

NOMINATION COMMITTEE PRIOR TO 2011 ANNUAL GENERAL MEETING

Decision regarding appointments

The annual general meeting 2010 decided that the nomination committee for the annual general meeting 2011 should be composed of representatives of the, no less than four and no more than six, largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of the last banking day of August 2010, and the chairman of the board of directors. The chairman of the board of directors is to convene the first meeting of the nomination committee. The member representing the largest shareholder in terms of voting rights shall be appointed chairman of the nomination committee. If so desired, due to later changes in the ownership structure, the nomination committee is authorized, in case the number of members falls below seven, to call in one or two additional members among the shareholders who in terms of voting rights are the largest shareholders next in turn, so that the total number of members is not higher than seven. Should a member resign from the nomination committee before its work is completed and, if the nomination committee considers it necessary, a "substitute" member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder next in turn. Changes in the composition of the nomination committee shall be made public immediately. The composition of the nomination committee for the annual general meeting 2011, is to be announced no later than six months before that meeting. Remuneration shall not to be paid to the members of the nomination committee. The company is to pay any costs for the work of the nomination committee. The term of office for the nomination committee ends when composition of the following nomination committee has been announced. The nomination committee shall propose the following: the chairman of the general meeting, board directors, the chairman of the board of directors, remuneration to the chairman and each of the other directors, remuneration for committee work, remuneration to the company's auditor and the nomination committee for the annual general meeting 2012.

Composition

The Nomination Committee comprises:

Carl-Olof By, AB Industrivärden, Chairman of the Nomination Committee,
Håkan Sandberg, Handelsbankens Pensionsstiftelse among others,
Pontus Bergekrans, SEB Fonder,
Torbjörn Callvik, Skandia Liv,
Bo Selling, Alecta, and
Sverker Martin-Löf, Chairman of the Board of SCA

The Nomination Committee shall submit proposals concerning the matters listed below for presentation to the 2011 Annual General Meeting for decision

- proposed Chairman of the Annual General Meeting
- proposed members of the Board of Directors
- proposed Chairman of the Board
- proposed Board fees and distribution among the Chairman and the other Board members, as well as remuneration for work in committees
- proposed fees for company's auditors
- proposed Nomination Committee prior to the 2012 Annual General Meeting

Shareholders who desired to present proposals to the Nomination Committee have had the opportunity to do so.

Nomination Committee's proposals

The Nomination Committee has presented the following proposals prior to the Annual General Meeting 2011.

Meeting Chairman

The Nomination Committee proposes Attorney Sven Unger be appointed Chairman to lead the Meeting.

Number of Board members

The Nomination Committee proposes that the number of Board members shall be eight, with no deputies appointed.

Board of Directors and auditor fees

The Nomination Committee proposes that the remuneration to each director elected by the meeting and who is not employed by the company shall be SEK 500,000 and the chairman of the board of directors is to receive SEK 1,500,000. Members of the remuneration committee are to receive additional remuneration of SEK 100,000 and members of the audit committee are to receive additional remuneration of SEK 125,000. The chairman of the audit committee is to receive additional remuneration of SEK 150,000. Remuneration to the auditor is to be paid according to approved invoice.

Proposal for Board of Directors and Board Chairman

The Nomination Committee proposes the re-election of the directors Pär Boman, Rolf Börjesson, Sören Gyll, Jan Johansson, Leif Johansson, Sverker Martin-Löf, Anders Nyrén and Barbara Milian Thoralfsson, whereby Sverker Martin-Löf is proposed to be elected as chairman of the board of directors.

Further information regarding the proposed Board members is to be found on the company's website, www.sca.com.

The majority (Sverker Martin-Löf, Rolf Börjesson, Sören Gyll, Leif Johansson, Anders Nyrén and Barbara Milian Thoralfsson) of the AGM-elected members are independent of the company and its executive management. Of these Board members, four (Rolf Börjesson, Sören Gyll, Leif Johansson and Barbara Milian Thoralfsson) are also considered independent of the company's major shareholders. Only one Board member (Jan Johansson) is a member of the executive management. All of the Board members have experience of the requirements incumbent upon a listed company.

Statement

The Nomination Committee considers that the proposed Board of Directors has the appropriate composition with regard to the company's operations, phase of development and other relevant circumstances. It exhibits diversity and breadth of qualifications, experience and background.

Proposals for Nomination Committee prior to the Annual General Meeting in 2012

The nomination committee proposes that the annual general meeting resolve that the nomination committee for the annual general meeting 2012 be composed of representatives of the, no less than four and no more than six, largest shareholders in terms of voting rights listed in the shareholders' register maintained by Euroclear Sweden AB as of 31 August 2011, and the chairman of the board of directors. The chairman of the board of directors is to convene the first meeting of the nomination committee. The member representing the largest shareholder in terms of voting rights shall be appointed chairman of the nomination committee. If so desired, due to later changes in the ownership structure, the nomination committee is authorized, in case the number of members falls below seven, to call in one or two additional members among the shareholders who in terms of voting rights are the largest shareholders next in turn, so that the total number of members is not higher than seven. Should a member resign from the nomination committee before its work is completed and, if the nomination committee considers it necessary, a "substitute" member is to represent the same shareholder or, if the shareholder is no longer one of the largest shareholders in terms of voting rights, the largest shareholder next in turn. Changes in the composition of the nomination committee shall be made public immediately. The composition of the nomination committee for the annual general meeting 2012, is to be announced no later than six months before that meeting. Remuneration shall not be paid to the members of the nomination committee. The company is to pay any costs for the work of the nomination committee. The term of office for the nomination committee ends when composition of the following nomination committee has been announced. The nomination committee shall propose the following: the chairman of the general meeting, board directors, the chairman of the board of directors, remuneration to the chairman and each of the other directors, remuneration for committee work, remuneration to the company's auditor and the nomination committee for the annual general meeting 2013.

The nomination committee's proposal means no changes in relation to the proposal of 2010.

Report on the work of the Nomination Committee

The Nomination Committee will account of how it has conducted its work at the Annual General Meeting.