

MINUTES

kept at the Annual General Meeting of Swedish Match AB (publ), Reg. No. 556015-0756, on April 28, 2016 in Stockholm

§ 1

The Chairman of the Board, Conny Karlsson, opened the Meeting.

Björn Kristiansson was elected as the Chairman of the Meeting.

It was noted that the secretary of the Board, Marie-Louise Heiman, was assigned to keep the minutes at the Meeting.

The Meeting resolved to not permit any audio and video recording, other than on behalf of the Company for internal use.

§ 2

The list of shareholders present was approved as the voting list, Appendix 1.

§ 3

John Hernander and Carl Saxon were appointed to verify the minutes along with the Chairman of the Meeting.

§ 4

The secretary announced that the notice to the Annual General Meeting was published in Post- och Inrikes Tidningar on March 24, 2016, that the notice has been provided on the Company's website as from March 22, 2016 and that information in respect of the notice was published in Svenska Dagbladet on March 24, 2016.

The Meeting declared itself to have been duly convened.

The notice to attend the Meeting was appended to the minutes, Appendix 2.

§ 5

The Agenda, as set out in Appendix 3, was approved.

§ 6

The annual report and the auditors' report, the consolidated financial statements and the auditors' report on the consolidated financial statements for 2015, the auditors' opinion regarding compliance with the previously adopted principles for remuneration to the members of the executive management, Appendix 4, as well as the Board of Directors' proposal regarding the allocation of profit and motivated statement were presented, Appendices 5 and 6.

The President and the Chief Financial Officer gave accounts of the Company's operations and result during 2015.

The Chairman of the Board reported on the work of the Board of Directors and on the work and function of the Compensation Committee. The Chairman of the Audit Committee, Meg Tivéus, reported on the work and function of the Audit Committee

and on remuneration for auditing and other work paid to Swedish Match's auditors in 2015.

The auditor in charge, Cronie Wallquist, KPMG AB, reported on the auditing work.

The shareholders were given the opportunity to ask questions. The questions were answered by the President, the Chairman of the Board and by the Chief Financial Officer.

§ 7

It was resolved to adopt the income statement and balance sheet, along with the consolidated income statement and consolidated balance sheet, as presented in the annual report, Appendix 7.

§ 8

The Board of Directors' proposal according to Appendix 5 was presented.

Questions from shareholders were answered by the Chairman of the Board.

It was resolved that the funds at the disposal of the Annual General Meeting shall be allocated by way of a dividend of 20:00 SEK per share to be paid to the shareholders, that the remaining profits be carried forward, and that the record day for the right to receive a cash dividend shall be May 2, 2016.

§ 9

It was resolved to discharge the members of the Board of Directors and the President from liability for the period January 1 – December 31, 2015.

It was noted that the decision was unanimous.

It was noted that the members of the Board of Directors and the President did not take part in this resolution.

§ 10 a)

The Board of Directors' proposal according to Appendix 8 was presented.

Pursuant to the Board of Directors' proposal, it was resolved that the Company's share capital shall be reduced by 15,362,568 SEK by means of withdrawal of 7,750,000 shares in the Company; and that the reduced amount shall be allocated to a fund to be used pursuant to a resolution adopted by the General Meeting.

It was noted that the resolution was supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting, and that the resolution thereby had been passed with requisite majority.

§ 10 b)

Pursuant to the Board of Directors' proposal, Appendix 8, it was resolved that the Company's share capital shall be increased by 15,362,568 SEK through a transfer

from non-restricted shareholders' equity to the share capital (bonus issue), whereby the share capital will be increased without issuing any new shares.

§ 11

The Board of Directors' proposal according to Appendix 9 was presented.

Pursuant to the Board of Directors' proposal, it was resolved to authorize the Board of Directors to resolve on acquisitions of the Company's own shares, on one or several occasions prior to the next Annual General Meeting, provided that the Company's holding does not at any time exceed 10 percent of all shares in the Company; and that the shares shall be acquired on Nasdaq Stockholm at a price within the price interval registered at any given time (i.e. the interval between the highest bid price and the lowest selling price).

The Board of Directors shall be able to resolve that purchase of own shares shall be made within a repurchase program in accordance with the Commissions Regulation (EC) no 2273/2003, if the purpose of the authorization and the purchase only is to decrease the Company's equity.

It was noted that the resolution was supported by shareholders representing at least two-thirds of both the votes cast and the shares represented at the Meeting, and that the resolution thereby had been passed with requisite majority.

§ 12

The Board of Directors' proposal according to Appendix 10 was presented.

Pursuant to the Board of Directors' proposal according to Appendix 10, it was resolved to adopt the principles for remuneration to members of the executive management.

§ 13

Johan Strandberg, the Chairman of the Nominating Committee, reported on how the work of the Nominating Committee has been conducted.

Pursuant to the Nominating Committee's proposal, it was resolved that the Board of Directors, for the period until the next Annual General Meeting, shall consist of seven ordinary Board members and no deputies.

§ 14

The Nominating Committee's proposal as set out in Appendix 11 was presented.

Pursuant to the Nominating Committee's proposal, it was resolved that the Board of Directors, for the period up until the end of next Annual General Meeting, shall receive the following remuneration:

the Chairman shall receive 1,750,000 SEK, the Deputy Chairman shall receive 830,000 SEK and the other Board members shall each receive 700,000 SEK; and that the Chairmen of the Compensation Committee and the Audit Committee shall each receive 250,000 SEK and the other members of these committees shall each receive

125,000 SEK. It was further resolved in accordance with the Nominating Committee's proposal.

§ 15

Pursuant to the Nominating Committee's proposal according to Appendix 12, it was, for the period up until the end of the next Annual General Meeting, resolved to re-elect Charles A. Blixt, Andrew Cripps, Jacqueline Hogerbrugge, Conny Karlsson, Wenche Rolfsen, Meg Tivéus and Joakim Westh as ordinary Board members, Conny Karlsson as Chairman of the Board of Directors, and Andrew Cripps as Deputy Chairman of the Board of Directors.

It was noted that the employees' associations have, through special elections, appointed Kenneth Ek (the Swedish Federation of Salaried Employees in Industry and Services, PTK), Patrik Engelbrektsson (the Swedish Trade Union Confederation, LO) and Eva Larsson (the Swedish Trade Union Confederation, LO) as ordinary Board members, as well as Joakim Andersson (the Swedish Trade Union Confederation, LO), Eva Norlén Moritz (the Swedish Federation of Salaried Employees in Industry and Services, PTK) and Gert-Inge Rang (the Swedish Federation of Salaried Employees in Industry and Services, PTK) as Deputy Board members.

§ 16

Pursuant to the Nominating Committee's proposal according to Appendix 13, it was resolved that the number of auditors shall be one with no deputy auditor.

§ 17

Pursuant to the Nominating Committee's proposal according to Appendix 13, it was resolved that the remuneration to the auditor is to be paid according to approved accounts.

§ 18

Pursuant to the Nominating Committee's proposal according to Appendix 13, it was resolved to re-elect the auditor company KPMG AB as auditor for the period as of the end of the Annual General Meeting 2016 until the end of the Annual General Meeting 2017.

It was noted that KPMG AB has informed the Company that Cronie Wallquist will be the auditor in charge.

§19

Pursuant to the Board of Directors' proposal according to Appendix 14, it was resolved that the Articles of Association be amended as set out below:

“§ 7 At the general shareholders' meeting, one or two authorized 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.”

and that the Company's President is authorized to make minor adjustments of an editorial nature to the resolution of the shareholders' meeting that may prove necessary in connection with the registration of such a resolution with the Swedish Companies Registration Office (Bolagsverket).

It was noted

that the resolution was supported with at least two thirds of the votes cast and the votes represented at the Meeting; and

that the resolution had been passed with the requisite majority,

§ 20

Pursuant to the proposal from the shareholder Thorwald Arvidsson according to Appendix 15 it was resolved to reject all the proposals.

Thorwald Arvidsson expressed his reservations against the resolutions.

Minutes checked by:

Minutes kept by:

Björn Kristiansson
Chairman

Marie-Louise Heiman

John Hernander

Carl Saxon