

# 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.

## **Corporate governance, including remuneration pages 68–77**

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 78–83**

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 13 and 32**

SCA's sustainability work is an integral part of the company's business model. The sustainability work helps the company reduce risk and costs, strengthen competitiveness and attract talent and investors.

## 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 targets, 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.

#### *Remuneration Committee*

The Remuneration Committee drafts the Board's motions on 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*

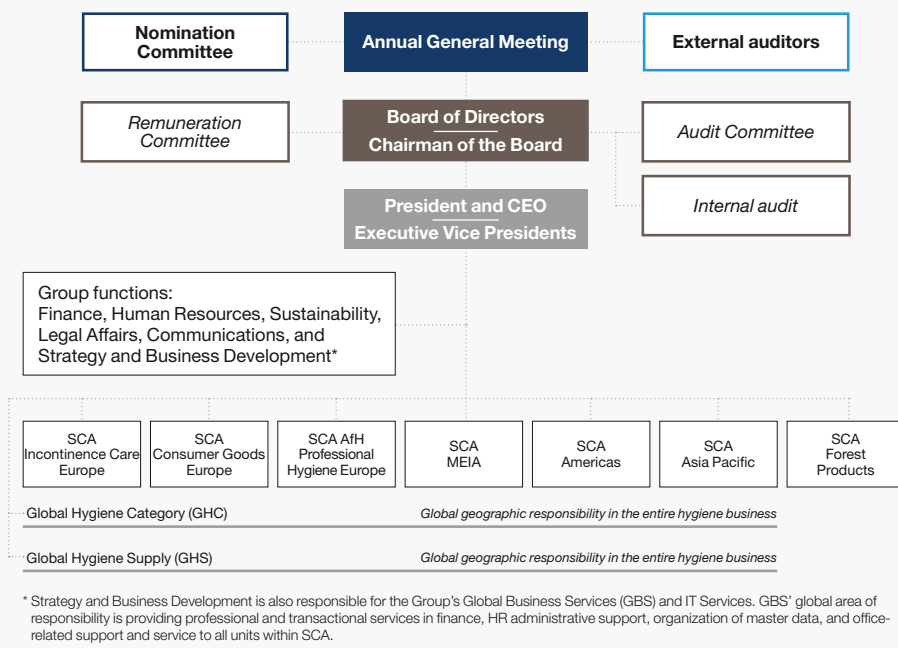
At SCA, it is the responsibility of all employees to ensure sound internal governance and control in

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 the efficiency of SCA's internal governance and control, as well as its risk management. The function has 13 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 and CEO**

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 also the CFO, and the Corporate Senior Management Team, see pages 76–77, the work of which is led by the CEO. The Corporate Senior Management Team consists of the President, the Executive Vice Presidents, Business Unit Presidents and the equivalent, and managers for the group functions Finance, Human Resources,

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*Information about SCA's ownership structure can be found on pages 36–37.*



\* Strategy and Business Development is also responsible for the Group's Global Business Services (GBS) and IT Services. GBS' global area of responsibility is providing professional and transactional services in finance, HR administrative support, organization of master data, and office-related support and service to all units within SCA.

Read more about SCA's Corporate Governance at [www.sca.com](http://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 2015 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

Sustainability, Legal Affairs, Communications, and Strategy and Business Development, the latter of which is also responsible for Global Business Services (GBS) and IT Services.

GBS' global area of responsibility is providing professional and transactional services in finance, HR administrative support, organization of master data, and office-related support and service to all units within SCA. For the hygiene business, there is also a special 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.

SCA has seven business units:

- SCA AfH Professional Hygiene Europe, which offers AfH tissue.
- SCA Consumer Goods Europe, which offers consumer goods.

- SCA Incontinence Care Europe, which offers incontinence products.
- SCA Asia Pacific, which offers tissue and personal care products.
- SCA Americas, which offers tissue and personal care products.
- SCA MEIA (the Middle East, India and Africa), which offers tissue and personal care products.
- SCA Forest Products, which offers paper for packaging and print, pulp, solid-wood products and renewable energy.

In addition to the business units, SCA has established two global units:

- Global Hygiene Category (GHC), with global responsibility for customer and consumer brands and innovation in the hygiene business.
- Global Hygiene Supply (GHS), with global responsibility for purchasing, production planning, technology and investments in the hygiene business.

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 quarter, 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. SCA divides up and reports its business in three business areas – Personal Care, Tissue and Forest Products.

#### 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 reports 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 auditing principles in Sweden.

#### 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 diversity) 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 for issuers
- Swedish Code of Corporate Governance

# Activities during the year

## Annual General Meeting

The AGM was held on Thursday, April 10, 2014, in Stockholm, Sweden. The meeting was attended by 1,208 shareholders, either personally or by proxy, corresponding to 67.4% of the votes in the company. Attorney-at-Law Sven Unger was elected Chairman of the Meeting.

## Resolutions by the meeting

- dividend of SEK 4.75 (4.50) per share to be paid for the 2013 fiscal year,
- re-election of Board members Pär Boman, Rolf Börjesson, Jan Johansson, Leif Johansson, Sverker Martin-Löf, Bert Nordberg, Anders Nyrén, Louise Julian Svanberg and Barbara Milian Thoralfsson,
- 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 44 and Note 6 on pages 103–104.

The minutes of the meeting in full and information on the 2014 AGM, including the President's speech, are available at [www.sca.com](http://www.sca.com)

## Nomination Committee

The 2012 AGM decided that the Nomination Committee should comprise representatives of not fewer than the four and not more than the six largest shareholders in terms of voting rights, as well as the Chairman of the Board, who is also the convener, and that this decision should apply until further notice. 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 2015 AGM

The composition of the Nomination Committee for the 2015 AGM is as follows:

- Carl-Olof By, AB Industrivärden, Chairman of the Nomination Committee
- Håkan Sandberg, Handelsbanken Pension Foundation, among others
- Yngve Slyngstad, Norges Bank Investment Management
- Caroline af Ugglas, Skandia
- 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 proposal for the 2015 AGM is presented by the convening notice on the SCA website [www.sca.com](http://www.sca.com). The 2015 AGM will be held on April 15, see page 39.

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. When drafting proposals for the Board for the 2015 AGM, particular attention has been paid to the issues of diversity and an even gender distribution.

## 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, Bert Nordberg, Anders Nyrén, Louise Julian Svanberg and Barbara Milian Thoralfsson were re-elected to the Board. 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 shall be a member of company management, that the majority of the members elected by the AGM shall be independent of the company and company management, and that not fewer than two of these shall also 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 close of the 2017 AGM: Roger Boström, Örjan Svensson and Thomas Wiklund, and their deputies Per Andersson, Paulina Halleröd and Hans Nyqvist.

## Board activities

In 2014, the Board was convened 11 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 regu-

## Composition of the largest shareholders, Nomination Committee at August 29, 2014 (share of votes)

	%
AB Industrivärden	29.3
Handelsbanken*	14.3
Norges Bank Investment Management	8.1
Skandia	1.6

\* Including funds and foundations.

## Board of Directors and committees

Board of Directors	Elected	Dependent <sup>1)</sup>	Committee		Attendance		
			Audit	Remuneration	Board meetings	Audit Committee	Remuneration Committee
Pär Boman	2010	■			11/11		
Rolf Börjesson	2003			x	11/11		2/2
Jan Johansson	2008	■			11/11		
Leif Johansson	2006			x	10/11		2/2
Sverker Martin-Löf, Chairman	1986	■	x	Chairman	11/11	5/5	2/2
Bert Nordberg	2012				11/11		
Anders Nyrén	2001	■	Chairman		10/11	5/5	
Louise Julian Svanberg	2012				11/11		
Barbara Milian Thoralfsson	2006		x		10/11	5/5	

<sup>1)</sup> 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 and the Corporate Senior Management Team.

■ = Dependent in relation to the company, the Corporate Senior Management Team, and the company's major shareholder, AB Industrivärden.

lar basis throughout the year, the Board has also dealt with reports from the Audit and Remuneration Committees and reports on internal control and financial operations. The company's auditor regularly presents a report on its 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.

In addition to engaging PricewaterhouseCoopers to conduct an additional investigation into the use of SCA's business aviation, Svante Forsberg, Authorized Public Accountant with Deloitte, and Johan Munck, former Justice of the Supreme Court, have also been appointed to carry out an investigation into the use of SCA's business aviation and hunting for hospitality purposes.

#### *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 2014, 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 2014, 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, which 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 two meetings during the year. In addition, a number of issues were addressed by circular letter. Activities in 2014 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 2014, just over 120 audit projects were performed. During the year, the function reported its observations at meetings with the Audit Committee.

Work in 2014 involved follow-up of the units' progress with process-based control, follow-up of the efficiency in internal governance and control, follow-up of major savings programs and follow-up in joint ventures.

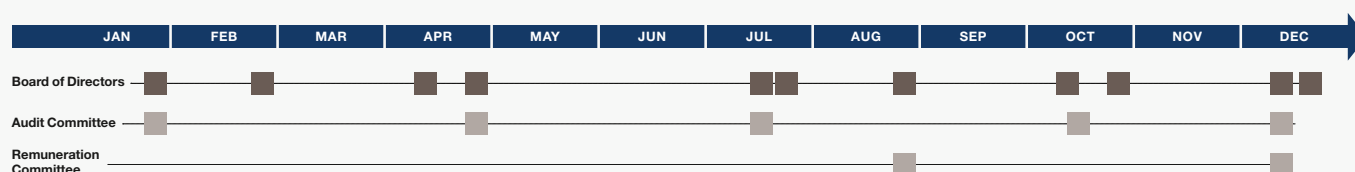
#### **External auditors**

The 2014 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 Anna-Clara af Ekenstam, Authorized Public Accountant, would be the auditor in charge. Anna-Clara af Ekenstam is also the auditor of SAAB AB and Knowit 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 2014. 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 2014 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 2015 AGM, see page 39 and Note 6 on pages 103–104.

## Remuneration of the President and other senior executives

Remuneration of the President and other senior executives is presented in Note 6 on pages 103–104. Variable remuneration for the President, Executive Vice Presidents and Business Unit Presidents was maximized to a total of 100% of the fixed salary for 2014. For one Business Unit President, stationed in the US, the maximum outcome is 130%, while the corresponding limit for other senior executives is 90%.

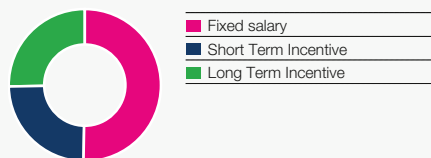
## Variable remuneration and strategic targets

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.

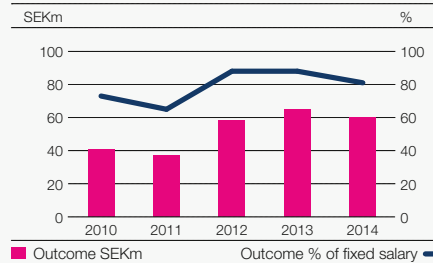
## Remuneration of the Board

According to the resolution by the AGM, the fees paid to the AGM-elected Board members totaled SEK 7,780,000. Refer to Note 6 on pages 103–104 for further information.

Possible maximum remuneration, composition



Outcome variable remuneration 2010–2014



# 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 regulatory 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 to 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 78–83.

## 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.

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 71.

## Activities in 2014

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 2014, work continued to adapt the common accounting system in the companies acquired from Georgia-Pacific to the accounting system used by SCA. This work was concluded in 2014, except in France where the transition to SCA's platform will take place in the first half of 2015. In 2014, SCA also developed a standard system for its business in emerging markets. This has been introduced in two countries and implementation will continue in 2015.

Another development involved the co-location of accounting and reporting of several units in Shared Service Centers, thus making reporting more efficient and uniform. A project continued in 2014 aimed at reducing the number of legal entities in SCA and thereby simplify the reporting and system structures. In 2012, SCA Global Business Services (GBS) was formed with responsibility for providing professional and transactional services in finance, HR administrative support, organization of master data, and office-related support and services to all units within SCA. This has gradually influenced and improved the efficiency of the processes.

# 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. Chairman of the Board of Industrivärden and SSAB. Vice Chairman of Ericsson and Handelsbanken. Member of the Board of Skanska. President and CEO of other senior positions in SCA 1977–2002.

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. Member of the Board of Industrivärden. Vice President, Head of Handelsbanken Markets 2002–2005, Vice President, Head of Regional Bank Denmark, Handelsbanken 1998–2002, employed in Handelsbanken since 1991.

Elected: 2010

A shares: 1,000

### 3 Rolf Börjesson (1942)

*MSc Eng.*

Chairman of the Board of Biolight AB. Member of the Boards of Avery Dennison Corporation and Huhtamäki Oyj. President and CEO of Rexam Plc 1996–2004, Chairman of the Board of Rexam 2004–2008 and Chairman of the Board of Ahlsell AB 2007–2012. President of PLM AB 1989–1996.

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. President and CEO of Boliden AB 2001–2007 and Vice President of Vattenfall 1994–2001.

Elected: 2008

B shares: 84,800

Independent of SCA's major shareholders.

On February 10, 2015, SCA announced that Jan Johansson will leave the company as the President and CEO on February 28, 2015.

### 5 Leif Johansson (1951)

*MSc Eng.*

Chairman of the Board of Ericsson and AstraZeneca. Member of the Board of Ecolan AB. Chairman of the Royal Swedish Academy of Engineering Sciences (IVA), Chairman of the Nobel Foundation's International Advisory Board and a member of ERT (European Round Table of Industrialists). President and CEO of AB Volvo 1997–2011. Vice President of AB Electrolux 1988–1991, President 1991–1994 and President and CEO of AB Electrolux 1994–1997.

Elected: 2006

B shares: 5,800

Independent of the company, corporate management and SCA's major shareholders.

### 6 Bert Nordberg (1956)

*Engineer*

Chairman of the Board of Vestas Wind Systems A/S. Member of the Boards of AB Electrolux and Sigma Connectivity AB. Previously held various management positions in Digital Equipment Corp. and Ericsson, 2009–2012. President of Sony Mobile Communications. Member of the Board of BlackBerry Ltd 2013–2014 and Chairman of the Board of Sony Mobile Communications 2012–2013.

Elected: 2012

B shares: 5,000

Independent of the company, corporate management and SCA's major shareholders.

### 7 Anders Nyrén (1954)

*MSc Econ, MBA, Hon PhD Econ.*

President and CEO of AB Industrivärden. Chairman of the Boards of Handelsbanken and Sandvik. Member of the Boards of Industrivärden, Volvo, Stockholm School of Economics and the Stockholm School of Economics Association, Vice Chairman of the Royal Swedish Academy of Engineering Sciences. Vice President of Skanska 1997–2001, Dir Markets and Corporate Finance Nordbanken 1996–1997, Vice President of Securum 1992–1996 and President of OM International AB 1987–1992.

Elected: 2001

B shares: 1,200

Independent of the company and corporate management.

### 8 Louise Julian Svanberg (1958)

*MSc Econ*

Member of the Board of Careers Australia 2011– and the Advisory Board for Cue Ball Capital, Boston 2008–. Previously held various management positions in EF, of which 2002–2008 as the company President and 2008–2010 as the Chairman of the Board.

Elected: 2012

B shares: 15,000

Independent of the company, corporate management and SCA's major shareholders.

### 9 Barbara Milian Thoralfsson (1959)

*MBA, BA*

Member of the Boards of Telenor ASA, Norfolier GreenTec AS, Cable & Wireless Communications Plc, Hilti AG and ColArt International Holdings Ltd and industry adviser to EQT. President and CEO of NetCom ASA 2001–2005 and President and CEO of Midelfart & Co AS 1995–2000. Member of the Board of AB Electrolux 2003–2014.

Elected: 2006

Independent of the company, corporate management and SCA's major shareholders.

## Appointed by the employees

### 10 Roger Boström (1971)

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: 2013

B shares: 25

### 11 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

### 12 Thomas Wiklund (1955)

Shift Production Manager and Chairman of Ledarna (Swedish Organization for Managers) at Munksund paper mill.

Member of the Council for Negotiation and Cooperation (PTK).

Appointed: 2009

## Deputies

### Per Andersson (1955)

Employed at SCA Obbola, Umeå.

Appointed: 2013

### Paulina Halleröd (1967)

Employed at SCA Hygiene Products, Gothenburg.

Appointed: 2013

### Hans Nyqvist (1968)

Employed at SCA Hygiene Products, Gothenburg.

Appointed: 2013

## Honorary Chairman

### Bo Rydin

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

## Auditors

### PricewaterhouseCoopers AB

Senior Auditor: Anna-Clara af Ekenstam, Authorized Public Accountant.

## Secretary to the Board

### Mikael Schmidt (1960)

*Master of Laws*

Senior Vice President, Group Function Legal Affairs, General Counsel.

Employed since: 1992

B shares: 6,500

*Information regarding individuals' own and related parties' shareholdings pertains to the situation on December 31, 2014.*





# CORPORATE SENIOR MANAGEMENT TEAM

**1 Jan Johansson** (1954)

President and CEO  
Master of Laws  
Employed since: 2007  
B shares: 84,800  
On February 10, 2015, SCA announced that Jan Johansson will leave the company as the President and CEO on February 28, 2015.

**2 Fredrik Rystedt** (1963)

CFO and Executive Vice President  
Head of Group Function Finance  
MSc Econ  
Employed since: 2014  
B shares: 3,000

**3 Mats Berencrutz** (1954)

Executive Vice President  
MSc Eng.  
Employed since: 1981  
B shares: 15,500

**4 Joséphine Edwall-Björklund** (1964)

Senior Vice President, Group Function Communications  
BSc in Communications  
Employed since: 2012  
B shares: 2,450

**5 Magnus Groth** (1963)

President, SCA Consumer Goods Europe  
MBA and MSc ME  
Employed since: 2011  
B shares: 8,050  
On February 10, 2015, SCA announced that Magnus Groth had been appointed as the President and CEO and will assume the role on March 1, 2015.

**6 Gordana Landén** (1964)

Senior Vice President, Group Function Human Resources  
BSc  
Employed since: 2008  
B shares: 4,623

**7 Ulf Larsson** (1962)

President, SCA Forest Products  
BSc Forestry  
Employed since: 1992  
B shares: 4,400

**8 William Ledger** (1967)

President, SCA Global Hygiene Supply  
BSc, Industrial Chemical Engineer  
Employed since: 2002  
B shares: 4,880

**9 Margareta Lehmann** (1958)

President, SCA Incontinence Care Europe  
MSc Econ  
Employed since: 1983  
B shares: 5,728

**10 Don Lewis** (1961)

President, SCA Americas  
BSc BA  
Employed since: 2002  
SCA ADR: 11,465

**11 Sune Lundin** (1951)

President, SCA AfH Professional Hygiene Europe  
MSc Eng  
Employed since: 2008  
B shares: 15,700

**12 Christoph Michalski** (1966)

President, SCA Global Hygiene Category  
MSc Econ  
Employed since: 2007  
B shares: 19,070

**13 Mikael Schmidt** (1960)

Senior Vice President, Group Function Legal Affairs,  
General Counsel  
Master of Laws  
Employed since: 1992  
B shares: 6,500

**14 Robert Sjöström** (1964)

Senior Vice President, Group Function Strategy and Business Development, Global Business Services and IT  
MSc Econ, MBA  
Employed since: 2009  
B shares: 12,000

**15 Kersti Strandqvist** (1963)

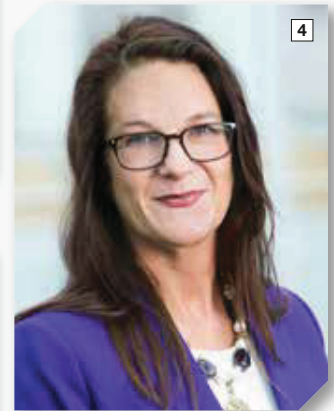
Senior Vice President, Group Function Sustainability  
MSc Chem., Tech Lic  
Employed since: 1997  
B shares: 8,447

**16 Ulf Söderström** (1964)

President, SCA Asia Pacific  
Studies in economics, MBA  
Employed since: 2009  
B shares: 14,000

**17 Thomas Wulkan** (1961)

President, SCA MEIA  
BSc BA  
Employed since: 2000  
B shares: 5,350



Information regarding individuals' own and related parties' shareholdings pertains to the situation on December 31, 2014.

