

## **Extraordinary General Meeting**

Shareholders of Billerud AB (publ) are hereby invited to attend the Extraordinary General Meeting at 11.a.m. on Wednesday 7 September 2005 at Bonnier Conference Center in Stockholm.

The address of Bonnier Conference Center is Torsgatan 21, Stockholm. This is a few minutes' walk from St. Eriksplan, which is served by the underground and by buses nos. 3 and 4. Cars can be parked at St. Eriksplan and Torsgatan.

The premises where the meeting will be held will be open from 10 a.m.

## **Notification**

Shareholders wishing to take part in the meeting must:

- Be registered in the Shareholders' Register held by VPC AB (the Swedish Central Securities Depository) by Sunday 28 August 2005 (shareholders are reminded that 28 August is a Sunday, see below);
- Notify the company of their intention to attend the AGM not later than 4 p.m. on Thursday 1 September 2005. Notification shall be made in writing to Billerud AB, Investor Relations, Box 703, SE-169 27 Solna, Sweden, by telephone to +46 8 553 335 40 or by telefax to +46 8 553 335 65. Notification can also be made via [www.billerud.com/anmalan](http://www.billerud.com/anmalan) or via email to [bolagsstamma@billerud.com](mailto:bolagsstamma@billerud.com) When making their notification shareholders should state their social security number, name, address, telephone number and number of assistants (maximum of two).

Representatives and representatives of legal entities are requested to submit in good time before the meeting the original copy of their authorisation, registration certificate and other relevant authorisation documents. An authorisation form can be downloaded from the company's website.

To be able to participate at the meeting, shareholders whose shares are registered in the name of a nominee must request that their own names be temporarily registered in the share register kept by VPC AB. This procedure, so-called voting right registration, must be effected not later than Sunday 28 August 2005, which means that the shareholder must inform the nominee in good time before this date. Shareholders are reminded that 28 August 2005 is a Sunday and that registration must therefore be executed by Friday 26 August 2005.

## **Proposed Agenda**

1. Opening of the Meeting.
2. Election of Chairman for the Meeting.
3. Drawing up and approval of voting list.
4. Election of one or two persons to verify the minutes.
5. Determination whether the Meeting has been duly convened.
6. Approval of the Agenda.
7. Resolution on number of Board Members.
8. Determination of remuneration for newly elected Board Member.
9. Election of Board Member.
10. Closing of the Meeting.

## **Motions**

### **Background**

Shareholders in Frapag Vermögensverwaltung GmbH (hereafter "Frapag") have written to the Billerud Board to inform the Board that Frapag owns more than 10% of all shares and votes in Billerud AB (publ) and that Frapag therefore, in accordance with the Swedish Companies Act, has requested that the Billerud Board calls an Extraordinary General Meeting to elect an additional Board member.

### **Point 7**

Frapag proposes that, until the end of the next Annual General Meeting, the Board consist of eight members and no Deputies.

### **Point 8**

Frapag proposes that the total remuneration to Board members be increased by SEK 200,000 so that the new Board member shall receive the same remuneration as other Board members (not the Chairman) elected by shareholders, and that remuneration to the Board member elected at the Extraordinary Meeting shall only be paid for the mandated period for which the new member serves.

### **Point 9**

The Board proposes that the Meeting elect Mr. Michael M.F. Kaufmann as a new member of the Board for the period up to the end of the next Annual General Meeting.

Mr. Michael M.F. Kaufmann is an Austrian citizen and was born in 1948. After studying for his MBA he has held various managerial positions within the family paper

business, Frantschach (now Mondi Packaging), which was sold to Anglo American Plc in 2004. Among other posts, Mr. Michael M.F. Kaufmann is currently chairman of the family-owned holding company, Frapag Industrieholding AG, which has investments in real estate, industry and financial assets worldwide.

## **Other**

In accordance with the principles established at the 2005 Annual General Meeting for the establishment of the nominations committee, the Chairman of the Board has contacted a number of larger shareholders concerning the proposal made by Frapag. Shareholders representing around 22% of all shares and votes have informed the company that they support the proposals outlined in points 7-9.

Solna, August 2005

The Board of Directors

For further information please contact:

Ingvar Petersson, Chairman of the Board of Billerud AB, +46 70-595 76 05