

Board's statement regarding the proposal for a mandate to buy back shares in the company

The Board proposes that during the period until the next Annual General Meeting it be mandated by the Annual General Meeting to buy back shares of Series "B" 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, such acquisitions being made via Nasdaq Stockholm within the from time to time applicable range of prices (spread) and in accordance with applicable rules.

The Board has established that the Group shall have a strong financial position where the net financial debt shall not exceed 25 per cent of equity. As of 31 December 2020, it amounted to 10 per cent. Based on the closing balance sheet at 31 December 2020, a buy-back of shares for an amount of up to approx. SEK 5,100 million would be included within the debt/equity ratio target. Also taking into consideration the dividend proposal, the buy-back of shares for up to around SEK 3,400 million would remain within the target as of 31 December 2020.

Holmen AB's equity at 31 December 2020 amounted to SEK 12 228 million, of which non-restricted equity was SEK 6 314 million. Assets and liabilities measured at fair value according to Chapter 4 Section 14a of the Swedish Annual Accounts Act had an impact of SEK 490 million on equity. The Group's equity at 31 December 2020 amounted to SEK 42 516 million. Complying with the IFRS, no distinction is made at Group level between restricted and non-restricted equity.

The Board considers that the proposed mandate to buy-back of the company's shares, taking into account established targets for its financial position, is justifiable in view of the demands made on the company and the Group by the nature, extent and risks associated with the business in terms of the amount of equity required, and taking into account the need for consolidation, liquidity and financial position otherwise. The financial position will still be strong after any such buy-back of its shares and it is considered to be fully adequate to enable the company to fulfil its obligations in both the short and the long term, as well as to finance such investments as may be necessary.

Stockholm, February 2021

The Board of Directors