

Minutes (no. 2008:1) from the Annual General Meeting of shareholders of Billerud Aktiebolag (publ), org. no. 556025-5001, held at 4 p.m. on Tuesday 29 April 2008 in Stockholm.

Shareholders present: Supplement 1

Others present: Supplement 2

§ 1

Opening of Annual General Meeting (item no. 1 on agenda)

The Chairman of the Board, Ingvar Petersson, declared the Meeting open.

§ 2

Election of Chairman for the Meeting (item no. 2 on agenda)

The Meeting decided to appoint Ingvar Petersson Chairman of the Annual General Meeting.

It was noted that Wilhelm Lünig, lawyer, had been asked to keep the minutes.

§ 3

Drawing up and approval of voting list (item no. 3 on agenda)

The Meeting decided to approve the list (supplement 1) of shareholders, representatives and deputies present at the Meeting valid as the voting list for the Meeting.

It was noted that in addition to people registered on the voting list, other people (supplement 2) were in attendance.

§ 4

Election of one or two persons to verify the minutes (item no. 4 on agenda)

The Meeting decided that the minutes will be verified by the Chairman, Carl-Fredrik Lorenius, representing Swedbank Robur and Tore Liedholm, representing the Swedish Shareholders' Association.

§ 5

Determination whether the Meeting has been duly convened (item no. 5 on agenda)

It was stated that in accordance with § 9 of the articles of association, notification of the Annual General Meeting should be made in the form of an announcement in an advertisement in the Official Gazette (Post och Inrikes Tidningar) and in Svenska Dagbladet. Such advertisement should be published at the earliest six weeks, and at the latest four weeks, before the Annual General Meeting.

The advertisement was published in the Official Gazette (Post och Inrikes Tidningar) and Svenska Dagbladet on 31 March 2008. A summary was also published in Dagens Nyheter and Dagens Industri and the Financial Times on the same day.

The Meeting decided to approve the notice measures and declared the Meeting duly convened.

§ 6

Approval of the Agenda (item no. 6 on agenda)

The Meeting decided to approve the proposed agenda as included in the notice and made available at the Meeting.

§ 7

Presentation of the Annual Report and Auditors' Report for the 2007 financial year and the Consolidated Accounts and Consolidated Auditors' Report for the 2007 financial year (item no. 7 on agenda)

The Annual Report and Auditors' Report for the 2007 financial year and the Consolidated Accounts and Consolidated Auditors' Report for the 2007 financial year were presented to the Meeting.

The Meeting decided that a special presentation of the Annual Report and Consolidated Accounts was not necessary.

Authorised public accountant Caj Nackstad presented the Auditors' Report and Consolidated Auditors' Report for the 2007 financial year.

§ 8

Report on the work of the Board and Board committees in the past year (item no. 8 on agenda)

The Chairman reported on the work of the Board, the Compensation Committee and the Audit Committee in the past year.

§ 9

Presentation by the CEO of Billerud (item no. 9 on agenda)

CEO Per Lindberg reported on the progress of the Group in 2007 and the conditions for the business in 2008.

This was followed by answers given by Chairman Ingvar Petersson and CEO Per Lindberg to questions from shareholders concerning the company's equity/assets ratio, liquidity, supplies of raw materials, currency hedging, shares owned by employees and how increased participation via the AGM can be stimulated.

Cecilia Lundin, head of Human Resources, reported on the Group's work on equality and answered questions on this matter from shareholders.

§ 10

Resolution on the adoption of the Income Statement and Balance Sheet as well as the Consolidated Income Statement and Consolidated Balance Sheet for 2007 (item no. 10 a on agenda)

The Meeting decided to adopt the Balance Sheet and Consolidated Balance Sheet as of 31 December 2007 as well as the Income Statement and Consolidated Income Statement for the 2007 financial year.

§ 11

Resolution on the appropriation of the Company's profit according to the adopted Balance Sheet for 2007 and the adoption of the record date for the dividend (item no. 10 b on agenda)

The Chairman presented the Board's proposal, as approved by the auditors, for the appropriation of the company's profit, such that of the total amount at the disposal of the Meeting, SEK 549,427,300, the sum of SEK 180,220,495 should be distributed to shareholders, representing a dividend of SEK 3.50 per share, and that the remaining amount, SEK 369,206,805, be carried forward in a new account.

The Board's statement concerning its dividend proposal was also presented.

The Meeting voted in favour of the Board's proposal.

The Meeting voted in favour of the Board's proposal that the record date for the dividend be 5 May 2008.

§ 12

Resolution on discharge from personal liability for Board Members and the CEO for their administration for the year 2007 (item no. 10 c on agenda)

The Chairman noted that Board members included on the voting list did not have the right to participate in decisions regarding themselves. The same applied for the CEO.

The Meeting decided to grant discharge from personal liability for Board Members and the CEO for their administration for the year 2007.

It was noted that Board members registered on the voting list and the CEO did not participate in the decision.

§ 13

Report concerning the Nominations Committee's work and proposals (item no. 11 on agenda)

Anders Oscarsson, a member of the nominations committee reported on the composition of the nominations committee and its work.

It was noted that the proposals of the nominations committee regarding points 2, 12-15 on the agenda had been included in the notice of the Meeting.

§ 14

Decision concerning number of Board members to be elected by the Meeting (item no. 12 on agenda)

Anders Oscarsson, a member of the nominations committee, presented the nominations committee's proposals.

The Meeting decided in accordance with the nominations committee's proposal that the number of Board members, including Chairman and vice Chairman, should be seven, and that they be elected by the Meeting.

§ 15

Resolution on fees for Board members and remuneration for committee work and resolution on fees for Auditors (item no. 13 on agenda)

Anders Oscarsson, a member of the nominations committee, presented the nominations committee's proposals.

The Meeting decided in accordance with the proposal of the nominations committee that the fee to Board members not employed by the Billerud Group amount to SEK 225,000 per member (increase of SEK 25,000), with SEK 450,000 to the Chairman (increase of SEK 50,000) and SEK 350,000 to the vice Chairman (increase of SEK 50,000). It was further decided that remuneration for work on Board committees to Board members appointed by the Board should amount to SEK 70,000 to the chairman of the Audit Committee and SEK 35,000 to each of the other members of the Audit Committee, and SEK 45,000 to the chairman of the Compensations Committee and SEK 22,500 to each of the other members of the Compensations Committee, and that remuneration to the auditors during the mandate period be paid by current account.

§ 16

Election of Board members, Board Chairman and Board vice Chairman (item no. 14 on agenda)

Anders Oscarsson, a member of the nominations committee, presented the nominations committee's proposals.

The Chairman presented the assignments of Board members in other companies. The Meeting decided in accordance with the proposal of the nominations committee to re-elect as ordinary board members Ingvar Petersson, Gunilla Jönson, Michael M.F. Kaufmann, Per Lundberg, Ewald Nageler, Yngve Stade and Meg Tivéus. The Meeting then decided to re-elect Ingvar Petersson as Chairman of the board and to elect Michael M.F. Kaufmann as vice Chairman of the board.

§ 17

Resolution on procedures for appointment of the Nominations Committee for 2009 Annual general Meeting (item no. 14 on agenda)

Anders Oscarsson, a member of the nominations committee, presented the

nominations committee's proposals.

The Meeting decided in accordance with the proposal of the Nominations Committee that the procedures for appointing the Nominations Committee for the 2009 AGM shall remain unchanged.

Shareholder Torvald Arvidsson (100 votes) reserved himself against the decision.

§18

The Board's proposal for principles concerning remuneration and other employment terms for the senior executive team (item no. 16 on agenda)

The Chairman presented the main elements of the Board's proposal in accordance with supplement 3.

The Meeting decided to accept the principles for remuneration and other employment terms for the senior executive team in accordance with supplement 3.

§ 19

The Board's proposal for a decision regarding transfer of shares relating to the decision at the 2007 AGM to introduce a long-term incentive programme (item no. 17 on agenda)

The Chairman presented the Board's proposal in accordance with supplement 4.

The Meeting decided in accordance with the Board's proposal as presented in item no. 17 on the agenda concerning the transfer of shares as part of the long term incentive programme.

The decision was unanimous.

§ 20

The Board's proposal for a decision regarding authorisation for the Board to Transfer Billerud shares (item no. 20 on agenda)

The Board's proposal in accordance with supplement 5 was presented.

The Meeting decided to give authorisation for the Board to transfer acquired Billerud shares in accordance with supplement 5.

The decision was unanimous.

§ 21

The Board's proposal for a decision concerning commission-free trading(item no. 19 on agenda)

The Board's proposal in accordance with supplement 6 was presented.

Questions from shareholders were answered by the Chairman and by Anders Björkman, Nordea.

The Meeting decided to give authorisation for the Board to decide on commission-free trading in accordance with supplement 6.

§ 22

Closure of the Meeting (item no. 20 on agenda)

Special thanks were given to all employees of the Group for their hard work in 2007.

The Chairman noted that no further items had been raised at the Meeting and that the Meeting was now closed.

At the minutes:
Wilhelm Lüning

Minutes checked by:
Ingvar Petersson
Tore Liedholm
Carl-Fredrik Lorenius

The Board of Billerud AB's proposal for guidelines for remuneration to senior executives (item 16 of agenda)

The Board proposes that the Annual General Meeting of 29 April 2008 approves the following guidelines concerning remuneration to senior executives. Senior executives are the CEO and other members of the senior management team.

Billerud shall apply market-based remuneration levels and employment terms as necessary in order to recruit and keep managers with the right skills and capabilities to achieve the company's targets. Remuneration forms shall motivate senior managers to do their best to secure shareholders' interest. Remuneration may be in the form of fixed salary, long-term incentive scheme and other benefits such as company car and pension. Fixed and variable salary shall be established with regard to skills, area of responsibility and performance. Variable remuneration shall be based on meeting clearly set targets, and shall be a maximum of a fixed percentage of fixed annual salary and vary between 30 and 45%.

The company's incentive scheme shall primarily be linked to the share price and shall ensure long-term commitment to the company's development. It shall be implemented on market terms. For further information about the existing incentive scheme adopted by the 2007 AGM, see the annual report and the Billerud website. Pension benefits shall either be defined-benefit or defined-contribution plans and will normally give a pension entitlement after age 65. In some cases the retirement age may be reduced, although the minimum retirement age is 62. In the event of dismissal the notification period is normally 6 to 12 months, with the right to severance pay equal to at most 12 months' salary when the company terminates employment.

The CEO's remuneration and other employment terms are proposed by the compensation committee and decided by the Board.

The remuneration and other employment terms of other senior executives are decided by the CEO, following consultation with the compensation committee.

The Board of Billerud is entitled to deviate from these guidelines in an individual case if there is a special reason to do so.

In relation to the guidelines adopted by the 2007 Annual General Meeting, the deviation presented in [supplement 1](#) has been agreed.

Billerud AB (publ)

The Board of Directors

March 2008

Deviation from previous guidelines

The Board, as permitted by the guidelines adopted at the 2007 Annual General Meeting, has deviated from paragraph 3 of the aforementioned guidelines regarding variable remuneration to other members of the senior management team.

The Board has decided that a newly appointed member of the senior management team, Per Bjurbom, head of the Gruvön mill, shall have the right to receive variable remuneration in two parts: (i) a maximum of 30% of fixed annual salary based on the outcome of clear targets in agreement with other senior executives, and; (ii) a maximum of 15% of fixed annual salary relating to fixed targets for the Gruvön mill in 2008 and 2009. Per Bjurbom's variable remuneration thus amounts to a maximum of 45% of fixed annual salary. The guidelines adopted by the 2007 Annual General Meeting state that other members of the senior management team shall receive a fixed salary and a variable bonus amounting to a maximum of 30% of fixed salary.

The reason for deviating from the guidelines is (i) that the Board considers such deviation appropriate to enable recruitment and appropriate in order to achieve a market-based remuneration package for Per Bjurbom, and (ii) that the Board considers it appropriate to enable the right focus to be placed on prioritised areas regarding development at Gruvön.

The board's proposal for a decision regarding transfer of shares under the long term incentive programme decided at the 2007 AGM (item 17 on the agenda)

The 2007 Annual General Meeting decided to introduce (i) an incentive programme for all employees featuring so-called share matching (the "Share Match Programme"), and (ii) a long-term incentive programme with so-called performance shares (the "Performance Share Programme"), comprising a maximum of 69 managers and key employees of the Billerud Group (the Share Match Programme and Performance Share Programme together are referred to as "LTIP 2007"). Participants in the LTIP 2007 are offered the opportunity to become shareholders by investing in Billerud shares. More information about LTIP 2007 is available on the company's website.

In order to implement the LTIP 2007, the Board proposes that the Meeting take a decision to authorize the Board to take a decision concerning the transfer of shares under the following principal terms. The Board proposes it be authorized to take a decision, prior to the next Annual General Meeting of Shareholders, to convey a maximum of 125,000 shares of the total possession of 1,851,473 shares, in order to cover certain costs, mainly social security costs. Transfer of the shares shall be effected on OMX Nordic Exchange 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 it is an advantage for Billerud to transfer shares in accordance with the above proposal in order to meet the requirements of the approved incentive programmes.

Billerud AB (publ)

The Board of Directors

March 2008



BILLERUD

The Board's proposal for a decision regarding authorisation for the board to transfer the company's own shares (point 18 on the agenda)

The Board proposes that, in addition to the transfers of own shares as follows from point 17 on the agenda, the Annual General Meeting of 29 April 2008 authorises the Board during the period up to the next Annual General Meeting, on one or more occasions and with deviation from preferential rights for shareholders, to reach a decision regarding the transfer of Billerud shares that the company holds at the time of the Board's decision, either to a third party as payment in connection with acquisition of companies, and/or as a transfer on the stock exchange in order to raise liquid funds for payment in connection with such acquisitions. Payment for transferred shares may be made in cash, and for a transaction other than via the stock exchange, through contribution of property or set-off of a receivable against the company. A transfer on OMX Nordic Exchange Stockholm may only be carried out at a price per share within the range of share prices registered for the company at any given time. Any other transfer may take place at the market value, as a minimum, determined by the Board. The reason for enabling the Board to deviate from the principle of preferential rights for existing shareholders is to give the Board the required capacity to carry out the acquisition of all or parts of other companies and businesses.

Billerud AB (publ)

The Board of Directors

March 2008

The Board's proposal for a decision regarding commission-free share trading (point 19 on the agenda)

For historical reasons Billerud has had many shareholders who own only a few shares. To facilitate changes in shareholdings for shareholders who do not own a full round lot of shares, the Billerud Board has discussed the possibility of offering sales of shares via a simple procedure and without cost for shareholders. In order to achieve a suitable ownership structure and improve liquidity in the trading of Billerud's shares, the Board proposes that the Annual General Meeting of 29 April 2008 approve the Board's proposal to take a decision to offer Billerud's shareholders holding fewer than 100 shares the opportunity to sell their Billerud shares free of commission. A scheme providing commission-free trading is considered to have a not insignificant cost-saving effect over time. The Board proposes that it be authorized to take a decision concerning the period when the offer shall be valid (although before the 2009 AGM) and other terms.

Billerud AB (publ)
The Board of Directors
March 2008