

Press release

Sundsvall, February 16, 2026

Notice convening the Annual General Meeting 2026

Notice is given to the shareholders of Svenska Cellulosa Aktiebolaget SCA ("SCA"), Reg. No. 556012-6293, of the Annual General Meeting of shareholders to be held on Friday, March 27, 2026, at 1.00 p.m. in Sundsvall at Clarion Hotel Sundsvall (registration from 11.30 a.m.)

The shareholders also have the opportunity to exercise their voting rights by postal voting prior to the Meeting.

Right to participate and notice of participation at the meeting venue

Shareholders who wish to participate in the Annual General Meeting at the meeting venue in person or by proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday, March 19, 2026; and
- give notice of their participation no later than Monday, March 23, 2026. Notification may be given via the company's website www.sca.com or by telephone + 46 60 19 33 00, weekdays between 9 a.m. and 4 p.m. Notification may also be given in writing to Svenska Cellulosa Aktiebolaget SCA, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden, or by email to GeneralMeetingService@euroclear.com. Notification must include name, personal or corporate identification number, address, telephone number and the number of any assistants (not more than two).

Shareholders represented by proxy shall issue a written, signed and dated power of attorney for the proxy. Proxy forms in Swedish and in English are available on the company's website www.sca.com and also upon request. A power of attorney is valid one (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than five (5) years. The representative of a legal person must provide a copy of a registration certificate or corresponding authorization document listing the authorized signatories. To facilitate the registration at the Meeting, the power of attorney, registration certificate and other authorization documents should be sent to the company at the address stated above well in advance of the Meeting and no later than Monday, March 23, 2026.

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www.sca.com

Right to participate and notice by postal voting

Shareholders who wish to participate in the Annual General Meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday, March 19, 2026; and
- give notice of their participation by submitting their postal votes in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than Monday, March 23, 2026.

A person who wishes to attend the meeting venue in person or by proxy must give notice in accordance with the instructions stated under the heading “Right to participate and notice of participation at the meeting venue” above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form must be used for the postal vote. The form is available on the company's website www.sca.com and is considered as notice to participate in the Annual General Meeting.

In order to be considered, the completed and signed form must be received by Euroclear Sweden AB no later than Monday, March 23, 2026, and sent by post to Svenska Cellulosa Aktiebolaget SCA, “Annual General Meeting”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by email to GeneralMeetingService@euroclear.com. Shareholders may also cast their votes electronically through verification with BankID via Euroclear Sweden AB's website <https://www.euroclear.com/sweden/generalmeetings/>. To be considered, such electronic votes must be submitted no later than Monday, March 23, 2026.

If the shareholder submits its postal vote by proxy, a written, signed and dated power of attorney must be attached to the postal voting form. Proxy forms in Swedish and in English are available on the company's website www.sca.com and also upon request. A power of attorney is valid one (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than five (5) years. If the shareholder is a legal person, a registration certificate or corresponding authorization document must be attached to the form, listing the authorized signatories.

The shareholder may not provide specific instructions or conditions to the postal vote. If so, the postal vote in its entirety is invalid. Further instructions and conditions can be found in the postal voting form.

Nominee registered shares

In order to be entitled to participate in the Meeting in person, by proxy or by postal voting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Thursday, March 19, 2026. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee's routines at such a time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than Monday, March 23, 2026, will be taken into account in the presentation of the share register.

Proposed agenda

1. Opening of the Meeting and election of Chair of the Meeting.
2. Preparation and approval of the voting list.
3. Election of two persons to check the minutes.
4. Determination of whether the Meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report, and of the consolidated financial statements and the auditor's report on the consolidated financial statements, the auditor's report on the Group's sustainability report, as well as the auditor's statement regarding whether the guidelines for remuneration to senior executives that have applied since the previous annual general meeting have been complied with.
7. Speech by the Chair of the Board of Directors and the President.
8. Resolutions on
 - a) adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet,
 - b) appropriations of the company's earnings under the adopted balance sheet and record date for dividend,
 - c) discharge from personal liability of directors and President for 2025.
9. Resolution on the number of directors and deputy directors.
10. Resolution on the number of auditors and deputy auditors.
11. Resolution on the remuneration to be paid to the Board of Directors and the auditors.
12. Election of directors and deputy directors.

Re-election of

- i. Åsa Bergman,
 - ii. Lennart Evrell,
 - iii. Annemarie Gardshol,
 - iv. Carina Håkansson,
 - v. Ulf Larsson,
 - vi. Martin Lindqvist,
 - vii. Helena Stjernholm,
 - viii. Anders Sundström,
 - xi. Barbara M. Thoralfsson.
13. Election of Chair of the Board of Directors.
 14. Election of auditors and deputy auditors.
 15. Resolution on approval of remuneration report.
 16. Resolution on guidelines for remuneration to senior executives.
 17. Resolution on a long-term cash-based incentive program for 2026–2028.
 18. Closing of the Meeting.

Item 1 – Election of Chair of the Meeting

The SCA Nomination Committee, consisting of Bengt Kjell, AB Industrivärden (Chair), Nikolai Schjold, Norges Bank Investment Management, Dick Bergqvist, AMF Tjänstepension & AMF Fonder, Mikael Hallåker, Handelsbankens Pensionsstiftelse et al., and Helena Stjernholm, Chair of the Board of Directors of SCA, proposes Eva Hägg, attorney at law, as Chair of the Meeting.

Item 2 – Preparation and approval of the voting list

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the Annual General Meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

Item 8 b) – Dividend and record date

The Board of Directors proposes a cash dividend for the financial year 2025 of SEK 3.00 per share and that the record date for the cash dividend is to be Tuesday, March 31, 2026. Provided that the Annual General Meeting resolves in accordance with this proposal, payment of the dividend through Euroclear Sweden AB is estimated to be made on Tuesday, April 7, 2026.

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Items 9–14 – Proposals of the Nomination Committee

The Nomination Committee proposes the following:

- **Item 9:** The number of directors shall be nine with no deputy directors.
- **Item 10:** The number of auditors shall be one with no deputy auditor.
- **Item 11:** The remuneration to each director elected by the Meeting who is not employed by the company shall be SEK 765,000 and the Chair of the Board of Directors is to receive SEK 2,295,000. Members of the Remuneration Committee are each to receive an additional remuneration of SEK 135,000, while the Chair of the Remuneration Committee is to receive an additional remuneration of SEK 155,000. Members of the Audit Committee are each to receive an additional remuneration of SEK 310,000 while the Chair of the Audit Committee is to receive an additional remuneration of SEK 440,000. Remuneration to the auditor is to be paid according to approved invoice.
- **Item 12:** Re-election of the directors Åsa Bergman, Lennart Evrell, Annemarie Gardshol, Carina Håkansson, Ulf Larsson, Martin Lindqvist, Helena Stjernholm Anders Sundström and Barbara M. Thoralfsson.
- **Item 13:** Re-election of Helena Stjernholm as Chair of the Board of Directors.
- **Item 14:** Re-election of the registered accounting firm Ernst & Young AB, in accordance with the Audit Committee's recommendation, for the period until the end of the Annual General Meeting 2027.

In 2025, SCA conducted a tender process in accordance with the EU Auditor Regulation. Following an overall assessment of the received proposals, taking into account the outcome of the selection process and an analysis of the selection criteria applied (i) independence and quality, (ii) industry experience including forest valuation, (iii) audit work and the ability to proactively minimize risks and resolve accounting and sustainability matters, (iv) technical expertise and digitalization, (v) the composition and qualifications of the audit team, and (vi) competitive fees and hourly rates, the Audit Committee has resolved to recommend the re-election of Ernst & Young AB as auditor, or, as a second choice, election of Öhrlings Pricewaterhousecoopers AB as auditor. The Nomination Committee therefore proposes, in accordance with the recommendation of the Audit Committee, the re-election of Ernst & Young AB as auditor for the period until the end of the Annual General Meeting 2027. The Nomination Committee has been informed that the Board of Directors of SCA supports the proposal.

Item 16 – Resolution on guidelines for remuneration to senior executives

The Board of Directors proposes that the Annual General Meeting 2026 resolves to approve the following guidelines for remuneration to senior executives.

These guidelines shall apply to remuneration to the President and other senior executives. The guidelines are applicable to remuneration agreed, and amendments to remuneration already agreed, after adoption of the guidelines by the Annual General Meeting 2026. The guidelines do not apply to remuneration resolved by the general meeting.

Principles for remuneration

A prerequisite for the successful implementation of the company's business strategy and safeguarding of its long-term interests, including its sustainability, is that the company is able to recruit, motivate and retain qualified personnel through competitive remuneration in line with market levels. To this end, the total remuneration is to correspond to market practice and be competitive on the executive's field of profession, as well as be linked to the executive's responsibility, authority and performance. Remuneration may consist of fixed salary, variable remuneration, other benefits and pension, jointly referred to as total remuneration. Senior executives may be offered the opportunity to exchange cash compensation for pension contributions, i.e., to choose to receive part of their remuneration in the form of pension contributions instead of cash salary.

The company's business strategy can be found in the company's annual report.

Variable remuneration

Variable remuneration shall aim at promoting the company's business strategy and long-term interests, including its sustainability. Variable remuneration shall be based on the outcome in relation to short-term and long-term financial targets, targets that contribute to such goals (including sustainability targets), or the value development of the company's Class B share. It shall be linked to the fixed annual salary and have a maximum outcome. Variable remuneration is to be paid as cash remuneration and shall not qualify for pension benefits except where required by mandatory legislation or collective bargaining agreements.

Short-term performance targets may include, for example, organic growth, profit, cash flow, capital efficiency, return, health-safety-environment, local (or business-area-specific) targets, or a combination thereof. Remuneration that may be paid under such short-term performance targets shall not exceed 100 percent of the fixed annual salary.

Long-term performance targets shall be linked to the relative value development of the company's Class B share and the company's climate benefits. Remuneration that may be paid under such long-term performance targets, including performance period, maximum amount and other main conditions, shall therefore be approved by the general meeting.

Total variable remuneration related to short-term performance targets and long-term performance targets in accordance with the description above shall not exceed 100 percent of the fixed annual salary.

Additionally, variable remuneration in the form of project bonuses may be awarded in individual cases. The performance targets shall, in such case, be linked to the project (e.g. Capex or production volume) in order to promote the completion of the project. The satisfaction of targets may be measured, and bonus may be paid, after one or several years. Such project bonus shall not exceed 40 percent of the total fixed annual salary during the relevant period.

When the measurement period for the fulfillment of criteria for variable remuneration has ended, the extent to which the criteria have been met shall be assessed. The Board of Directors shall be responsible for such assessment with regard to variable remuneration for the President. With regard to variable remuneration for other executives, the Remuneration Committee shall be responsible for the assessment. For financial targets, the assessment shall be based on the most recently published financial information by SCA.

The company shall be able to refrain from paying variable remuneration when required and possible under applicable law, if there is special cause and withholding the payment is necessary to serve the company's long-term interests, including its sustainability. The company shall also have the possibility to, under applicable law, reclaim variable remuneration paid on incorrect grounds.

Pension and other benefits

Pension benefits shall solely contain defined premium pension benefits, unless the executive is subject to defined benefit pension under applicable collective agreement provisions. The defined premium pension (including health insurance) shall total a maximum of 50 percent of the fixed annual salary.

Other benefits may include, for example, health insurance, company car and wellness allowance.

In the event of termination of employment, a notice period of two years shall typically apply if the termination is initiated by the company, or one year, if termination is initiated by the executive. Severance pay shall not occur.

For employments governed by rules other than Swedish, pension benefits and other benefits may be duly adjusted for compliance with mandatory rules or established local practice, taking into account, to the extent possible, the overall purpose of these guidelines.

Decision-making process and reporting

Issues regarding remuneration to senior executives shall be dealt with by the Board of Directors' Remuneration Committee and, in case of the President, be decided by the Board of Directors. The Remuneration Committee's tasks shall also include preparing the Board of Directors' decision to propose guidelines for remuneration to senior executives, as well as monitoring and evaluating the application of these. The senior executive shall not participate in the Board of Directors' nor the Remuneration Committee's processing of and resolutions regarding remuneration-related matters in so far as they are affected by such matters.

In the preparation of the remuneration guidelines, salary and employment conditions for the company's other employees in Sweden shall be taken into account, including information on the employees' total income, the components of the remuneration and increase and growth rate over time, as well as the company's equality policy.

The Board of Directors shall prepare a remuneration report.

Application of and derogation from the guidelines

The Board of Directors may temporarily resolve to derogate from the guidelines, in whole or in part, if in a specific case there is special cause for the derogation and a derogation is necessary to serve the company's long-term interests, including its sustainability. As stated above, the Remuneration Committee's tasks include preparing the Board of Directors' resolutions on remuneration related matters, which includes resolutions on deviations from the guidelines.

The guidelines do not take precedence over mandatory provisions under applicable employment regulation or collective agreements. They are also not applicable to agreements already signed.

Information about SCA's current guidelines for remuneration to senior executives, the application of the current guidelines and the company's costs for remuneration to senior executives is covered in note C3 of the company's annual report.

Description of significant changes compared to previous guidelines

Compared to the guidelines resolved by the Annual General Meeting 2022, the proposed guidelines have been updated to:

- Clarify that senior executives may be offered the opportunity to exchange cash compensation for pension.
- Clarify the process for assessing target achievement for variable remuneration and the application of and deviations from the guidelines.

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- Remove the provision on planned retirement age.
- Clarify that appropriate adjustments may be made with regard to pension benefits and other benefits for employment relationships that are governed by rules other than Swedish.

Finally, certain editorial changes have been made for clarification purposes.

Item 17 - Resolution on a long-term cash-based incentive program for 2026–2028

The Board of Directors of Svenska Cellulosa Aktiebolaget SCA (“**SCA**” or the “**Company**”) proposes that the Annual General Meeting 2026 resolves to approve a long-term cash-based incentive program which is directed to the members of the group management and key employees within the SCA group (the “**Program**”).

Background

In order to promote a common interest between the program participants and the shareholders in achieving a good long-term return and to promote the Company’s ability to recruit and retain key employees with business-critical competence, the Board of Directors considers that the Company shall have long-term cash-based incentive programs. The programs should be approved annually and have performance conditions related to the relative value development of SCA’s Class B share and the Company’s climate benefits. The Board of Directors also considers that there should be a requirement for own investment in SCA shares of the entire net amount paid and that such shares should be held for a period of at least three years.

Since 2022, the Annual General Meeting has resolved on long-term cash-based incentive programs with three-year performance conditions. The programs are described in the Company’s annual reports and in the remuneration reports submitted to the Annual General Meetings for approval.

In view of the above, the Board of Directors proposes that the Annual General Meeting 2026 approves a cash-based incentive program for the Company, as further described below.

Principal terms and conditions of the Program

The Board of Directors proposes that the Program shall be based on the following principal terms and conditions:

- a) The Program is proposed to be open to the group management and in addition not more than 30 key employees within the SCA group (the “**Participants**”).

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- b) The Participants shall have the opportunity, depending on satisfaction of certain performance conditions in accordance with paragraph c) below, to obtain a cash remuneration (the “**Cash Remuneration**”) after the end of the financial year 2028. The Cash Remuneration for each Participant may not exceed a certain percentage of the Participant’s fixed annual salary (gross) for the financial year 2028, as follows: (i) for the President, a maximum of 50 percent, (ii) for the other members of the group management, a maximum of 40 percent, and (iii) for other Participants, a maximum of 15 percent.
- c) Payment of the Cash Remuneration shall depend on the degree of satisfaction of the performance conditions for the Program. The performance conditions shall consist of a financial target related to the total return (“**TSR**”) on the Company’s Class B share for the financial years 2026, 2027 and 2028¹ (the “**Performance Period**”), which shall be measured to 60 percent in relation to a benchmark group of other companies² and to 40 percent in relation to the OMXS30GI index (the “**TSR Condition**”), as well as a sustainability target related to SCA’s climate benefit during the financial year 2028 (million tonnes of CO₂ equivalents, as defined in the annual report, “**Climate Benefit**”) (the “**Sustainability Condition**”). The TSR Condition will be weighted 90 percent and the Sustainability Condition 10 percent when payment of the Cash Remuneration is decided. After the expiration of the Performance Period, the Board of Directors will publish information disclosing to what extent the TSR Condition and the Sustainability Condition, respectively, have been satisfied.

Payment of the Cash Remuneration related to the *TSR Condition* shall be calculated in accordance with the following:

- A condition for payment is that the TSR of SCA’s Class B share is not lower than the weighted TSR outcome for the Benchmark Group and the OMXS30GI index during the Performance Period, calculated as set out above (the “**Minimum Level**”). If the Minimum Level is not reached, no payment of the Cash Remuneration related to the TSR Condition will be made.
- For maximum payment, the TSR of SCA’s Class B share must exceed the weighted TSR outcome for the Benchmark Group and the OMXS30GI index by at least 5 percentage points during the Performance Period, calculated as set out above (the “**Maximum Level**”).

¹ The calculation of TSR is made as follows: The weighted average price of the shares during the fourth quarter 2025 is compared with the weighted average price of the shares during the fourth quarter 2028, including reinvested dividend.

² The benchmark group consists of Holmen, Stora Enso, UPM Kymmene and Billerud (weighted with equal parts) and may be adjusted by a Board resolution if deemed appropriate by the Board of Directors (the “**Benchmark Group**”).

- Should the TSR of SCA's Class B share be between the Minimum Level and the Maximum Level during the Performance Period, calculated as set out above, a linear payment will be made.

Payment of the Cash Remuneration related to the *Sustainability Condition* shall be calculated in accordance with the following:

- A condition for payment is that SCA's Climate Benefit during the financial year 2028 exceeds 10 million tonnes of CO₂ equivalents (the "**Minimum Level**"). If the Minimum Level is not reached, no payment of the Cash Remuneration related to the Sustainability Condition will be made.
 - For maximum payment, SCA's Climate Benefit during the financial year 2028 must correspond to at least 15 million tonnes of CO₂ equivalents (the "**Maximum Level**").
 - Should the Climate Benefit reach a level between the Minimum Level and the Maximum Level during the financial year 2028, a linear payment will be made.
- d) The Cash Remuneration will normally be paid after the expiration of the Performance Period.
- e) A prerequisite for a Participant to be able to receive the full Cash Remuneration is that the Participant, with certain specific exemptions, has been permanently employed within the SCA group for the duration of the whole Performance Period.
- f) Participants shall undertake, for as long as the Participant is employed within the SCA group, to acquire SCA shares for the total paid net amount of the Cash Remuneration no later than June 30, 2029 (or as soon as possible thereafter if the Participant has been prevented from acquiring SCA shares at such time due to insider rules), and to retain such shares for a period of at least three years after the acquisition (with certain exemptions approved by the Board of Directors). If a Participant does not acquire or retain SCA shares in accordance with the above, the Participant's right to payment under other incentive programs to which the Participant has been invited to participate, shall lapse.
- g) If extraordinary changes in the SCA group or in the market occur which, in the opinion of the Board of Directors, would result in a situation where the conditions for the Cash Remuneration under the Program become unreasonable, the Board of Directors shall be entitled to make adjustments to the Program, including, among other things, be entitled to resolve on a reduced right to the Cash Remuneration, or that no Cash Remuneration shall be paid at all.
- h) The Board of Directors shall be authorized to establish the detailed terms and conditions for the Program. The Board of Directors may, in that regard, make

necessary adjustments of these general terms and conditions to satisfy certain regulations or market conditions outside Sweden.

- i) Participation in the Program presupposes that such participation is legally possible in the various jurisdictions concerned.

Costs for the Program, dilution and hedging arrangements

The cost for the Program, including social security charges, is estimated to a maximum of SEK 48 million at maximum fulfilment of the TSR Condition and the Sustainability Condition for all Participants in the Program. This cost can be related to SCA's total cost for salaries and remuneration, including social security charges, of SEK 2.8 billion in 2025. The cost effect on key ratios and profit per share is marginal.

The Program is cash-based and does not entail any dilution in the number of shares outstanding for the Company's shareholders. No hedging arrangements are intended to be made with regard to the Program's financial exposure.

Preparations of the proposal

The proposed Program has been prepared by SCA's Remuneration Committee. The Remuneration Committee has presented documentation to the Board of Directors, whereafter the Board of Directors has resolved that the Program shall be referred to the Annual General Meeting 2026 for approval.

Majority requirements

The Annual General Meeting's resolution on approval of the Program requires a majority of more than half of the votes cast.

Other incentive programs in SCA

The Company's other incentive programs are described in more detail in note C3 in SCA's annual report for the financial year 2025.

Shares and votes

The total number of shares in the company amounts to 702,342,489 shares, of which 60,866,430 are Class A shares and 641,476,059 are Class B shares, representing a total of 1,250,140,359 votes. The Class A share carries ten votes and the Class B share carries one vote. The information pertains to the circumstances as per the time of issuing this notice.

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Shareholders' right to receive information

The Board of Directors and the President shall, if any shareholder so requests and the Board of Directors believes that it can be done without material harm to the company, at the Meeting, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation, or the company's relation to another company within the group.

Documents

The financial statements, the auditor's report, the auditor's report on the sustainability report, the Board of Directors' report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act on paid and outstanding remuneration that is covered by the guidelines for remuneration to 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' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act will be available at the company and on the company's website, www.sca.com, no later than Friday, March 6, 2026. The documents will also be distributed free of charge to shareholders, who so request and state their address, and will be available at the Meeting. Complete proposals are provided under the respective item in the notice. Information about proposed members of the Board of Directors and about the proposed auditor as well as the Nomination Committee's statement etc., can be found on the company's website www.sca.com.

Processing of personal data

For information on how your personal data is processed, please visit <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing gdpr@sca.com. Svenska Cellulosa Aktiebolaget SCA has company registration number 556012-6293 and the Board's registered office is in Sundsvall, Sweden.

Sundsvall in February 2026
Svenska Cellulosa Aktiebolaget SCA (publ)
The Board of Directors

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