

## **Nomination Committee's proposals for the 2014 Annual General Meeting**

### **Background**

Holmen's AGM has decided to set up a Nomination Committee to nominate candidates for election to the Board, to propose the fee to be paid to the Board and, in relevant years, to nominate candidates for election as auditors and to propose the auditors' fee. Pursuant to the AGM's decision, the Nomination Committee shall consist of the Chairman of the Board and one representative of each of the three largest shareholders in terms of votes on 31 August each year.

The Nomination Committee for the period until the 2014 AGM consists of:

Fredrik Lundberg, Chairman of the Board  
Mats Guldbrand, L E Lundbergföretagen  
Alice Kempe, Kempe Family Foundations, and  
Hans Hedström, Carnegie Fonder

The Chairman of the Nomination Committee is Mats Guldbrand.

### **Nomination Committee's proposals**

- The Nomination Committee proposes that Fredrik Lundberg be elected to chair the AGM.
- The Nomination Committee proposes that the number of members of the Board to be elected by the AGM be eight.
- The Nomination Committee proposes that fees of SEK 2 600 000 be paid to the Board, of which SEK 650 000 (600 000) be paid to the Chairman, and SEK 325 000 (300 000) be paid to each of the members elected by the AGM who are not employees of the company. The proposal would result in a total increase of SEK 200 000.

It is proposed that compensation to the auditors be paid against approved invoice.

- The Nomination Committee proposes that Carl Bennet, Lars G Josefsson, Carl Kempe, Louise Lindh, Ulf Lundahl, Fredrik Lundberg and Göran Lundin be re-elected to the Board and that Henrik Sjölund be elected to the Board. Magnus Hall has declined to stand for re-election.

Further information about the above nominees is available on the company's website.

- The Nomination Committee proposes that Fredrik Lundberg be elected Chairman of the Board.
- The Nomination Committee proposes that the authorized public accounting firm KPMG AB be re-elected for the period until the end of 2015 AGM.

KPMG AB has announced their intention to elect the authorized public accountant George Pettersson as principal auditor.

According to the Nomination Committee, of the individuals being nominated for election to the Board, Carl Bennet, Lars G Josefsson, Carl Kempe, Louise Lindh, Ulf Lundahl, Fredrik Lundberg and Göran Lundin are independent of the company and its senior management, and Lars G Josefsson, Ulf Lundahl, Göran Lundin and Henrik Sjölund are independent of the company's major shareholders.

#### **Nomination Committee's statement regarding the proposed Board**

The Nomination Committee has read a report on the company's business operations over the past year and on the results of an assessment of the Board's work. It is the Nomination Committee's view that the Board's work is functioning well.

In the opinion of the Nomination Committee, the proposed Board is well equipped to deal with whatever will be required of it as a consequence of the status and future orientation of the company.