

**Proposed changes to the Articles of Association of Billerud Aktiebolag (publ)
(556025-5001)
to be submitted to the Annual General Meeting on 3 May 2006.**

Current wording

§ 1 The company

The registered name of the company is 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 500,000,000 and at most SEK 2,000,000,000.

§ 4 Share value

Each share shall have a par value of SEK 12.50.

§ 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. Board members and, as necessary, deputies, are elected annually at the Annual General Meeting for the period lasting up to the end of the next Annual General Meeting.

§ 7 Auditors

One or two auditors and at most two deputy auditors shall be appointed in accordance with the regulations about auditors contained in the Swedish Companies Act.

§ 8 Annual General Meeting

The following items of business shall be addressed at the Annual General Meeting:

1. Election of Chairman of the Meeting
2. Preparation and approval of the list of shareholders entitled to vote at the Meeting
3. Election of one or two minute-checkers
4. Determination of whether the Meeting has been duly convened
5. Approval of the agenda
6. Presentation of the annual report and the auditors' report and, as necessary, of the consolidated financial accounts and the auditors' report on the consolidated financial accounts
7. Motions concerning
 - a) the adoption of the income statement and balance sheet and, as necessary, of the consolidated income statement and consolidated balance sheet

Proposed wording

§ 1 The Company

The registered name of the company is 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 500,000,000 and at most SEK 2,000,000,000.

§ 4 Number of shares

The number of shares shall be at least 40,000,000 and at most 160,000,000.

§ 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 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

- b) the disposition to be made of the company's profits or losses as shown in the balance sheet adopted by the Meeting
- c) the discharge of the members of the Board of Directors and of the CEO from personal liability
- 8. Determination of the number of Board members and deputy Board members, and, as necessary, the number of auditors and deputy auditors.
- 9. Determination of the fees to be paid to Board members and auditors
- 10. Election of the Board of Directors and, as necessary, auditors and deputy auditors
- 11. Other business to be addressed by the Meeting in accordance with the Swedish Companies Act or the 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 in Dagens Nyheter or Svenska Dagbladet or other national Swedish newspaper.

Shareholders who wish to participate in negotiations at the general meeting must be included in the print-out of the full share register for the 10 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 name entered on the established record day in the

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, or extraordinary general meeting of shareholders at which changes to the Articles of Association will be addressed, shall be issued at the earliest six weeks and at the latest four weeks before the meeting. Notice of another extraordinary general meeting of shareholders shall be issued at the earliest six weeks and at the latest two weeks before the meeting.

Notice of the meeting shall be made in the form of an announcement in an advertisement in the Official Gazette (Post och Inrikes Tidningar) and Svenska Dagbladet. If publication of Svenska Dagbladet shall cease, an advertisement shall be placed in the Official Gazette (Post och Inrikes Tidningar) and in Dagens Nyheter.

Shareholders who wish to participate in negotiations at the general meeting must be included in the print-out or other presentation of the full share register for the 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

share register, or list in accordance with chapter 3 § 12 of the companies act, shall be considered authorised to receive the dividend and, in the event of a bonus share issue, to receive shares issued to shareholders, and to exercise shareholders' preferential rights to participate in the issue.

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).