



## **Instruction for the Nomination Committee for the 2015 AGM**

The Nomination Committee shall comprise of four (4) members. During the autumn of 2014 the Chairman shall contact the largest 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 having appointed the members, shall be published no later than six months prior to the 2015 Annual General Meeting and be based upon the known shareholding as per 30 September 2014. The Nomination Committee is appointed for a term of office commencing at the time of the announcement of its composition and ending when a new Nomination Committee is formed. Unless the Committee members agree otherwise, the Chairman of the Nomination Committee shall be the member appointed by the largest shareholder (judged by size of shareholding). The Committee forms a quorum when more than half of its members are present.

If during the Committee's term of office one or more of the shareholders that have appointed members to the Nomination Committee are no longer among the largest shareholders, then the members appointed by these shareholders shall resign their positions and the shareholder or shareholders who have become among the largest shareholders shall be offered the opportunity to appoint members to the Nomination Committee. 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 if the changes take place later than two months prior to the General Meeting that will decide on proposals made by the Committee.

Shareholders who appoint members to the Nomination Committee have the right to dismiss their member and appoint a new one. Equally, the shareholder whose member requests to leave the Committee before its work is completed has the right to replace such a member. 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 2015 Annual General Meeting:

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

The Nomination Committee shall make available the requisite information to BillerudKorsnäs so that BillerudKorsnäs 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 BillerudKorsnäs shall at the request of the Nomination Committee provide staff resources, such as secretary of the Committee, in order to facilitate the Committee's work. If so required, BillerudKorsnäs shall also pay reasonable costs for external consultants and similar which are considered necessary by the Committee for it to perform its duties.