

HOLMEN

**Shareholders in
Holmen AB (publ)
are herewith invited to attend the Annual General Meeting at 4.00 pm on
Wednesday 28 March 2007 in the Winter Garden, Grand Hôtel (Stallgatan entrance),
Stockholm, Sweden.**

Notification of intention to participate etc.

Shareholders who wish to participate in the Meeting shall

be entered in the register of shareholders maintained by VPC AB by no later than Thursday 22 March 2007, and

notify the company in writing by no later than 5.00 pm on Thursday 22 March 2007. Address: Holmen AB, Group Legal Affairs, Box 5407, 114 84 Stockholm, Sweden. Notice may also be given by telephone: +46 8 666 21 11, by fax: +46 660 759 78 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 VPC to be entitled to participate. Such re-registration must be completed by no later than Thursday 22 March 2007. This means that shareholders must notify their account operator of their intention well ahead of this date.

Proposed agenda

- 1 Opening of Meeting
- 2 Election of Chairman of 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, and the report of the auditors and the consolidated report of the auditors
Address by President/CEO
- 8 Matters arising from the above reports
- 9 Resolution concerning the adoption of the parent company's profit and loss account and balance sheet and the consolidated profit and loss account and balance sheet
- 10 Resolution concerning the proposed treatment of the company's unappropriated earnings as stated in the adopted balance sheet

- 11 Resolution concerning the discharge of the members of the Board and the President/CEO from liability
- 12 Decision on the number of members of the Board to be elected by the Meeting
- 13 Decision on the fees to be paid to the Board and the auditors
- 14 Election of the Board and the Chairman of the Board
- 15 Election of auditors, information
- 16 Nomination Committee, information
- 17 Board's proposal regarding guidelines for determining the salary and other remuneration of the President/CEO and other senior management personnel
- 18 Board's proposal concerning the buy-back and transfer of shares in the company
- 19 Closure of the Meeting

Proposals for decisions 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 2007 Annual General Meeting, the Nomination Committee consisted of Per Welin, L E Lundbergföretagen; Alice J Kempe, Kempe Foundations; Robert Vikström, Handelsbanken incl. pension funds, and Fredrik Lundberg, Chairman of the Board. The chairman of the Nomination Committee is Per Welin.

The Nomination Committee, whose members represent more than 75 % of the votes in the company, has put forward the following proposals.

Item 2 It is proposed that Fredrik Lundberg chair the Meeting.

Item 12 Nine members.

Item 13 It is proposed that a fee of SEK 2,475,000 be paid to the Board, of which SEK 550,000 be paid to the Chairman, and SEK 275,000 be paid to each of the members elected by the Annual General Meeting who is not an employee of the company.

Compensation to the auditors shall be paid against invoice.

Item 14 It is proposed that Fredrik Lundberg, Lilian Fossum, Magnus Hall, Carl Kempe, Curt Källströmer, Hans Larsson, Ulf Lundahl, Göran Lundin and Bengt Pettersson be re-elected to the Board.

It is proposed that Fredrik Lundberg be elected chairman.

Item 15 KPMG Bohlins AB were elected as auditors at the 2004 Annual General Meeting for the period until the end of the 2008 Annual General Meeting.

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 president/CEO and other senior management personnel.

Salary and other remuneration: The remuneration of the president/CEO and other senior management personnel shall consist of a fixed salary at market rates. Other benefits, mainly car and accommodation, shall, insofar as they are provided, represent a limited part of the compensation package. No variable remuneration shall be paid.

Pension: Normal retirement age shall be 65 years. The company and the employee shall be mutually entitled to require the other to take/permit retirement from 60 years of age. Any pension drawn before 65 years of age shall be either defined benefit or defined premium in type. Pension drawn after 65 years of age shall be in accordance with the ITP plan. Over and above this, the employee may also be entitled to draw a supplementary old age pension. In this case, there shall be a successive transition from the previous arrangement involving a defined benefit pension to one in which the pension is of the defined premium type.

Notice and severance pay: Discontinuation notice should normally be one year, if it is given by the company, and six months if it is given by the employee. In the event of notice being given by the company severance pay can be paid in an amount corresponding to no more than 24 months' salary.

Remuneration committee: A remuneration committee appointed from among the members of the Board shall prepare business pertaining to the president/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 benefits of senior management personnel shall be laid down in a pay policy adopted by the remuneration committee.

Departures in individual cases: The Board shall be entitled to depart from these guidelines in individual cases should special reasons exist. In the event of such a departure, information thereon and the reasons therefore shall be submitted to the next Annual General Meeting.

Board proposal concerning Item 18 on the agenda

The essence of the Board's proposal is 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 shares in the company via the stock market. This proposal also means that the Board will be mandated to make decisions to use the company's shares as payment for the acquisition of companies or lines of business or to finance such acquisitions, in which case the shares shall be sold on the stock market.

The buy-back may be of shares of Series A or Series B or a combination thereof, and shall be limited to so many shares such that the company's own holding does not exceed 10 % of all the shares in the company.

The shares shall be bought back at the prevailing listed price at the time of acquisition.

Shares in the company that are used to pay for the acquisition of companies or lines of business shall be sold at a market value estimated by the Board.

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.

Dividend

The Board has proposed that a dividend of SEK 12 (11) per share be paid. The Board proposes that the date of record for entitlement to dividend be Monday 2 April 2007.

Provided that the shareholders at the Annual General Meeting resolve in favour of the proposal, it is expected that the dividend will be distributed by VPC on Thursday 5 April 2007 to shareholders whose names are entered in the register of shareholders or on the special list on the date of record.

The Board's dividend proposal and the explanation thereto, the Board's proposals for guidelines for determining the salary and other remuneration of the president/CEO and other senior management personnel, and the board's proposal that it be mandated to buy back and transfer the company's own shares, together with explanations thereto, will be kept available at the company's office as of Wednesday 14 March 2007, as well as being published on the company's website.

Stockholm February 2007

Board of directors