

**Shareholders in
Holmen Aktiebolag (publ) (corp. reg. no. 556001-3301)
are hereby invited to attend the Annual General Meeting at 15.00 CET on
Monday 27 March 2017 in Vinterträdgården, Grand Hôtel (Royal entrance),
Stallgatan 6, Stockholm, Sweden.**

Registration etc.

Shareholders wishing to participate in the Meeting shall:

be entered in the register of shareholders maintained by Euroclear Sweden AB on Tuesday 21 March 2017;

give notice of participation by Tuesday 21 March 2017 at the latest, preferably before 17.00 CET, to Holmen AB, Group Legal Affairs, Box 5407, SE-114 84 Stockholm, Sweden, in which notice the number of assistants shall be stated. Notice may also be given by telephone: +46 (0)8 666 21 11 or via the company's website: www.holmen.com.

Shareholders whose shares are registered under a nominee name must temporarily re-register them in their own names with Euroclear Sweden to be entitled to participate. Such re-registration must be completed on Tuesday 21 March 2017 at the latest. This means that shareholders must notify their account operator of their intention well ahead of this date. Shareholders who wish to be represented by a proxy may obtain a proxy form from the company. A proxy form is also available on the company's website, www.holmen.com.

Proposed agenda

- 1 Opening of the Meeting
- 2 Election of Chairman of the Meeting
- 3 Preparation and approval of voting list
- 4 Approval of agenda
- 5 Election of adjusters to approve the minutes of the Meeting
- 6 Resolution concerning the due convening of the Meeting
- 7 Presentation of the annual report and the consolidated financial statements, together with the report of the auditors and the auditors' report on the consolidated financial statements
Address by CEO
- 8 Matters arising from the above reports
- 9 Resolution concerning the adoption of the parent company's income statement and balance sheet and the consolidated income statement and balance sheet
- 10 Resolution concerning the proposed treatment of the company's unappropriated earnings as stated in the adopted balance sheet, and date of record for entitlement to dividend
- 11 Resolution concerning the discharge of the members of the Board and the CEO from liability

- 12 Decision on the number of Board members and auditors to be elected by the Meeting
- 13 Decision on the fees to be paid to the Board and the auditor
- 14 Election of the Board and the Chairman of the Board
- 15 Election of auditor
- 16 Information about the Nomination Committee for the 2018 Annual General Meeting
- 17 Board's proposal regarding guidelines for determining the salary and other remuneration of the CEO and senior management
- 18 Board's proposal concerning the buy-back and transfer of shares in the company
- 19 Closure of the Meeting

Nomination Committee proposals in respect of Item 2 and Items 12-15 on the agenda

The Annual General Meeting has previously decided to set up a Nomination Committee to submit the names of candidates for election to the Board, the fee to be paid to the Board and, in relevant years, the election of auditors and the auditors' fee. Pursuant to the Annual General Meeting'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. Prior to the 2017 Annual General Meeting, the Nomination Committee consists of Mats Guldbrand, L E Lundbergföretagen; Alice Kempe, Kempe Foundations; Hans Hedström, Carnegie Fonder; and Fredrik Lundberg, Chairman of the Board. Chairman of the Nomination Committee is Mats Guldbrand.

The Nomination Committee has submitted the following proposals:

Section 2 It is proposed that Fredrik Lundberg should chair the Meeting.

Section 12 Nine Board members and one auditor are proposed.

Section 13 It is proposed that fees 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 other members elected by the Annual General Meeting who are not employees of the company. The proposal would result in unchanged fees.

Compensation to the auditors is proposed to be paid against an approved invoice.

Section 14 It is proposed that Fredrik Lundberg, Carl Bennet, Lars Josefsson, Lars G. Josefsson, Carl Kempe, Louise Lindh, Ulf Lundahl, Henrik Sjölund and Henriette Zeuchner be re-elected to the Board.

It is proposed that Fredrik Lundberg be elected Chairman.

Section 15 It is proposed that authorised public accounting firm KPMG AB be re-elected. KPMG AB has announced its intention to appoint authorised public accountant Joakim Thilstedt as principal auditor.

Board proposal concerning Item 10 on the agenda

The Board proposes that a dividend of SEK 12 (10.5) per share be paid. The Board proposes that the date of record for entitlement to dividend be Wednesday 29 March 2017.

Provided the shareholders at the Annual General Meeting resolve in favour of the proposal, it is expected that the dividend will be distributed by Euroclear Sweden on Monday 3 April 2017.

Board proposal concerning Item 17 on the agenda

The Board proposes that the following guidelines be adopted for determining the salary and other remuneration of the CEO and senior executives, i.e. the business area managers and heads of Group staffs reporting directly to the CEO. The guidelines apply to agreements entered into after approval of the resolution by the Annual General Meeting.

Salary and other remuneration: The remuneration of the CEO and the senior management shall consist of a fixed market-based salary. Other benefits, principally car and accommodation, shall, insofar as they are provided, represent a limited part of the remuneration.

Over and above any share-based incentive programmes approved by the Annual General Meeting, no variable remuneration shall be paid.

Pension: The retirement age shall normally be 65 years. The pension benefit paid shall be premium-based, and in accordance with the ITP plan. Additional premium-based pension arrangements may apply.

Notice and severance pay: The period of notice shall be six months, whether at the initiative of the company or the employee. In the event of notice being given by the company, severance pay can be paid in amounts corresponding to no more than 18 months' salary.

Remuneration Committee: A remuneration committee appointed from among the members of the Board shall prepare business pertaining to the CEO's salary and other conditions of employment and submit proposals on such issues to the Board for decision. Detailed principles for determining the salaries, pension rights and other remuneration to senior management shall be laid down in a pay policy adopted by the remuneration committee.

Departures in individual cases: The Board is entitled to depart from these guidelines in individual cases if motivated by particular reasons. In the event of such a departure, information thereon and the reasons therefor shall be submitted to the next Annual General Meeting.

Board proposal concerning Item 18 on the agenda

The Board proposes that the Annual General Meeting resolve that the Board be mandated, for the period until the end of the next Annual General Meeting, to make decisions, on one or more occasions, to buy back Series “B” shares in the company to the extent that the company’s holding of its own shares does not at any time exceed 10 per cent of all the shares in the company. The share purchases shall be transacted via Nasdaq Stockholm within the prevailing applicable range of prices (spread).

The Board further proposes that it be mandated by the Annual General Meeting to make decisions between now and the next Annual General Meeting to use the company’s holding of its own shares as payment in connection with the acquisition of companies or lines of business or to finance such acquisitions, in which case the shares shall be sold via Nasdaq Stockholm. The mandate may be exercised on one or more occasions and may include the company’s entire holding of its own shares at the time of the Board’s decision. The mandate includes the right to decide to waive the prior rights of existing shareholders.

The purpose of this mandate to buy back shares in the company is to enable the Board to adjust the capital structure, thereby generating a higher value for shareholders.

Information at the meeting

If requested by a shareholder and the Board deems that it can take place without causing material damage to the company, the Board and the CEO shall provide information about circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company’s or its subsidiaries’ financial situation, and the company’s relationship with another Group company.

Documents

The annual report, the auditor’s report, the Board’s dividend proposal and its reasons therefore, proposal for guidelines for determining the salary and other remuneration of the CEO and senior management, the auditor’s statement in accordance with Chap. 8 § 54 of the Swedish Companies Act and the Board’s proposal for a mandate to acquire and transfer the company’s own shares and the Board’s reasons in support thereof shall be made available at the company’s offices as of Monday 6 March 2017 inclusive and shall also be published on the company’s website.

Holmen AB has a total of 84,756,162 shares in issue, divided into 22,623,234 Class "A" shares and 62,132,928 Class "B" shares. Each Class "A" share carries ten votes and each Class "B" share one vote. The total number of votes is 288,365,268. Following previous buy-backs, the company holds 760,000 of its own Class "B" shares, corresponding to approximately 0.9 per cent of all shares.

Stockholm, February 2017

The Board of Directors