



THE NOMINATION COMMITTEE'S EXPLANATION OF ITS PROPOSAL FOR ELECTION OF THE BOARD (EXPLANATORY STATEMENT ACCORDING TO 2.6 AND 4.1 OF THE SWEDISH CORPORATE GOVERNANCE CODE)

The nomination committee in BillerudKorsnäs consists of members appointed by the company's four largest shareholders, and jointly represents approximately 30 per cent of the votes in BillerudKorsnäs:

- Michael M.F. Kaufmann, appointed by Frapag Beteiligungsholding AG
- Peder Hasslev, appointed by AMF Försäkring & Fonder
- Lennart Francke, appointed by Swedbank Robur fonder
- Pia Axelsson, appointed by Fjärde AP-fonden.

Michael M.F. Kaufmann, who has been appointed by the company's largest shareholder, is the Chairman of the nomination committee.

Explanatory statement

In accordance with rule 2.6 and 4.1 in the Swedish corporate governance code the nomination committee gives the following statement prior to the annual general meeting's election of the board.

The nomination committee was convened during the fall of 2015 and has since then prepared its proposals for election of chairman of the meeting, election of the board, election of auditor and remuneration to the board and the auditor etc. The nomination committee has held physical meetings and in addition to that a number of phone and e-mail conversations.

As the basis for its work and decisions, the Chairman of the board has presented a summary of the company's operations, targets and strategies and the work of the board during the previous year. The nomination committee has also received a copy of the outcome of the board's annual evaluation of itself and its work. The members of the nomination committee that are not also members of the board have furthermore conducted one-on-one interviews with selected board members and have met with the company's CEO, who presented the company's business. The nomination committee has thus been able to conclude that the results from the board evaluation matched the picture presented by individual board members in the one-on-one interviews and that the board's work during the past year has functioned well, with a high level of engagement and attendance. An assessment has also been made in respect of each member's ability to devote the board engagement sufficient time and commitment.

In its work prior to this year's annual general meeting, the nomination committee has made an assessment of the composition and size of the current board as well as BillerudKorsnäs' operations. Areas of particular interest have been BillerudKorsnäs strategies and goals and the demands on the board that are expected from the group's positioning for the future. The nomination committee has found that the work within the board is carried out well and that the board has, jointly, the relevant knowledge and experience to govern the development of BillerudKorsnäs.

The nomination committee is of the opinion that the proposed board represents broad competence and experience with industrial, financial, marketing, academic as well as research and development expertise and also has a broad knowledge of the conditions characterizing the international markets where BillerudKorsnäs is present. The nomination committee considers the composition and the size of the proposed Board appropriate to meet BillerudKorsnäs' needs. In its work, the nomination committee has also considered the need for diversity in the board with respect to gender, age, professional backgrounds and know-how.

The nomination committee notes that three of the eight nominated candidates are women, which exceeds the target set by the Swedish corporate governance board for 2017 (which is 35 per cent gender diversity). The nomination committee considers, even so, that it is important to continue its work with the aim of increasing the gender diversity of BillerudKorsnäs' board well ahead of the Swedish corporate governance board target of 40 per cent gender equality by 2020.

In the view of the nomination committee, the composition of the proposed board reflects a wide range of backgrounds, and a mix of men and women with relevant experience and expertise to match the future positioning of the company. The proposed board further complies with relevant requirements for independence.



BILLERUDKORSNÄS

The nomination committee's proposal for election of the board

In view of the statement above the nomination committee proposes that the board of BillerudKorsnäs shall have the following composition:

- The board shall have eight members elected by the annual general meeting.
- All board members shall be re-elected.
- Lennart Holm shall be re-elected as chairman of the board.
- Michael M.F. Kaufmann shall be re-elected as vice chairman of the board.

The nomination committee's proposal is thus that the following persons are elected to the board of BillerudKorsnäs for a term of office until the end of the next annual general meeting:

- (a) Lennart Holm, Chairman
- (b) Michael M.F. Kaufmann, Vice Chairman
- (c) Andrea Gisle Joosen
- (d) Bengt Hammar
- (e) Mikael Hellberg
- (f) Jan Homan
- (g) Gunilla Jönsson
- (h) Kristina Schauman

Information about the proposed members of the board

Detailed information about all persons proposed as members of the board of BillerudKorsnäs, including the nomination committee's assessment of each member's independence is attached to this document and can be found on the company's website at www.billerudkorsnas.se/en/About-Us/Corporate-Governance/ under the heading "General Meetings".

April 2016

THE NOMINATION COMMITTEE

BILLERUDKORSNÄS AB (PUBL)