

# Notice is given to the Shareholders of Svenska Cellulosa Aktiebolaget SCA (publ)

of the Annual General Meeting of Shareholders to be held on Thursday, 6 April, 2006,  
at 3 p.m. in Aula Magna, Stockholm University, Frescati\*, Stockholm, Sweden

\* Directions from central Stockholm: Underground "röda linjen" ("the red line") towards Mörby Centrum, the "Universitetet" station. Bus 40, 540 or 670, bus stop "Universitetet". Parking by "Södra huset".

## Notification of Attendance

Shareholders who wish to attend the meeting must  
– be listed in the shareholders' register maintained by VPC AB (Swedish Securities Register Centre) as of Friday, 31 March, 2006, and  
– give notice of their intention to attend the Annual General Meeting not later than 4 p.m. on Friday, 31 March, 2006.

Notification may be given in any of the following manner:

- telephone + 46 8 788 51 39
- telefax + 46 8 788 53 32
- www.sca.com
- mail to Svenska Cellulosa Aktiebolaget SCA, AGM, Box 7827, SE-103 97 Stockholm, Sweden

To attend the Annual General Meeting, custodian-registered shareholders must have the shares registered in their own names. Temporary registration of ownership, so-called voting rights registration, should be requested from the bank or portfolio manager holding the shares well in advance of Friday, 31 March 2006.

Name, personal or organization identification number, address and telephone number should be stated when notification is given. Shareholders represented by proxy should deliver a proxy form prior to the Annual General Meeting. Anyone representing a corporate entity must present a copy of the registration certificate or equivalent authorization documents, listing authorized signatories. This information will only be used to prepare voting lists and to issue admission/voting cards.

Shareholders or shareholders' proxies may be accompanied by a maximum of two notified persons at the Annual General Meeting. Accompanying persons will only be admitted if the shareholder notifies Svenska Cellulosa Aktiebolaget SCA as indicated above concerning notification of shareholders' attendance.

## Proposed Agenda

1. Opening of the Annual General 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 auditors' report on the consolidated financial statements.
7. 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.
8. Determination of the number of Directors and Deputy Directors.
9. Determination of remuneration to be paid to the Directors and the Auditors.
10. Election of Directors, Deputy Directors and Chairman of the Board of Directors.
11. The Nomination Committee of the Annual General Meeting in 2007.
12. Amendment to the Articles of Association.
13. Determination of policy for remuneration for the senior management.
14. Closing of the Meeting

## Proposal for Resolution under Item 1

The Nomination Committee proposes Sven Unger, attorney at law, as Chairman of the Meeting.

## Proposal for Resolution under Item 7 b)

The Board of Directors proposes that the dividend is set to SEK 11 per share and that the record date for the dividend will be Tuesday, 11 April, 2006. Payment through VPC AB is estimated to be made on Tuesday, 18 April, 2006.

## Proposal for Resolutions under Item 8-11

### Item 8-10

As to the number of Directors and Deputy Directors, determination of remuneration to the Directors and the Auditor and the election of Directors and Deputy Directors, the Nomination Committee proposes the following:

- The number of Directors shall be eight with no Deputy Directors.
- The total amount of remuneration to the Board of Directors amounts to SEK 3,820,000. Each Director elected by the Meeting and who is not employed by the Company is to receive SEK 380,000. The Chairman of the Board of Directors is to receive SEK 1,140,000. Member of the Remuneration Committee is to receive additional remuneration of SEK 50,000 and member of the Audit Committee is to receive additional remuneration of SEK 75,000. The Chairman of the Audit Committee is to receive additional remuneration of SEK 100,000. Remuneration to the Auditor is to be paid as charged.
- Re-election of the Directors Rolf Börjesson, Sören Gyll, Tom Hedelius, Sverker Martin-Löf, Anders Nyrén and Jan Åström and new election of Leif Johansson and Barbara Milian Thoralfsson, whereby Sverker Martin-Löf is proposed to be elected as Chairman of the Board of Directors.
- Leif Johansson is the President and CEO and Director of AB Volvo. Leif Johansson is also Director of Bristol-Myers Squibb Company, USA.
- Barbara Milian Thoralfsson is Director of Fleming Invest A/S, Electrolux AB and Rieber & Son ASA and member of the representative assembly of Storebrand ASA.

### Item 11

The Nomination Committee proposes that the Annual General Meeting resolves that the Nomination Committee of the Annual General Meeting in 2007 will be composed by the representatives of the five largest shareholders in terms of voting rights 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. If so desired, the Nomination Committee is authorized to call in an additional member. The member representing the largest shareholder in terms of voting rights shall be appointed Chairman of the Nomination Committee. Should a member resign from the Nomination Committee before its work is completed and, if considered necessary, a "substitute" member is to represent the same shareholder or, if the shareholder is no longer one of the five largest shareholders in terms of voting rights, the largest shareholder next in turn. The composition of the Nomination Committee of the Annual General Meeting in 2007, is to be announced not later than six months before that Meeting. Remuneration will not be paid to the members of the Nomination Committee. The Company is to pay the 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.

## Proposal for Resolution under Item 12

The Board of Directors proposes that the Articles of Association be amended, mainly for the purpose of adjusting the Articles of Association in accordance with the new Swedish Companies Act (*Siv: aktiebolagslagen (2005:551)*). The main implications of the proposal are that the provision on the share's nominal amount is replaced with a provision on a lowest and highest amount of shares in the Company, that the provision on preferential right in case of a cash issue of shares is expanded to include issues of shares against set-off of claims, and cash issues and issues against set-off of claims of warrants and convertibles, that the notice of Meeting, in addition to the Swedish Official Gazette (*Siv: Post- och Inrikes Tidningar*), is to be issued through announcement in Dagens Nyheter and Svenska Dagbladet, that the provision on record date is adjusted in accordance with the wording of Chapter 1 Section 10 of the Swedish Companies Act, and that the term nominal amount is replaced with ratio value and the previous

Swedish wording of the terms reduce and Annual General Meeting are changed in accordance with the wording of the Swedish Companies Act. Further implications of the proposal are that the provision on the number of board members and deputy board members and that their term of office each year is to be resolved by the Annual General Meeting, that the Chairman of the Board of Directors or the person appointed by the Board of Directors opens the Meeting, and that the provision stating that each shareholder is entitled to vote for the full number of shares owned or represented by the shareholder, be deleted, since these situations are governed correspondingly under the Swedish Companies Act.

## Proposal for Resolution under Item 13

The Board of Directors proposes that the Annual General Meeting adopts the following policy for remuneration and other terms of employment for the senior management. Remuneration to the President and other senior managers will be a fixed amount, a possible variable amount, additional benefits and pension. Other senior managers include the Vice President, Business Group Managers and 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 President, 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. In the event of termination of employment, the notice period would 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. 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 President, resolved by the Board of Directors.

Shareholders representing more than 50 percent of the number of votes of the total number of shares in the Company have announced that they intend to vote in favour of the Nomination Committee's proposals, and the Board of Directors' proposal for policy on remuneration and other terms of employment for the senior management.

## The Nomination Committee

The Nomination Committee of this year's Annual General Meeting has been composed by Carl-Olof By, Industrivärden (Chairman of the Nomination Committee), Björn Franzon, Fjärde AP-fonden, Curt Källström, Handelsbankens Pensionsstiftelse and others, Björn Lind, SEB Fonder, Caroline af Ugglas, Skandia Liv, and Sverker Martin-Löf, SCA.

## Additional Information

The accounts and the auditor's report as well as the Board of Directors' complete proposal on amendment to the Articles of Association will be available at the Company and on the Company's web site, www.sca.com, not later than the 23 March, 2006, and will be distributed free of charge to the shareholder upon request.

Stockholm in March, 2006  
Svenska Cellulosa Aktiebolaget SCA (publ)  
The Board of Directors

