

The shareholders of Holmen Aktiebolag (publ) (corp. reg. no. 556001-3301)

are hereby invited to attend the Annual General Meeting at 15.00 CEST on Tuesday, 16 April 2024, in Vinterträdgården, Grand Hôtel (Royal entrance), Stallgatan 6, Stockholm, Sweden

Registration etc.

Shareholders wishing to exercise their voting rights and participate in the AGM must:

- Be registered as shareholders in the shareholder register generated by Euroclear Sweden AB indicating the situation on Monday, 8 April 2024. To exercise their voting rights and participate in the AGM, shareholders whose shares are registered in the name of a trustee must temporarily re-register their shares in their own name (so-called voting right registration) so that the person concerned is included in the shareholder register generated on this day. Such re-registration should be requested in advance from the trustee, in accordance with the trustee's procedures, by such time as the trustee deems appropriate. Voting right registrations effected by the trustee by no later than Wednesday, 10 April 2024 will be included in the shareholder register generated.
- Register with the Company no later than Wednesday, 10 April 2024 via the company's website, www.holmen.com, by e-mail; proxy@computershare.se or in writing under postal address; Computershare AB, "Årsstämma i Holmen", Box 5267, 102 46 Stockholm. Registration can also be done by phone 0771-24 64 00. When registering, please state name, social security number or organization number, address, telephone number, email address and, where applicable, the number of assistants.

Voting by proxy

Shareholders who are represented by a proxy must issue a written, dated authorisation for the proxy. A proxy form is available at www.holmen.com, and is also available by post on request from shareholders. If the shareholder is a legal entity, certificate of registration or other authorisation documents must be enclosed with the postal voting form. Copies of the documents should, to facilitate entrance, be sent in advance to the above-mentioned e-mail address or postal address.

Proposed agenda

1. Opening of the Meeting
2. Election of Chairman of the Meeting
3. Preparation and approval of the voting list
4. Election of adjuster
5. Approval of the agenda
6. Resolution concerning the due convening of the Meeting
7. Presentation of the annual accounts and the consolidated accounts, together with the auditors' report on the annual accounts and the consolidated accounts, 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 appropriation of the Company's earnings as stated in the adopted balance sheet, and date of record for entitlement to dividend
11. Resolution concerning the discharging 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 Chair of the Board
15. Election of auditors
16. Presentation and approval of the Board's report on the remuneration paid, and due to be paid, to senior management
17. The Board's proposal concerning concerning (A) a long term share savings programme and (B) hedging arrangements, comprising
 - A. Implementation of share savings program
 - B. Hedge measures related to the share savings program
 - i. Decision on transfers to participants in the program of acquired own series B shares
 - ii. Share swap agreement with external party, if the annual general meeting does not decide according to point i) above
18. The Board's proposal concerning authorisation to buy back and transfer treasury shares
19. Closure of the Meeting

The Nomination Committee's proposals in respect of Items 2 and 12–15 on the agenda

The Annual General Meeting has previously decided to set up a Nomination Committee to make proposals concerning the election of Board members and the Board's fees and, when relevant, the election of auditors and the auditors' fees. As decided by the AGM, the Nomination Committee shall consist of the Chair of the Board and one representative of each of the three largest shareholders by voting rights on 31 August each year. Prior to the 2024 AGM, the Nomination Committee consisted of Bo Selling, L E Lundbergföretagen; Lars Ericson, Kempestiftelserna; Vegard Torsnes, Norges Bank; and Fredrik Lundberg, Chair of the Board. The Chair of the Nomination Committee is Bo Selling.

The Nomination Committee has submitted the following proposals:

- Item 2 The Nomination Committee proposes that the Company's Chair of the Board, Fredrik Lundberg, be elected as Chair of the AGM, or if he is prevented from attending, the person designated by the Nomination Committee to act in his place.
- Item 12 The Nomination Committee proposes that the Meeting resolve that the Board of Directors consist of nine members elected by the Annual General Meeting. The Nomination Committee further proposes, in accordance with the Audit Committee's recommendation, that the Meeting appoint a registered auditing firm to serve as auditor. It is noted that employee organisations have appointed employee representatives to the Board: three regular members and three alternate members.
- Item 13 The Nomination Committee proposes that fees of SEK 3 870 000 (3 690 00) be paid to the Board, of which SEK 860,000 (820,000) to be paid to the Chair, and SEK 430,000 (410,000) to be paid to each of the other members elected by the AGM who are not Company employees. The proposal represents an increase of 4.9 per cent.
- It is proposed that fees be paid to the auditors against approved invoices.
- Item 14 The Nomination Committee proposes that Fredrik Lundberg, Lars Josefsson, Alice Kempe, Louise Lindh, Ulf Lundahl, Fredrik Persson, Henrik Sjölund, Henriette Zeuchner and Carina Åkerström be re-elected to the Board to serve until the end of the next Annual General Meeting.

It is proposed that Fredrik Lundberg be elected Chair of the Board of Directors.

- Item 15 The Nomination Committee proposes, in accordance with the Audit Committee's recommendation, the re-election of auditing firm PricewaterhouseCoopers AB as the Company's auditor until the end of the next Annual General Meeting. They have communicated that authorised public accountant Magnus Svensson Henryson will be main responsible auditor if re-elected.

The Board's proposal concerning Item 10 on the agenda

The Board proposes that a dividend of SEK 11.50 per share be paid. The Board proposes that the dividend date of record be Thursday, 18 April 2024. Provided the Annual General Meeting resolves in favour of the proposal, the dividend should be distributed by Euroclear Sweden on Tuesday, 23 April 2024.

The Board's proposal concerning Item 17 on the agenda

Proposal for (A) implementation of a long-term share savings program 2024 and (B) hedging measures in connection therewith

Background

The board proposes that the annual general meeting decides on a new long-term share savings program ("the Program" or "LTIP 2024"). The Program is aimed at members of the group management and is to be implemented after Holmen's annual general meeting in 2024. The annual general meeting in 2022 decided on a long-term share savings program aimed at members of the group management and a number of key individuals in the Holmen group, which expires in connection with the publication of Holmen's interim report for the first quarter of 2025 ("LTIP 2022"). The board believes that the program is appropriately designed and proposes that the annual general meeting in 2024 adopt a long-term share savings program which, in all material respects, has similar terms as LTIP 2022. However, unlike LTIP 2022, the board proposes that the conditions for the allocation of Performance Shares II (as defined and described in section A.d below), in addition to return on invested capital, should also be related to the overall climate benefit of the Holmen group. Furthermore, LTIP 2024 shall only be aimed at members of the group management. The overall purpose of the Program is to maintain a close alignment of interests between the group management and the shareholders and to continue to promote long-term commitment to Holmen. The Program is intended to attract and retain members of the group management who are crucial to Holmen's continued success. The Program shall



be achievable, easy to understand, cost-effective to administer, and simple to communicate.

A. Implementation of the Program

The board proposes that the implementation of the Program shall be according to the main terms outlined below.

- a. The Program is proposed to be directed to a maximum of 10 permanent employees within the Holmen group, who are divided into the following three categories: the CEO of Holmen ("**Group 1**"), the vice CEO of Holmen ("**Group 2**"), and other members of the group management ("Group 3"). The participants in Groups 1–3 are collectively referred to as the "**Participants**"
- b. To participate in the Program, it is required that the Participants personally invest in class B shares in Holmen and that these shares are allocated to the Program ("**Savings Shares**")
- c. For each Savings Share, the Participants have the opportunity to be allotted half (0.5) class B shares in Holmen, free of charge, either by Holmen, by another company in the Holmen group, or by a designated third party ("**Performance Share I**"). Performance Shares I are allotted on the condition that the total shareholder return on class B shares in the company exceeds 10 percent during 2024–2026 ("**TSR condition**")
- d. Participants will also have the opportunity, depending on the fulfillment of certain performance conditions, to be allotted additional class B shares in Holmen, free of charge, either by Holmen, by another company in the Holmen group, or by a designated third party ("**Performance Shares II**"). For each Savings Share, the Participant may be allotted Performance Shares II in accordance with the following:
 - o Participants in Group 1 may be allotted up to six (6) Performance Shares II;
 - o Participants in Group 2 may be allotted up to five (5) Performance Shares II; and
 - o Participants in Group 3 may be allotted up to four (4) Performance Shares II.

Allocation of Performance Shares II shall be based 90 percent on an average return on capital employed for the two business areas, Board & Paper and Wood Products, during the fiscal years 2024, 2025, and 2026 ("**Financial**

goal"). The allocation shall be based 10 percent on Holmen's climate benefit ("**Sustainability goal**"). Holmen's climate benefit is further described and defined in the annual report for the fiscal year 2023 on page 38.

The board shall have the right to decide on the detailed conditions for the allocation of the 90 percent of Performance Shares II related to the Financial goal. For this purpose, the board will establish minimum and maximum levels for the fulfillment of the Financial goal. To allocate Performance Shares II related to the Financial goal, it is required that the minimum level is exceeded, and for the maximum allocation of Performance Shares II, it is required that the maximum level is achieved. If a level between the minimum and maximum levels is achieved, the Participants will receive a linear allocation. Once the Earning Period has expired, the board will disclose the minimum and maximum levels for the Financial goal and to what extent the Financial goal has been achieved.

For allotment related to the Sustainability goal, i.e., 10 percent of the maximum allocation of Performance Shares II, it is required that the reported climate benefit, measured as an average during the fiscal years 2024–2026, has increased compared to the reported climate benefit during the base year 2023 (adjusted for any extraordinary events, such as major acquisitions, divestitures or equivalent, and adjusted for any changes in definitions and methodologies for calculating the climate benefit). In the event of decreased or unchanged climate benefit during the measurement period, no allocation of Performance Shares II related to the Sustainability goal will occur.

e. Performance Shares I and II will be allotted after the end of an earning period, which runs from May 25, 2024, until the day of the publication of Holmen's interim report for the first quarter of 2027 ("**Earning Period**").

The maximum value of the right to receive one Performance Share I or one Performance Share II shall be limited to 200 percent of the volume-weighted average price of Holmen's class B share during the five trading days immediately following the day of the publication of Holmen's interim report for the first quarter of 2024 ("**Cap**"). If the value of such a right (calculated based on the volume-weighted average price of Holmen's class B share during the five trading days immediately following the day of the publication of the interim report for the first quarter of 2027, less any dividend decided by the annual general meeting that has not been separated from the share) exceeds the Cap, a proportional reduction of the number of Performance Shares I and Performance Shares II to be allotted shall occur to the extent necessary to not



exceed the Cap. This limitation enables control and creates predictability over the maximum scope and cost of the Program.

f. Each Participant may invest in Savings Shares up to an amount equal to a maximum of 10 percent of their respective annual individual gross base salary for 2024.

g. Participants shall invest in Savings Shares during the period from April 29 to May 24, 2024, with the right for the board to extend (or postpone) the investment period for individual Participants if there are special reasons.

h. Performance Shares I and Performance Shares II are normally to be allotted only after the end of the Earning Period.

i. A condition for a Participant, where applicable, to be allotted Performance Shares I or Performance Shares II is that they, with certain exceptions, have been employed within the Holmen group throughout the Earning Period and that the Participant, until the end of the Earning Period, has retained the Savings Shares invested within the Program. Savings Shares that have been disposed of before the end of the Earning Period shall not be included in the calculation to determine the allotment of Performance Shares I or Performance Shares II.

j. If significant changes occur within the Holmen group or in the market that, in the board's assessment, would render the conditions for the allotment of Performance Shares I or Performance Shares II under the Program no longer reasonable, the board shall have the right to make adjustments to the Program, including, but not limited to, the right to decide on reduced allotment of Performance Shares I or Performance Shares II, or that no allotment of Performance Shares I or Performance Shares II shall occur at all.

k. The board shall have the right to decide on the detailed terms of the Program. In this regard, the board shall have the right to make necessary adjustments to these terms to comply with specific rules or market conditions outside of Sweden.

l. Participation in the Program is subject to such participation being legally permissible in the relevant jurisdictions. In the event that Participants outside of Sweden, in the board's assessment, cannot be allotted Performance Shares I or Performance Shares II at a reasonable cost or with reasonable administrative efforts, the board shall have the right to decide on cash settlement for such Participants.



m. The Program shall encompass a maximum of 60,000 class B shares in Holmen (including Performance Shares I and Performance Shares II).

n. The number of Performance Shares I and Performance Shares II shall be adjusted as a result of subsequent bonus issue, share split, rights issue, dividend exceeding 5 percent of the equity in the Holmen group for a specific fiscal year, and/or other similar corporate events.

Cost of the Program

The costs of the Program, as reported in the income statement, are calculated according to the accounting standard IFRS 2 and recognized over the Vesting Period. The calculation has been performed based on the closing market price of Holmen's class B shares on March 11, 2024, which is 415 kronor per share, and with the following assumptions: (i) an annual dividend yield of approximately 2 percent, (ii) an annual employee turnover rate of 5 percent, (iii) the TSR condition being met, (iv) an average achievement of the Financial Goal at 50 percent and fulfillment of the Sustainability Goal, and (v) a total maximum of 60,000 Performance Shares I and Performance Shares II available for allocation. In addition to the above, the costs of the Program have been based on the Program involving 10 Participants and each Participant making a maximum investment. The total estimated cost of the Program under IFRS 2 is approximately 9 MSEK excluding social security contributions (16 MSEK when the TSR condition, the Financial Goal, and the Sustainability Goal are met at 100 percent). The costs of social security contributions are estimated to be approximately 4 MSEK, based on the above assumptions, and assuming an annual share price increase of 10 percent during the Program's term and a social security contribution tax rate of 31.42 percent (7 MSEK when the TSR condition, the Financial Goal, and the Sustainability Goal are met at 100 percent).

The expected annual costs of 5 MSEK, including social security contributions, correspond to approximately 0.1 percent of Holmen Group's total personnel costs for the fiscal year 2023 (0.2 percent when the TSR condition, the Financial Goal, and the Sustainability Goal are met at 100 percent).

Assuming that the Cap is reached (calculated for this purpose based on the closing market price of Holmen's class B shares on March 11, 2024, which is 415 kronor per share) and that all Participants are entitled to the maximum allocation of Performance Shares I and Performance Shares II in the Program and remain in the Program until the end of the Vesting Period, the maximum costs for Holmen under IFRS 2 will amount to 19 MSEK, and the maximum costs for social security contributions will amount to 13 MSEK.

Dilution

The allocation of repurchased class B shares to fulfill the commitments under the Program would result in the following dilution effects (under the assumptions provided below). With maximum allocation of Performance Shares I and Performance Shares II and assuming an annual dividend not exceeding 5 percent of Holmen Group's equity for a certain fiscal year, the number of shares that can be allotted free of charge in the Program amounts to 60,000 class B shares in Holmen, which corresponds to approximately 0.04 percent of the share capital and approximately 0.01 percent of the votes (calculated based on the number of outstanding shares in Holmen on March 11, 2024). The effects on key ratios and earnings per share are marginal.

Hedging measures

The board proposes that the annual general meeting, as a primary option, decides on gratuitous transfers of treasury shares of class B to the Participants, and that gratuitous transfers of treasury shares of class B can be made to subsidiaries of Holmen to ensure Holmen's commitments to deliver class B shares to the Participants. The company currently holds 3,289,969 treasury shares of class B. The detailed terms of the board's primary option are set out in item 17.B.1 below.

In the event that the required majority for item 17.B.1 below is not achieved, the board proposes that Holmen be able to enter into share swap agreements with third parties, in accordance with item 17.B.2 below.

Preparation of the proposal

The proposed Program has been prepared, according to guidelines issued by Holmen's board, by Holmen's Compensation Committee, with the assistance of external advisors. The Compensation Committee has presented the work to the board, after which the board has decided to propose the adoption of the Program at the 2024 annual general meeting.

B. Hedging Measures in Relation to the Program*1. Decision on transfers to Participants of acquired treasury shares of class B*

The board proposes that the annual general meeting, as a primary option, decides that transfers of Holmen's treasury shares of class B may occur under the following condition.

- a) Transfers may only occur of class B shares in Holmen, whereby a maximum of 60,000 class B shares in Holmen may be transferred free of charge to the Participants

- b) The right to acquire class B shares in Holmen free of charge shall, with deviation from the shareholders' preferential rights, belong to the Participants. Furthermore, with deviation from the shareholders' preferential rights, subsidiaries of Holmen shall have the right to acquire class B shares in Holmen free of charge, whereby such subsidiary shall be obliged, according to the terms of the Program, to immediately transfer the shares to the Participants
- c) Transfers of class B shares in Holmen shall be made free of charge at the time and on the other terms that the Participants are entitled to acquire shares
- d) The number of class B shares in Holmen that may be transferred within the framework of the Program shall be adjusted due to interim bonus issues, splits, preferential issues, dividends exceeding 5 percent of the equity of the Holmen Group for a certain fiscal year, and/or other similar corporate events.

2. Share swap agreement with external party

The board proposes that the annual general meeting, in the event that the required majority for item 17.B.1 above cannot be achieved, decides that the financial exposure expected to result from the Program may be hedged by Holmen on market terms by entering into a share swap agreement with an external party, whereby the external party, for a fee and in its own name, may acquire and transfer class B shares in Holmen to the Participants, in accordance with the terms of the Program.

Conditions

The decision of the general meeting to implement the Program in accordance with section 17.A above is conditional upon the meeting deciding either in accordance with the proposal for transfers to the Participants of own series B shares in accordance with section 17.B.1 above or in accordance with the proposal to enter into share swap agreements with an external party in accordance with section 17.B.2 above.

Majority rules

For a valid decision on the introduction of the Program according to item 17.A above, a majority of more than half of the votes cast at the meeting is required. For a valid decision on the transfer of treasury shares of class B to the Participants according to item 17.B.1 above, the decision must be supported by shareholders representing at least nine-tenths of both the votes cast and the shares represented at the meeting. For a valid decision to enter into a share swap agreement with an external party according to item 17.B.2 above, a majority of more than half of the votes cast at the meeting is required.

Board proposal concerning Item 18 on the agenda

The Board proposes that the Annual General Meeting approve the authorisation of the Board to take decisions on the acquisition of the company's own shares as follows.

1. Acquisitions may take place over the period until the next Annual General Meeting, on one or more occasions.
2. Acquisitions may be made of up to so many class "B" shares that the company's holding of its own shares after the acquisitions does not at any time exceed 10 per cent of all the shares in the company .
3. 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 may also be sold via Nasdaq Stockholm. The following conditions shall apply:

1. Such mandate may be used on one or more occasions before the Annual General Meeting of next year.
2. All company class B shares held by the company at the point of the Board's decision may be transferred.
3. The mandate includes the right to decide to depart from shareholders' preferential rights.
4. The transfer of shares on Nasdaq Stockholm shall take place within the prevailing applicable range of prices (spread). For share transfers outside Nasdaq Stockholm, payment will be possible in cash, with payment in kind or through offset, and the price shall correspond to an assessed market value at the time of such transfer.

The purpose of the mandates for repurchases and transfers of own shares, and the reason for deviation from shareholders' preferential rights, is to give the company the opportunity to use treasury shares to finance or pay for, without delay and in a flexible, cost-effective manner, acquisitions of companies or business operations and to ensure future transfers of shares under the long-term share savings programs. The purpose of the mandate to repurchase shares in the company is also to enable the Board to adjust the capital structure, thereby generating a higher value for shareholders.

Approval of the proposal requires shareholders representing a minimum of two-thirds of both votes cast and shares represented at the Annual General Meeting to support the resolution.

Information at the meeting

If a shareholder so requests, and the Board deems that it can meet the request without causing material damage to the Company, the Board and the CEO shall provide information about any circumstances that might affect the assessment of an item on the agenda and any circumstances that might affect the assessment of the Company's or its subsidiaries' financial position, or the Company's relationship with another Group company.

Documents

The annual accounts, the auditors' report, the Board's dividend proposal and the justifications for the proposal, as well as:

- the Board of Directors' report on the remuneration of senior management
- the auditors' statement in accordance with Chapter 8, § 54 of the Swedish Companies Act,
- the Board's proposal concerning a share savings programme for group management, and
- the Board of Directors' proposal concerning authorisation to buy back and transfer treasury shares and the related opinion from the Board

will be made available by the company as of Tuesday, 26 March 2024 at latest, and shall also be posted on the Company's website at www.holmen.com. Upon request, the documents will be sent to shareholders and will be available at the Annual General Meeting.

When the notice of the Annual General Meeting was issued, Holmen AB had a total of 162,512,324 shares in issue, of which 45,246,468 Class A shares and 117,265,856 Class B shares. Each Class A share carries ten votes and each Class B share one vote. Following previous buybacks, the Company holds 3 289 969 Class B shares, equal to approximately 2 per cent of all the shares, which are not represented at the Meeting. The total number of voting rights in the Company at said time was therefore 569,730,536 (566 440 567 excluding the Company's treasury shares).



Processing of personal data

For information about how personal data is processed, please visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

Stockholm, March 2024

The Board of Directors