# Corporate governance

The task of corporate governance is to ensure the Group's commitments to all of its stakeholders: shareholders, customers, suppliers, creditors, society and employees. At the same time, governance must be structured in a way that supports the company's long-term strategy, market presence and competitiveness. Corporate governance must be reliable, clear, simple and business-oriented.

To contribute to greater efficiency, market presence and growth, SCA initiated a reorganization of the global hygiene business in 2011. The new organization was put into effect in January 2012.

#### Corporate governance, including remuneration, pages 46-55

This section describes the rules and regulations and the Group's corporate governance, including a description of the operational organization. It also details the Board of Directors' responsibilities and its work during the year. Information regarding remuneration and remuneration issues in SCA and internal control in the Group are also included here. SCA applies the Swedish Code of Corporate Governance without any deviations.

#### Risk management, pages 56-61

SCA's processes to identify and manage risks are part of the Group's strategy work and are pursued at a local and Group-wide level. The section dealing with risk management describes the most significant risks, and the policies and measures that the Group applies to manage these.

#### Sustainability, pages 62-65

SCA's sustainability work is an integral part of the company's business operations and values. In the same way as governance and responsibility are based on targets and strategies, sustainability efforts also apply this approach. This helps the company reduce risk and costs, strengthen competitiveness and attract talent and investors.

#### More detailed information at www.sca.com

- Articles of association
- Swedish Code of Corporate Governance
- Information from Annual General Meetings of previous years since 2004 (notices, minutes, President's speeches and press releases)
- Information from the Nomination Committee, since 2006 (composition, proposals and work)
- Information ahead of the 2013 Annual General Meeting (notice, Nomination Committee proposals, Board's proposal for principles for remuneration of the President and other senior executives, information routines for notifying attendance at the meeting, etc.)
- Earlier Corporate Governance Reports, since 2005

# Governance at SCA

#### Annual General Meeting

The Annual General Meeting (AGM) is SCA's highest decision-making body, which all shareholders are entitled to attend, to have a matter considered and to vote for all shares held by the shareholder. The company's Board of Directors is elected at the AGM. The AGM also appoints the company's auditor.

#### Nomination Committee

The Nomination Committee represents the company's shareholders and is charged with the sole task of drafting proposals for adoption at the AGM with respect to election and remuneration matters and, in certain cases, proposing procedural motions for the next Nomination Committee.

#### Board of Directors

The Board of Directors has overall responsibility for the company's organization and administration through regular monitoring of the business and by ensuring the appropriateness of the organization, management team, guidelines and internal control. The Board approves strategies and objectives, and decides on major investments, acquisitions and divestments of operations, among other matters.

In accordance with the decision of the AGM, the Board of Directors shall comprise nine members elected by the AGM with no deputies. In addition, the Board shall include three members and three deputies appointed by the employees.

#### Chairman of the Board

The Chairman of the Board leads the work of the Board and is responsible for ensuring that it is effectively organized and that work is efficiently conducted. This includes continuously monitoring the company's operations in close dialog with the President and CEO and ensuring that other Board members receive information and decision data that will enable high-quality discussion and decisions by the Board. The Chairman leads the assessment of the Board's and the President's work. The Chairman also represents the company in ownership matters.

#### Audit Committee

The tasks of the Audit Committee include monitoring financial reporting and the efficiency of the company's internal control, internal audit and risk management. The committee keeps itself informed on the audit, reviews and monitors the impartiality and independence of the auditors, and contributes proposals for the AGM's election of auditors.

Information regarding SCA's ownership structure is presented on page 13.

#### Remuneration Committee

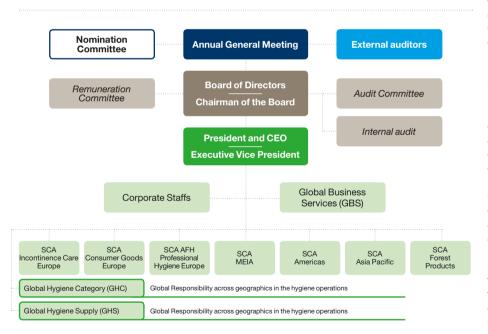
The Remuneration Committee drafts the Board's motions in issues relating to remuneration principles, remuneration and other terms and conditions of employment for the President and CEO and is authorized to make decisions in these matters for the company's other senior executives. The committee monitors and assesses programs for variable remuneration, the application of the AGM's resolution on guidelines for remuneration of senior executives and the applicable remuneration structure and remuneration levels in the Group.

#### Internal audit

At SCA, it is the responsibility of all employees to ensure sound internal governance and control in the operation or process for which they are responsible. Since 2006, internal audit has been a separate function with the task of evaluating and improving efficiency of SCA's internal governance and control, as well as its risk management. The function has 14 employees and the manager reports to the Audit Committee and the Board regarding internal audit matters and to the CFO with respect to other matters. The internal auditors are geographically located throughout the world where SCA conducts operations. The function examines, among other aspects, SCA's internal processes for ordering, invoicing, purchasing and financial reporting, IT systems, compliance with SCA's policies, including its Code of Conduct, HR issues and various types of projects. The function also offers internal consultancy services in connection with internal control matters.

#### President

SCA's President and CEO is responsible for and manages the day-to-day administration of the Group and follows the Board's guidelines and instructions. The President and CEO is supported by two Executive Vice Presidents, one of whom is



#### Internal rules and regulations, etc.

- Articles of association
- Formal work plan of the Board of Directors
  Terms of reference issued by the Board to the President
- Policy documents (e.g. financial, communications, risk management, pension, HR) and instructions (payment authorization and payment)
- Code of Conduct

#### External rules and regulations, etc.

- The Swedish Companies Act
- Swedish and international accounting legislation
- NASDAQ OMX Stockholm's rules and regulations
- Swedish Code of Corporate Governance

also the CFO, and the Corporate Senior Management Team, see pages 54-55, the work of which is led by the President. The Corporate Senior Management Team consists of the President, the Executive Vice Presidents, Business Unit Presidents and the equivalent, and managers for the corporate staffs Finance, Communications, Strategy and Business Development, Sustainability, HR and Legal Affairs. In addition, the hygiene business has a separate management body. The formal work plan for the Board of Directors and terms of reference issued by the Board of Directors to the President detail, for example, the division of work between the Board and President. In consultation with the Chairman of the Board, the President prepares documentation and decision data for the Board's work.

After having divested its packaging operations in 2012, SCA has since conducted business in three business areas (Personal Care, Tissue and Forest Products), which are divided into seven business units. The Group also has three separate global units: one for category control in the hygiene area (brands and innovation) called Global Hygiene Category (GHC), one that is responsible for purchasing, production planning, technology and investments in the hygiene business called Global Hygiene Supply (GHS), and one called Global Business Services (GBS) that develops and is responsible for Group-wide support functions.

SCA's business units adhere to the principle of distinct decentralization of responsibility and authority. The business units are fully responsible for developing their respective operations through established objectives and strategies; a process that is also centrally coordinated. The business units are responsible for their operating result, capital and cash flow. The position of the business and results are followed up by the entire Corporate Senior Management Team on a monthly basis. Each guarter, business review meetings are conducted where the management of each business unit personally meets the President, the CFO and others. These meetings function as a complement to the daily monitoring of operations. Through formal work plans and terms of reference, a number of issues of material significance are placed under the control of the CEO and the Parent Company's Board of Directors.

#### External auditors

The company's auditor, elected at the Annual General Meeting, examines SCA's annual report and consolidated financial statements, the Board's and President's administration and the annual accounts of subsidiaries, and submits an audit report.

The audit is performed in accordance with the Swedish Companies Act, International Standards on Auditing (ISA) and generally accepted accounting principles in Sweden.

# Activities during the year

#### **Annual General Meeting**

The AGM was held on Thursday, March 29, 2012, in Stockholm, Sweden. The meeting was attended by 702 shareholders, either personally or by proxy, corresponding to 65.7% of votes in the company. Attorney-at-Law Claes Beyer was elected Chairman of the Meeting.

#### Resolutions by the meeting

- dividend of SEK 4.20 (4.00) per share to be paid for the 2011 fiscal year,
- re-election of Board members Pär Boman, Rolf Börjesson, Jan Johansson, Leif Johansson, Sverker Martin-Löf, Anders Nyrén and Barbara M. Thoralfsson and the election of Louise Julian and Bert Nordberg as new Board members,
- re-election of Sverker Martin-Löf as Chairman of the Board,
- adoption of guidelines for determining the salary and other remuneration of the President and other senior executives, see page 22 and Note 6 on pages 85–86.

The minutes of the meeting in full and information on the 2012 AGM, including the President's speech, can be accessed at www.sca.com

#### **Nomination Committee**

The 2012 AGM decided that the Nomination Committee should comprise representatives of not fewer than four and not more than the six of the largest shareholders in terms of voting rights, as well as the Chairman of the Board, who is also the convener. The Nomination Committee shall submit proposals relating to the Chairman of the Meeting, the Board of Directors, the Chairman of the Board, Board fees and remuneration for committee work, the election of the company's auditor and remuneration for services rendered.

In its work, the Nomination Committee is to consider the rules that apply to the independence of Board members and that the selection for those nominated shall be based on expertise and experience relevant to SCA.

### Composition of the Nomination Committee for the 2013 AGM

The composition of the Nomination Committee for the 2013 AGM is as follows:

- Carl-Olof By, AB Industrivärden, Chairman of the Nomination Committee
- Håkan Sandberg, Handelsbanken Pension Foundation, among others
- Caroline af Ugglas, Skandia Liv
- Ramsay Brufer, Alecta
- Sverker Martin-Löf, Chairman of the Board of SCA

All shareholders have had an opportunity to submit proposals to the Nomination Committee. The Nomination Committee's proposals for the 2013 Annual General Meeting are presented in the notification of the AGM on SCA's website www.sca.com. The 2013 AGM will be held on April 10, see page 14.

The Nomination Committee was convened on two occasions. The Chairman of the Board presented the Board evaluation, which is conducted annually, and provided the Nomination Committee with information regarding Board and committee work during the year.

#### **Board of Directors**

SCA's Board of Directors comprises nine members elected by the AGM. Board members Pär Boman, Rolf Börjesson, Jan Johansson (SCA's President and CEO), Leif Johansson, Sverker Martin-Löf, Anders Nyrén and Barbara M. Thoralfsson were re-elected to the Board and Louise Julian and Bert Nordberg were elected as new Board members. Sverker Martin-Löf was elected as Chairman of the Board.

The independence of Board members is presented in the table below. SCA complies with the requirements of the Swedish Code of Corporate Governance that stipulate that not more than one member elected by the AGM is to be a member of company management, that the majority of the members elected by the AGM are to be independent of the company and company management, and that not fewer than two of these are also to be independent of the company's major shareholders. All of the Board members have experience of the requirements incumbent upon a listed company. The employees have appointed the following three representatives to the Board for the period until the 2013 AGM: Lars Jonsson, Örian Svensson and Thomas Wiklund, and their deputies, Mikael Svensson, Bert-Ivar Pettersson and Harriet Sjöberg.

#### Board activities

In 2012, the Board was convened ten times. The Board has a fixed formal work plan that describes in detail which ordinary agenda items are to be addressed at the various Board meetings of the year. Recurring agenda items are finances, the market situation, investments and adoption of the financial statements. On a regular basis throughout the year, the Board also dealt with reports from the Audit and Remuneration Committees and reports on internal control

#### Composition of the largest shareholders, Nomination Committee at August 31, 2012 (share of votes)

	%
AB Industrivärden	29.3
Handelsbanken*	14.4
Skandia Liv	2.0
Alecta	1.7

\* Including funds and trusts.

#### **Board of Directors and committees**

Board member	Elected	Dependent <sup>1)</sup>	Committee		Attendance		
			Audit	Remuneration	Board meetings	Audit Committee	Remuneration Committee
Pär Boman	2010				9/10		
Rolf Börjesson	2003			х	10/10		4/4
Jan Johansson	2008	-			10/10		
Leif Johansson	2006			x	10/10		4/4
Louise Julian	2012				7/7		
Sverker Martin-Löf, Chairman	1986		x	Chairman	10/10	5/5	4/4
Bert Nordberg	2012				6/7		
Anders Nyrén	2001		Chairmar	1	10/10	4/5	
Barbara Milian Thoralfsson	2006		х		8/10	3/4	
<sup>1)</sup> As defined in the Swedish Code	e of Corpora	te Governance.					

As defined in the Swedish Code of Corporate Governance.
 = Dependent in relation to the company's major shareholder, AB Industrivärden.

President of SCA, dependent in relation to the company.

Dependent in relation to company management.

and financial operations. The company's auditors regularly present a report on their audit work and these issues are discussed by the Board. The Business Unit Presidents present reports on their respective operations and current issues affecting them to the Board.

#### Evaluation of the Board's work

The work of the Board, like that of the President, is evaluated annually using a systematic and structured process, the purpose of which is to obtain a sound basis for the Board's own development work and to provide the Nomination Committee with decision data for its nomination work. The Chairman of the Board is responsible for the evaluation. In 2012, the evaluation took the form of a questionnaire and discussions between the Chairman of the Board and the members. The evaluation covers such areas as the Board's method of work, expertise and the year's work. The Board was provided with feedback after the results were compiled. The Nomination Committee was also informed of the results of the evaluation

#### Audit Committee

In 2012, the Audit Committee comprised Chairman Anders Nyrén, Barbara Milian Thoralfsson and Sverker Martin-Löf. The Audit Committee held five meetings during the year. In its work that includes monitoring financial reporting, the committee dealt with relevant accounting issues, internal auditors' reviews, auditing work and a review of various measurement issues, such as testing of impairment requirements for goodwill, the measurement of forest assets and the preconditions for the year's pension liability calculations.

#### Remuneration Committee

The Remuneration Committee consists of Chairman Sverker Martin-Löf, Leif Johansson and Rolf Börjesson. The Remuneration Committee held four meetings during the year. In addition, a number of issues were addressed by circular letter. Activities in 2012 mainly concerned remuneration and other employment terms and conditions for senior executives, and current remuneration structures and remuneration levels in the Group.

#### Internal audit

The basis of the work is a risk analysis conducted in cooperation with SCA's management team. The risk analysis concludes in an audit plan, which is presented to the Audit Committee. In 2012, just over 100 audit projects were performed. During the year, the function reported its observations at each meeting with the Audit Committee and on one occasion to the Board of Directors of SCA.

Work in 2012 also involved following up the units' progress with process-based control, follow-up and reporting on the efficiency in internal governance and control, and separate assessments of the internal control in countries where SCA has major investments and in joint ventures.

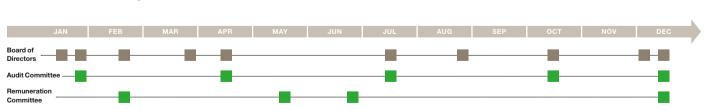
#### **External auditors**

The 2012 Annual General Meeting appointed the accounting firm of PricewaterhouseCoopers AB as the company's auditor for a mandate period of one year. The accounting firm notified the company that Anders Lundin, Authorized Public Accountant, would be the senior auditor. Anders Lundin is also auditor for AarhusKarlshamn AB,

AB Electrolux, Husqvarna AB, Melker Schörling AB and TeliaSonera AB. The auditor holds no shares in SCA.

In accordance with its formal work plan, the Board met with the auditors at two scheduled Board meetings in 2012. The auditors also attended each meeting of the Audit Committee. At these meetings, the auditors presented and received opinions on the focus and scope of the planned audit and delivered verbal audit and review reports. Furthermore, at the Board's third scheduled autumn meeting, the auditors delivered an in-depth verbal report on the audit for the year.

The formal work plan specifies a number of mandatory issues that must be covered. These include matters of importance that have been a cause for concern or discussion during the audit, business routines and transactions where differences of opinion may exist regarding the choice of accounting procedures. The auditors also provide an account of consultancy work assigned to the audit firm by SCA and the audit firm's independence in relation to the company and its management. On each occasion, Board members have had an opportunity to ask the auditors questions. Certain parts of the detailed discussion on the accounts take place without representatives of company management being present.



#### **Board and Committee meetings**

# Remuneration, Corporate Senior Management and Board of Directors

#### Guidelines

The 2012 Annual General Meeting adopted guidelines for remuneration of senior executives that are based on a total remuneration package comprising a fixed salary, variable salary and other benefits, and a pension. These unchanged guidelines are also proposed for the 2013 AGM, see page 22 and Note 6 on pages 85–86.

## Remuneration of the President and other senior executives

Remuneration of the President and other senior executives is presented in Note 6 on pages 85–86. Variable remuneration for the CEO, Executive Vice Presidents and Business Unit Presidents was maximized to a total of 100% of the fixed salary for 2012. For one Business Unit President, stationed in the US, the maximum outcome is 130%, while the corresponding limit for other senior executives is 90%.

#### Variable remuneration and strategic targets

Programs for variable remuneration are formulated to support the Group's strategic targets. The short-term program is individually adapted and based mainly on cash flow, operating profit and growth. The long-term program is based on the SCA share's long-term total shareholder return.

#### **Remuneration of the Board**

According to the resolution by the AGM, the fees paid to the AGM-elected Board members totaled SEK 5,975,000. See Note 6, on pages 85–86 for further information.

#### Potential maximum remuneration, breakdown



Outcome, variable remuneration, 2008–2012							
SEKm					%		
60				_	- 100		
50					80		
40			$\sim$	-	- 60		
30		-	-		_		
20		_			40		
10					_ 20		
0					- 0		
2008	2009	2010	2011	2012			
Outcome, SEK	ím						
<ul> <li>Outcome as a</li> </ul>	percentag	ge of fixed	salary				

## Internal control of the financial reporting

The Board's responsibility for internal governance and control is regulated in the Swedish Companies Act, the Annual Accounts Act and in the Swedish Code of Corporate Governance. The Annual Accounts Act requires that the company, each year, describes its system for internal control and risk management with respect to financial reporting. The Board bears the overall responsibility for financial reporting and its formal work plan regulates the internal division of work between the Board and its committees.

The Audit Committee has an important task to prepare the Board's work to assure the quality of financial reporting. This preparation work includes issues relating to internal control and regulation compliance, control of recognized values, estimations, assessments and other activities that may impact the quality of financial statements. The Committee has charged the company's auditors with the task of specifically examining the degree of compliance in the company with the rules for internal control, both general and detailed.

#### Financial reporting to the Board

The Board's formal work plan stipulates which reports and information of a financial nature are to be submitted to the Board at each scheduled meeting. The President ensures that the Board receives the reports required that enable the Board to continuously assess the company's and Group's financial position. Detailed instructions specifically outline the types of reports that the Board is to receive at each meeting.

#### **External financial reporting**

The quality of external financial reporting is guaranteed via a number of actions and procedures. The President is responsible for ensuring that all information issued, such as press releases with financial content, presentation material for meetings with the media, owners and financial institutions, is correct and of a high quality. The responsibilities of the company's auditors include reviewing accounting issues that are critical for the financial reporting and reporting their observations to the Audit Committee and the Board of Directors. In addition to the year-end report, the auditors also review the six-month report.

#### **Risk management**

With regard to financial reporting, the risk that material errors may be made when reporting the company's financial position and results is considered the primary risk. To minimize this risk, control documents have been established pertaining to accounting, procedures for annual accounts and follow-up of reported annual accounts. A Group-wide system for reporting annual accounts has also been introduced. SCA's Board of Directors and management assess the financial reporting from a risk perspective on an ongoing basis. To provide support for this assessment, the company's income statement and balance sheet items are compared with earlier reports, budgets and other planned figures. Control activities that are significant to financial reporting are carried out using the company's IT system. For further information, see Risk and risk management on pages 56-61.

#### Control activities and follow up

Significant instructions and guidelines related to financial reporting are prepared and updated regularly by the Group's central controller organization and are easily accessible on the Group's intranet. The central controller organization is responsible for ensuring compliance with instructions and guidelines. Process managers at various levels within SCA are responsible for carrying out the necessary control measures with respect to financial reporting. An important role is played by the business unit's controller organizations, which are responsible for ensuring that financial reporting from each unit is correct, complete and delivered in a timely manner. In addition, each business unit has a Finance Manager with responsibility for each business unit's financial statements. The company's control activities are supported by the budgets prepared by each business unit and updated during the year through continuous forecasts.

In recent years, SCA has introduced a standardized system of control measures involving processes that are significant to the company's financial reporting. The controls are adapted to the operational process and system structure of each unit. Accordingly, each unit prepares a record of the actual controls to be carried out in the unit in question. Control of these processes is assessed through self-evaluation followed up by an internal audit. In some cases, SCA has enlisted external help to validate these control measures.

Financial results are reported and examined regularly within the management teams of the operating units and communicated to SCA's management at monthly and quarterly meetings. Before reports are issued, results are analyzed to identify and eliminate any mistakes in the process until the year-end closing. For additional information, see Internal audit on page 49.

#### Activities in 2012

For a number of years now, the entire SCA Group has used a shared reporting system for financial statements. An increasing number of units within SCA are also introducing the same accounting system based on a common IT platform. In 2012, the introduction of the common accounting system was begun in the companies acquired from Georgia-Pacific and other companies acquired during the year.

Another development is the co-location of accounting and reporting of several units in Shared Service Centers. Reporting is thus more efficient and uniform. A project was initiated in 2010 and continued in 2012 aimed at reducing the number of legal entities in SCA and thereby simplifying the reporting and system structures. This project has developed to encompass the coordination of SCA's global processes in finance and HR. In 2012, existing units in these areas were merged into a joint organizational unit, Global Business Services, which also comprises the management of the Group's office premises. This will gradually impact and enhance the efficiency of the processes during 2013 and in the future.

# Board of Directors and Auditors









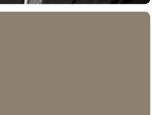














**Elected by the Annual General Meeting** 

#### 1 Sverker Martin-Löf (1943)

Tech Lic., Honorary PhD Chairman of the Board since 2002, formerly President

and CEO of SCA. Chairman of the Board of Industrivärden and SSAB. Vice Chairman of Ericsson. Member of the Board of Handelsbanken and Skanska.

Elected: 1986

A shares: 3,000 B shares: 77,823

Independent of the company and corporate management.

#### 2 Pär Boman (1961)

Engineering and Business/Economics degree President, CEO and member of the Board of Handelsbanken. Elected: 2010 A shares: 1,000 Independent of the company and SCA's major shareholders

#### 3 Rolf Börjesson (1942)

MSc Eng. Chairman of the Board of Biolight AB. Member of the Board of Avery Dennison and Huhtamäki Oyj. Elected: 2003 B shares: 25,350 Independent of the company, corporate management and SCA's major shareholders.

#### 4 Jan Johansson (1954)

Master of Laws President and CEO of SCA. Member of the Board of Handelsbanken, SSAB and the Confederation of Swedish Enterprise. Elected: 2008 B shares: 71,200 Independent of corporate management and SCA's major shareholders.

#### 5 Leif Johansson (1951)

MSc Eng. Chairman of the Board of Ericsson and Astra Zeneca. Chairman of the Royal Swedish Academy of Engineering Sciences (IVA). Chairman of the European Round Table of Industrialists (ERT). Elected: 2006 B shares: 6,040 Independent of the company, corporate management and SCA's major shareholders.

#### 6 Louise Julian (1958)

MSc Econ Elected: 2012 B shares: 15,000 Independent of the company, corporate management and SCA's major shareholders.

#### **Bert Nordberg** (1956)

Engineer Chairman of the Board of Vestas Wind Systems A/S. Elected: 2012 B shares: 5,000 Independent of the company, corporate management and SCA's major shareholders.

#### 8 Anders Nyrén (1954) MSc Econ, MBA

President of AB Industrivärden and CEO. Chairman of the Board of Sandvik and Vice Chairman of Handelsbanken. Member of the Board of Ericsson, Ernströmgruppen, Industrivärden, SSAB, Volvo, Stockholm School of Economics and the Stockholm School of Economics Association. Elected: 2001 B shares: 1,200 Independent of the company and corporate management.

 Barbara Milian Thoralfsson (1959)
 MBA, BA
 Member of the Board of Electrolux AB, Fleming Invest AS, Orkla ASA and Telenor ASA.
 Elected: 2006
 Independent of the company, corporate management

#### Appointed by the employees

and SCA's major shareholders.

(10) Örjan Svensson (1963) Senior Industrial Safety Representative at SCA Hygiene Products AB, Edet Bruk, Lilla Edet. Member of the Swedish Trade Union Confederation (LO). Appointed: 2005 B shares: 75

#### **11** Lars Jonsson (1956)

Chairman Swedish Paper Workers' Union dept. 167 at SCA Graphic Sundsvall AB, Östrand pulp mill, Timrå. Member of the Swedish Trade Union Confederation (LO). Appointed: 2005

#### 12 Thomas Wiklund (1955)

Shift Production Manager and Chairman of Ledarna (Swedish Organisation for Managers) at Munksund paper mill. Member of the Council for Negotiation and Cooperation (PTK). Appointed: 2009 Deputies

#### Harriet Sjöberg (1946)

Chairman, Unionen, SCA Hygiene Products AB, Gothenburg. Member of the Council for Negotiation and Cooperation (PTK). Appointed: 2001 B shares: 1,815

#### Bert-Ivar Pettersson (1955)

Works Manager at SCA Graphic Sundsvall AB, Ortviken paper mill, Sundsvall. Member of the Council for Negotiation and Cooperation (PTK). Appointed: 2005

#### Mikael Svensson (1966)

Quality control engineer and treasurer of IF Metall's club 56 at SCA Hygiene Products AB, Falkenberg plant. Member of the Swedish Trade Union Confederation (LO). Appointed: 2012

#### **Honorary Chairman**

#### Bo Rydin

MSc Econ., Hon PhD Econ., Hon PhD Engineering

#### Auditor

PricewaterhouseCoopers AB Senior Auditor: Anders Lundin, Authorized Public Accountant.

#### Secretary to the Board

Mikael Schmidt (1960) Master of Laws Senior Vice President, Corporate Legal Affairs, General Counsel. B shares: 2,500

Information regarding individuals' own and related parties' shareholdings pertains to the situation on December 31, 2012.

# Corporate Senior Management Team



1 Jan Johansson (1954) President and CEO Master of Laws Employed since: 2007 B shares: 71,200

(2) Lennart Persson (1947) CFO and Executive Vice President Head of Finance BSc BA Employed since: 1987 B shares: 46,665 3 Mats Berencreutz (1954) Executive Vice President MSc ME Employed since: 1981 B shares: 7,600

(4) Joséphine Edwall-Björklund (1964) Senior Vice President, Corporate Communications. *BSc in Communications* Employed since: 2012 B shares: 750 5 Magnus Groth (1963) President, SCA Consumer Goods Europe *MBA and MSc ME* Employed since: 2011 B shares: 1,500

(6) Gordana Landén (1964) Senior Vice President, Corporate Human Resources *BSc* Employed since: 2008 B shares: 660 7 Ulf Larsson (1962) President, SCA Forest Products BSC Forestry Employed since: 1992 B shares: 4,400

8 William Ledger (1967) President, Global Hygiene Supply BSc, Industrial Chemical Engineer Employed since: 2002 B shares: 1,550

Information regarding individuals' own and related parties' shareholdings pertains to the situation on December 31, 2012.



 Margareta Lehmann (1958)
 President, SCA Incontinence Care Europe BSc BA
 Employed since: 1983
 B shares: 1,828

10 Don Lewis (1961) President, SCA Americas BSc BA Employed since: 2002 SCA ADR: 4,545

1 Sune Lundin (1951) President, SCA AFH Professional Hygiene Europe *MSc Eng.* Employed since: 2008 B shares: 12,500 12 Christoph Michalski (1966) President, Global Hygiene Category *MSc Econ.* Employed since: 2007 B shares: 13,550

Mikael Schmidt (1960)
Senior Vice President, Corporate Legal
Affairs, General Counsel.
Master of Laws
Employed since: 1992
B shares: 2,500

#### 14 Robert Sjöström (1964)

Senior Vice President, Strategy and Business Development, Global Business Services and IT *MSc Econ, MBA* Employed since: 2009 B shares: 7,400

#### 15 Kersti Strandqvist (1963)

Senior Vice President, Corporate Sustainability *MSc Chem., Tech Lic.* Employed since: 1997 B shares: 3,797 (16) Ulf Söderström (1964) President, SCA Asia Pacific Studies in economics, MBA Employed since: 2009 B shares: 8,000

#### 17 Thomas Wulkan (1961) President, SCA MEIA BSc BA Employed since: 2000 B shares: 8,400