

## **The Nomination Committee's proposals for the 2017 Annual General Meeting**

### **Background**

Holmen AB's AGM has decided to set up a Nomination Committee to submit proposals regarding candidates for election to the Board and the remuneration to be paid to the Board, as well as the choice of auditors and the auditors' remuneration. In accordance with 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 on 31 August each year.

The Nomination Committee for the period until the 2017 AGM has consisted of:

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

Information about the composition of the Nomination Committee has been available on the company's website since 23 September 2016.

The Chairman of the Nomination Committee is Mats Guldbrand.

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

- The Nomination Committee proposes that the company's Chairman of the Board Fredrik Lundberg be selected to chair the AGM.
- The Nomination Committee proposes that the number of members of the Board to be elected by the AGM should remain as nine.
- The Nomination Committee proposes that an unchanged fee of SEK 3,060,000 be paid to the Board, of which SEK 680,000 be paid to the Chairman, and SEK 340,000 be paid to each of the members elected by the AGM who are not employees of the company.
- The Nomination Committee proposes that Carl Bennet, Lars Josefsson, Lars G Josefsson, Carl Kempe, Louise Lindh, Ulf Lundahl, Fredrik Lundberg, Henrik Sjölund and Henriette Zeuchner be re-elected as members of the Board.

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 authorised public accounting firm KPMG AB be re-elected for the period until the end of the 2018 AGM. KPMG has announced its intention to appoint the authorised public accountant Joakim Thilstedt as the principal auditor. In addition, it is proposed that remuneration should be paid against an approved invoice.
- The Nomination Committee proposes that no change be made in the structure of the Nomination Committee.

### **Report on the work of the Nomination Committee and justification**

The Nomination Committee has held two minuted meetings. All members of the Nomination Committee attended the meetings. Chairman of the Board Fredrik Lundberg submitted a report on an evaluation of the work of the Board and the company's operations over the past year. It is the Nomination Committee's view that the Board's work is functioning well.

Regarding the issue of the Composition of the Board, the Nomination Committee has taken into account experience, expertise and diversity. The Nomination Committee has also taken into account the ability of each member to devote the necessary time and commitment to their Board duties. The Nomination Committee has applied Rule 4.1 of the Swedish Code of Corporate Governance as a diversity policy in preparing its proposal. The Nomination Committee has also attached importance to the need for continuity in the work of the Board.

The Nomination Committee's proposal means that the number of members elected by the AGM is unchanged at nine, without substitutes. Furthermore, the Nomination Committee considers that the proposed Board has an appropriate composition with respect to the company's activities, phase of development and other conditions, and exhibits diversity and breadth in terms of its competence, experience and background.

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

The Nomination Committee notes that its proposals meet the independence requirements of the Swedish Code of Corporate Governance.