

## **NOMINATION COMMITTEE PRIOR TO 2015 ANNUAL GENERAL MEETING**

### ***Decision regarding appointments***

The 2012 annual general meeting decided that the nomination committee, until further notice, shall be appointed in the following manner.

The nomination committee shall be composed of representatives of the, no less than four and no more than six, largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of the last banking day in August, and the chairman of the board of directors. The chairman of the board of directors is to convene the first meeting of the nomination committee. The member representing the largest shareholder in terms of voting rights shall be appointed chairman of the nomination committee. If so desired, due to later changes in the ownership structure, the nomination committee is authorized, in case the number of members falls below seven, to call in one or two additional members among the shareholders who in terms of voting rights are the largest shareholders next in turn, so that the total number of members is not higher than seven. Should a member resign from the nomination committee before its work is completed and, if the nomination committee considers it necessary, a "substitute" member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder next in turn. Changes in the composition of the nomination committee shall be made public immediately. The composition of the nomination committee is to be announced no later than six months before the annual general meeting. Remuneration shall not be paid to the members of the nomination committee. The company is to pay any costs for the work of the nomination committee. The term of office for the nomination committee ends when the composition of the following nomination committee has been announced. The nomination committee shall propose the following: the chairman of the general meeting, board of directors, the chairman of the board of directors, remuneration to the board of directors individually specified for the chairman and each of the other directors, remuneration for committee work and auditor and remuneration to the auditor.

### ***Composition***

The nomination committee prior to the 2015 annual general meeting comprises:

Carl-Olof By, AB Industrivärden,  
Håkan Sandberg, Handelsbankens Pensionsstiftelse and others,  
Yngve Slyngstad, Norges Bank Investment Management,  
Caroline af Ugglas, Skandia Liv, and  
Sverker Martin-Löf, styrelseordförande i SCA

The nomination committee shall submit proposals concerning the matters listed below for presentation to the 2015 annual general meeting for decision

Proposed chairman of the annual general meeting  
Proposed members of the board of directors  
Proposed chairman of the board  
Proposed board fees and distribution among the chairman and the other board members, as well as remuneration for work in committees  
Proposed auditor and fees for the auditor

Shareholders who desires to present proposals to the nomination committee have had the opportunity to do so.

## ***The nomination committee's proposals***

The nomination committee has presented the following proposals prior to the 2015 annual general meeting.

### **Meeting chairman**

The nomination committee proposes attorney Eva Hägg be appointed chairman to lead the meeting.

### **Number of board members**

The nomination committee proposes that the number of board members shall be nine, with no deputies appointed.

### **Board fees**

The nomination committee proposes, unchanged, that the remuneration to each director elected by the meeting and who is not employed by the company shall be SEK 700,000 and the chairman of the board of directors is to receive SEK 2,100,000. Members of the remuneration committee are each to receive an additional remuneration of SEK 105,000, while the chairman of the remuneration committee is to receive an additional remuneration of SEK 135,000. Members of the audit committee are each to receive an additional remuneration of SEK 130,000. The chairman of the audit committee is to receive an additional remuneration of SEK 175,000.

### **Proposal for board of directors and board chairman**

The nomination committee proposes re-election of the directors Pär Boman, Rolf Börjesson, Leif Johansson, Louise Julian Svanberg, Bert Nordberg, Anders Nyrén and Barbara Milian Thoralfsson and election of Annemarie Gardshol and Magnus Groth as new directors. Pär Boman is proposed to be elected as chairman of the board of directors.

A majority of the proposed board members – Pär Boman, Rolf Börjesson, Annemarie Gardshol, Leif Johansson, Louise Julian Svanberg, Bert Nordberg, Anders Nyrén and Barbara Milian Thoralfsson – are independent of the company and its executive management. Of these, six – Rolf Börjesson, Annemarie Gardshol, Leif Johansson, Louise Julian Svanberg, Bert Nordberg and Barbara Milian Thoralfsson – are also considered independent of the company's major shareholders. Only one board member – Magnus Groth, CEO – is a member of the executive management. All of the board members have experience of the requirements incumbent upon a listed company or equivalent experience.

Further information regarding the board members proposed for re-election is available on the company's website, [www.sca.com](http://www.sca.com).

Annemarie Gardshol, born in 1967, holds a Master of Engineering and is Head of eCommerce & Corporate Clients and Chief Strategy Officer of Postnord. Annemarie Gardshol is member of Postnord's Group Executive Team since 2012. Annemarie Gardshol is also director of Etac AB. Previously, Annemarie Gardshol has held various managing positions within Gambro within the fields of strategy, global marketing and R&D and she was previously also Management consultant at McKinsey & Company. Annemarie Gardshol holds no shares in SCA.

Magnus Groth, born in 1963, holds a Master of Engineering and a Master of Business Administration and is the CEO of SCA since 1 March 2015. Magnus Groth is also director of Acando AB. Previously, Magnus Groth was head of the Consumer Goods Europe business of SCA, and he has also been the CEO of Studsvik AB (publ). Magnus Groth holds 11,250 B shares in SCA.

### **Statement**

The aim of the nomination committee has been to propose a board where the individual board members as well as the board in its entirety meet great demands on relevant knowledge and experience in order to be able to carry out effective board work in SCA characterized of high quality. Alongside this, the nomination committee has also, in accordance with the company's diversity policy, strived to achieve a more equal gender diversity on the board. In addition, the nomination committee has paid special attention to the proposed members' other engagements, to ensure that they are able to devote their assignment in the SCA board the time and commitment required.

The nomination committee has thoroughly familiarized itself with the board's work and the specific requirements of the company's operations. The nomination committee has also reviewed the completed evaluation of individual board members' contribution to the board's work. The conclusion is that the current board and its work have functioned properly.

The nomination committee has been informed that the chairman Sverker Martin-Löf has declined re-election and that the CEO Jan Johansson has been dismissed and declined re-election and that the new CEO, Magnus Groth, commenced on 1 March 2015.

The nomination committee considers that the proposed board of directors will obtain an appropriate composition with regard to the company's operations, phase of development and other relevant circumstances. It exhibits diversity, continuity and breadth as to the board members' high qualifications, experience and background.

### **Number of auditors and deputies**

The nomination committee proposes that there shall be one auditor and no deputies.

### **Auditor and auditors' fees**

The nomination committee proposes re-election of the registered accounting firm PricewaterhouseCoopers AB, for the period until the end of the annual general meeting 2016, and that remuneration to the auditor is to be paid according to approved invoice.

### **The nomination committee's work**

On the annual general meeting, the nomination committee will present how its work has been carried out.