

Detailed report on how Billerud followed the Swedish code of corporate governance in 2008

Point	Topic	Implement/Explain
Chapter 1 Annual General Meeting		
1.1	Notification, etc.	
1.1.1	Publication of time and place for meeting	Yes. Time and venue published on 13 November, 2008.
1.1.2	Owner's right to have matters addressed at the meeting	Yes. Details published on website on February 1, 2008.
1.1.3	Opportunities to notify attendance at meeting in various ways	Yes. Notification via email, post, telephone and company website
1.2	Remote participation	
1.2.1	Participate in meeting via remote connection	Yes. But considering how ownership is spread over Sweden and abroad, it's neither practical nor economic to arrange remote connections
1.3	Attendance of Board, senior management and auditors	
1.3.1	Attendance	Yes. All Board members, senior managers and the two auditors were present
1.3.2	Presentation of matters addressed by committees	Yes. Billerud's Chairman reported on the work of the audit and compensation committee, and the chairman of the elections committee reported on the work of that committee
1.4	Implementation	
1.4.1	Elections committee to make proposal to chairman at meeting	Yes
1.4.2	Minutes verification	Yes
1.4.3	Interpreters	Yes, simultaneous interpretation of meeting in english. x
1.4.4	Possibility to ask questions at meeting	Yes
1.4.5	Minutes of meeting published on website	Yes
Chapter 2 Appointment of Board and auditors		
2.1	Elections committee	
2.1.1	Decision about nominations	Yes
2.1.2	Composition of elections committee. Chairman of the Board or other Board member shall not be chairman of elections committee	No. The reason for non-conformance is that the 2008 AGM decided that the chairman of the nominations committee shall be the Board member representing the largest owner in terms of numbers of shares. Michael M.F. Kaufmann represents the largest shareholder and is therefore chairman of the nominations committee. He is also a Board member and vice chairman of the Board.

2.1.3	Publication of election committee results	Yes
2.2	Appointment of Board	
2.2.1	Proposed by elections committee	Yes
2.2.2	Instructions for procedures of committee	Yes
2.2.3	Report on how committee worked to make election proposals for 2007 AGM published in company website and details about each Board candidate	Yes
2.2.4	Report on how elections committee worked to propose Board members	Yes
2.2.5	Attendance of Board candidate	Yes
2.2.6	Fees and other remuneration decided by AGM	Yes
2.2.7	Rewards scheme	Yes
2.3	Appointment of auditors	Yes
Chapter 3 The Board		
3.1	Assignments	
3.1.1	Board assignments	Yes
3.1.2	Assessment of Board	Yes
3.2	Size and composition	
3.2.1	Composition of Board	Yes
3.2.2	Size of Board	Yes
3.2.3	Billerud senior manager on Board	Yes
3.2.4	Independent/Dependent in relation to company/senior management	Yes
3.2.5	Independent/Dependent in relation to largest shareholders	Yes
3.2.6	Mandate period	Yes
3.3	Board members	
3.3.1	Other assignments of Board members	Yes
3.3.2	Assessment of matters to be raised	Yes
3.3.3	Knowledge of company	Yes
3.3.4	Introduction training	Yes
3.4	Chairman of the Board	
3.4.1	Elected by AGM	Yes. Vice chairman also elected by AGM
3.4.2	Reason for former CEO being Board member	Not applicable
3.4.3	Board Chairman an employee	Not applicable
3.4.4	Duties of Chairman	Yes
3.5	Work procedures	
3.5.1	Instructions	Yes
3.5.2	Committees	Yes
3.5.3	Assessment of CEO	Yes
3.5.4	Decisions not on agenda	Yes
3.5.5	Board secretary	Yes
3.5.6	Board minutes	Yes
3.6	Financial reporting	
3.6.1	Planning of annual report	Yes

3.6.2	Assurances	Not applicable
3.6.3	General checking of interim reports by auditors	Yes
3.7	Internal controls and verifications	
3.7.1	Board shall ensure that the company has good internal controls and stay continually informed about how system for internal controls works	Yes
3.7.2	Board shall produce an annual report about how internal controls for financial reporting are organised and how well they functioned in previous year. This report shall be checked by the auditors	Yes
3.7.3	If there is no special verification system (internal controls) the Board shall annually assess the need for such a system and report on its findings in its report on internal controls	Yes
3.8	Accounting and auditing	
3.8.1	Documentation of quality in financial reports	yes
3.8.2	Audit committee	Yes
3.8.3	Written procedures for audit committee	Yes
3.8.4	Board meeting with auditors without CEO	Yes
Chapter 4 Senior management team		
4.1	Assignments of CEO	
4.1.1	Information to Board	Yes
4.1.2	Approval of other CEO assignments	Yes
4.2	Remuneration to senior managers	
4.2.1	Compensation committee	Yes
4.2.2	Principles for remuneration and other employment terms for senior manager	Yes
4.2.3	Rewards scheme for senior managers	Not applicable
Information about corporate governance		
5.1	Corporate governance report	
5.1.1	Corporate governance report in annual report	Yes
5.1.2	Observance of code	Yes
5.1.3	How quality is assured in financial reports	Yes
5.1.4	Details in corporate governance report	Yes
5.2	Report on internal controls	
5.2.1	Report on internal controls in annual report	Yes
5.3	Information on website	Yes
5.3.1	Section on corporate governance on website	Yes