

# Press release

Sundsvall, March 11, 2021

## Notice of the SCA Annual General Meeting 2021

**Shareholders of Svenska Cellulosa Aktiebolaget SCA (“SCA”), Reg. No. 556012-6293, are hereby invited to the Annual General Meeting (AGM) to be held on Thursday, April 15, 2021.**

The Board of Directors has decided that the AGM is to be held through postal voting only, pursuant to temporary statutory regulations that apply in 2021. This means that the AGM will be held without the physical attendance of shareholders, proxies or external parties. Accordingly, the voting rights of shareholders may only be exercised at the AGM by shareholders submitting postal votes in the manner stated below.

An address in which President and CEO Ulf Larsson comments on SCA’s operations and on a number of questions submitted to the company will be published on the company’s website [www.sca.com](http://www.sca.com) on April 15, 2021.

Information about the resolutions passed at the AGM will be published on April 15, 2021 when the outcome of the postal vote has been finalized.

### Registration and notification of participation in the AGM through postal voting

Shareholders who wish to attend the AGM must:

- firstly, be registered in the shareholders’ register maintained by Euroclear Sweden AB as of Wednesday, April 7, 2021, and
- secondly, notify their intention to attend by submitting a postal vote in accordance with the instructions under the heading “Postal voting” below in such a manner that Euroclear Sweden AB has received the postal vote by Wednesday, April 14, 2021 at the latest.

In addition to giving notice of attendance by submitting their postal vote, shareholders whose shares are registered in the name of a nominee are required to register the shares

The core of SCA’s business is the growing forest, Europe’s largest private forest holding. Around this unique resource, we have built a well-developed value chain based on renewable raw material from our own and others’ forests. We offer packaging paper, pulp, wood products, renewable energy, services for forest owners and efficient transport solutions. 2020 the forest products company SCA had approximately 4,000 employees and sales amounted to approximately SEK 18,4 bn. SCA was founded in 1929 and has its headquarters in Sundsvall, Sweden. For more information, visit [www.sca.com](http://www.sca.com)

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in his or her own name in order that they may be listed in the shareholders' register on Wednesday, April 7, 2021. Such registration may be temporary (so-called voting rights registration) and is made by the nominee upon request by the shareholder, in accordance with the nominee's procedure. Voting rights registration submitted by nominees no later than on Friday, April 9, 2021, will be considered when preparing the shareholders' register.

### **Postal voting**

Shareholders may only exercise their voting rights at the AGM by voting in advance, so called postal voting, pursuant to Section 22 of the Swedish Act on Temporary Exemptions to Facilitate the Execution of General Meetings in Companies and Associations (2020:198). A special form must be used for postal voting. The form is available on the company's website [www.sca.com](http://www.sca.com). The postal voting form is valid as notification of participation in the AGM.

To be considered valid, the completed and signed form must be received by Euroclear Sweden AB no later than on Wednesday, April 14, 2021. The completed and signed form is to be sent by post to Svenska Cellulosa Aktiebolaget SCA, "Annual General Meeting", c/o Euroclear Sweden AB, Box 191, SE-101 23 Stockholm, Sweden, or by e-mail to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Shareholders who are natural persons may also submit postal votes electronically through verification using the BankID security app via Euroclear Sweden AB's website <https://anmalan.vpc.se/EuroclearProxy/>. To be considered valid, such electronic votes must be submitted by Wednesday, April 14, 2021.

If the shareholder submits a postal vote via a proxy, the form must include a power of attorney. Proxy forms are available in Swedish and English upon request from the company. The forms are also available on the company's website [www.sca.com](http://www.sca.com). A power of attorney is valid for one (1) year from its issue or the longer period of validity stipulated in the power of attorney, though not more than five (5) years. If the shareholder is a legal entity, a registration certificate or equivalent authorization document, not older than one (1) year, listing the authorized signatories must be attached to the form.

Shareholders may not include special instructions or conditions in the postal vote. If this occurs, the vote (i.e. the postal vote in its entirety) will be rendered invalid. Further information and conditions can be found on the postal voting form and on <https://anmalan.vpc.se/EuroclearProxy/>.

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### **Shareholders' right to receive information**

The Board of Directors and the President and CEO must, if a shareholder so requests and the Board of Directors considers it possible without it resulting in material damage to the company, provide information concerning conditions that could influence the assessment of an item on the agenda, conditions that could influence assessments of the financial condition of the company or subsidiaries and the company's relationship to other Group companies. Requests concerning such information must be submitted in writing to the company no later than ten days prior to the AGM, that is, no later than on Monday, April 5, 2021, to Svenska Cellulosa Aktiebolaget SCA, c/o SCA General Counsel, SE-851 88 Sundsvall, Sweden, or by e-mail to: [stabjuridik@sca.com](mailto:stabjuridik@sca.com). The information will be provided by making it available on the company's website [www.sca.com](http://www.sca.com) and at the company's headquarters, Skepparplatsen 1, SE-851 88 Sundsvall, Sweden, no later than on Saturday, April 10, 2021. Within the same period, the information will also be sent to the shareholder who requested it and has stated his/her address.

### **Proposed agenda**

1. Election of a Chairman of the meeting.
2. Election of two persons to approve the minutes of the meeting.
3. Preparation and approval of the voting list.
4. Determination as to whether the meeting has been duly convened.
5. Approval of the agenda.
6. Submission of the annual report and the auditors' report, and the consolidated financial report and auditors' report on the consolidated financial report, as well as the auditor's statement regarding compliance with guidelines for remuneration of senior executives that have applied since the preceding AGM.
7. Resolutions on
  - a) the adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet,
  - b) the allocation to be made of the company's profit as shown in the adopted balance sheet and record date for distribution of the dividend,

- c) discharge of the Board members and the President and CEO from personal liability for 2020.
- 8. Resolution on the number of Board members and deputy Board members.
- 9. Resolution on the number of auditors and deputy auditors.
- 10. Resolution on the fees to be paid to the Board members and the auditors.
- 11. Election of Board members and Deputy Board members.
  - Re-election of
    - i. Charlotte Bengtsson,
    - ii. Pär Boman,
    - iii. Lennart Evrell,
    - iv. Annemarie Gardshol,
    - v. Ulf Larsson,
    - vi. Martin Lindqvist,
    - vii. Bert Nordberg,
    - viii. Anders Sundström,
    - ix. Barbara M. Thoralfsson.
  - Election of
    - x. Carina Håkansson.
- 12. Election of a Chairman of the Board.
- 13. Election of auditors and deputy auditors.
- 14. Resolution on approval of Remuneration Report.
- 15. Resolution on amendment of the Articles of Association.

#### **Item 1 – Election of a Chairman of the meeting**

The Nomination Committee of SCA, which comprises Helena Stjernholm, AB Industrivärden (Chair), Petter Johnsen, Norges Bank Investment Management, Anders

Oscarsson, AMF Försäkring & Fonder, Mikael Hallåker, Handelsbankens Pensionsstiftelse, among others, and Pär Boman, Chairman of the Board of SCA, proposes Attorney-at-Law Eva Hägg as Chairman of the meeting or, in her absence, the person designated by the Nomination Committee.

#### **Item 2 – Election of two persons to approve the minutes of the meeting**

The Nomination Committee proposes Madeleine Wallmark, AB Industrivärden, and Anders Oscarsson, AMF Försäkring & Fonder, or, if one or both of them are absent, the person(s) designated by the Nomination Committee are proposed as the persons to verify the minutes. This assignment also includes verifying the voting list and that the received postal votes are correctly reflected in the minutes of the meeting.

#### **Item 3 – Preparation and approval of the voting list**

The voting list that is proposed for adoption, is the voting list that has been prepared by Euroclear Sweden AB, based on the shareholders' register and the received postal votes, verified and approved by the persons elected to approve the minutes.

#### **Item 7 b) – Dividend and record date**

The Board of Directors proposes a cash dividend for the 2020 fiscal year of SEK 2.0 per share and that the record date for the dividend be Monday, April 19, 2021. If the AGM adopts this motion, it is estimated that payment of dividends, via Euroclear Sweden AB, will occur on Thursday, April 22, 2021.

#### **Items 8–13 – Nomination Committee's proposals**

The Nomination Committee proposes the following:

- Item 8: The number of Board members shall be ten with no deputies.
- Item 9: The number of auditors shall be one with no deputy.
- Item 10: Board fees shall be paid in an amount of SEK 650,000 to each AGM-elected Board member who is not a company employee and in an amount of SEK 1,950,000 to the Chairman of the Board. Remuneration Committee members shall receive an additional fee of SEK 115,000, while the Chairman of the Remuneration Committee shall receive an additional fee of SEK 140,000. Audit Committee members shall receive an additional fee of SEK 270,000, while the Chairman of

the Audit Committee shall receive an additional fee of SEK 375,000. The auditors will be remunerated in return for approved invoices.

- Item 11: Re-election of Board members Charlotte Bengtsson, Pär Boman, Lennart Evrell, Annemarie Gardshol, Ulf Larsson, Martin Lindqvist, Bert Nordberg, Anders Sundström and Barbara M. Thoralfsson. Election of Carina Håkansson.

Carina Håkansson was born in 1961 and holds a BSc Forestry from the Swedish University of Agricultural Sciences. She has extensive experience from the Swedish forest products industry and has worked in the forest products industry for more than 30 years, most recently as President of the Swedish Forest Industries Federation trade organization during the period 2013–2020. Carina Håkansson was previously CEO of Dalakraft between 2009 and 2013 and President of Stora Enso Skog between 2004 and 2009. She is currently Chair of the Advisory Committee on Sustainable Forest-based Industries (ACSF) and ÅForsk, and Board member of Vasaloppet.

- Item 12: Re-election of Pär Boman as Chairman of the Board.
- Item 13: Re-election of the registered firm of accountants EY AB in accordance with the Audit Committee's recommendation, for the period up until the end of the 2022 AGM. If elected, EY AB has announced its appointment of Authorized Public Accountant Fredrik Norrman as Senior Auditor.

#### **Item 14 – Approval of Remuneration Report**

The Board of Directors proposes that the AGM resolves to adopt the Board of Directors' Remuneration Report, pursuant to Chapter 8, Section 53a of the Swedish Companies Act.

#### **Item 15 – Amendment of the Articles of Association**

Pursuant to Chapter 7, Section 4 of the Swedish Companies Act, the Board of Directors may collect powers of attorney ahead of a general meeting if this is stipulated in the Articles of Association. Pursuant to Chapter 7, Section 4a of the Swedish Companies Act, it is also stated that the Articles of Association may stipulate that the shareholders be permitted to exercise their voting rights by mail prior to the general meeting.

In order to use the alternatives stipulated in the Swedish Companies Act regarding decisions to collect powers of attorney and postal voting, the Board proposes that a new

Article 15, with the wording below, be incorporated into the Articles of Association and that the number sequence in the Articles of Association be amended so that the current Article 15 becomes Article 16 and the current Article 16 becomes Article 17.

<b>Proposed wording</b>
<p><b>Article 15</b></p> <p><i>The Board of Directors may collect powers of attorney pursuant to the procedure started in Chapter 7, Section 4, second paragraph of the Swedish Companies Act.</i></p> <p><i>Prior to a General Meeting, the Board of Directors may decide that the shareholders shall be able to exercise their voting rights by post prior to the General Meeting pursuant to Chapter 7, Section 4 a of the Swedish Companies Act.</i></p>

The Board of Directors also proposes the following two editorial amendments to the Articles of Association, which result from previously implemented regulatory amendments.

<b>Current wording</b>	<b>Proposed wording</b>
<p><b>Article 1</b></p> <p>The name of the Company is Svenska Cellulosa Aktiebolaget SCA. The company is public (publ.).</p>	<p><b>Article 1</b></p> <p>The <del>name</del> <i>corporate name of the Company</i> is Svenska Cellulosa Aktiebolaget SCA. The company is public (publ.).</p>
<p><b>Article 15</b></p> <p>The Company's shares shall be registered in a central securities depository register pursuant to the Financial Instruments Accounts Act (lagen om kontoföring av finansiella instrument (1998:1479)).</p>	<p><b>Article 1516</b></p> <p>The Company's shares shall be registered in a central securities depository register pursuant to the <i>Swedish Central Securities Depositories and</i> Financial Instruments Accounts Act (Sw. lagen om <i>värdepapperscentraler och</i> kontoföring av finansiella instrument (1998:1479)).</p>

The Board of Directors proposes that the President be authorized to make the minor adjustments to the resolutions above that may become necessary in conjunction with registration of the Articles of Association with the Swedish Companies Registration Office.

### **Majority requirement**

For an AGM resolution concerning the Board of Directors' motion on Item 15 to be valid, the resolution must be supported by shareholders accounting for at least two-thirds of both the votes cast and the shares represented at the AGM.

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### **Documentation**

The financial statements; the auditor's report; the Board of Directors' report pursuant to Chapter 8, Section 53a of the Swedish Companies Act concerning paid and withheld remuneration that is regulated by guidelines for remuneration of senior executives; the auditor's statement, pursuant to Chapter 8, Section 54 of the Swedish Companies Act, regarding these guidelines; *and* the Board of Directors' reasoned statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act will be provided by being made available at the company's headquarters and on the company's website [www.sca.com](http://www.sca.com) no later than on Thursday, 18 March 2021. The documents will be sent free of charge to those shareholders who request them and who state their address. The complete motions are found under the particular item in the official notice. The share register concerning the annual general meeting is available at the company's headquarters, Skepparplatsen 1, SE-851 88 Sundsvall. Information regarding the individuals proposed for election to SCA's Board of Directors, the proposed auditors and regarding the Nomination Committee's reasoned statement, etc. is available on the company's website [www.sca.com](http://www.sca.com).

### **Shares and voting rights**

The total number of shares in the company is 702,342,489, of which 64,587,672 are Class A shares and 637,754,817 Class B shares, corresponding to a total of 1,283,631,537 votes. Class A shares carry 10 votes and Class B shares one vote each. The information regarding the shares refers to the situation as per the time of issue of the notification of the AGM.



### **Processing of personal data**

For information on how your personal data is processed, refer to

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>

Sundsvall in March 2021

SVENSKA CELLULOSA AKTIEBOLAGET SCA (publ)

The Board of Directors

### **For further information, please contact**

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