

## WELCOME TO THE ANNUAL GENERAL MEETING OF ROTTNEROS AB

The shareholders of Rottneros AB (publ), corporate identity number 556013-5872, are hereby invited to attend the Annual General Meeting (AGM) to be held at 2 p.m. on Wednesday, 20 May 2015. Location: World Trade Center Stockholm, Kungsbron 1, conference room Manhattan, in Stockholm. Registration for the AGM will open at 1.30 p.m.

### Registration and notification

Shareholders who wish to participate in the proceedings of the AGM must

- be registered as shareholders in the register of shareholders maintained by Euroclear Sweden AB on Wednesday, 13 May 2015, and
- notify the company of their intention to attend the AGM no later than Wednesday, 13 May 2015. The notification can be made via Rottneros' website, [www.rottneros.com](http://www.rottneros.com). Notification may also be made in writing to Rottneros AB, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by phone at +46 8 402 90 78. Please include in the notification your name and social security number or company name and corporate identity number, as well as address, phone number, and the number of assistants accompanying the shareholder to the AGM.

### Nominee-registered shares

In addition to notification, shareholders whose shares are registered in the name of a nominee through a bank or other nominee must request to have their shares temporarily re-registered in their own name in the register of shareholders per Wednesday, 13 May 2015, in order to be entitled to attend the AGM. Shareholders should inform its nominee of such request well in advance of this date.

### Power of attorney

Shareholders represented by proxy must issue a power of attorney for their proxy. If the power of attorney is issued by a legal entity, a copy of the registration certificate (or corresponding authorisation documents, if no such registration certificate exists) should be attached. To facilitate registration for the AGM, the power of attorney, in original, and any authorisation documents shall have been received by the company at Euroclear Sweden AB at the above address no later than on Friday, 15 May 2015. Proxy forms are available on the company's website, [www.rottneros.com](http://www.rottneros.com).

### Agenda

1. Calling to order of the AGM
2. Election of a Chair to preside over the AGM
3. Drawing-up and approval of the voting list
4. Approval of the agenda
5. Election of one or two persons to check the AGM minutes
6. Resolution as to whether the AGM has been duly convened
7. Presentation of the annual report and audit report, of the consolidated accounts and Group audit report and also a report from the auditor on the audit work
8. Address by the CEO and questions from shareholders
9. Resolution concerning the adoption of the income statement and balance sheet, as well as the consolidated income statement and consolidated balance sheet
10. Resolution concerning the disposition of the company's profit as stated in the adopted balance sheet
11. Resolution on discharge from liability of the members of the Board and the CEO
12. Presentation on the work and proposals of the Nominating Committee
13. Determination of the number of Board members and also the number of auditors and deputy auditors, to be elected by the AGM
14. Determination of fees for the Board of Directors and auditors
15. Election of Board members and Chair of the Board
16. Election of auditors and deputy auditors, if any

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17. Resolution on the Nominating Committee ahead of the 2016 AGM
18. Resolution on guidelines for remuneration of senior executives
19. Resolution to amend the Articles of Association
20. Conclusion of the AGM

**Items 2 and 13 to 17 – Chair of the AGM, the number of Board members and also the number of auditors, fees, election of Board members and Chair of the Board, auditors and Nominating Committee ahead of the 2016 AGM**

The Nominating Committee, appointed in accordance with the guidelines resolved by the 2014 AGM, consists of Roger Mattsson (Arctic Paper S.A.), Stefan Sundh (PROAD AB) and Rune Ingvarsson (Chair of the Board of Rottneros AB). The Nominating Committee proposes the following:

- Item 2      Wilhelm Lünig (Attorney) to serve as Chair of the AGM.
- Item 13      The number of Board members elected by the general meeting shall without change be four.
- The company shall have a chartered auditing firm as auditor.
- Item 14      The following fees shall be paid to meeting-elected board members whom are not employed by the company: SEK 550,000 to the Chair of the Board and SEK 275,000 to each of the other Board members; furthermore, no fee shall be paid for committee work. Employee representatives shall receive a fee of SEK 27,500 per person for the time required to read materials ahead of meetings. The proposal represents an increase in remuneration by ten percent compared to the previous year.
- Auditors' fees are paid based on an invoice approved by the CEO.
- If possible from a tax perspective, and provided that it is cost neutral to the company, a Board member may invoice the fees for the Board work. If a Board member invoices the board fee through a company, the remuneration shall be increased to cover statutory social security contributions and value added tax.
- Item 15      The following persons are elected as Board members: Re-election of Directors Roger Asserståhl, Rune Ingvarsson and Per Skoglund and new-election of Marie S. Arwidson as Director. Per Lundeen, who was appointed as managing director of Rottneros AB on 6 November 2014, is not, therefore, proposed for re-election as a Board member.
- Marie S. Arwidson was born in 1951 and has a Bachelor in Business Administration from the Stockholm School of Economics. Marie is chairman of the board of Andra AP-fonden and board member of IVA, The Royal Swedish Academy of Engineering Sciences. She possesses long and extensive experience from the pulp & paper industry, most recently as managing director of Skogsindustrierna. Marie has additionally worked with the Swedish Pulp and Paper Association, comprising a position as Vice President International, focusing on EU matters, as well as managing director at CEPI, Confederation of European Paper Industries in Brussels, where she represented the European paper industry in relation to the European institutions.
- Re-election of Rune Ingvarsson as Chair of the Board. The Board of Directors shall appoint a new Chair from within its ranks if Rune Ingvarsson's assignment as Chair of the Board ends prematurely.
- Item 16      Re-election of the chartered auditing firm Ernst & Young Aktiebolag as the company's auditor for the period extending from the end of the 2015 AGM until the end of the 2016 AGM. The auditing firm has informed the company that the Authorised Public Accountant Erik Sandström will be appointed as auditor in charge until further notice, provided that the Nominating Committee's proposal is adopted by the AGM.

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Item 17 It is proposed that the Nominating Committee consists of the Chair of the Board and two additional members and that the Chair of the Board shall not chair the Committee. One of these two members, in addition to the Chair of the Board, must be a representative of the company's largest shareholder and one shall be a representative of one of the company's other four largest shareholders. Neither of these two members may also be a Board member. In the event that, during the Nominating Committee's mandate period, one or more shareholders that have appointed members of the Nominating Committee are no longer among the five largest shareholders in terms of the number of votes, the members appointed by these shareholders shall relinquish their positions and the shareholder(s) that have taken a position among the five largest shareholders in terms of number of votes shall have the right to appoint their own representatives or offer the shareholder who is next in line in terms of number of votes a place on the Nominating Committee, so that there are three Committee members. The Chair of the Board is responsible for ensuring that members are appointed as stated above. The names of the Nominating Committee members are to be presented no later than six months prior to the 2016 AGM. The Nominating Committee shall appoint a chair from within its ranks. The composition of the Nominating Committee at any given time shall be published on the company's website. The Nominating Committee shall submit proposals on the following matters for decisions by the 2016 AGM:

1. the Chair of the general meeting;
2. the number of Board members;
3. the election of Board members;
4. the election of Chair of the Board;
5. board fees, including distribution between the Chair and other Board members as well as compensation for committee work;
6. fees for the auditors;
7. the election of auditors; and
8. guidelines for the appointment of a new Nominating Committee.

#### **Item 10 – Dividends**

The Board of Directors proposes an ordinary dividend of SEK 0,20 per share and an extraordinary dividend due to the liquidity injection in connection with the sale of the Utansjö facility (Utsjöanläggningen) of SEK 0,20 per share (in total SEK 0,40). The Board of Directors proposes that the record date for receiving the dividend shall be 22 May 2015. With the proposed record date the dividend is expected to be paid out through Euroclear Sweden AB on 27 May 2015. The last day of trading in the company's shares including the right to dividend is 20 May 2015.

#### **Item 18 – Guidelines for remuneration of senior executives**

The Board of Directors proposes that the AGM approve the following guidelines with respect to the remuneration of the senior executives.

At present, 'senior executives' refers to the five people who, including the CEO, form the Group management and who are presented on the company's website and page 65 of the 2014 Annual Report.

The remuneration paid to the CEO and other senior executives shall comprise:

- fixed salary;
- possible variable component of remuneration;
- other benefits; and
- pension benefits.

The total remuneration package must be in line with market rates and competitive in the labour market in which the executives work.

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Fixed salary and variable remuneration are related to the responsibilities and powers held by each executive. The variable component of remuneration, which is cash, is based on outcomes in relation to defined and measurable targets and is capped in relation to fixed salary. The variable component of remuneration for the CEO is capped at 50 per cent of the fixed salary, and the variable component of remuneration for other senior executives is capped at 30 per cent of the fixed salary. The programme for the variable component of remuneration should be designed so that the Board of Directors can impose conditions, restrict or decline to make payments of variable component of remuneration in exceptional financial circumstances if such measure is considered to be reasonable and compatible with the duties of the company in relation to shareholders, employees and other interested parties.

The period of notice is between six months and one year should notice be given by the executive and between one and two years should notice be given by the company. The CEO is entitled to severance pay and a salary during the period of notice of in total up to an amount corresponding to the fixed salary for two years.

Pension benefits are either defined benefit or defined contribution plans or a combination thereof, and executives are entitled to receive pension no earlier than from the age of 65.

Matters relating to remuneration for the executive management are dealt with by the Compensation Committee. The principles of remuneration and other terms of employment for the executive management, together with remuneration for the CEO, shall be decided by the Board of Directors.

If the company in a particular case assigns an individual Board member tasks on behalf of the company over and above regular Board and committee duties, the Board of Directors shall determine the level of remuneration, which must be reasonable and in line with market rates.

The Board of Directors will conduct an annual evaluation of whether or not to propose a long-term incentive programme to the AGM.

The Board of Directors shall be authorised to depart from these guidelines if in an individual case there are special reasons for doing so.

**Item 19 – Amendment of Articles of Association**

The Board of Directors proposes that the Articles of Association shall be amended in such a way that general meetings of Rottneros AB no longer may be held in Gävle or Vallvik.

Article 2 – Current wording	Article 2 – Proposed wording:
The board shall be based in Sunne.	The board shall be based in Sunne.
General meetings shall be held in Sunne, Karlstad, Stockholm, Gävle, Söderhamn or Vallvik as determined by the board.	General meetings shall be held in Sunne, Karlstad, Stockholm or Söderhamn as determined by the board.

**Special majority rules**

The AGM’s resolution to amend the Articles of Association pursuant to Item 19 above requires that shareholders with at least two thirds of both the votes cast and the shares represented at the AGM vote in favour of the proposal.

**Documents**

The Nominating Committee’s proposals are complete as rendered in this notice. The Nominating Committee’s proposals, including its reasoned statement regarding its recommendation for the Board of Directors and information about members recommended for election, are available at Rottneros’ Head Office (Vallvik Bruk in Vallvik, Söderhamn) and on the company’s website, [www.rottneros.com](http://www.rottneros.com).

The Board’s proposals are complete as rendered in this notice. The Board’s statement regarding the dividend and the entire Articles of Association, including the proposed amendment pursuant Item 19 above, are available at the company and on the company’s website (see addresses provided above).

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The annual report and audit report, as well as the auditor's statement on the guidelines for remuneration of senior executives, will be available at the company and on the company's website (see addresses provided above) from and including 29 April 2015, at the latest.

All of the documents mentioned will be sent on request to the postal address provided by the shareholders. Such requests can be made by phone at +46 8 402 90 78.

All of the documents will also be available at the AGM.

**Shares and votes**

The company has a total of 153,393,890 shares with one vote each. The company holds 821,965 own shares.

**Disclosures at the AGM**

The Board of Directors and CEO shall, if requested by any shareholder and if the Board of Directors is of the opinion that it can be done without causing material harm to the company, provide disclosures about: circumstances that may affect the assessment of an item listed on the agenda; circumstances that may impact the assessment of the company's or a subsidiary's financial situation; and the company's relationship with another Group company.

Vallvik, April 2015

Board of Directors of Rottneros AB

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