The Board of Directors’ of Svenska Cellulosa Aktiebolaget SCA statement pursuant to Chapter 18, section 4 of the Swedish Companies Act

The Board of Directors assesses that after the proposed dividend, of SEK 6.00 per share and all the shares in the wholly-owned subsidiary SCA Hygiene AB, the Company’s and the group’s equity will be sufficient in relation to the nature, scope and risks of the business and the Company’s position in general, and it allows the Company and the group to fulfil its obligations and carry out desirable investments. The Company’s equity would have been SEK 22,526,665 higher if the assets and liabilities had not been valued at actual value pursuant to Chapter 4, section 14 a of the Swedish Annual Accounts Act (1995:1554).

Furthermore, the Board of Directors has proposed that theAnnual General Meeting resolves on a reduction of the Company’s share capital of SEK 9,225,350 by cancellation of 2,767,605 Class B shares held by the Company. The reduction will be carried out without repayment to the shareholders and the amount which the share capital is reduced by, SEK 9,225,350, shall be transferred to the non-restricted equity. Following the reduction, the Company’s share capital amounts SEK 2,341,141,630. The Board of Directors has also proposed that the Annual General Meeting resolves on a bonus issue, whereby the share capital is increased by SEK 9,225,350 to SEK 2,350,366,980, by transfer from the non-restricted equity. No new shares shall be issued in connection with the bonus issue. The purpose of the bonus issue is to restore the Company’s share capital after the share capital reduction. The overall effect on the equity after the share capital reduction and bonus issue is that the share capital and non-restricted equity remains unchanged.

The value of the distribution of the shares in SCA Hygiene AB is determined based on the book value at the time of the distribution of shares to the Company’s shareholders by applying applicable accounting rules. At the time of this statement, the book value of the shares in SCA Hygiene AB corresponds to totally SEK 75,000,500,000. The value of SCA Hygiene AB may be affected by a capital contribution in order to achieve the desired level of indebtedness of the Forest Products business. The capital contribution is estimated to a maximum of SEK 1,000,000,000. Together with the Board of Directors’ proposed cash dividend totalling SEK 4,214,054,934, the total value of the proposed distribution to shareholders is SEK 79,214,554,934, at the time of this statement, and a maximum of SEK 80,214,554,934 at the time of the distribution of the shares in SCA Hygiene AB. After distribution of the proposed dividend, there will therefore be full coverage for the Company’s restricted equity.

The Board of Directors takes the view that, after the execution of the proposals, the Company’s and the group’s equity will be sufficient in relation to the nature, scope and risks of the remaining business. In making this assessment, the Board of Directors has considered, among other things, the implemented reorganisation of the Company, the effect of the division of the group into two companies, where assets and liabilities are divided, the Company’s and the group’s historical development, the group’s future operations, its budgeted growth and the macro economic situation.

The Board of Directors has evaluated the Company’s and the group’s financial position and the Company’s and the group’s possibilities of fulfilling their obligations in the short and in the long term. The Company’s and the group’s solvency is assessed to be good, also after the execution of the proposals, with regard to the business in which the group is active. The execution of the proposals will not affect the Company’s or the group’s ability to fulfil their payment obligations. The Company and the group have access to both short and long term credit facilities. The credits may be utilized at short notice, for which reason the Board of Directors assesses that the Company’s and the group’s preparedness to handle both changes in
the liquidity and unexpected events is good. The Board of Directors takes the view that the Company and the group have the requirements to take future business risk and also to bear any losses. Execution of the proposals will not negatively affect the Company’s and the group’s ability to make further, business-like justified investments in accordance with the Board of Directors’ plans. In addition to what has been stated above, the Board of Directors has considered other known circumstances which may be of importance for the Company’s and the group’s financial position. In doing so, no circumstance has appeared to the Company that does not justify the proposals.

________________

Stockholm in February 2017

The Board of Directors in Svenska Cellulosa Aktiebolaget SCA