

Press release

Stockholm March 5, 2014



Notice of the Annual General Meeting

Notice is given to the Shareholders of Svenska Cellulosa Aktiebolaget SCA of the Annual General Meeting of Shareholders to be held on Thursday, 10 April 2014, at 3 p.m. in Stockholm Waterfront Congress Centre, Nils Ericsons Plan 4, Stockholm, Sweden (registration from 1.30 p.m.)

Notification of attendance

Shareholders who wish to attend the annual general meeting must

- be listed in the shareholders' register maintained by Euroclear Sweden AB on Friday, 4 April 2014, and
- give notice of their intention to attend the meeting no later than Friday, 4 April 2014.

Notification may be given in any of the following manners:

- by telephone +46 8 402 90 59, weekdays between 8 a.m. and 5 p.m.
- on the company website www.sca.com
- by mail to Svenska Cellulosa Aktiebolaget SCA, Corporate Legal Affairs, P.O. Box 200, SE-101 23 Stockholm, Sweden

In order to attend the meeting, shareholders with custodian registered shares must have such shares registered in their own names. Temporary registration of ownership, so-called voting rights registration, should be requested from the bank or fund manager managing the shares well in advance of Friday, 4 April 2014.

Name, personal identity number/corporate registration number, address and telephone number, and accompanying persons, if any, should be stated when notification is

For additional information please contact:

Jessica Ölvestad, Press and Media Officer, +46 8 788 52 82

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given. Shareholders represented by proxy should deliver a proxy in the original to the company prior to the annual general meeting. Proxy forms are available upon request and on the company website www.sca.com. Anyone representing a corporate entity must present a copy of the registration certificate, not older than one year, or equivalent authorization document, listing the authorized signatories.



Proposed agenda

1. Opening of the meeting and election of chairman of the meeting.
2. Preparation and approval of the voting list.
3. Election of two persons to check the minutes.
4. Determination of whether the meeting has been duly convened.
5. Approval of the agenda.
6. Presentation of the annual report and the auditor's report and the consolidated financial statements and the auditor's report on the consolidated financial statements.
7. Speeches by the chairman of the board of directors and the president.
8. Resolutions on
 - (a) adoption of the income statement and balance sheet, and of the consolidated income statement and the consolidated balance sheet,
 - (b) appropriations of the company's earnings under the adopted balance sheet and record date for dividend,
 - (c) discharge from personal liability of the directors and the president.
9. Resolution on the number of directors and deputy directors.
10. Resolution on the number of auditors and deputy auditors.
11. Resolution on the remuneration to be paid to the board of directors and the auditors.
12. Election of directors, deputy directors and chairman of the board of directors.
13. Election of auditors and deputy auditors.
14. Resolution on guidelines for remuneration for the senior management.
15. Closing of the meeting.

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Proposal for resolution under Item 1

The nomination committee proposes Sven Unger, attorney at law, as chairman of the annual general meeting.

Proposal for resolution under Item 8 b)

The board of directors proposes a dividend of SEK 4.75 per share and that the record date for the dividend be Tuesday, 15 April 2014. Payment through Euroclear Sweden AB is estimated to be made on Tuesday, 22 April 2014.

Proposals for resolutions under Items 9-13

The nomination committee proposes the following:

- The number of directors shall be nine with no deputy directors.
- The number of auditors shall be one with no deputy auditor.
- The remuneration to each director elected by the meeting and who is not employed by the company shall be SEK 700,000 and the chairman of the board of directors is to receive SEK 2,100,000. 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, while the chairman of the audit committee is to receive an additional remuneration of SEK 175,000. Remuneration to the auditor is to be paid according to approved invoice.
- Re-election of the directors Pär Boman, Rolf Börjesson, Jan Johansson, Leif Johansson, Sverker Martin-Löf, Bert Nordberg, Anders Nyrén, Louise Julian Svanberg and Barbara Milian Thoralfsson. Sverker Martin-Löf is proposed to be elected as chairman of the board of directors.
- Re-election of the registered accounting firm PricewaterhouseCoopers AB, for the period until the end of the annual general meeting 2015.

Proposal for resolution under Item 14

The board of directors proposes that the annual general meeting adopt the following guidelines for remuneration for the senior management.

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Remuneration to the CEO and other senior managers will be a fixed amount (base salary), possible variable remuneration, additional benefits and pension. Other senior managers include the executive vice presidents, business unit managers and the like, as well as the central staff managers. The total remuneration is to correspond to market practice and be competitive on the senior manager's field of profession. Fixed and variable remuneration is to be linked to the manager's responsibility and authority. For the CEO, as well as for other senior managers, the variable remuneration is to be limited and linked to the fixed remuneration. The variable remuneration is to be based on the outcome of predetermined objectives and, as far as possible, be linked to the increase of value of the SCA share, from which the shareholders benefit. The programme for variable remuneration should be formulated so that the board of directors, in the event of exceptional financial conditions, may limit, or forebear, payment of variable remuneration if such a measure is deemed to be reasonable and in accordance with the company's responsibility to the shareholders, employees and other stakeholders. In the event of termination of employment, the notice period should normally be two years should the termination be initiated by the company, and one year, when initiated by the senior manager. Severance pay should not exist. Pension benefits are to be determined either by benefit or charge, or by a combination hereof, and entitle the senior manager to pension from the age of 60, at the earliest. To earn the pension benefits, the period of employment must be long, at present 20 years. When resigning before the age entitling to pension, the senior manager will receive a paid-up pension policy from the age of 60. The pension is not to be based on variable remuneration. Matters of remuneration to the senior management are to be dealt with by a remuneration committee and, as regards the CEO, be resolved by the board of directors.

The proposal means unchanged guidelines in relation to 2013.

The nomination committee

The nomination committee is composed of Carl-Olof By, AB Industrivärden (chairman), Håkan Sandberg, Handelsbankens Pensionsstiftelse and others, Yngve Slyngstad, Norges Bank Investment Management, Caroline af Ugglas, Skandia, and Sverker Martin-Löf, chairman of the board of SCA.

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Additional information

The financial statements and the auditor's report as well as other documentation, which, according to the Companies Act, shall be made available at the general meeting, as well as proxy forms will be available at the company and on the company website, www.sca.com, no later than 20 March 2014, and will be distributed free of charge to shareholders upon request and notification of postal address.

The board of directors and the president shall, if any shareholder so requests and the board of directors believes that it can be done without material harm to the company, provide information regarding circumstances that may affect the assessment of an item on the agenda, and regarding circumstances that can affect the assessment of the company's or its subsidiaries' financial situation or the company's relation to other companies within the group.

The total number of shares in the company amounts to 705,110,094 shares, of which 87,417,535 series A shares and 617,692,559 series B shares, representing a total of 1,491,867,909 votes. The series A share carries ten votes and the series B share carries one vote. The company holds 2,767,605 series B shares, which may not be represented at the general meeting. The information pertains to the circumstances as per the time of issuing this notice.

Stockholm in March 2014
Svenska Cellulosa Aktieföretaget SCA (publ)
The board of directors

NB: This announcement is made in accordance with NASDAQ OMX Stockholm's regulations. The information was submitted for publication on March 5, 2014 at 18.00 CET.

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