

## **NOMINATION COMMITTEE PRIOR TO 2013 ANNUAL GENERAL MEETING**

### ***Appointments***

The 2012 Annual General Meeting decided that the Nomination Committee, until further notice, shall 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 in August, 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 is to be announced no later than six months before the annual general 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 the composition of the following nomination committee has been announced. The nomination committee shall propose the following: the chairman of the general meeting, board of directors, the chairman of the board of directors, remuneration to the board of directors individually specified for the chairman and each of the other directors, remuneration for committee work and auditor and remuneration to the auditor.

### ***Composition***

The Nomination Committee for the 2013 Annual General Meeting comprises:

Carl-Olof By, AB Industrivärden,  
Håkan Sandberg, Handelsbankens Pensionsstiftelse among others,  
Caroline af Ugglas, Skandia Liv,  
Ramsey Brufer, 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 2013 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 auditor and auditor fees

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

### ***The Nomination Committee's proposals***

The Nomination Committee has presented the following proposals prior to the 2013 Annual General Meeting.

#### **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 nine, with no deputies appointed.

#### **Board 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 550,000 and the chairman of the board of directors is to receive SEK 1,650,000. Members of the remuneration committee are each to receive an additional remuneration of SEK 105,000, while the chairman of the remuneration committee is to receive an additional remuneration of SEK 135,000. Members of the audit committee are each to receive an additional remuneration of SEK 130,000. The chairman of the audit committee is to receive an additional remuneration of SEK 175,000.

#### **Proposal for Board of Directors and Board Chairman**

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

The majority of the proposed Board members (Sverker Martin-Löf, Rolf Börjesson, Leif Johansson, Louise Julian, Bert Nordberg, Anders Nyrén and Barbara M. Thoralfsson) are independent of the company and its executive management. Of these Board members, five (Rolf Börjesson, Leif Johansson, Louise Julian, Bert Nordberg and Barbara M. Thoralfsson) are also considered independent of the company's major shareholders. Only one Board member (Jan Johansson, chief executive officer) is a member of the executive management. All of the Board members have experience of the requirements incumbent upon a listed company or equivalent experience.

Further information regarding the proposed Board members is available on the company's website, [www.sca.com](http://www.sca.com).

#### **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.

#### **Number of auditors and deputies**

The Nomination Committee proposes that there shall be one auditor and no deputies.

**Auditor and auditors fees**

The Nomination Committee proposes re-election of the registered accounting firm PricewaterhouseCoopers AB, for the period until the end of the annual general meeting 2014, and that remuneration to the auditor is to be paid according to approved invoice.