

This is an in-house translation. In case of any discrepancies between the Swedish original and this translation, the Swedish original shall prevail. Please note that the Annual General Meeting will be conducted in Swedish and simultaneously interpreted into English.

Annual General Meeting 2013 BillerudKorsnäs Aktiebolag (publ)

The shareholders of BillerudKorsnäs Aktiebolag (publ) are hereby invited to attend the Annual General Meeting at 2.00 p.m. on Tuesday 7 May 2013 at Hotel Rival, Mariatorget 3, Stockholm, Sweden.

The premises for the Meeting will be open for registration at 1.00 p.m. when coffee will be served.

Participation

Shareholders wishing to take part in the Annual General Meeting shall:

- be registered in the Shareholders' Register kept by Euroclear Sweden AB by Tuesday 30 April 2013, and
- notify the company of their intention to attend the Annual General Meeting not later than 4.00 p.m. on Tuesday 30 April 2013. Notification shall be made in writing by post to BillerudKorsnäs Aktiebolag, "AGM", P.O. Box 7841, SE-103 98 Stockholm, Sweden, or by telephone to +46 8 402 90 62. Notification can also be made via the company's website www.billerudkorsnas.se/anmalan. In their notification shareholders should state their name, personal-/corporate identity number, address, daytime telephone number, number of shares held and, where applicable, number of representatives and assistants (maximum of two).

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 are temporarily registered in the share register kept by Euroclear Sweden AB. This procedure, so-called voting right registration, must be effected not later than on Tuesday 30 April 2013, which means that the shareholder must inform the nominee well in time before this date.

If participation is to be made through a proxy or representatives of legal entities, the original document of their authorisation, registration certificate and other relevant authorisation documents should be submitted in good time before the Meeting. A template proxy form can be downloaded from the company's website, www.billerudkorsnas.se/anmalan.

An entry card entitling participation at the Meeting will be sent out prior to the Meeting. If a shareholder has not received an entry card prior to the Meeting, he/she can obtain a new entry card at the information desk by providing proof of identity.

Proposed Agenda

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 of the annual report and the auditors' report as well as the consolidated accounts and consolidated auditors' report for the 2012 financial year.
8. Report on the work of the Board and Board Committees over the past year.
9. Presentation by the Chief Executive Officer.
10. Resolution on:
 - a) the adoption of the income statement and the balance sheet as well as the consolidated

- income statement and consolidated balance sheet for 2012,
- b) the appropriation of the company's profit according to the adopted balance sheet for 2012 and the record date for the dividend, and
 - c) discharge from personal liability for Board Members and the CEO for their administration for the year 2012.
11. Account of the Nomination Committee's work and proposals.
 12. Resolution on number of Board Members to be elected by the Meeting.
 13. Resolution on fees for Board Members and remuneration for Committee work and resolution on fees for auditors.
 14. Election of Board Members and Chairman of the Board.
 15. Election of auditor.
 16. Resolution on procedures for appointment of the Nomination Committee for the 2014 Annual General Meeting.
 17. The Board's proposal regarding guidelines for remuneration to senior executives.
 18. The Board's proposals regarding resolutions on:
 - (a) introduction of long-term incentive program 2013; and
 - (b) transfer of shares to the participants in the long-term incentive program 2013.
 19. Resolution on amendment of the Articles of Association.
 20. Closing of the Meeting.

Motions

Item 2

The Nomination Committee proposes that the lawyer Wilhelm Lünig is elected to be Chairman of the Meeting.

Item 10 (b)

The Board of Directors proposes a dividend of SEK 2 per share. The record date for dividend is proposed to be on Monday 13 May 2013. If the Meeting resolves in accordance with the Board's proposal, the dividend is estimated to be paid out by Euroclear Sweden AB on Thursday 16 May 2013.

A reasoned statement from the Board of Directors, pursuant to Ch 18 Sec 4 of the Companies Act (2005:551), with respect to the proposed dividend will be available not later than on Tuesday 16 April 2013 on the company's website at www.billerudkorsnas.com, at the company's office at Frösundaleden 2 B, Solna, Sweden, and will be sent by post to those shareholders who so request and state their postal address.

Item 12

The Nomination Committee proposes that the Board shall consist of eight (8) ordinary members, including the Chairman.

Item 13

The Nomination Committee proposes the following:

- that the annual fee to ordinary Board Members not employed by the BillerudKorsnäs Group shall be SEK 400,000 (unaltered) per Member, and that the annual fee to the Chairman shall be SEK 1,000,000 (unaltered),
- that the annual remuneration for work on Board Committees be paid to members appointed by the Board and shall be SEK 150,000 (unaltered) to the chairman of the Audit Committee, SEK 75,000 (unaltered) to each of the other members of the Audit Committee, SEK 50,000 (unaltered) to the chairman of the Remuneration Committee and SEK 25,000 (unaltered) to each of the other members of the Remuneration Committee, and also SEK 50,000 (unaltered) to each of the members of the Integration Committee;
- that fees to the auditors during the mandate period be paid by current account.

Item 14

The Nomination Committee proposes that Hannu Ryöppönen, Mia Brunell Livfors, Jan Homan, Lennart Holm, Gunilla Jönson, Michael M.F. Kaufmann, Wilhelm Klingspor and Mikael Larsson are re-elected as ordinary Board Members.

The Nomination Committee further proposes that the Annual General Meeting re-elects Hannu Ryöppönen as Chairman of the Board and that no Deputy Chairman is elected.

The Nomination Committee's motivated statement explaining its proposals regarding the Board of Directors and information about the proposed directors of the Board are available on the company's website at www.billerudkorsnas.com.

Item 15

The Nomination Committee proposes that the Annual General Meeting shall re-elect the registered accounting firm Ernst & Young AB as the company's auditor for the period until the close of the 2014 Annual General Meeting. Ernst & Young AB will appoint the authorised public accountant Lars Träff as auditor-in-charge.

Item 16

The Nomination Committee proposes that the procedures for the appointment of the Nomination Committee for the 2014 Annual General Meeting shall be as follows:

The Nomination Committee shall comprise of four (4) members. During the autumn of 2013 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 they represent, shall be published six months at the latest prior to the 2014 Annual General Meeting and be based upon the known shareholding as per 30 September 2013. 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 representing 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 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 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 representative and appoint a new one. Equally, the shareholder whose representative requests to leave the 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 2014 Annual General Meeting:

- (a) proposal for Chairman of the Meeting,
- (b) proposal for number of Board Members,
- (c) proposal for nomination of Board Members and Chairman of the Board,
- (d) proposals for nomination of auditors,
- (e) proposals for Board fees and distribution between Chairman of the Board 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 the company 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.

Item 17

The Board proposes that the Meeting resolves to adopt the following guidelines for remuneration to the executive officers of the BillerudKorsnäs Group. Executive officers are the CEO, the Executive Vice President and the other members of the senior management team.

BillerudKorsnäs shall set the remuneration levels and employment terms that are appropriate in order to recruit and keep a management team with a high level of competence and the capability to achieve established goals. Remuneration shall motivate executives to do their utmost to secure shareholders' interests. Remuneration may be in the form of fixed salary, variable salary, long-term incentive programs and other benefits such as pension or company car. Fixed and variable salary shall be set in relation to competence, area of responsibility and performance. Variable remuneration will be based on outcomes in relation to established targets and shall be a maximum of a fixed percentage of annual fixed salary and vary between 30 per cent and 50 per cent. However, variable remuneration shall only be paid on condition that the company's operating result is positive. Long-term incentive programs within the company shall primarily be linked to certain pre-determined financial and share price related performance criteria. The programs shall ensure long-term commitment to the development of the company and shall be implemented on market terms. Long-term incentive programs shall run for at least three years. For more information about the existing long-term incentive programs, see the company's annual report and website. For further information regarding the proposed Long Term Incentive Program 2013, please see the Board's proposal according to item 18 on the agenda. Pension benefits shall either be defined-benefit or defined-contribution, and normally give an entitlement to pension from age 65. In some cases the retirement age may be lower, although 62 is the lowest retirement age. Six to twelve months is the normal notification period for termination of employment, and severance pay shall be a maximum of 12 months' salary in the event of dismissal by the company.

Remuneration and employment terms for the CEO are prepared by the Remuneration Committee and decided by the Board. Remuneration and employment terms for members of the senior management team are decided by the CEO, after approval from the Remuneration Committee.

The Board of BillerudKorsnäs has the right to deviate from these guidelines in individual cases if there is a good reason.

The auditor's statement according to Ch 8 Sec 54 of the Companies Act (2005:551) and the Board of Directors' report of the result of the Remuneration Committee's evaluation according to the Swedish corporate governance code and information regarding deviations from the guidelines, and the reason for this, according to Ch 8 Sec 51 of the Companies Act (2005:551) will be made available not later than on Tuesday 16 April 2013 on the company's website at www.billerudkorsnas.com, at the company's office at Frösundaleden 2 B, Solna, Sweden, and will be sent by post to those shareholders who so request and state their postal address.

Item 18

The Board of Directors proposes that the Meeting resolves to introduce a long-term incentive program ("LTIP 2013") and transfer of shares to the participants in LTIP 2013 in accordance with items 18 a) and b). LTIP 2013 has the same structure as the long-term incentive programs adopted previous years (2010 - 2012)

a) Introduction of a long-term incentive program 2013

The Board of Directors proposes that the Annual General Meeting resolves on the introduction of a long term share based incentive plan, LTIP 2013, as follows.

LTIP 2013 in brief

The Board of Director's main objective with the proposal of LTIP 2013 is to strengthen BillerudKorsnäs' capability to retain the best talent for key leadership positions. The aim is further that managers and key employees whose efforts have direct impact on BillerudKorsnäs' result, profitability and value growth, shall be stimulated to increased efforts by aligning their interests and perspectives with those of the shareholders.

LTIP 2013 comprises up to 25 executive officers and other key employees within the BillerudKorsnäs Group, identified as essential to the future development of the Group. To participate in LTIP 2013, the participants must own BillerudKorsnäs shares. Such shares could be previously held, and not already allocated to previous incentive plans, or purchased on the market in conjunction to the notification of participation in the program, which occurs after the AGM 2013. Thereafter, the participants will be allotted BillerudKorsnäs shares, free of charge, after the vesting period of three years, commencing after the 2013 Annual General Meeting and ending in conjunction with the publication of BillerudKorsnäs' first quarter report for the year 2016, provided that certain conditions are fulfilled.

Participants in LTIP 2013

LTIP 2013 comprises up to 25 persons consisting of the CEO, the Executive Vice President and the other members of the Senior Management Team and other executives with key positions in the Group.

Personal investment and allotment of share rights

To participate in LTIP 2013, the participants must purchase BillerudKorsnäs shares at market price on NASDAQ OMX Stockholm ("Saving Shares"). Previously held BillerudKorsnäs shares, which are not already allocated to previously adopted long-term incentive programs, may also be accounted for as Saving Shares.

Participants are offered to allocate Saving Shares not exceeding a number equal to 10 per cent of the participant's gross base salary as per year end 2012 divided by the closing price of the BillerudKorsnäs share per the last trading day of 2012, i.e. 28 December 2012 (SEK 61.25) (the "Closing Price"). Participants who have received a new position or extended area of responsibility in the new group BillerudKorsnäs shall instead be offered to allocate Saving Shares not exceeding a number equal to 10 per cent of the participant's gross base salary as per 1 January 2013 divided by the Closing Price.

Saving Shares shall be purchased or allocated to the program in connection with the notification to participate in LTIP 2013. If the participant has insider information which prevents him/her from purchasing BillerudKorsnäs shares in connection with the notification to participate in LTIP 2013 the shares shall be purchased as soon as possible, but prior to the next Annual General Meeting.

New members of the senior management team and / or other key employees that have not yet commenced their employment at the time when notification to participate in the program at the latest shall be given, may, upon the condition that the employment commences during 2013, be offered to participate in the program, if the Board of Directors deems it to be in line with the purpose of LTIP 2013.

For each Saving Share that the participant invests in and allocates to LTIP 2013, the participant is, free of charge, allotted 1 matching share right ("Matching Share Right") 3 performance share rights ("Performance Share Right") (together referred to as "Share Rights"). However, the CEO will be allotted 1 Matching Share and 5 Performance Share Rights for each Saving Share allocated to LTIP 2013 and the Executive Vice President and will be allotted 1 Matching Share and 4 Performance Share Rights for each Saving Share allocated to LTIP 2013. Provided that the conditions set out below are fulfilled, the Share Rights entitle to allotment of BillerudKorsnäs shares as described below. Allotment of shares in BillerudKorsnäs will be made, free of charge, after the release of the interim report for the period January – March 2016.

Matching Share Right

For each Saving Share that the participant invests in and locks in to LTIP 2013, the participant is, free of charge, allotted 1 Matching Share Right, which entitles the participant to, free of charge, receive 1 BillerudKorsnäs share, based on the conditions that the participant is (with certain exceptions including e.g. participant's death, disability, retirement or the divestiture of the participant's employing company from BillerudKorsnäs or consequences of a change of control) still employed by the BillerudKorsnäs Group and has retained the Saving Shares at the release of the interim report for the period January – March 2016.

Performance Share Right

For each Saving Share that the participant invests in and allocates to LTIP 2013, the participant is, free of charge, allotted 3 Performance Share Rights. However, the CEO will be allotted 5 Performance Share Rights for each Saving Share allocated to LTIP 2013 and the Executive Vice President and will be allotted 4 Performance Share Rights for each Saving Share allocated to LTIP 2013. The Performance Share Rights are divided into three series, series A-C. For all participants, except the CEO, the Executive Vice President and the CFO, each Saving Share entitles to 1 Performance Share Right of each series. For the CEO each Saving Share entitles to 2 Performance Share Rights of series A, 1 Performance Share Right of series B and 2 Performance Share Rights of series C. For the Executive Vice President and CFO each Saving Share entitles to 1.5 Performance Share Rights of series A, 1 Performance Share Right of series B and 1.5 Performance Share Rights of series C.

The allotment of BillerudKorsnäs shares due to Performance Share Rights of Series A-C requires that the conditions for the Matching Share Rights are fulfilled. In addition, allotment of BillerudKorsnäs shares due to Performance Share Rights requires fulfillment of certain performance conditions. The performance conditions vary for the respective series and are based on financial goals during the financial years 2013-2015. The Board of Directors intends to present whether the conditions have been fulfilled in the annual report of 2015.

Series A The performance conditions for the Performance Share Rights of series A relate to BillerudKorsnäs' average operating margin for the period 2013-2015 ("EBIT Margin") . (for the purposes of determining the level of fulfillment of the performance targets, EBIT Margin for BillerudKorsnäs will be adjusted so to be unaffected if the average currency exchange rates during 2013-2015 deviates more than five per cent compared to year-end 2012.) The maximum level of allotment under the performance conditions is an EBIT Margin of 11.5 per cent and the minimum level of allotment is an EBIT Margin of 8.5 per cent. If the EBIT Margin amounts to the maximum level of 11.5 per cent or more, maximum allotment of 1 BillerudKorsnäs share per Performance Share Rights of series A shall be made. If the EBIT Margin should be lower than 11,5 per cent, but exceeding the minimum level of 8.5 per cent, a linear reduction of the allotment of BillerudKorsnäs shares shall be made. If the EBIT Margin amounts to 8.5 per cent or less, the Performance Share Rights of series A shall not entitle to allotment of BillerudKorsnäs shares.

Series B The performance conditions for the Performance Share Rights of series B relate to BillerudKorsnäs' EBIT margin in comparison with the average operating margin for the period 2013-2015 for a peer group of certain selected companies ("Comparing EBIT-margin"). The peer group consists of companies and their business areas with businesses including production and sale of pulp, paper and board as well as packaging materials and packaging solutions made thereof, that the Board of Directors has considered to be comparable to BillerudKorsnäs. The Board of Directors shall be authorized, in particular situations, to adjust the peer group's composition. The peer group is composed by of Mondi Europe and International (Packaging Paper), Smurfit Kappa Group, Stora Enso Renewable Packaging, Mead Westvaco (Food & Beverage and Home, Health & Beauty) Klabin and Metsä Board (Paperboard). If BillerudKorsnäs' EBIT-margin exceeds Comparing EBIT-margin, maximum allotment of 1 BillerudKorsnäs share per Performance Share Rights of series B shall be made. If BillerudKorsnäs' EBIT-margin is the same or lower than Comparing EBIT-margin, the Performance Share Rights of series B shall not entitle to allotment of BillerudKorsnäs shares.

Series C The performance conditions for the Performance Share Rights of series C relate to BillerudKorsnäs' total shareholder return for the period 2013-2015 ("TSR") in comparison with the total shareholder return for the period 2013-2015 for a peer group of certain listed Nordic companies with businesses including production and sale of pulp, paper and board as well as packaging materials and packaging solutions made thereof ("Comparing TSR"), where the lowest and highest quotation of total shareholder return in the peer group shall be excluded when calculating the Comparing TSR. The Board of Directors shall be authorized, in particular situations, to adjust the peer group's composition. The peer group is composed by the listed Nordic companies in the paper-packing business Ahlstrom, Holmen, M-real, Rottneros, SCA, Stora Enso and UPM. The maximum level of allotment under this performance condition is that TSR exceeds Comparing TSR by 10 percentage points or more and the minimum level is that TSR exceeds Comparing TSR. If BillerudKorsnäs' TSR exceeds Comparing TSR by 10 percentage points or more, maximum allotment of 1 BillerudKorsnäs share per Performance Share Rights of series C shall be made. If BillerudKorsnäs' TSR exceeds Comparing TSR, however with less than 10 percentage points, a linear reduction of the allotment of BillerudKorsnäs shares shall be made. If BillerudKorsnäs' TSR amounts to, or is less than Comparing TSR, the Performance Share Rights of series C shall not entitle to allotment of BillerudKorsnäs shares.

Terms and conditions for the Share Rights

In addition to what has been stated above, the following terms and conditions apply for both the Matching Share Rights and the Performance Share Rights:

- The Share Rights are intended to be allotted, free of charge after the Annual General Meeting 2013.
- The participants are not entitled to transfer, pledge or dispose the Share Rights or perform any shareholder's rights regarding the Share Rights.
- Allotment, free of charge, of BillerudKorsnäs shares, on the basis of the Share Rights, will take place after the publication of BillerudKorsnäs' first quarter report for the year 2016.
- BillerudKorsnäs will make no adjustments or compensations to the participants of LTIP 2013 due to dividend regarding the shares that the respective Share Right qualifies for.
- The maximum profit per participant is limited to an amount of SEK 230 per Share Right, equal to a maximum of 18 - 27 monthly salaries. The calculation shall be done based on the

salary on which the calculation of the number of Saving Shares that the participant has a right to purchase has been done (see *Personal investment and allotment of share rights* above). In the event that the profit, when calculating the allotment according to LTIP 2013, should exceed this maximum limit of SEK 230 per Share Right, adjustment shall be made by consequently decreasing the number of BillerudKorsnäs shares that the participant is entitled to receive.

Detailed terms and administration

The Board of Directors, or the remuneration committee, shall be responsible for determining the detailed terms and administration of LTIP 2013 to be applicable between BillerudKorsnäs and the participant, however within the scope of herein given frames and directions. The Board of Directors shall be authorised to make the necessary adjustments to fulfil certain rules or market prerequisites in other jurisdictions. If delivery of shares cannot be accomplished at reasonable costs and with reasonable administrative efforts to persons outside Sweden, the Board of Directors shall be entitled to decide that the participating person may instead be offered a cash based settlement. The Board may also make other adjustments, including e.g. a right to resolve on a reduced allotment of shares, if material changes would occur within the BillerudKorsnäs Group or on the market that, according to the Board's assessment, would lead to that the resolved terms and conditions for allotment of shares under LTIP 2013 no longer fulfils the main objectives.

Scope

In total, LTIP 2013 comprises a maximum of 72,000 Saving Shares, which can involve allotment of in total a maximum of 325,600 BillerudKorsnäs shares (a maximum of 72,000 due to the Matching Share Rights and a maximum of 253,600 due to the Performance Share Rights). An additional 76,000 BillerudKorsnäs shares are assigned for shares that can be transferred by BillerudKorsnäs in order to hedge certain costs, mainly social security costs. The maximum number of BillerudKorsnäs shares which are included in the LTIP 2013 are thus 401,600, which correspond to approximately 0.2 per cent of the number of outstanding shares and votes in BillerudKorsnäs.

The number of shares included in the LTIP 2013 which can be transferred to the participants shall be subject to recalculation due to bonus issues, consolidation or share split, new issue of shares or similar measures carried out by BillerudKorsnäs according to accepted practice for similar incentive programs.

In total, LTIP 2013 comprises a maximum of 401,600 BillerudKorsnäs shares. On 31 December 2012, the previously adopted long-term incentive programs, LTIP 2010, LTIP 2011 and LTIP 2012, comprised a maximum of 625,375 BillerudKorsnäs shares and 230,000 BillerudKorsnäs shares which are assigned for shares to be transferred by BillerudKorsnäs in order to hedge certain costs, mainly social security costs. The proposed LTIP 2013 together with LTIP 2010, LTIP 2011 and LTIP 2012 would entail a dilution of shares of approximately 0.6 per cent of the number of outstanding shares and votes in BillerudKorsnäs.

Hedging

In order to secure delivery of BillerudKorsnäs shares under LTIP 2013, the Board of Directors proposes that the Board of Directors shall have the right to decide on alternative methods for transfer of BillerudKorsnäs shares under LTIP 2013. The Board of Directors therefore proposes to have the right to decide to transfer own BillerudKorsnäs shares (in accordance with item 18 b) below) or to enter into so-called equity swap agreements with a third party in order to meet the requirements under LTIP 2013. The Board of Directors regards the first alternative to be the most cost efficient and flexible arrangement for the conveyance of BillerudKorsnäs shares and for covering certain cost, mainly social security cost.

Estimated costs and values of the LTIP 2013

The Board of Directors has estimated the average value of each Share Right to SEK 43.80. The estimation is based on generally accepted valuation models using the closing price for the

BillerudKorsnäs share on 18 March 2013, statistics on the share price development as well as projected dividends. The aggregate estimated value of the 72,000 Matching Share Rights and 253,600 Performance Share Rights, based on a 50 per cent fulfillment of the performance conditions and estimations on turnover of personnel, is approximately MSEK 7.8. The value is equivalent to approximately 0.06 per cent of the market capitalisation for BillerudKorsnäs as of 18 March 2013. The costs are treated as a staff cost in the profit and loss accounts and it is expensed over the first 36 months in accordance with IFRS 2 on share-based payments. In the profit and loss accounts, social security costs will accrue in accordance with UFR 7 during the vesting period. The size of these costs will be calculated on the BillerudKorsnäs share price development during the vesting period and allotment of the shares. Based on a theoretical assumption of a yearly increase of 10 per cent of the share price and a vesting period of three years, the cost for LTIP 2013 including social security costs is approximately MSEK 12.0, which on a yearly basis equals to approximately 0.2 per cent of BillerudKorsnäs' total staff costs for the financial year 2012. The maximum cost for LTIP 2013, based on the above assumptions, is estimated to be approximately MSEK 37.8, including MSEK 23.5 in social security costs.

Effects on key ratios

In the event of full participation in LTIP 2013, BillerudKorsnäs' staff costs are expected to increase with approximately MSEK 4.0 annually. On a proforma basis for 2012, these costs equal a negative effect on BillerudKorsnäs' operating margin of approximately 0.04 percentage points and a decrease of earnings per share of approximately SEK 0.02.

Nevertheless, the Board of Directors considers that the positive effects on the result, which are expected to arise from the increase of the shareholding by managers and key employees and which, in addition, may further be expanded by the shareholding in LTIP 2013, exceed the costs related to LTIP 2013.

The preparation of the proposal

LTIP 2013, which is based on the previous long-term incentive program, has been initiated and prepared by the BillerudKorsnäs' Remuneration Committee together with external advisors. At the Board meeting on 12 March 2013 the Board of Directors resolved to introduce a long-term incentive program under existing principles and instructed the Remuneration Committee to further draw up the terms for the long-term incentive program.

Other incentive programs in BillerudKorsnäs

Please refer to BillerudKorsnäs' annual report or the company website www.billerudkorsnas.com for a description of all other share based incentive programs in BillerudKorsnäs. BillerudKorsnäs has no other share-based incentive programs than those described there.

b) Transfer of shares to the participants in the long-term incentive program 2013

Background

In order to implement the LTIP 2013 in a cost efficient and flexible manner, the Board of Directors has considered different hedging methods for the transfer of shares under the program. Based on these considerations, the Board of Directors intends to secure delivery of BillerudKorsnäs shares under LTIP 2013, by way of entering into an equity swap agreement with a third party (in accordance with the resolution under *Hedging* above), or, provided that the Annual General Meeting resolves in accordance with this item on the agenda, by way of transfer of BillerudKorsnäs' own shares held in treasury.

The Board of Directors proposal

The Board of Directors proposes that the Annual General Meeting resolves on transfer of shares in accordance with the terms and conditions set out below:

- Transfer may be made of a maximum of 325,600 BillerudKorsnäs shares held in treasury to the participants in LTIP 2013 (or the higher number of shares that may result from the

conversion under the terms of the program due to bonus issues, consolidation or share split, new issue of shares or similar actions carried out by BillerudKorsnäs, according to accepted practice for similar incentive programs).

- Transfer of shares shall be made free of charge in accordance with the conditions that the participants in LTIP 2013.
- Further, the BillerudKorsnäs shall have the right, prior to the Annual General Meeting 2014 in order to hedge certain costs, (mainly social security costs) relating to BillerudKorsnäs' long term incentive programs, to
 - divest a maximum of 109.000 shares of BillerudKorsnäs' total own holdings of BillerudKorsnäs shares for the purpose of covering certain costs for LTIP 2010;
 - divest a maximum of 64.000 shares of BillerudKorsnäs' total own holding of BillerudKorsnäs shares, for the purpose of covering certain costs for LTIP 2011;
 - divest a maximum of 57.000 shares of BillerudKorsnäs' total own holdings of BillerudKorsnäs shares for the purpose of covering certain costs for LTIP 2012, and
 - divest a maximum of 76,000 shares of BillerudKorsnäs' total own holdings of BillerudKorsnäs shares for the purpose of covering certain costs for LTIP 2013.
- Divestment of the shares under this item, shall be effected at NASDAQ OMX Stockholm at a price within the price interval registered at each time for the share.

The reasons for the deviation from shareholders' preferential rights are that the transfer of the shares is a step to achieve LTIP 2010, LTIP 2011, LTIP 2012 and LTIP 2013. Therefore, and in light of the above, the Board considers it to be an advantage for BillerudKorsnäs to transfer and divest shares in accordance with the above proposal in order to meet the requirements of the approved incentive program.

Item 19

The Board proposes that the Meeting resolves to amend Section 2 in BillerudKorsnäs' Articles of Association regarding the object of the company's business, in accordance with the following:

Present wording

§ 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.*

Proposed new wording

§ 2 Object of operations

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

The Articles of Association in its proposed new wording is available on the company's website at www.billerudkorsnas.com, at the company's office at Frösundaleden 2 B, Solna, Sweden, and will be sent by post to those shareholders who so request and state their postal address.

Number of shares

At the time of the issuance of this notice there are 208,219,834 shares in the company representing one vote each. Thus the total number of votes is 208,219,834. The company owned 1,718,947 of its own shares, which may not be represented at the Meeting. The total number of votes in the company at the time of the issuance of this notice are therefore 206,500,887.

Specific majority requirements for the Board's proposals under items 18 and 19

To be valid, the Meeting's decision concerning item 18(a) must gain the support of shareholders representing at least half of the votes cast by shareholders attending the Meeting and to be valid, the Meeting's decision concerning item 18(b) must gain the support of shareholders representing at least nine-tenths of both the votes cast and the shares represented at the Meeting. The Board's proposal pursuant to item 18(b) is conditional on that the Board's proposal regarding the introduction of a Long Term Incentive Program 2013, item 18(a), has been approved by the Annual General Meeting of the Shareholders. The Meeting's decision concerning item 19 must gain the support of shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting.

Authorisation

The Board of Directors, or the person that the Board will appoint, is authorised to make the minor adjustments in the resolutions by the Annual General Meeting pursuant to item 19 as may be required in connection with registration at the Companies Registration Office.

Documentation

The account on the work of the Nomination Committee ahead of the 2013 Annual General Meeting including the Nomination Committee's motivated statement regarding proposals for the Board etc., information on the proposed directors of the Board and the proposed wording of the Articles of Association will, from today, be available on the company's website at www.billerudkorsnas.com, at the company's office on Frösundaleden 2 B, Solna, Sweden, and will be sent by post to those shareholders who so request and state their postal address.

The annual report and the auditors' report for the 2012 financial year, the reasoned statement of the Board of Directors pursuant to Ch 18 Sec 4 of the Companies Act (2005:551), the Board of Directors' report of the results of the Remuneration Committee's evaluation according to the Swedish code of corporate governance and information regarding deviations from the guidelines, and the reason for this, according to Ch 8 Sec 51 of the Companies Act (2005:551) and the auditor's statement pursuant to Ch 8 Sec 54 of the Companies Act (2005:551) will be made available not later than on Tuesday 16 April 2013 on the company's website at www.billerudkorsnas.com, at the company's office on Frösundaleden 2 B, Solna, Sweden, and will be sent by post to those shareholders who so request and state their postal address.

Information on the shareholders' right to request information

Upon request by any shareholder and where the Board of Directors believes that such may take place without significant harm to the company, the Board of Directors and managing director shall provide information at the General Meeting 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 duty to provide information shall also apply to the company's relationship to other group companies and group accounts and such circumstances regarding subsidiaries as specified in the previous sentence.

Solna, March 2013

The Board of Directors

Statement of Auditor in accordance with Chapter 8, Section 54 of the Swedish Companies Act (SFS 2005:551), on whether or not the guidelines adopted by the Annual General Meeting regarding compensation to Directors and Management have been complied with.

To the Annual General Meeting of BillerudKorsnäs AB (publ), org.nr. 556025-5001

Introduction

We have examined whether or not the Board of Directors and the Chief Executive Officer of BillerudKorsnäs AB (publ), during the year 2012, have complied with the guidelines on compensation to Directors and Management, which were adopted at the General Annual Meeting on 4 May, 2011 and the General Annual Meeting on 9 May, 2012, respectively. It is the responsibility of the Board of Directors and the Chief Executive Officer to ensure compliance with these guidelines. Based on our examination, it is our responsibility to issue a Statement to the Annual General Meeting wherein we pronounce an opinion on whether or not the guidelines have been complied with.

The Scope of the Examination

The examination has been performed in accordance with FAR SRS's recommendation RevR 8 Examination of Compensation to Directors and Management in Listed Companies. This means, that we have planned and performed the examination in such a manner that we, with high, but not absolute assurance, may pronounce whether or not the guidelines, which were adopted by the General Annual Meeting, have been complied with. The examination has covered the company's organisation of, and documentation about, issues concerning compensation for Directors and Management, any and all new decisions concerning compensation, as well as a selection of the financial year's payments to Directors and Management. We believe that our examination provides a reasonable basis for the statement presented below:

Conclusion

It is our opinion that the Board of Directors and the Chief Executive Officer of BillerudKorsnäs AB (publ), during the year 2012 have complied with the guidelines on compensation to Directors and Management, which were adopted by the General Annual Meeting on 4 May, 2011 and 9 May, 2012, respectively. As is evident from the Annual Report, the Company deviates from the guidelines regarding a company officer who has received a severance payment covering 24 months.

Stockholm 3 April, 2013

Ernst & Young AB

Lars Träff
Authorized Public Accountant



BILLERUDKORSNÄS

Power of attorney

Please send the original version of this power of attorney, signed and dated, together with other authorisation documents (if necessary) to **BillerudKorsnäs AB, "AGM", PO Box 7841, SE-103 98 Stockholm, Sweden** in good time before the Annual General Meeting to be held on 7th of May 2013. Please also notify an intention to attend the meeting within the prescribed time and in the prescribed way (see invitation).

Power of attorney for proxy

The following person:

Name of proxy:

Personal code number of proxy (if owning shares):

Address:

Daytime telephone no.:

is hereby authorised to represent all of my/our shares at the Annual General Meeting of BillerudKorsnäs AB on 7th of May 2013.

Shareholders' name/company:

Personal code no. /Organisation no.:

Daytime telephone no.:

Place and date (obligatory):

Signature of shareholder granting power of attorney (or person authorised to sign on behalf of a legal entity).

.....
Signature

.....
Name in block letters

If the person granting power of attorney is signing on behalf of a legal entity then an up-to-date registration certificate or similar document must be enclosed with this power of attorney as evidence of authorisation to sign on behalf of the legal entity.



BILLERUDKORSNÄS

INFORMATION REGARDING THE NOMINEES TO THE BOARD OF DIRECTORS AS PER ITEM 2.6 OF THE SWEDISH CODE OF CORPORATE GOVERNANCE, FOR THE ANNUAL GENERAL MEETING 2013 IN BILLERUDKORSNÄS AKTIEBOLAG

HANNU RYÖPPÖNEN

Board Chairman since 2012, chairman of the remuneration committee and member of the integration committee.

Education: MSc, Economics and Business Administration, Hanken School of Economics, Helsinki.

Year born: 1952

Nationality: Finnish

Other assignments: Chairman, Hakon Invest AB and Altor Private Equity Funds. Board member, Novo Nordisk A/S, Amer Sport Corporation Oyj and Value Creation Investments Ltd.

Background: CFO and EVP, Stora Enso Oyj and Royal Ahold, CFO IK Investment Partners and the IKEA Group. Board member, Korsnäs AB, Neste Oil OYj and Rautaruukki OYj.

Shareholding: 8 960

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

MIA BRUNELL LIVFORS

Board member since 2012 and member of the remuneration committee.

Education: Economics, University of Stockholm

Year born: 1965

Nationality: Swedish

Other assignments: President and CEO, Investment AB Kinnevik. Chairman, Metro International S.A. Board member, Tele 2 AB, Millicom International Cellular S.A., Modern Times Group MTG AB, Efva Attling Stockholm AB, H&M Hennes & Mauritz AB and CDON Group AB.

Background: Various management positions in Modern Times Group MTG AB, Board member, Korsnäs AB.

Shareholding: -



BILLERUDKORSNÄS

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

LENNART HOLM

Board member since 2012, member of the audit committee and chairman of the integration committee.

Education: MSc Chemical Engineering, Chalmers University of Technology MSc Business Administration, University of Gothenburg.

Year born: 1960

Nationality: Swedish

Other assignments: Chairman, Vida AB, Nexam Chemical AB, Vigmed Holding AB and Chamber Tech AB. Board member, BioMass C Holding AB, Nattaro Labs AB, Hempel A/S, LahegaKemi AB and Croviva Invest AB. Deputy Chairman of SOS Children's Villages, Sweden.

Background: Chairman and President of the Perstorp Group, worked for Stora Enso and partner at PAI Partners SAS.

Shareholding: -

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

JAN HOMAN

Board member since 2012 and member of the audit committee.

Education: Economics, University of Vienna.

Year born: 1947

Nationality: Austrian

Other assignments: Chairman, Constantia Flexibles Group. Board member, Allianz Elementar Versicherungen AG, Erste Group Bank AG and Slovenska Sporitelna. President, European Aluminium Foil Association and Flexible Packaging Europe.

Background: President, Constantia Flexibles Group and President, Constantia Teich Group.

Shareholding: -

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

GUNILLA JÖNSON

Board member since 2003

Education: MSc and PhD in Mech. Eng. and Transport Technology, Chalmers University of Technology.



BILLERUDKORSNÄS

Year born: 1943

Nationality: Swedish

Other assignments: Senior Professor in Packaging Logistics, Lund University Faculty of Engineering LTH. Chairman, International Institute for Industrial Environmental Economics. Vice Chairman, Chalmers University of Technology. Board member, SIK, Invest in Skåne AB, Packbridge AB (svb), CIT and Blekinge Institute of Technology.

Background: Dean, Lund University Faculty of Engineering LTH. Various directorships and other positions in SCA Packaging. Research Director, Swedish Packaging Research Institute, Stockholm.

Shareholding: 3 528

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

MICHAEL M.F. KAUFMANN

Board member since 2005 and member of the remuneration committee.

Education: MBA at the Universities of Stuttgart and Erlangen-Nürnberg

Year born: 1948

Nationality: Austrian

Other assignments: Chairman and President, Frapag Beteiligungsholding AG.

Background: Formerly held various managerial positions in Frantschach/Mondi, Vienna, Austria.

Shareholding1: 9 500

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

WILHELM KLINGSPOR

Board member since 2012.

Education: Degree in Forestry, Swedish University of Agricultural Sciences, Skinnskatteberg, and studies in Economics.

Year born: 1962

Nationality: Swedish

Other assignments: Board member and President, Hellekis Säteri AB. Board member, Investment AB Kinnevik, Handelsbanken in Lidköping, Utvecklingsaktiebolaget Ullersbro and Apotek Vita Hästen AB.

Background: Board member, Korsnäs and assignments in the Kinnevik Group.

Shareholding: -

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



BILLERUDKORSNÄS

MIKAEL LARSSON

Board member since 2012 and chairman of the audit committee.

Education: MSc Business Administration, Uppsala University

Year born: 1968

Nationality: Swedish

Other assignments: CFO, Investment AB Kinnevik; Board member, Transcom WorldWide S.A. and Bergvik Skog and various assignments in the Kinnevik Group.

Background: Various assignments in the Kinnevik and Korsnäs Groups.

Shareholding: 3 000

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

Information regarding shareholdings includes own and related parties' holdings as per 1 March 2013

**Articles of Association of BillerudKorsnäs Aktiebolag (publ) (556025-5001)
Adopted at the Annual General Meeting 7 May 2013**

§ 1 Name of the Company

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

§ 2 Object of operations

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

§ 3 Share Capital

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

§ 4 Number of shares

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

§ 5 Registered office

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

§ 6 Board of directors

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

§ 7 Auditors

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

§ 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).



BILLERUDKORSNÄS

REPORT BY THE BOARD OF DIRECTORS OF BILLERUDKORSNÄS AKTIEBOLAG IN ACCORDANCE WITH SECTION 10.3 OF THE SWEDISH CODE OF CORPORATE GOVERNANCE, FOR THE ANNUAL GENERAL MEETING 2013, REGARDING THE REMUNERATION COMMITTEE'S EVALUATION

INTRODUCTION

The Remuneration Committee, which is established by the Board of BillerudKorsnäs Aktiebolag (publ) ("BillerudKorsnäs"), monitors and evaluates annually the current remuneration structures and remuneration levels in the company. The Remuneration Committee also monitors and evaluates ongoing and completed programs for variable remuneration as well as the application by the AGM's adopted guidelines for remuneration to senior executives ("Guidelines"). The Board of BillerudKorsnäs hereby provides, in accordance with section 10.3 of the Swedish Code of Corporate Governance, its report on the results of the evaluation performed by the Remuneration Committee.

Remuneration of the CEO and other members of the senior management team consists of fixed salary, variable salary, long-term share based incentive programs and other benefits such as company cars and pension schemes. This form of remuneration is intended to motivate the senior management team to do their utmost to ensure the company' and the shareholders' interests.

VARIABLE REMUNERATION

The variable remuneration of the BillerudKorsnäs senior management team consists of a short-term cash based variable remuneration program and a long-term share based incentive program.

The cash based variable remuneration models run for one financial year at the time and are based on predetermined, measurable financial and individual goals. At the end of the term, the individual manager's performance is evaluated from the predetermined objectives considering competence, area of responsibility and performance.

The variable cash based remuneration is paid only if the company's operating result is positive and shall be a maximum of a fixed percentage of the annual fixed salary and can according to the applicable Guidelines vary between 30% and 45%.

The company currently has three existing long-term share based incentive programs, adopted by the 2010 Annual General Meeting ("LTIP 2010"), the 2011 Annual General Meeting ("LTIP 2011") and the 2012 Annual General Meeting ("LTIP 2012"). The programs are in all material respects based on the same principles. LTIP 2010 includes 66 persons, LTIP 2011 includes 10 persons and LTIP 2012 includes 18 persons, which all are executive officers and other key employees in the BillerudKorsnäs Group, identified as essential to the future development of the BillerudKorsnäs Group. In order to participate, the participants must invest in own BillerudKorsnäs shares. The programs have a vesting period of three years and are based on the condition of continued employment and investment and the

fulfillment of certain pre-determined financial and share price related performance criteria. Provided these conditions are met, participants may at the end of the vesting period be allotted shares in BillerudKorsnäs free of charge, in proportion to their own initial investment in BillerudKorsnäs shares.

For further information about the long-term share based incentive programs, please refer to the company's annual report and information on the company's website.

EVALUATION OF PROGRAMS FOR VARIABLE REMUNERATION

As regards the short-term cash based variable remuneration in 2012 of the CEO and other members of the senior management team, the Remuneration Committee has established that all the objectives and target areas of 2012 in respect of the variable salary are considered as relevant. In 2012, the outcome of the variable cash based remuneration was 36 per cent for the CEO and 18 per cent on average for the senior management team.

In January 2013, the Remuneration Committee carried out an evaluation of the long-term share based incentive programs. The evaluation shows that the pre-determined financial and share price related performance criteria for the programs are considered as relevant. The evaluation also shows that the participants believe that each respective program contributes to aligning the participants' interests and perspectives with those of the shareholders. In light of this evaluation, the Remuneration Committee considers that long-term share based incentive programs strengthen BillerudKorsnäs's capability to retain the best talent for key leadership positions and encourage participants to increased efforts by aligning their interests and perspectives with those of the shareholders. On the basis of the Remuneration Committee's evaluation, the Board can thus lay down that the existing programs for variable remuneration are appropriately designed and has therefore proposed to the 2013 Annual General Meeting to introduce a new long-term share based incentive program ("LTIP 2013") based on, essentially, the same principles as the other long-term share based incentive programs.

EVALUATION OF GUIDELINES FOR REMUNERATION TO SENIOR EXECUTIVES AND INFORMATION REGARDING DEVIATION FROM THE GUIDELINES PURSUANT TO CH 8 SEC 51 OF THE SWEDISH COMPANIES ACT (2005:551)

As regards the application of the Guidelines, the Remuneration Committee has found that the Guidelines have been appropriate and applied in accordance with their terms during 2012, with one exception. On one occasion the Board considered that special circumstances for deviating from the Guidelines were at hand and entered into an agreement with a senior executive entitling to a severance payment for 24 months. Under the Guidelines the Board may, in special circumstances, deviate from the Guidelines. 2012 was a historical year for the BillerudKorsnäs Group and both the combination between Billerud and Korsnäs and the acquisition of UPM's packaging paper business required exceptional efforts from the senior executives. Against this background the Board resolved to deviate from the Guidelines.

The company's auditor has provided a statement to the Board that BillerudKorsnäs has complied with the Guidelines as established by the 2012 and 2011 Annual General Meetings respectively. The auditor has noted that the Board has exercised its right to deviate from the Guidelines at one occasion as set forth in the paragraph above.

COMPENSATION STRUCTURES AND COMPENSATION LEVELS

The Remuneration Committee has established that the structures and levels of remuneration applied in the company have been in accordance with the market and thus provide the pre-conditions necessary to recruit and retain a senior management with high competence and skills to achieve the goals which have been set.

BillerudKorsnäs Aktiebolag (publ)
The Board of Directors
March 2013

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



BILLERUDKORSNÄS

THE PROPOSAL BY THE BOARD OF DIRECTORS OF BILLERUDKORSNÄS AKTIEBOLAG FOR APPROPRIATION OF PROFIT AND MOTIVATED STATEMENT IN ACCORDANCE WITH CHAPTER 18 SECTION 4 OF THE SWEDISH COMPANIES ACT (ITEM 10B ON THE AGENDA)

The Board of Directors proposes that the Annual General Meeting of 7 May 2013 decides to pay a dividend of SEK 2 per share. The Board of Directors proposes Monday 13 May 2013 as record day for the dividend. If the Meeting approves the Board's proposal, payment via Euroclear Sweden AB is expected to be sent on Thursday 16 May 2013.

The Board submits the following motivated statement in accordance with Chapter 18 Section 4 of the Swedish Companies Act (2005:551):

As presented on page 104 of the 2012 annual report, non-restricted shareholders' equity in the parent company, BillerudKorsnäs Aktiebolag, amounted to SEK 6,692,720,867 on 31 December 2012. The Board of Directors of BillerudKorsnäs proposes that the dividend for 2012 shall be SEK 2 per share, equalling a total of approximately MSEK 413. The Board of Directors of BillerudKorsnäs's proposal means that the dividend for 2012 will be 61 % of the group's net profit. The remaining amount shall be carried forward in a new account. The reason for this proposal is as follows:

According to BillerudKorsnäs's financial targets, the dividend shall be 50% of the net profit per share over a business cycle and the net debt/equity ratio shall be 0.9 times. At the end of 2012 BillerudKorsnäs's net debt/equity ratio was 0.85, which is lower than target but an increase by 0.9 compared with the end of 2011. The Board of Directors of BillerudKorsnäs proposes that of the profit of 2012 per share of SEK 5.14, a dividend for 2012 of SEK 2 per share is distributed and that the remaining amount shall be carried forward in a new account.

Relating to the above, the Board of Directors of BillerudKorsnäs believes that the proposed dividend appear to be justified taken into consideration;

1. the demands with respect to size of shareholders' equity which are imposed by the nature, scope and risks associated with the operations of BillerudKorsnäs (and also the BillerudKorsnäs group), and
2. BillerudKorsnäs's (and also the BillerudKorsnäs group) need to strengthen its balance sheet, liquidity and financial position in general.

BillerudKorsnäs Aktiebolag (publ)
The Board of Directors
March 2013

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

REPORT ON THE WORK OF THE NOMINATION COMMITTEE FOR BILLERUDKORSNÄS AKTIEBOLAG AHEAD OF THE 2013 ANNUAL GENERAL MEETING AND THE NOMINATION COMMITTEE'S STATEMENT REGARDING PROPOSALS FOR THE BOARD ETC.

Background

In accordance with the resolutions of the 2012 Annual General Meeting and the Extraordinary General Meeting on 14 September 2012 in BillerudKorsnäs Aktiebolag (publ), ("BillerudKorsnäs") regarding procedures for the appointment of the Nomination Committee, the Chairman of the Board contacted in the autumn of 2012 the largest shareholders in BillerudKorsnäs in terms of number of shares owned to prepare the establishment of a Nomination Committee.

The composition of the Nomination Committee was announced on 5 November 2012 and information about the Nomination Committee has since then been made available on the BillerudKorsnäs' website. At the announcement the Nomination Committee comprised the following members:

Michael M.F. Kaufmann, Frapag Beteiligungsholding AG,
Frank Larsson, Handelsbanken fonder, and
Björn Franzon, Swedbank Robur fonder.

On 29 November 2012 the combination between Billerud Aktiebolag (publ) and Korsnäs Aktiebolag was completed, which resulted in that Mia Brunell Livfors, Investment AB Kinnevik, was appointed as an additional member in the Nomination Committee. In accordance with the procedures for the appointment of the Nomination Committee, Mia Brunell Livfors was appointed Chair of the Nomination Committee, since Mia Brunell Livfors has been the representative of the shareholder owning most shares in BillerudKorsnäs. Together, the four members of the Nomination Committee represent over 40 per cent of the shares and votes in BillerudKorsnäs.¹

Following the completion of the combination, Hannu Ryöppönen, Chairman of BillerudKorsnäs, has participated in the Nomination Committee's meetings.

The Nomination Committee has held two meetings at which minutes were kept. Members have also been in contact via telephone and email. A section of BillerudKorsnäs' website entitled "Nomination Committee" on BillerudKorsnäs' website, under "Corporate governance", has given shareholders the opportunity to communicate with the Nomination Committee. No proposals from the shareholders have been submitted to the Nomination Committee.

The task of the Nomination Committee has been to make proposals regarding the following points that will be put to the vote at the 2013 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 Deputy Chairman of the Board,
- (d) proposal for nomination of auditor,
- (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 auditor, and
- (g) proposal for procedures for appointing the Nomination Committee.

¹ Calculated as per 31 December 2012 on the total number of shares, excluding shares held in treasury by the company, amounting to 1,718,947

Nomination Committee's unanimous proposals for vote and decision by the Annual General Meeting

Chairman of the Meeting

It is proposed that the lawyer Wilhelm Luning is elected to be Chairman of the 2013 Annual General Meeting.

Number of Board members, deputy Board members

The Nomination Committee proposes that the Board shall comprise of eight (8) ordinary Board members, including the Chairman of the Board. According to the proposal, the number of Board members will be unaltered.

Board members

The Nomination Committee has received a report from the Chairman of the Board concerning how the work of the Board as a whole and in committees is performed. The Nomination Committee has also considered an assessment of the work of the Board.

Against the above background, the Nomination Committee proposes that all current Board members are re-elected, i.e. Hannu Ryöppönen, Mia Brunell Livfors, Jan Homan, Lennart Holm, Gunilla Jönson, Michael M.F. Kaufmann, Wilhelm Klingspor and Mikael Larsson.

Statement regarding the Nomination Committee's proposals for Board members

The Nomination Committee has taken what is stated in point 4.1 in the Swedish code of corporate governance into consideration. The Nomination Committee assess that the current Board covers the areas that are significant for BillerudKorsnäs and that the Board's composition has a diversity and breadth of financial and operational qualifications, experience and background as well as shareholder representation that will benefit the continued development of BillerudKorsnäs.

The Nomination Committee strives in its work for equal gender distribution of the Board.

The Nomination Committee continuously monitors and evaluates each Board member's independence. In the work of preparing its proposals for the Annual General Meeting 2013 the Nomination Committee has assessed that all of the members of the Board are independent of the Company and its Senior Management Team and four of the Board members are independent in relation to the Company's major shareholders. Accordingly, the Nomination Committee's proposal regarding composition of the Board, and members of the Board, comply with the rules in the Swedish Corporate Governance Code regarding independent members of the Board.

Chairman and Deputy Chairman of the Board

It is proposed that Hannu Ryöppönen is re-elected as Chairman of the Board and that no Deputy Chairman is elected.

Board fees

It is proposed that the annual fee to the Chairman of the Board shall be SEK 1,000,000 (unaltered) and that the annual fee to ordinary Board members not employed by the BillerudKorsnäs Group shall be SEK 400,000 (unaltered) per member.

Remuneration for committee work

It is proposed that the annual remuneration for work on Board Committees shall be paid to members appointed by the Board and shall be SEK 150,000 (unaltered) to the Chairman of the Audit Committee, SEK 75,000 (unaltered) to each of the other members of the Audit Committee, SEK 50,000 (unaltered) to the Chairman of the Remuneration Committee and SEK 25,000 (unaltered) to each of the other members of the Remuneration Committee, and also SEK 50,000 (unaltered) to each of the members of the Integration Committee.

Auditors' fees

It is proposed that the fees to the auditors during the mandate period shall be paid by current account.

Election of Auditor

The Nomination Committee proposes that the Annual General Meeting shall re-elect the registered accounting firm Ernst & Young AB as the company's auditor for the period until the close of the 2014 Annual General Meeting. Ernst & Young AB will appoint the authorised public accountant Lars Träff as auditor-in-charge.

Procedures for appointing the Nomination Committee

The Nomination Committee proposes that the procedures for the appointment of the Nomination Committee for the 2014 Annual General Meeting shall be as follows:

The Nomination Committee shall comprise of four (4) members. During the autumn of 2013 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 2014 Annual General Meeting and be based upon the known shareholding as per 30 September 2013. 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 Committee members decide otherwise, the Chairman of the Nomination Committee shall be the member representing 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 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 Annual 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 representative and appoint a new one. Equally, the shareholder whose representative requests to leave the 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 2014 Annual General Meeting:

- (a) proposal for Chairman of the Meeting,
- (b) proposal for number of Board Members,
- (c) proposal for nomination of Board Members and Chairman of the Board,
- (d) proposal for nomination of auditor,

- (e) proposals for Board fees and distribution between Chairman of the Board and other Members, and possible remuneration for Committee work,
- (f) proposal for fees to auditor, and
- (g) proposal for procedures for appointing the Nomination Committee.

The Nomination Committee shall make available the requisite information to the company 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.

Stockholm, March 2013

Mia Brunell Livfors
Chairman

Michael M.F. Kaufmann

Björn Franzon

Frank Larsson