

Notice of 2016 Annual General Meeting

The 2nd Annual General Meeting of Asaleo Care Limited will be held at the Offices of PricewaterhouseCoopers, Edwin Flack Rooms 1 & 2, 2 Southbank Boulevard, Southbank, Melbourne at 10:00am (AEST) on Tuesday 26 April 2016.



SPECIAL INSTRUCTIONS:

- On arrival please register at the 'Asaleo Care registration desk' on the ground floor. You will be handed a security pass.
- Swipe the security pass to enter the security access gates on the ground floor and take the lifts to Level 19.
- Register at the Link Registration Desk on Level 19 where you will be handed an Admission Card.
- Entry to the Meeting will be by Admission Card only.

Notice of 2016 Annual General Meeting

Asaleo Care Limited

Business

1. Financial and Other Reports

To receive the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2015.

2. Re-election and Election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- (a) To re-elect as a Director Mats Berencreutz who retires by rotation in accordance with Rule 68 of the Company's Constitution and, being eligible, offers himself for re-election.
- (b) To re-elect as a Director Sue Morphet who retires by rotation in accordance with Rule 68 of the Company's Constitution and, being eligible, offers herself for re-election.
- (c) To elect as a Director Robert Sjostrom, who has been nominated in accordance with Rule 69(1)(c)(i) of the Company's Constitution and, being eligible, offers himself for election.

3. Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

To adopt the Remuneration Report for the financial year ended 31 December 2015.

Note: the vote on this resolution is a non-binding advisory vote only.

Voting exclusion for Item 3

The Company will disregard any votes cast on Item 3 by, or on behalf of:

- a member of the Company's Key Management Personnel (KMP) named in the Remuneration Report, or that KMP's closely related parties, in any capacity, or
- by a person who, at the date of the Meeting, is a member of the Company's KMP, or that KMP's closely related party, acting as proxy,

unless the vote is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- by the Chairperson of the Meeting as proxy for a person entitled to vote, pursuant to an express authority to vote undirected proxies as the Chairperson sees fit.

The Chairperson will call a poll for all proposed resolutions. Please refer to the explanatory notes for information on the proposed resolutions and applicable voting exclusions.

The Chairperson intends to vote all available proxies in favour of each resolution.

By order of the Board



James Orr
Company Secretary
Asaleo Care Limited
8 March 2016

Information for Shareholders

Attendance at the Meeting and questions in advance

If you are planning to attend the Meeting, please bring the Proxy Form with you to facilitate registration.

At the Meeting, the Chairperson will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, PricewaterhouseCoopers, questions about the content of its report, and the conduct of its audit of the Company for the past financial year.

Shareholders are also invited to submit questions in advance of the Meeting. They may be submitted through the Contact Us enquiry form on the Company's website at www.asaleocare.com. Questions received will be addressed during the Meeting.

Voting

Shareholders may vote by attending the Meeting in person, by proxy or by power of attorney. A body corporate shareholder may appoint a corporate representative to exercise its vote.

The vote on each resolution will be decided by a poll, to enable all votes to be taken into account. Shareholders have one vote for each fully paid ordinary share held.

All items of business involving a vote are ordinary resolutions. Accordingly a simple majority is required to pass each resolution.

Voting entitlement

For the purpose of voting at the Meeting, those persons who are the registered holders of ordinary shares in the Company at 10.00am (AEST) on 24 April 2016 will be treated as shareholders of the Company.

Lodgement of Proxy Form

A Proxy Form for appointment of a proxy accompanies this Notice of Annual General Meeting.

To be effective, the Proxy Form, and any authority under which it is signed, must be received by the Company's Share Registrar Link Market Services, (Link), prior to 10:00am (AEST) on 24 April 2016. Proxy Forms must be returned:

- by mail in the enclosed envelope provided or by hand to Link Market Services, Level 12, 680 George Street, Sydney, NSW 2000;
- by fax, to Link on 61 (2) 9287 0309; or
- electronically, via the electronic proxy lodgement platform at www.linkmarketservices.com.au by following the instructions provided.

Custodians: Please lodge your vote via the Link Nominee Portal at miraql.com. If you have not registered for this service please contact us at vote@linkmarketservices.com.au to enable your voting for this Annual General Meeting.

Link's contact telephone number is 1300 554 474 (within Australia) and +61 1300 554 474 (outside Australia) should you need to contact them.

Appointment of proxies

A shareholder entitled to attend and vote at the Meeting is entitled to appoint any person to attend the Meeting and vote as their proxy. A proxy need not be a shareholder.

If you wish to appoint a proxy you will need to complete a Proxy Form.

Where a shareholder wishes to appoint two proxies, an additional Proxy Form may be obtained by contacting Link. A shareholder appointing two proxies may specify the percentage of votes or proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and does not specify the percentage of votes each proxy may exercise, each proxy may exercise 50 per cent of the votes. Fractions of votes are to be disregarded.

Voting by proxy

The Company encourages you to actively direct your proxy how to vote for each resolution by marking the appropriate box (for, against, abstain) in Step 2 on the Proxy Form.

If you do not mark a box on the Proxy Form, your proxy may vote as they choose on that item. If you intend to appoint a member of the Company's KMP or a Director (other than Chairperson) as your proxy, please ensure that you direct them how to vote on items otherwise they may not be able to vote your shares on certain items.

If the Chairperson of the Meeting is your proxy (or he becomes your proxy by default), you will be taken to have expressly authorised him to exercise your proxy in relation to item 3 (Adoption of Remuneration Report) even though the Chairperson is, and that item is connected directly or indirectly with the remuneration of, a member of the KMP for Asaleo Care.

Default to Chairperson

As the vote on each resolution will be decided on a poll, if:

- a. a member has appointed a proxy (other than the Chairperson); and
- b. that member's proxy is either not recorded as having attended the Meeting or does not vote on the resolution,

the Chairperson of the Meeting will, before voting on each resolution closes, be taken to have been appointed as the proxy for the member for the purposes of voting on that resolution. If the appointment of the proxy specifies the way the proxy is to vote on the resolution the Chairperson will vote in accordance with that direction.

If the appointment of the proxy does not specify the way the proxy is to vote, subject to the comments above, the Chairperson will vote in favour of each resolution.

Voting by attorney

A Shareholder may appoint an attorney to vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Link at the address listed above for the receipt of proxy appointments by no later than 10:00am (AEST) on 24 April 2016.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth).

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Explanatory Notes

The Explanatory Notes accompanying this Notice of Annual General Meeting should be read together with, and form part of, this Notice.

Share Registry

Link Market Services
Level 12, 680 George Street, Sydney, NSW 2000
Locked Bag A14, Sydney South, NSW 1235
Telephone: 1300 554 474 (within Australia)
and +61 1300 554 474 (outside Australia)
Facsimile: +61 (0) 2 9287 0309
Website: www.linkmarketservices.com.au

Explanatory Notes

ITEM 1: FINANCIAL AND OTHER REPORTS

The Corporations Act 2001 (Cth) requires the Financial Report, Directors' Report and Auditor's Report for the prior financial year to be laid before the Meeting. These Reports for 2015 are included in the Company's 2015 Annual Report which is available on the Company's website at www.asaleocare.com. As there is no requirement for shareholders to vote on, approve or adopt these Reports no resolution will be put. Shareholders will however be given an opportunity to comment on and ask questions with respect to these Reports. The Company's auditor PricewaterhouseCoopers will be present at the meeting to answer questions on its audit.

ITEM 2 (a) & (b): RE-ELECTION OF DIRECTORS

Rule 68 of the Company's Constitution requires that Directors, other than the Managing Director, may not hold office for a continuous period in excess of three years or until the third Annual General Meeting following their appointment or election, whichever is the longer, without submitting themselves for re-election. In addition Listing Rule 14.5 requires the Company to hold an election of Directors each year.

Mats Berencrutz and Sue Morphet are voluntarily retiring and offering themselves for re-election. Set out below is their relevant experience and background.

Director	Experience
<p data-bbox="150 1048 344 1077">Mats Berencrutz</p> 	<ul style="list-style-type: none"> <li data-bbox="456 1048 1326 1077">▪ Mats is a Non-Executive Director and has over 30 years of industry experience. <li data-bbox="456 1088 1385 1301">▪ Previously he was Executive Vice President of SCA and Chairman of the Board for SCA Hygiene Products AB, as well as a former member of the board of Uni-Charm Mölnlycke BV. He has held various positions within SCA's business including Head of R&D Baby, Feminine and Incontinence Care; Technology and Quality Director (based in USA); President Incontinence Care North America; Chief Technology Officer Personal Care Europe; and President Tissue Europe. <li data-bbox="456 1312 1385 1379">▪ Mats holds a Master of Science in Mechanical Engineering from Luleå University of Technology. <li data-bbox="456 1391 1385 1458">▪ Mats is a member of the Remuneration and Human Resources Committee and Nomination and Governance Committee. <li data-bbox="456 1469 983 1485">▪ He was appointed as a Director in March 2014.
<p data-bbox="150 1525 293 1554">Sue Morphet</p> 	<ul style="list-style-type: none"> <li data-bbox="456 1525 1310 1554">▪ Sue is a Non-Executive Director and has over 29 years of industry experience. <li data-bbox="456 1565 1385 1632">▪ Sue is currently Non-Executive Director of Fisher & Paykel Appliances Holdings Ltd, Godfreys Group Ltd, Noni B Ltd and National Tiles Ltd. <li data-bbox="456 1644 1385 1744">▪ Previously, she was an Executive Director and Chief Executive Officer of Pacific Brands Ltd, following a number of senior roles with the company including Group General Manager of Underwear and Group General Manager of Bonds. <li data-bbox="456 1756 1358 1785">▪ Sue holds a Bachelor of Science and Education from The University of Melbourne. <li data-bbox="456 1796 1385 1897">▪ Sue is Chairperson of the Remuneration and Human Resources Committee and is a member of the Audit and Risk Committee and Nomination and Governance Committee. <li data-bbox="456 1908 967 1939">▪ She was appointed as a Director in May 2014.

The Board considers Sue Morphet to be an Independent Director.

The Board considers Mats Berencreutz not to be an Independent Director, because he is a nominee of major shareholder SCA Group Holding BV.

The Directors (other than the relevant Director in relation to their own re-election) unanimously recommend that shareholders vote in favour of resolution 2(a) and 2(b).

ITEM 2 (c): ELECTION OF DIRECTOR

Rule 69.1(c)(i) of the Company's Constitution provides that a Member, holding at least 5% of the votes that may be cast at a General Meeting of the Company, may nominate a person for election to the office of Director at a General Meeting of the Company. In accordance with this Rule, SCA Group Holding BV has provided the Company with the requisite notice that it nominates Robert Sjostrom to be elected as a Director of the Company. Set out below is Robert Sjostrom's experience and background.

Robert Sjostrom



- Robert has been with SCA since January 2009 and is currently Senior Vice President of SCA, Strategy and Business Development. He also has responsibility for SCA Global Business Services and IT and is a Board member of SCA Insurance AB.
 - Previously he has held the positions of President of SCA Global Hygiene Category, Chairman of SCA Hygiene Products AB and Chairman of UniCharm Molnlycke.
 - Prior to joining SCA Robert held a number of senior roles with Capgemini including Vice President head of Swedish consulting business and Vice President Global Industrial Sector Utilities.
 - Robert holds a Bachelor of Business Administration from the University of Uppsala and an MBA from the Stockholm School of economics.
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The Board considers Robert Sjostrom not to be an Independent Director, because he is an employee and nominee of the Company's major shareholder SCA Group Holding BV.

If Robert Sjostrom is elected, there will continue to be two SCA nominee Directors on the Board given the resignation of Nils Lindholm.

The Directors unanimously recommend that shareholders vote in favour of resolution 2(c).

ITEM 3: ADOPTION OF REMUNERATION REPORT

The Company's 2015 Remuneration Report is set out in, and forms part of, the Directors' Report. This is included in the 2015 Annual Report which is available on the Company's website at www.asaleocare.com.

The Remuneration Report sets out in detail the Company's remuneration policy for Directors and Senior Executives. It also includes information on remuneration paid to Directors and Senior Executives and the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess satisfaction of those performance conditions.

The vote on resolution 3 is advisory only, and does not bind the Directors or the Company. The vote will however be taken into consideration in determining future remuneration policy.

The Directors unanimously recommend that shareholders vote in favour of resolution 3.



Asaleo Care Limited
ACN 154 461 300

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Asaleo Care Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Asaleo Care Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 26 April 2016 at the Offices of PricewaterhouseCoopers, Edwin Flack Rooms 1 & 2, 2 Southbank Boulevard, Southbank, Melbourne** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
2(a) To re-elect Mats Berencreutz as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) To re-elect Sue Morphet as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(c) To elect Robert Sjostrom as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AHY PRX1601N



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001* (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 24 April 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Asaleo Care Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**