



Corporate governance

Corporate governance aims to ensure SCA's commitments to all of its stakeholders, including shareholders. In addition, corporate governance supports the company's long-term strategy, market presence and competitiveness.

Corporate governance, including remuneration, pages 71–81

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 as well as SCA's internal control. Moreover, it provides an overview of remuneration and remuneration issues, see also SCA's remuneration report, which is available on www.sca.com. SCA applies the Swedish Code of Corporate Governance without any deviations (www.corporategovernanceboard.se). Corporate governance shall be reliable, clear, straightforward and business-oriented. This Corporate Governance Report forms part of the Board of Directors' Report for SCA's 2020 Annual Report in accordance with Chapter 6, Section 6 of the Swedish Annual Accounts Act (1995:1554). The report has been reviewed by the company's auditor.

Risks and risk management, pages 66–70

The processes to identify and manage risks in SCA are part of the Group's strategy work and are pursued at a local and Group-wide level. The risk management section describes the most significant risks as well as the governing documents and measures that the Group applies to manage these.

Sustainability, pages 48–57, 135–162 and 171

SCA's sustainability work is an integral part of the company's business model and operations. Work to improve the company's sustainability performance strengthens competitiveness, reduces risks and costs and attracts talent and investors. The Board and the President bear the overall responsibility for the control of SCA's business in the field of sustainability. SCA's sustainability agenda is headed by the Group's Sustainability Council, which includes members of the Executive Management and the Group's Sustainability Director. The Sustainability Council is led by the Group's CFO. In addition, a number of cross-functional networks manage and coordinate issues such as health, safety and environment.

Governance at SCA

Shareholder meeting/Annual General Meeting

The shareholders' meeting is SCA's highest decision-making body, where all shareholders are entitled to attend to have a matter considered and to vote in respect of all shares held by the shareholder. According to its Articles of Association, SCA has two listed classes of shares: Class A and Class B shares. Every Class A share represents 10 votes and every Class B share represents one vote. The Annual General Meeting (AGM) is the annual shareholders' meeting at which the annual report is presented. Among other matters, the company's Board of Directors and the Chairman of the Board are elected at the AGM. The AGM also appoints the company's auditors.

Nomination Committee

The Nomination Committee represents the company's shareholders and is charged with the task of preparing 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 the overall responsibility for the company's organization and administration through regular monitoring of the business and by ensuring the appropriateness of the organization and management team, and also compliance with guidelines and internal control. The Board approves strate-

gies and targets, and decides on major investments, acquisitions and divestments of operations, among other matters.

At the 2020 AGM, it was resolved that the Board of Directors shall comprise ten members elected by the AGM with no deputies. In addition, the Board shall include three employee representatives and three deputies.

SCA's Articles of Association contain no provisions regarding appointment or dismissal of Board members or amendments to the Articles.

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 dialogue with the President and CEO and ensuring that other Board members receive information 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 company's Board has, within itself, established an Audit Committee. The tasks of the Audit Committee include monitoring



CORPORATE GOVERNANCE

financial reporting and the efficiency of the company's internal control, internal audit and risk management, and it submits recommendations and proposals to ensure the reliability of reporting. The Committee keeps itself informed on the audit, reviews and monitors the impartiality and independence of the auditor and submits recommendations to the Nomination Committee as a basis for the appointment of auditor and the determination of remuneration, and information to the Board concerning the results of the audit in order to fulfill all requirements of the EU Audit Regulation and Directive. The Audit Committee sets guidelines for the procurement of services other than auditing services from the company's auditors. Lastly, the Audit Committee evaluates the audit quality and informs the Nomination Committee of the results of the evaluation.

Remuneration Committee

The company's Board has also, within itself, established a Remuneration Committee. The Remuneration Committee prepares the Board's motions on issues relating to remuneration principles and 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 and prepares the Board's remuneration report.

Internal audit

At SCA, it is the employees' responsibility to ensure sound governance and internal control in the operations or processes for which they are responsible. Internal audit is a separate function with the task of evaluating and improving the efficiency of SCA's internal control, governance, and risk management. The function reports to the Audit Committee and the Board in relation to internal audit matters. The function examines, among other, SCA's internal processes for sales, purchases, financial reporting, assets, compensation and benefits, HR matters, information security and IT systems, various projects and compliance with SCA's policies and other governing documents including the Code of Conduct.

President and CEO and Executive Management

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 the Executive Management Team, the work of which is led by the President. The Executive Management Team comprises the President and CEO, the CFO, the Presidents of the Business Areas Forest, Paper, Pulp, Wood and Renewable Energy and the President for the support unit Sourcing & Logistics. Further, the Senior Vice Presidents of the Group functions Human Resources, Legal

Affairs, Communications and Strategic Development are also members of the team. The working procedures for the Board of Directors and terms of reference issued by the Board of Directors to the President and CEO detail, for example, the division of work between the Board and President. In consultation with the Chairman of the Board, the President and CEO prepares documentation and background information for the Board's work.

SCA adheres to the principle of distinct decentralization of responsibility and authority. The business areas are fully responsible for developing their respective operations through established objectives and strategies, a process that is also centrally coordinated. Each business area is responsible for its operating result, capital and cash flow. The position of the business and results are followed up by the entire Executive Management Team on a monthly basis. Each quarter, business review meetings are conducted during which the management of each business area personally meet with the President and CEO, the CFO and others. These meetings function as a complement to the daily monitoring of operations.

External auditors

The company's auditor, elected at the Annual General Meeting, examines SCA's accounting, the Group's annual report and sustainability report, the Board's and President and CEO's administration and the annual reports of subsidiaries, and submits an audit report.

The audit is performed in accordance with the Swedish Companies Act, the Swedish Annual Accounts Act, International Standards on Auditing (ISA) and generally accepted auditing principles in Sweden, which also includes a review of compliance with the Swedish Companies Act and the Swedish Annual Accounts Act.

Read more about SCA's Corporate Governance at www.sca.com. This includes:

- SCA's Articles of Association
- Link to the Swedish Corporate Governance Code
- Information from previous Annual General Meetings since 2015 (notices, minutes, President and CEO's speeches) and press releases since 2012
- Information from the Nomination Committee since 2006 (composition, proposals and work done)
- Information ahead of the 2021 Annual General Meeting (notice, Nomination Committee proposals including the Audit Committee's recommendation, Board proposal for principles for remuneration of senior executives, information on routines for notifying attendance to the Meeting, etc.)
- Earlier Corporate Governance Reports, since 2007

Internal rules and regulations include:

- Articles of Association
- Working procedures of the Board of Directors
- Terms of reference issued by the Board to the President and CEO
- Code of Conduct
- Other policy documents established by the Board and instructions established by the President and CEO

External rules and regulations include:

- The Swedish Companies Act
- The Swedish Annual Accounts Act
- International Financial Reporting Standards (IFRS)
- Nordic Main Market Rulebook for Issuers of Shares
- Swedish Corporate Governance Code
- Relevant EU regulations

Compliance with stock market regulations

In 2020, SCA was not sanctioned by the Swedish Financial Supervisory Authority, the stock exchange's disciplinary board or any other authority or self-regulating body for violations of the rules concerning the stock market.



Activities during the year

Annual General Meeting

The AGM was held on Tuesday, March 31, 2020 in Sundsvall. A total of 457 shareholders were represented at the Meeting, either personally or by proxy, representing approximately 65.3% of the votes in the company. Carl Svernlöv, Attorney-at-Law, was elected Chairman of the Meeting.

The Meeting resolved that no dividend be paid for the 2019 fiscal year. The AGM decided on the re-election of Board members Pär Boman, Charlotte Bengtsson, Lennart Evrell, Annemarie Gardshol, Ulf Larsson, Martin Lindqvist, Lotta Lyrå, Bert Nordberg, Anders Sundström and Barbara Milián Thoralfsson. Pär Boman was re-elected as the Chairman of the Board. Ernst & Young was reelected as auditor for the period until the 2021 AGM. Moreover, guidelines for determining the salary and other remuneration of the President and CEO and other senior executives were adopted; see Note C3.

The minutes of the Meeting in full and information on the 2020 AGM, including the President's speech, are available at www.sca.com.

Nomination Committee

The 2017 AGM decided that the following procedure for appointing the Nomination Committee is to apply until further notice. The Nomination Committee is to comprise representatives from the four largest shareholders in terms of voting rights as per the shareholders' register maintained by the company on the final banking day of August, as well as the Chairman of the Board. The Chairman of the Board is to convene the first meeting of the Nomination Committee. The member representing the largest shareholder in terms of votes is to be appointed as Chairman of the Nomination Committee. If necessary, due to subsequent ownership changes, the Nomination Committee is entitled to call on one or two additional members from among the next largest shareholders in terms of voting rights, so that the total number of members amounts to not more than seven. In the event that a member steps down from the Nomination Committee before the task is completed and the Nomination Committee decides it would be beneficial for a replacement to be appointed, such a replacement is to be appointed by the same shareholder or, if this shareholder is no longer among the largest shareholders in terms of voting rights, by the largest unrepresented shareholder in terms of voting rights. Changes to the composition of the Nomination Committee are to be disclosed immediately. The composition of the Nomination Committee is to be disclosed not later than six months prior to the AGM. No remuneration is to be paid to the members of the Nomination Committee. Any expenses incurred during the work of the Nomination Committee are to be paid by the company. The mandate period of the Nomination Committee extends until the composition of the next Nomination Committee is disclosed. The Nomination Committee is to submit proposals relating to the Chairman of the General Meeting, the Board of Directors, the Chairman of the Board, Board fees for the Chairman of the Board and each of the other Board members, including remuneration for committee work, the company's auditors and auditors' fees.

In its work, the Nomination Committee has considered the rules that apply to the independence of Board members, as well as the requirement of diversity and breadth with the endeavor to achieve an even gender distribution and that the selection for those nominated shall be based on expertise and experience relevant to SCA.

When preparing its proposal for the election of auditors and remuneration, the Nomination Committee has also considered the Audit Committee's recommendation.

Composition of the Nomination Committee for the 2021 AGM

The composition of the Nomination Committee for the 2021 AGM is as follows:

- Helena Stjernholm, AB Industrivärden, Chairman of the Nomination Committee
- Petter Johnsen, Norges Bank Investment Management
- Anders Oscarsson, AMF Insurance and Funds
- Mikael Hallåker, Handelsbanken Pension Foundation, among others
- Pär Boman, Chairman of the Board, SCA

Shareholders have had the opportunity to submit proposals to the Nomination Committee. The Nomination Committee's proposal for the 2021 AGM is presented in the notice convening the AGM on SCA's website www.sca.com. The 2021 AGM will be held on April 15.

The Nomination Committee was convened on five occasions in 2020. The Chairman of the Board has presented the Board evaluation and provided the Nomination Committee with information regarding Board and committee work during the year.

Diversity policy

When preparing proposals for the Board for the 2020 AGM, the Nomination Committee has applied Item 4.1 of the Swedish Corporate Governance Code as its diversity policy. The policy aims to ensure that the Board has – with regards to the company's operations, stage of development and circumstances in general – an appropriate composition characterized by diversity and breadth as regards the AGM-elected members' expertise, experience and background, with the endeavor to achieve an even gender ratio. The 2020 AGM resolved in accordance with the Nomination Committee's proposal, which meant ten members were elected, of which four were women and six men. When preparing proposals for the Board for the 2021 AGM, the Nomination Committee has worked with and applied the diversity policy in a corresponding manner, which resulted in the proposal for the Board described in the notice convening the AGM.

The Nomination Committee's proposal entails the appointment of ten Board members, of which four are women and six men.



Board of Directors

Ten Board members were appointed at the 2020 AGM. Lotta Lyrå left the Board on June 5, 2020, after which the SCA Board had nine AGM-elected members. In addition to these members, there are three employee representatives and their three deputies.

The SCA Board of Directors comprises the AGM-elected members Pär Boman (Chairman), Charlotte Bengtsson, Lennart Evrell, Annemarie Gardshol, Ulf Larsson (President and CEO), Martin Lindqvist, Bert Nordberg, Anders Sundström and Barbara Milian Thoralfsson.

The independence of Board members is presented in the table on page 75. 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 AGM-elected Board members have experience of the requirements incumbent upon a listed company.

The following three employee representatives were appointed to the Board for the period until the 2021 AGM: Roger Boström, Johanna Viklund Lindén and Hans Wentjärv and their deputies Per Andersson, Maria Jonsson and Stefan Lundkvist. Since Hans Wentjärv passed away on May 30, 2020, he has been replaced by Per Andersson. Further information concerning the Board members can be found on pages 78–79.

Board activities

In 2020, the Board was convened 13 times. The Board has established working procedures. The working procedures describe 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. The Board also establishes and evaluates the company's overall objectives and strategy and decides on significant internal rules. Another task is to continuously monitor the internal control and compliance of the company and its employees with internal and external rules, and that the company has well-functioning procedures for market disclosures. On a regular basis throughout the year, the Board also deals 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 the audit work and these issues are discussed by the Board.

In 2020, the Board conducted standard duties, including strategy issues.

Evaluation of the Board's work

The work of the Board, as that of the Chairman and the President, is evaluated annually using a systematic and structured process. The purpose is to obtain a sound basis for the Board's own development work and to provide the Nomination Committee with relevant analysis for its nomination work. In 2020, the evaluation took the form of a questionnaire and interviews held by an external consultant as well as group and individual discussions between the Chairman of the Board and the members. The evaluation covers such areas as the Board's methods of work, effectiveness, 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

The Audit Committee comprises Barbara Milian Thoralfsson (Chairman), Pär Boman and Martin Lindqvist. The Audit Committee held six meetings in 2020. In its monitoring of the financial reporting, the Committee dealt with relevant accounting issues, internal auditors' reviews, auditing work and a review of internal control procedures and the measurement of the Group's forest assets. The Audit Committee also prepared a recommendation to be used by the Nomination Committee when deciding on its proposal to the AGM regarding the election of auditors and remuneration.

Remuneration Committee

The Remuneration Committee comprises Pär Boman (Chairman), Bert Nordberg and Lennart Evrell. The Remuneration Committee held four meetings in 2020. Activities in 2020 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 for the internal audit work is a risk-based annual plan. The plan derives from a risk assessment process based on input from operations, management and the Board. The annual plan is approved by the Audit Committee. In 2020, 12 internal audit assignments were performed. Observations from the assignments are reported to the Audit Committee. During 2020, work included follow-up of the organization's work concerning the effectiveness of internal controls and compliance with policies and other governing documents, including the Code of Conduct.



CORPORATE GOVERNANCE

External auditors

The 2020 Annual General Meeting appointed accounting firm Ernst & Young AB as the company's auditor for a mandate period of one year. The accounting firm notified the company that Fredrik Norrman, Authorized Public Accountant, would be the auditor in charge. The auditor owns no shares in SCA.

In accordance with its working procedures, the Board met with the auditor at six scheduled Board meetings in 2020. The auditor also attended each meeting of the Audit Committee. At these meetings, the auditor presented and received opinions on the focus and scope of the planned audit and delivered verbal audit and review reports. Further, at the Board's third scheduled

autumn meeting, the auditor delivered a preliminary report on the audit for the year. The working procedures specify a number of mandatory issues that must be covered. These include matters of importance that have been a cause for remark or discussion during the audit, business routines and transactions where differences of opinion may exist regarding the choice of accounting procedures. The auditor shall 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 auditor questions. Certain parts of the detailed discussion on the accounts take place without representatives of company management being present.

Board of Directors and committees

Names	Elected	Depen- dence	The Board of Directors	Atten- dance	Audit Committee	Atten- dance	Remuneration Committee	Atten- dance
Pär Boman	2010	●	Chairman	13	Board member	6	Chairman	4
Charlotte Bengtsson	2017	●	Board member	13				
Lennart Evrell	2017		Board member	13			Board member	4
Annemarie Gardshol	2015		Board member	12				
Ulf Larsson	2017	●	Board member	13				
Martin Lindqvist	2017		Board member	13	Board member	6		
Lotta Lyrå*	2017			8				
Bert Nordberg	2012		Board member	13			Board member	4
Anders Sundström	2018		Board member	13				
Barbara Milian Thoralfsson	2006		Board member	13	Chairman	6		

*Lotta Lyrå left the Board on June 5, 2020.

- Dependent in relation to the company's major shareholder – Industrivärden
- Dependent in relation to the company and corporate management – President of Skogforsk
- President and CEO of SCA – Dependent in relation to the company and corporate management

The largest shareholders

As of December 31, 2020, AB Industrivärden was the company's largest shareholder, with a holding totaling 33,785,290 Class A shares and 38,300,000 Class B shares, corresponding to 10.3% of the total number of shares and 29.3% of the total number of votes in the company. No other shareholder in the company has a direct or indirect shareholding whose voting rights represent one-tenth or more of the total number of votes in the company.

	Number of meetings in 2020
The Board of Directors	13
Audit Committee	6
Remuneration Committee	4

Remuneration, Executive Management Team and Board of Directors

Guidelines

The 2020 Annual General Meeting adopted guidelines for remuneration of senior executives. The total remuneration package comprises a fixed salary, variable salary, other benefits, and a pension. See Note C3.

Remuneration of the President and CEO and other senior executives

Remuneration of the President and CEO and other senior executives is presented in Note C3.

Variable remuneration and strategic targets

Programs for variable remuneration are designed to support the Group's strategic targets. The short-term program is individually adapted and based mainly on profit, cash flow and capital efficiency. The long-term program is based on the SCA share's long-term total shareholder return compared with a weighted index of shares of other peer companies.

Remuneration of the Board

The total remuneration of the AGM-elected Board members is presented in Note C4.

Remuneration report

The Board has presented a separate remuneration report which is available on www.sca.com.

Internal control and financial reporting

The Board's responsibility for internal governance and control is regulated in the Swedish Companies Act, the Annual Accounts Act and the Swedish Corporate Governance Code. 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. Its working procedures regulate the internal division of work between the Board and its committees.

The Audit Committee has an important task of preparing 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 the financial statements. The Committee has charged the company's auditor 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 shall be submitted to the Board at each scheduled meeting. The President and CEO 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 and CEO 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 audit of the annual accounts, a review of the six-month report and of the company's administration and internal control is carried out.

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. There is also a common system for reporting annual accounts. 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 forecasts.



Control activities and follow-up

Significant instructions and guidelines related to financial reporting are prepared and updated regularly by the Group Finance Function and are accessible on the Group's intranet. The Group Finance Function is responsible for ensuring compliance with instructions and guidelines. Process owners 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 areas and support units' finance and controller organizations, which are responsible for ensuring that financial reporting from each unit is correct, complete and delivered in a timely manner. The company's control activities are supported by the budgets prepared by each unit and updated during the year through regular forecasts.

SCA has a standardized system of control measures involving processes that are significant to the company's financial reporting, among other matters. 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 and updated through self-evaluation followed up by a review through the internal control function. In some cases, SCA has enlisted help to validate these control measures from the internal auditors and external parties.

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 closing.

The Board follows up to ensure that the internal control and reporting to the Board functions through continuous reporting from the President and CFO and through reporting from the internal audit unit in the scope of the audit plan set annually. Internal audit also continuously reports its observations in this respect to the Audit Committee. Internal audit's tasks include following up compliance with the company's policies. The results of this follow-up are reported to the Board through the Audit Committee.

Internal control of other processes

The basis for the internal control is identifying and assessing risks. A review of identified risks is conducted every year with the addition of any new identified risks. At the same time, an evaluation is carried out of the potential impact of the risks on profits and the brand, and the probability that the risk will occur.

Risks that threaten business objectives are linked to the company's processes. For each process and identified risks, the control activities are defined that must be established to manage risks, and a description of how self-assessments are used to monitor the effectiveness of the control activities.

Control activities to mitigate the identified risks are documented, and the effectiveness of each control is tested on an annual basis through self-assessments. The Group's internal control function summarizes the result of the self-assessments and reports to management and the Board.

Activities in 2020

In 2020, SCA has continued to develop the framework for internal controls. The scope of the self-assessment of control procedures has been extended to include additional processes. The results of the self-assessment have been reported to the Board.



Board of Directors and Auditors



Pär Boman (1961)
*Engineering and Business/
Economics degree*

Chairman of the Board since 2015. Chairman of the Board of Svenska Handelsbanken AB and Essity AB, Deputy Chairman of the Board of AB Industrivärden and member of the Board of Skanska AB. Former President of Handelsbanken during the period 2006 to 2015.

Elected: 2010
Class B shares: 10,000

Independent of the company and corporate management.



Charlotte Bengtsson (1971)
*MSc Civil Engineering, PhD in
Steel and Timber Structures*

President of Skogforsk. Board member of Södra's Research Foundation, Norra Skog's Research Foundation, the Nils and Dorthi Troedsson's Research Foundation.

Elected: 2017
Class B shares: 2,360

Independent of SCA's major shareholders.



Lennart Evrell (1954)
MSc Eng. and Econ.

Board member of Epiroc, ICA, the Confederation of Swedish Enterprise and Industriarbetsgivarna. Former President of Boliden, Sapa and Munters.

Elected: 2017
Class B shares: 4,000

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



Annemarie Gardshol (1967)
MSc Eng.

President and CEO on PostNord Group AB, President of PostNord Sverige AB. Board member of Essity AB. Former President of PostNord Strålfors Group AB and various management positions at PostNord and Gambro AB as well as management consultant at McKinsey & Company.

Elected: 2015
Class B shares: 6,200

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



Ulf Larsson (1962)
BSc Forestry

President and CEO of SCA. Chairman of the Swedish Forest Industries Federation, Deputy chair of Industriarbetsgivarna and the Swedish Forest Industries, board member of Handelsbanken Region Umeå, and CEPI, member of the Advisory Council Västernorrland County. Former President of SCA Forest Products AB, 2008–2017, as well as Executive Vice President of SCA 2016–2017.

Elected: 2017
Employed since: 1992
Class A shares: 12,000, B shares: 100,000

Independent of SCA's major shareholders.



Martin Lindqvist (1962)
*Engineer and Master of Business
Administration*

President and CEO of SSAB. Chairman of the Board of Jernkontoret, and of Stål och Metall. Deputy Chairman of the Board of Industriarbetsgivarna. Previously held senior positions, including at SSAB and NCC.

Elected: 2017

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. Board member of Essity AB and SAAB AB. Previously held various management positions in Ericsson Group and Digital Equipment Corp. President of Sony Mobile Communications AB between 2009–2012 and Board member of BlackBerry Ltd, Skistar AB, AB Electrolux and Axis AB.

Elected: 2012
Class B shares: 16,800

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



Anders Sundström (1952)
*Academic studies in economy and
politics at Umeå University*

Chairman of the Board of Kaunis Holding, NMI Group, Hedlunda Industri AB and Ekhaga AB. Previously Chairman of the Board at Swedbank and CF, among others. Many years of operating experience within both the industry and the financial sector, including as CEO for Folksam. Has held several ministerial posts and other political assignments.

Elected: 2018
Class B shares: 6,000

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



CORPORATE GOVERNANCE

Employee representatives



Barbara Milian Thoralfsson (1959)
MBA, BA

Board member of Essity AB, Hilti AG and G4S Plc. Industry advisor to EQT. President of NetCom ASA 2001–2005 and President of Midelfart & Co AS 1995–2000. Former member of the Boards of AB ElectroLux, Telenor ASA Cable & Wireless Plc, Orkla ASA and Tandberg ASA.

Elected: 2006

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



Per Andersson (1955)
Swedish Paper Workers Union, dept 29, SCA Obbola AB
Member of the Swedish Trade Union Confederation (LO).

Appointed: 2020 as acting employee representative on the Board. Former deputy.



Roger Boström (1971)
Chairman of the Swedish Paper Workers' Union dept. 167 at SCA Graphic Sundsvall AB, Östrand pulp mill
Member of the Swedish Trade Union Confederation (LO).

Appointed: 2013
Class B shares: 55



Johanna Viklund Lindén (1973)
Chairman Unionen, SCA Graphic Sundsvall AB/SCA Sourcing & Logistics
Member of the Council for Negotiation and Cooperation (PTK).

Appointed: 2017
Class B shares: 166

Employee representatives, deputies

Maria Jonsson (1966)
Chairman Unionen, SCA staff functions
Member of the Council for Negotiation and Cooperation (PTK).
Appointed 2017.

Stefan Lundkvist (1977)
Chairman of Swedish Paper Workers Union, dept 158, SCA Munksund AB
Member of the Swedish Trade Union Confederation (LO).
Appointed 2017.

Honorary Chairman

Bo Rydin
MSc Econ., Hon PhD Econ., Hon PhD Engineering

Auditors

Ernst & Young AB
Senior Auditor: Fredrik Norman,
Authorized Public Accountant

Secretary to the Board

Katarina Nilsson (1971)
Master of Laws
Senior Vice President, Legal Affairs Group Function, General Counsel.

Employed since: 2019
Class B shares: 300



Executive Management Team



SCA ANNUAL AND SUSTAINABILITY REPORT 2020

Ulf Larsson

President and CEO
BSc Forestry
 Employed since: 1992
 Class A shares: 12,000
 Class B shares: 100,000

Stina Danielsson

Senior Vice President, Human Resources
BA
 Employed since: 2005
 Class B shares: 5,756

Björn Lyngfelt

Senior Vice President, Communications
BSc Forestry
 Employed since: 1986
 Class B shares: 12,500

Kristina Enander

President, Pulp
MSc Eng. chemical engineering in physics
 Employed since: 1993
 Class B shares: 11,786

Mikael Källgren

President, Renewable Energy
BSc Energy
 Employed since: 2015
 Class B shares: 3,685

Jerry Larsson

President, Wood
MSc Eng., MBA
 Employed since: 2003
 Class B shares: 5,225



CORPORATE GOVERNANCE



From left to right: Mikael Källgren (President, Renewable Energy), Jonas Mårtensson (President, Forest), Stina Danielsson (Senior Vice President, Human Resources), Magnus Svensson (President, Sourcing & Logistics), Mats Nordlander (President, Paper), Toby Lawton (CFO), Ulf Larsson (President and CEO), Kristina Enander (President, Pulp), Jerry Larsson (President, Wood), Katarina Nilsson (General Counsel), Björn Lyngfelt (Senior Vice President, Communications), Ole Terland (Senior Vice President, Strategic Development).



Anders Edholm assumed the role of Senior Vice President, Communications on February 1, 2021. He replaces Björn Lyngfelt who is to retire.

Toby Lawton

CFO
MA
Employed since: 2017
Class B shares: 11,782

Jonas Mårtensson

President, Forest
MSc Eng.
Employed since: 2005
Class B shares: 28,042

Katarina Nilsson

Senior Vice President Legal Affairs and General Counsel
Master of Laws
Employed since: 2019
Class B shares: 300

Mats Nordlander

President, Paper
Dipl. Eng.
Employed since: 2015
Class B shares: 13,465

Magnus Svensson

President, Sourcing & Logistics
MSc Eng.
1993
Class B shares: 64,880

Ole Terland

Senior Vice President, Strategic Development
Doctor of Technology
Employed since: 2016
Class B shares: 33,659