Stora Enso Oyj, the CFO of Royal Ahold BV, IKEA and Industri Kapital and has also had a number of executive management positions within Chemical Bank and Alfa Laval. Hannu Ryöppönen is Graduate in Business Administration from Hanken School of Economics, Helsinki.

Mia Brunell Livfors is Chairman of the Board of Metro International S.A. and Board Member of Korsnäs, Tele2 AB, Millicom International Cellular S.A., Modern Times Group MTG AB, H&M Hennes & Mauritz AB and CDON Group AB. Mia Brunell Livfors is also the CEO and President of Kinnevik. Mia Brunell Livfors has previously had a number of executive management positions within Modern Times Group MTG AB. Mia Brunell Livfors has studied Business Administration at Stockholm university.

Wilhelm Klingspor is Board Member of Kinnevik and Korsnäs and the CEO of Hellekis Säteri AB. Wilhelm Klingspor was previously Board Member of Industriförvaltnings AB Kinnevik and is a graduated Forest Engineer from the Swedish University of Agricultural Sciences, Skinnskatteberg.

Mikael Larsson is Board Member of Transcom WorldWide S.A, Bergvik Skog AB, Latgran Biofuels AB, Vireo Energy AB and Relevant Traffic Europe AB and the CFO of Kinnevik. Mikael Larsson has previously been the Group Controller of Scandinavian Leisure Group (today Thomas Cook Northern Europe) and has also worked with auditing etc. at Arthur Andersen (today Deloitte). Mikael Larsson is Graduate in Business Administration from Uppsala university.

Additional information regarding the proposed new Board Members is available at the company's website, www.billerud.se.

- Hannu Ryöppönen shall be elected as the Chairman of the Board.
- Billerud's Annual General Meeting 2012 adopted a procedure for appointing a Nomination Committee to prepare proposals to the Annual General Meeting 2013. The adopted procedure shall be amended as follows:
 - The Nomination Committee shall comprise of four members (according to the resolution at the Annual General Meeting 2012 the Nomination Committee shall comprise of *no more* than four members), and
 - The Nomination Committee shall be appointed for a term of office commencing at the time of the announcement of the composition of the Nomination Committee and ending when a new Nomination Committee is formed (according to the resolution at the Annual General Meeting 2012 the term of office of the Nomination Committee ended at the close of the next Annual General Meeting).

The proposal shall not have the effect that the procedures for the appointment of the Nomination Committee or the work of the Nomination Committee shall be amended in any other aspect. More information regarding the procedures for the appointment of the Nomination Committee and the work of the Nomination Committee can be found on the company's website at www.billerud.se.

- The resolution of the Meeting regarding this item 10 shall not be valid until Billerud has closed the acquisition of the shares in Korsnäs, such shares having been acquired in accordance with item 8 I.

If the Meeting resolves in accordance with this proposal, the Board will, once the resolution becomes effective and until the close of the next Annual General Meeting, consist of the Board Members Hannu Ryöppönen (Chairman), Mia Brunell Livfors, Jan Homan, Lennart Holm, Gunilla Jönson, Michael M.F. Kaufmann, Wilhelm Klingspor and Mikael Larsson.

For the period from the Meeting until the resolution becomes effective the Board will consist of current Board Members Ingvar Petersson (Chairman), Helena Andreas, Mikael Hellberg, Jan Homan, Lennart Holm, Gunilla Jönson, Michael M.F. Kaufmann, Ewald Nageler and Yngve Ståde.

The Board Members that resign from their appointments in Billerud once the appointment of new Board Members becomes effective, will receive fees and/or remuneration for the period from the Annual General Meeting 2012 until the resolution under this item 10 takes effect in proportion to the length of the mandate period based on the levels resolved upon at the Annual General Meeting 2012.

At the time of issuance of this convening notice, there was no Nomination Committee appointed. However, the members of Billerud's Nomination Committee for the Annual General Meeting 2012 has been informed about the proposals above.

Procedures for appointing the Nomination Committee

Adopted at the Annual General Meeting held on 9 May 2012 – amended at the Extraordinary General Meeting held on 14 September 2012

The Nomination Committee shall comprise four members. The Chairman of the Board shall be the secretary of the Nomination Committee. During the autumn of 2012 the Chairman shall contact the major shareholders (judged by size of shareholding) regarding the formation of a Nomination Committee. The names of the members of the Nomination Committee, and the names of the shareholders they represent, shall be published six months at the latest prior to the 2013 AGM and be based upon the known shareholding immediately prior to the announcement. The Nomination Committee is appointed for a term of office commencing at the time of the announcement of the composition of the Nomination Committee and ending when a new Nomination Committee is formed. Unless Committee members decide otherwise, the Chairman of the Nomination Committee shall be the member representing the largest shareholder (judged by size of shareholding). The Nomination Committee forms a quorum when more than half of its members are present.

If during the Nomination Committee's mandate period one or more of the shareholders represented on the Nomination Committee are no longer among the largest shareholders, then their representatives shall resign their positions and the shareholder or shareholders who have become among the largest shareholders shall have the right to appoint their representatives. Unless there is special cause, no changes shall be made to the composition of the Nomination Committee if only minor changes in shareholding have been made, or the changes take place later than two months prior to the AGM that will decide on proposals made by the Nomination Committee.

Shareholders who appoint members to the Nomination Committee have the right to dismiss their representative and appoint a new one. Equally, the shareholder whose representative requests to leave the Nomination Committee before its work is completed has the right to replace such a representative. Changes to the composition of the Nomination Committee shall be published as soon as they take place.

The Nomination Committee shall produce proposals for the following items to be decided by the 2013 AGM:

- a) proposal for Chairman of the Meeting,
- b) proposals for number of Board members,
- c) proposal for nomination of Board members, Chairman and Deputy Chairman of the Board,
- d) proposal for nomination of auditors,
- e) proposals for Board fees and distribution between Chairman and Deputy Chairman of the Board and other members, and possible remuneration for committee work,
- f) proposal for fees to auditors,
- g) proposal for procedures for appointing the Nomination Committee.

The Nomination Committee shall make available the requisite information to Billerud so that Billerud can meet the information requirements of the Swedish code of corporate governance.

Furthermore, the Nomination Committee shall in performing its duties meet the requirements set by the Swedish code of corporate governance for nomination committees, and Billerud shall at the request of the Nomination Committee provide staff resources, such as secretary of the Nomination Committee, in order to facilitate the Nomination Committee's work. If so required, Billerud shall also pay reasonable costs for external consultants and similar which are considered necessary by the Nomination Committee for it to perform its duties.
