

## NOTICE CONVENING THE ANNUAL GENERAL MEETING OF SVENSKA CELLULOSA AKTIEBOLAGET SCA

*Notice is given to the shareholders of  
Svenska Cellulosa Aktiebolaget SCA ("SCA"), Reg. No. 556012-6293,  
of the Annual General Meeting of shareholders to be held on  
Friday, April 4, 2025, at 1.00 p.m. in Sundsvall  
at Clarion Hotel Sundsvall  
(registration from 11.30 a.m.)*

The shareholders also have the opportunity to exercise their voting rights by postal voting prior to the Meeting.

### **Right to participate and notice of participation at the meeting venue**

Shareholders who wish to participate in the Annual General Meeting at the meeting venue in person or by proxy must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday, March 27, 2025; and
- give notice of their participation no later than Monday, March 31, 2025. Notification may be given via the company's website [www.sca.com](http://www.sca.com) or by telephone + 46 60 19 33 00, weekdays between 9 a.m. and 4 p.m. Notification may also be given in writing to Svenska Cellulosa Aktiebolaget SCA, "Annual General Meeting", c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23, Stockholm, Sweden, or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Notification must include name, personal or corporate identification number, address, telephone number and the number of any assistants (not more than two).

Shareholders represented by proxy shall issue a written, signed and dated power of attorney for the proxy. Proxy forms in Swedish and in English are available on the company's website [www.sca.com](http://www.sca.com) and also upon request. A power of attorney is valid one (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than five (5) years. The representative of a legal person must provide a copy of a registration certificate or corresponding authorization document listing the authorized signatories. In order to facilitate the registration at the Meeting, the power of attorney in original, registration certificate and other authorization documents should be sent to the company at the address stated above well in advance of the Meeting and no later than Monday, March 31, 2025.

### **Right to participate and notice by postal voting**

Shareholders who wish to participate in the Annual General Meeting by postal voting must

- be listed as a shareholder in the presentation of the share register prepared by Euroclear Sweden AB concerning the circumstances on Thursday, March 27, 2025; and

- give notice of their participation by submitting their postal votes in accordance with the instructions below so that the postal vote is received by Euroclear Sweden AB no later than Monday, March 31, 2025.

A person who wishes to attend the meeting venue in person or by proxy must give notice in accordance with the instructions stated under the heading “Right to participate and notice of participation at the meeting venue” above. Hence, a notice of participation only through postal voting is not sufficient for a person who wishes to attend the meeting venue.

A special form must be used for the postal vote. The form is available on the company’s website [www.sca.com](http://www.sca.com) and is considered as notice to participate in the Annual General Meeting.

In order to be considered, the completed and signed form must be received by Euroclear Sweden AB no later than Monday, March 31, 2025, and sent by post to Svenska Cellulosa Aktiebolaget SCA, “Annual General Meeting”, c/o Euroclear Sweden AB, P.O. Box 191, SE-101 23 Stockholm, Sweden, or by email to [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com). Shareholders may also cast their votes electronically through verification with BankID via Euroclear Sweden AB’s website <https://anmalan.vpc.se/EuroclearProxy/>. To be considered, such electronic votes must be submitted no later than Monday, March 31, 2025.

If the shareholder submits its postal vote by proxy, a written, signed and dated power of attorney must be attached to the postal voting form. Proxy forms in Swedish and in English are available on the company’s website [www.sca.com](http://www.sca.com) and also upon request. A power of attorney is valid one (1) year from its issue date or such longer time period as set out in the power of attorney, however not more than five (5) years. If the shareholder is a legal person, a registration certificate or corresponding authorization document must be attached to the form, listing the authorized signatories.

The shareholder may not provide specific instructions or conditions to the postal vote. If so, the postal vote in its entirety is invalid. Further instructions and conditions can be found in the postal voting form.

### **Nominee registered shares**

In order to be entitled to participate in the Meeting in person, by proxy or by postal voting, a shareholder whose shares are registered in the name of a nominee must, in addition to giving notice of participation in the Meeting, register its shares in its own name so that the shareholder is listed in the presentation of the share register as of Thursday, March 27, 2025. Such re-registration may be temporary (so-called voting rights registration), and request for such voting rights registration shall be made to the nominee in accordance with the nominee’s routines at such a time in advance as decided by the nominee. Voting rights registration that has been made by the nominee no later than Monday, March 31, 2025, will be taken into account in the presentation of the share register.

## **Proposed agenda**

1. Opening of the Meeting and election of Chair 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 of the consolidated financial statements and the auditor's report on the consolidated financial statements, as well as the auditor's statement regarding whether the guidelines for remuneration to senior executives that have applied since the previous annual general meeting have been complied with.
7. Speech by the Chair 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 directors and President for 2024.
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 and deputy directors.  
Re-election of
  - i. Åsa Bergman,
  - ii. Lennart Evrell,
  - iii. Annemarie Gardshol,
  - iv. Carina Håkansson,
  - v. Ulf Larsson,
  - vi. Martin Lindqvist,
  - vii. Helena Stjernholm,
  - viii. Anders Sundström,
  - xi. Barbara M. Thoralfsson.
13. Election of Chair of the Board of Directors.
14. Election of auditors and deputy auditors.
15. Resolution on approval of remuneration report.
16. Resolution on a long-term cash-based incentive program for 2025–2027.
17. Closing of the Meeting.

### **Item 1 – Election of Chair of the Meeting**

The SCA Nomination Committee, consisting of Bengt Kjell, AB Industrivärden (Chair), Ola Peter Krohn Gjessing, Norges Bank Investment Management, Anders Oscarsson, AMF Tjänstepension & AMF Fonder, Mikael Hallåker, Handelsbankens Pensionsstiftelse et al., and Helena Stjernholm, Chair of the Board of Directors of SCA, proposes Eva Hägg, attorney at law, as Chair of the Meeting.

### **Item 2 – Preparation and approval of the voting list**

The voting list proposed for approval is the voting list drawn up by Euroclear Sweden AB on behalf of the company, based on the Annual General Meeting's register of shareholders, shareholders having given notice of participation and being present at the meeting venue, and postal votes received.

### **Item 8 b) – Dividend and record date**

The Board of Directors proposes a cash dividend for the financial year 2024 of SEK 3.00 per share and that the record date for the cash dividend is to be Tuesday, April 8, 2025. Provided that the Annual General Meeting resolves in accordance with this proposal, payment of the dividend through Euroclear Sweden AB is estimated to be made on Friday, April 11, 2025.

### **Items 9–14 – Proposals of the Nomination Committee**

The Nomination Committee proposes the following:

- **Item 9:** The number of directors shall be nine with no deputy directors.
- **Item 10:** The number of auditors shall be one with no deputy auditor.
- **Item 11:** The remuneration to each director elected by the Meeting who is not employed by the company shall be SEK 740,000 and the Chair of the Board of Directors is to receive SEK 2,220,000. Members of the Remuneration Committee are each to receive an additional remuneration of SEK 130,000, while the Chair of the Remuneration Committee is to receive an additional remuneration of SEK 150,000. Members of the Audit Committee are each to receive an additional remuneration of SEK 300,000 while the Chair of the Audit Committee is to receive an additional remuneration of SEK 425,000. Remuneration to the auditor is to be paid according to approved invoice.
- **Item 12:** Re-election of the directors Åsa Bergman, Lennart Evrell, Annemarie Gardshol, Carina Håkansson, Ulf Larsson, Martin Lindqvist, Helena Stjernholm Anders Sundström and Barbara M. Thoralfsson.
- **Item 13:** Re-election of Helena Stjernholm as Chair of the Board of Directors.
- **Item 14:** Re-election of the registered accounting firm Ernst & Young AB, in accordance with the Audit Committee's recommendation, for the period until the end of the Annual General Meeting 2026.

## **Item 16 – Resolution on a long-term cash-based incentive program for 2025–2027**

The Board of Directors of Svenska Cellulosa Aktiebolaget SCA (“**SCA**” or the “**Company**”) proposes that the Annual General Meeting 2025 resolves to approve a long-term cash-based incentive program which is directed to the members of the group management and key employees within the SCA group (the “**Program**”).

### **Background**

In order to promote a common interest between the program participants and the shareholders in achieving a good long-term return and to promote the Company’s ability to recruit and retain key employees with business-critical competence, the Board of Directors considers that the Company shall have long-term cash-based incentive programs. The programs should be approved annually and have performance conditions related to the relative value development of SCA’s Class B share and the Company’s climate benefits. The Board of Directors also considers that there should be a requirement for own investment in SCA shares of the entire net amount paid and that such shares should be held for a period of at least three years.

Since 2022, the Annual General Meeting has resolved on long-term cash-based incentive programs with three-year performance conditions. The programs are described in the Company’s annual reports and in the remuneration reports submitted to the Annual General Meetings for approval.

In view of the above, the Board of Directors proposes that the Annual General Meeting 2025 approves a cash-based incentive program for the Company, as further described below.

### **Principal terms and conditions of the Program**

The Board of Directors proposes that the Program shall be based on the following principal terms and conditions:

- a) The Program is proposed to be open to the group management and in addition not more than 20 key employees within the SCA group (the “**Participants**”).
- b) The Participants shall have the opportunity, depending on satisfaction of certain performance conditions in accordance with paragraph c) below, to obtain a cash remuneration (the “**Cash Remuneration**”) after the end of the financial year 2027. The Cash Remuneration for each Participant may not exceed a certain percentage of the Participant’s fixed annual salary (gross) for the financial year 2027, as follows: (i) for the President, a maximum of 50 percent, (ii) for the other members of the group management, a maximum of 40 percent, and (iii) for other Participants, a maximum of 15 percent.
- c) Payment of the Cash Remuneration shall depend on the degree of satisfaction of the performance conditions for the Program. The performance conditions shall consist of a financial target related to the total return (“**TSR**”) on the Company’s Class B

share for the financial years 2025, 2026 and 2027<sup>1</sup> (the “**Performance Period**”), which shall be measured to 60 percent in relation to a benchmark group of other companies<sup>2</sup> and to 40 percent in relation to the OMXS30GI index (the “**TSR Condition**”), as well as a sustainability target related to SCA’s climate benefit during the financial year 2027 (million tonnes of CO<sub>2</sub> equivalents, as defined in the annual report, “**Climate Benefit**”) (the “**Sustainability Condition**”). The TSR Condition will be weighted 90 percent and the Sustainability Condition 10 percent when payment of the Cash Remuneration is decided. After the expiration of the Performance Period, the Board of Directors will publish information disclosing to what extent the TSR Condition and the Sustainability Condition, respectively, have been satisfied.

Payment of the Cash Remuneration related to the *TSR Condition* shall be calculated in accordance with the following:

- A condition for payment is that the TSR of SCA’s Class B share is not lower than the weighted TSR outcome for the Benchmark Group and the OMXS30GI index during the Performance Period, calculated as set out above (the “**Minimum Level**”). If the Minimum Level is not reached, no payment of the Cash Remuneration related to the TSR Condition will be made.
- For maximum payment, the TSR of SCA’s Class B share must exceed the weighted TSR outcome for the Benchmark Group and the OMXS30GI index by at least 5 percentage points during the Performance Period, calculated as set out above (the “**Maximum Level**”).
- Should the TSR of SCA’s Class B share be between the Minimum Level and the Maximum Level during the Performance Period, calculated as set out above, a linear payment will be made.

Payment of the Cash Remuneration related to the *Sustainability Condition* shall be calculated in accordance with the following:

- A condition for payment is that SCA’s Climate Benefit during the financial year 2027 reaches at least 10 million tonnes of CO<sub>2</sub> equivalents (the “**Minimum Level**”). If the Minimum Level is not reached, no payment of the Cash Remuneration related to the Sustainability Condition will be made.
- For maximum payment, SCA’s Climate Benefit during the financial year 2027 must correspond to at least 15 million tonnes of CO<sub>2</sub> equivalents (the “**Maximum Level**”).

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<sup>1</sup> The calculation of TSR is made as follows: The weighted average price of the shares during the fourth quarter 2024 is compared with the weighted average price of the shares during the fourth quarter 2027, including reinvested dividend.

<sup>2</sup> The benchmark group consists of Holmen, Stora Enso, UPM Kymmene and Billerud (weighted with equal parts) and may be adjusted by a Board resolution if deemed appropriate by the Board of Directors (the “**Benchmark Group**”).

- Should the Climate Benefit reach a level between the Minimum Level and the Maximum Level during the financial year 2027, a linear payment will be made.
- d) The Cash Remuneration will normally be paid after the expiration of the Performance Period.
- e) A prerequisite for a Participant to be able to receive the full Cash Remuneration is that the Participant, with certain specific exemptions, has been permanently employed within the SCA group for the duration of the whole Performance Period.
- f) Participants shall undertake, for as long as the Participant is employed within the SCA group, to acquire SCA shares for the total paid net amount of the Cash Remuneration no later than June 30, 2028 (or as soon as possible thereafter if the Participant has been prevented from acquiring SCA shares at such time due to insider rules), and to retain such shares for a period of at least three years after the acquisition (with certain exemptions approved by the Board of Directors). If a Participant does not acquire or retain SCA shares in accordance with the above, the Participant's right to payment under other incentive programs to which the Participant has been invited to participate, shall lapse.
- g) If extraordinary changes in the SCA group or in the market occur which, in the opinion of the Board of Directors, would result in a situation where the conditions for the Cash Remuneration under the Program become unreasonable, the Board of Directors shall be entitled to make adjustments to the Program, including, among other things, be entitled to resolve on a reduced right to the Cash Remuneration, or that no Cash Remuneration shall be paid at all.
- h) The Board of Directors shall be authorized to establish the detailed terms and conditions for the Program. The Board of Directors may, in that regard, make necessary adjustments of these general terms and conditions to satisfy certain regulations or market conditions outside Sweden.
- i) Participation in the Program presupposes that such participation is legally possible in the various jurisdictions concerned.

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### ***Costs for the Program, dilution and hedging arrangements***

The cost for the Program, including social security charges, is estimated to a maximum of SEK 45 million at maximum fulfilment of the TSR Condition and the Sustainability Condition for all Participants in the Program. This cost can be related to SCA's total cost for salaries and remuneration, including social security charges, of SEK 2.8 billion in 2024. The cost effect on key ratios and profit per share is marginal.

The Program is cash-based and does not entail any dilution in the number of shares outstanding for the Company's shareholders. No hedging arrangements are intended to be made with regard to the Program's financial exposure.

### ***Preparations of the proposal***

The proposed Program has been prepared by SCA's Remuneration Committee. The Remuneration Committee has presented documentation to the Board of Directors, whereafter the Board of Directors has resolved that the Program shall be referred to the Annual General Meeting 2025 for approval.

### **Majority requirements**

The Annual General Meeting's resolution on approval of the Program requires a majority of more than half of the votes cast.

### **Other incentive programs in SCA**

The Company's other incentive programs are described in more detail in note C3 in SCA's annual report for the financial year 2024.

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### **Shares and votes**

The total number of shares in the company amounts to 702,342,489 shares, of which 62,866,430 are Class A shares and 639,476,059 are Class B shares, representing a total of 1,268,140,359 votes. The Class A share carries ten votes and the Class B share carries one vote. The information pertains to the circumstances as per the time of issuing this notice.

### **Shareholders' right to receive information**

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, at the Meeting, provide information regarding circumstances that may affect the assessment of an item on the agenda, circumstances that may affect the assessment of the company's or its subsidiaries' financial situation, or the company's relation to another company within the group.

### **Documents**

The financial statements, the auditor's report, the Board of Directors' report pursuant to Chapter 8, Section 53 a of the Swedish Companies Act on paid and outstanding remuneration that is covered by the guidelines for remuneration to senior executives, the auditor's statement pursuant to Chapter 8, Section 54 of the Swedish Companies Act regarding these guidelines, and the Board of Directors' statement pursuant to Chapter 18, Section 4 of the Swedish Companies Act will be available at the company and on the company's website, [www.sca.com](http://www.sca.com), no later than Friday, March 14, 2025. The documents will also be distributed free of charge to shareholders, who so request and state their address, and will be available at the Meeting. Complete proposals are provided under the respective item in the notice. Information about



proposed members of the Board of Directors and about the proposed auditor as well as the Nomination Committee's statement etc., can be found on the company's website [www.sca.com](http://www.sca.com).

### **Processing of personal data**

For information on how your personal data is processed, please visit

<https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

If you have questions regarding our processing of your personal data, you can contact us by emailing [gdpr@sca.com](mailto:gdpr@sca.com). Svenska Cellulosa Aktiebolaget SCA has company registration number 556012-6293 and the Board's registered office is in Sundsvall, Sweden.

Sundsvall in February 2025  
Svenska Cellulosa Aktiebolaget SCA (publ)  
The Board of Directors