

Swedish Match AB (publ)
Company ID 556015-0756

ARTICLES OF ASSOCIATION

§ 1

The name of the Company (*Sw. företagsnamn*) is Swedish Match AB.
The Company is a public limited company (publ).

§ 2

The registered office of the Company is in Stockholm.

§ 3

The object of the Company's operations is to directly or indirectly conduct business relating to the development and manufacture of and trade in tobacco products, nicotine products, matches and lighters, and to carry out other activities that are related to the business.

§ 4

The Company's share capital shall amount to not less than two hundred million Swedish kronor (SEK 200,000,000) and not more than eight hundred million Swedish kronor (SEK 800,000,000).

§ 5

The number of shares in the Company shall be not less than one billion (1,000,000,000) and not more than four billion (4,000,000,000).

§ 6

Apart from those who may be otherwise appointed due to legal requirements, the Board of Directors shall comprise a minimum of five and a maximum of ten members.

§ 7

At the general shareholders' meeting, one or two authorised public auditors together with a maximum of the same number of deputy auditors or one or two auditing firms shall be elected as auditors. The appointment as auditor shall apply until the close of the Annual General Meeting that is held during the first, second, third or fourth financial year after the election of the auditor.

The Board of Directors has the right to appoint one or more special auditors or an auditing firm to review all such presentations or plans as are drawn up by the Board in accordance with the Swedish Companies Act in connection with any issuing of shares, share warrants or convertibles that includes provisions concerning non-cash consideration or provisions to the effect that subscription shall take place with right of offset or subject to other terms and conditions, or in connection with the transfer of the Company's own shares in exchange for payment in forms other than cash, or with a reduction in the share capital or the statutory reserve, or with the merger or splitting of limited liability companies.

§ 8

General shareholders' meetings shall be held in Stockholm, Göteborg or Malmö.

§ 9

Notice of a general meeting shall be announced in the Swedish Official Gazette (Post- och Inrikes Tidningar) and on the Company's website. Information that notice to a general meeting has been issued shall be announced in Svenska Dagbladet.

§ 10

In order to participate in a shareholders' meeting, a shareholder shall notify the company not later than the day stated in the notice. This day must not be a Sunday, public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve, and must not fall earlier than the fifth weekday prior to the meeting.

§ 11

Persons who are not shareholders of the company shall, in accordance with terms stipulated by the Board of Directors, be entitled to attend or in some other manner monitor the proceedings of the General Meetings of Shareholders.

§ 12

The Company's financial year shall comprise the period from January 1 to December 31.

§ 13

The Company's shares shall be registered in a central securities depository register pursuant to the Swedish Central Securities Depositories and Financial Instruments Accounts Act (*Sw. lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument*).

§ 14

The Board of Directors may collect powers of attorney at the Company's expense pursuant to the procedure stipulated in chapter 7, § 4, second paragraph of the Swedish Companies Act (2005:551). The Board of Directors has the right before a shareholders meeting to decide that shareholders shall be able to exercise their voting rights by post before the shareholders meeting.

These Articles of Association were adopted at the Annual General Meeting held on 13 April 2021.