

Nomination Committee

The rules regarding the Nomination Committee shall apply until a resolution regarding change of the procedure for nominating the Nomination Committee is resolved by the General Meeting.

1. Nordic Paper (the "Company") shall have a Nomination Committee consisting of one representative of each of the four shareholders or group of shareholders controlling the largest number of votes according to section 2 below, which desires to appoint a member of the Nomination Committee. The names of the four members of the Nomination Committee and the names of the shareholders that has appointed them shall be published on the Company's website not later than six months prior to the Annual General Meeting. The Nomination Committee's term of office extends until a new Nomination Committee has been appointed. Chairman of the Nomination Committee shall, if the members of the committee unanimously do not agree otherwise, be the member that has been appointed by the shareholder controlling the largest number of votes.
2. The Nomination Committee shall be formed based on the shareholder statistics from the Euroclear Sweden AB, as per the last banking day in August the year before the Annual General Meeting and on all other reliable ownership information that has been provided to the Company at this point of time. In the assessment of the four largest shareholders a group of shareholders shall be regarded as one owner provided that they (i) have been grouped together in the Euroclear Sweden system or (ii) have made public and notified the Company in writing that they have agreed to have a long term unified conduct regarding the management of the company through coordinating the use of their voting rights.
3. That, if prior than two months before the Annual General Meeting, one or more shareholders who have appointed members of the Nomination Committee cease to belong to the four shareholders controlling the largest number of votes, said members shall leave their places of the Nomination Committee and the shareholder(s) that currently is among the four largest shareholders shall, after having contact with the Chairman of the Nomination Committee, have the right to appoint a new member of the Nomination Committee.
4. A shareholder that has become one of the four largest shareholders later than two months before an Annual General Meeting shall, instead of having the right to appoint a member of the Nomination Committee, have the right to appoint a representative that shall be co-opted to the Nomination Committee. A shareholder, which has appointed a member of the Nomination Committee, has the right to dismiss its appointed member and appoint a new member of the Nomination Committee. Changes of the composition of the Nomination Committee shall be made public as soon as such changes have taken place.
5. The Nomination Committee shall present the following proposals for resolutions at the Annual General Meeting:
 - a) proposal for Chairman of the Meeting;
 - b) proposal for Members of the Board of Directors;
 - c) proposal for Chairman of the Board of Directors;
 - d) proposal for remuneration to the Members of the Board of Directors, distinguishing between the Chairman of the Board of Directors and other Members of the Board of Directors and remuneration for committee work;
 - e) proposal for external auditors;
 - f) proposal for remuneration to the external auditors;
 - g) to the extent deemed necessary, proposal regarding amendments to the current instruction to the Nomination committee; and
 - h) and other proposals required by the Swedish Code of Corporate Governance or applicable law.

6. The Nomination Committee shall, in connection with their assignment, accomplish their duties in accordance with the Swedish Code of Corporate Governance and the Company shall, upon the request of the Nomination Committee, provide the Nomination Committee with personnel resources, such as secretarial services, in order to facilitate for the Nomination Committee's work. In case of need, the Company shall also assist the Nomination Committee with reasonable costs for external consultancy services that the Nomination Committee assesses as necessary in order for the Nomination Committee to be able to complete its assignment. No fee shall be paid to the members of the Nomination Committee. However, the Company is responsible for reasonable costs which are associated with the duties of the Nomination Committee.
7. Representatives of the Nomination Committee should always attend the Annual General Meeting.
8. The Nomination Committee shall continuously evaluate these instructions and its work and submit proposals of such changes of this instruction when considered appropriate.