

Nasdaq Stockholm: SWMA

**March 5, 2021**

## **Notice to the Annual General Meeting of Swedish Match AB (publ)**

The shareholders of Swedish Match AB (publ), Reg. No. 556015-0756, are hereby notified of the Annual General Meeting (AGM) to be held on Tuesday, April 13, 2021. In light of the continued COVID-19 pandemic, the AGM will be conducted pursuant to so called mail-in procedures, meaning that no shareholders will attend the AGM in person or through proxy. Instead, shareholders can participate in the AGM by voting and submitting questions in advance pursuant to the instructions described below.

In order to participate in the AGM, a shareholder must

- a. be registered in the register of shareholders maintained by Euroclear Sweden AB as of Thursday, April 1, 2021, and
- b. notify attendance at the AGM no later than Monday, April 12, 2021. The exercise of voting rights in accordance with the mail-in procedure will be considered as a notification from the shareholder to attend the meeting.

Shareholders whose shares are registered in the names of banks or other nominees must temporarily register the shares in their own name in order to be entitled to participate in the AGM via the mail-in process. Shareholders who wish to register their shares in their own names must request that the nominee make such registration. Voting rights registration that has been requested by the shareholder in such time that the registration has been completed by the nominee no later than Wednesday April 7, 2021 will be taken into account in the preparation of the shareholders' register.

The shareholders may request in the advance voting form that a resolution on one or several of the matters on the proposed agenda below should be deferred to a so-called continued general meeting, which cannot be conducted solely by way of advance voting. Such general meeting shall take place if the Annual General Meeting so resolves or if shareholders with at least one tenth of all shares in the company so requests.

### **A. Overview of Mail-In Procedures for the AGM**

Due to the continued COVID-19 pandemic and in order to ensure the health and safety of the Company's shareholders, employees and other stakeholders, the Board of Directors of Swedish Match AB has resolved on extraordinary meeting procedures pursuant to Section 22 of the temporary act on general meetings (2020:198) (the "Temporary Act"). Specifically, the following procedures will apply:

1. The AGM will take place on Tuesday, April 13, 2021. However, no shareholders, proxy holders or other external persons will be able to attend in person.
2. Shareholders will only be able to participate in the AGM by voting on the matters and the proposals on the meeting agenda and submitting questions to the Company in advance. See Section B, below, for more details on how.
3. The Agenda for the AGM is as set forth below in Section C, with certain items being further explained in Section D.
4. There will be no webcast in connection with the AGM. A press release will be issued following the AGM informing of those material items that are approved by the AGM as soon as the outcome of the mail-in voting

procedure has been finally established. Details of the actual voting results will be included in the minutes of the meeting and will be published within two weeks thereafter.

At the time of the issue of this Notice of AGM, the total number of shares in the Company amounts to 162,200,000 shares, corresponding to 162,200,000 votes in total. The Company holds 4,241,628 shares as of the date of this notice which may not be represented at the Meeting.

## **B. Process for Advanced Voting and Questions**

A shareholder can exercise its shareholder's rights at the AGM by in advance (A) voting on the items on the agenda of the AGM, and (B) submitting questions to the Company.

Any registered shareholder intending to participate in the AGM (via advanced voting or questions), must submit the following information in connection with their respective submissions:

- the shareholder's name,
- personal or organization number,
- postal address,
- email address, and
- telephone number.

The data received will be computerized and used solely for the purpose of the 2021 AGM. For information on how your personal data is processed, see [www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf](http://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf).

For shareholders wishing to participate through an authorized representative (i.e., where such authorized representative is the one submitting advanced voting or questions on behalf of such shareholder), the Company will provide power of attorney templates on the Company's website. Shareholders participating through an authorized representative must submit the power of attorney together with the voting form or question. If the shareholder is a legal entity, a copy of a registration certificate or a corresponding document for the legal entity shall be enclosed.

### *B1. Advance voting*

Advance voting will be available as of Friday, March 5, 2021 up until and including Monday, 12 April 2021. A shareholder can vote in advance by any of the following three methods:

1. *Website Voting:* Voting may be done electronically through signing with BankID on the website of Euroclear Sweden AB <https://anmalan.vpc.se/euroclearproxy>
2. *Email Voting:* Voting may be submitted by completing the advance voting form available on the Company's website [www.swedishmatch.com/agm](http://www.swedishmatch.com/agm) and then emailing such form to the following email address [GeneralMeetingService@euroclear.com](mailto:GeneralMeetingService@euroclear.com), together with any power of attorney and/or other authorization documents (See Section B, above).
3. *Regular Mail:* Voting may be submitted by completing the advance voting form available on the Company's website [www.swedishmatch.com/agm](http://www.swedishmatch.com/agm) and after completion sending a physical copy (i.e., printed out) of such form, together with any power of attorney and/or other authorization documents (See Section B, above) to the following address, Swedish Match AB (publ), "Advance voting 2021 AGM", c/o Euroclear Sweden AB, P.O.191, SE-101 23 Stockholm, Sweden.

A shareholder cannot give any other instructions than selecting one of the options specified at each point in the advanced voting form. A vote (i.e. the postal voting in its entirety) is invalid if the shareholder has modified the form to provide specific instructions or conditions or if pre-printed text is amended or supplemented.

The advanced voting form, together with any enclosed power of attorney and other authorization documentation must have been received by Swedish Match no later than on Monday, April 12, 2021. If received later, the vote will be disregarded.

For questions regarding advance voting, please contact Euroclear Sweden AB, ph.+46 (0)8 402 90 42 between 9:00 a.m. and 4:00 p.m. (CET) weekdays.

### *B2. Questions*

Questions to the Company can be submitted to Swedish Match up until and including Saturday, April 3, 2021. Shareholders wishing to pose questions may do so by any of the following methods:

1. *Email:* Questions may be submitted by emailing to the following email address [investorrelations@swedishmatch.com](mailto:investorrelations@swedishmatch.com).

2. *Regular Mail:* Questions may be submitted by regular mail to the following address, Swedish Match AB, "AGM 2021", Att: Group Communication, SE-118 85 Stockholm, Sweden.

The shareholder must include name of the shareholder and personal or organization number for the question to be answered. The shareholder should also state its postal address, email address and telephone number.

Questions submitted by shareholders must have been received by Swedish Match no later than on Saturday, April 3, 2021, and will be responded to and published not later than on Thursday, April 8, 2021. The questions and responses will be available at the Company, Swedish Match AB, Sveavägen 44, Stockholm, Sweden and on the Company's website, [www.swedishmatch.com/agm](http://www.swedishmatch.com/agm), and will be sent to the shareholder provided the shareholder's address is known by the Company or provided by the shareholder together with the question.

The Board of Directors and the CEO shall, upon request of a shareholder, and provided that the Board of Directors deems this can be done without causing major harm to the Company, inform about matters which might affect the assessment of an item on the agenda or circumstances affecting Swedish Match's or its subsidiaries' financial situation or about Swedish Match's relation to another Group entity, or in relation to the consolidated Annual Report.

### **C. Agenda**

1. Opening of the Meeting and election of the Chairman of the Meeting.
2. Preparation and approval of the voting list.
3. Election of one or two persons to verify the minutes.
4. Determination of whether the Meeting has been duly convened.
5. Approval of the Agenda.
6. Resolution on the Remuneration report.
7. Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet.
8. Resolution regarding allocation of the Company's profit in accordance with the adopted balance sheet and resolution on a record day for dividend.
9. Resolution regarding discharge from liability in respect of the Board members and the President.
10. Resolution regarding the number of members of the Board of Directors to be elected by the Meeting.
11. Resolution regarding remuneration to the members of the Board of Directors.
12. Election of members of the Board, the Chairman of the Board and the deputy Chairman of the Board.
  - a) Election of Charles A. Blixt (re-election)
  - b) Election of Andrew Cripps (re-election)
  - c) Election of Jacqueline Hoogerbrugge (re-election)
  - d) Election of Conny Karlsson (re-election)
  - e) Election of Alexander Lacik (re-election)
  - f) Election of Pauline Lindwall (re-election)
  - g) Election of Wenche Rolfsen (re-election)
  - h) Election of Joakim Westh (re-election)
  - i) Election of Conny Karlsson as the Chairman of the Board (re-election)
  - j) Election of Andrew Cripps as deputy Chairman of the Board (re-election)
13. Resolution regarding the number of auditors.
14. Resolution regarding remuneration to the auditor.
15. Election of auditor.
16. Resolution regarding:
  - a) the reduction of the share capital by means of withdrawal of repurchased shares; and
  - b) bonus issue.
17. Resolution regarding authorization of the Board of Directors to resolve on acquisitions of shares in the Company.
18. Resolution regarding authorization of the Board of Directors to resolve on transfer of shares in the Company.
19. Resolution regarding authorization of the Board of Directors to issue new shares.
20. Resolution on

- a) amendment of the Articles of Association.
  - b) a split of the Company's shares (share split).
21. Resolution on amendment of the Articles of Association.

## **D. Proposals**

### **Proposal for resolution under Item 1**

Björn Kristiansson, attorney at law, is proposed as the Chairman of the Meeting, or if he is unable to attend the meeting, any other person proposed by Swedish Match's Nominating Committee.

### **Proposal for resolution under Item 2**

The voting list proposed to be approved is the voting list prepared by Euroclear Sweden AB on behalf of the company, based on the general meeting shareholders' register and received advance votes, and verified by the persons assigned to check the minutes.

### **Proposal for resolution under Item 3**

The Board of Directors proposes that two minute-checkers be elected, and that Filippa Gerstädt and Peter Lundkvist are elected, or, if someone or both of them are unable to attend the meeting, any other person proposed by Swedish Match's Board of Directors.

### **Proposal for resolution under Item 7**

Resolution on adoption of the income statement and balance sheet and of the consolidated income statement and consolidated balance sheet.

### **Proposal for resolution under Item 8**

The Board of Directors proposes a dividend of 15.00 SEK per share and that the remaining profits are carried forward. The proposed record day for the right to receive the dividend is Thursday, April 15, 2021. Payment through Euroclear Sweden AB is expected to be made on Tuesday, April 20, 2021.

### **Proposal for resolution under Item 10**

The Nominating Committee proposes that the Board of Directors shall be comprised of eight members and no deputies.

### **Proposal for resolution under Item 11**

The Nominating Committee proposes that remuneration to the members of the Board of Directors will be awarded as follows for the period until the Annual General Meeting 2022 (2020 resolved remuneration within brackets). The Chairman of the Board will be awarded 2,252,000 SEK (2,165,000), the deputy Chairman will be awarded 1,040,000 SEK (1,000,000) SEK and the other Board members elected by the Meeting shall each be awarded 900,000 SEK (865,000). Furthermore, the Nominating Committee proposes that the Chairman of the Audit Committee will be awarded 364,000 SEK (350,000) and the other members of the Audit Committee will be awarded 156,000 SEK (150,000) each, and that the Chairman of the Remuneration Committee will be awarded 291,000 SEK (280,000) and the other members of the Remuneration Committee 146,000 SEK (140,000) each.

### **Proposal for resolution under Item 12**

The Nominating Committee proposes re-election of the following members of the Board of Directors for the period until the end of the Annual General Meeting 2022: Charles A. Blixt, Andrew Cripps, Jacqueline Hoogerbrugge, Conny Karlsson, Alexander Lacik, Pauline Lindwall, Wenche Rolfsen and Joakim Westh. Conny Karlsson is proposed to be re-elected as Chairman of the Board and Andrew Cripps is proposed to be re-elected as deputy Chairman of the Board.

### **Proposal for resolution under Item 13**

The Nominating Committee proposes the number of auditors to be one and no deputy auditor.

### **Proposal for resolution under Item 14**

The Nominating Committee proposes that remuneration to the auditor is to be paid according to approved accounts.

### **Proposal for resolution under Item 15**

The Nominating Committee proposes the re-election of the auditor company Deloitte AB as auditor for the period until the end of the Annual General Meeting 2022.

**Proposal for resolution under Item 16 a)**

The Board proposes that the Annual General Meeting resolves to reduce the share capital by way of cancellation of own shares. The purpose of the reduction is allocation to unrestricted equity to be used as resolved by the Annual General Meeting in accordance with Item b) below. The reduction of the share capital shall be made by cancellation of such own shares that are held by the Company three weeks prior to the Annual General Meeting. The reduction of the share capital may be made with no more than 10,806,531.30 SEK by way of cancellation of no more than 4,500,000 shares. The exact reduction amount and the exact number of shares proposed to be cancelled will be presented in the complete proposal, which will be held available no later than three weeks prior to the Annual General Meeting. The resolution to reduce the share capital under this Item a) may be effectuated without obtaining an authorization from the Swedish Companies Registration Office or, in disputed cases, a court of general jurisdiction, as the Company simultaneously effectuates a bonus issue, as set out under Item b) below, with an amount corresponding to no less than the amount the share capital is being reduced with, as set out above. Combined, these measures entail that neither the Company's restricted equity nor its share capital is reduced.

**Proposal for resolution under Item 16 b)**

With the purpose of restoring the share capital after the proposed reduction of the share capital, as set out under Item a) above, the Board proposes that the Annual General Meeting simultaneously resolves to increase the share capital by way of a bonus issue with an amount corresponding to no less than the amount the share capital is reduced with by way of cancellation of shares, as set out under Item a) above. The bonus issue shall be carried out with the amount being transferred from equity without the issuance of new shares. The exact amount of the increase will be presented in the complete proposal, which will be held available no later than three weeks prior to the Annual General Meeting.

Resolutions by the Annual General Meeting in accordance with Items 16 a)-b) above shall be adopted as a joint resolution and require approval by shareholders representing no less than two thirds of the votes cast as well as the shares represented at the Annual General Meeting. The Board further proposes that the Annual General Meeting authorizes the Board to make such minor adjustments to the above resolutions as may be required to file the resolutions with the Swedish Companies Registration Office or Euroclear Sweden AB and to take such other measures required to execute the resolutions.

**Proposal for resolution under Item 17**

The Board of Directors proposes that it be authorized to resolve on acquisition 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. The shares shall be acquired on Nasdaq Stockholm, other regulated market or on a market equivalent to a regulated market outside the EEA after approval from the Swedish Financial Supervisory Authority 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 purpose of the repurchasing right is primarily to enable the Company to adapt its capital structure to its capital needs over time, and thereby contribute to an increased shareholder value.

The Board of Directors shall be able to resolve that a purchase of own shares shall be made within a repurchase program in accordance with the Market Abuse Regulation (EU) No 596/2014 ("MAR") and the Commission Delegated Regulation (EU) No 2016/1052 (the "Safe Harbour Regulation"), if the purpose of the purchase only is to decrease the Company's equity.

The resolution of the Annual General Meeting with regard to the Board's proposal under Item 17 requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

**Proposal for resolution under Item 18**

The Board of Directors proposes that it be authorized to resolve on transfer of the Company's own shares, on one or several occasions prior to the next Annual General Meeting.

The shares may only be transferred in conjunction with the financing of company acquisitions and other types of strategic investments and acquisitions, and the transfers may not exceed the maximum number of treasury shares held by the Company at any given time. Transfer of own shares shall be made on Nasdaq Stockholm, other regulated market or on a market equivalent to a regulated market outside the EEA after approval from the Swedish Financial Supervisory Authority 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) at the time of the decision regarding the

transfer and in accordance with the rules of Nasdaq Stockholm or the relevant market. Transfer of own shares can also be made in another manner in conjunction with the acquisition of companies or operations, where transfer of own shares may be made with deviation from the shareholders' preferential rights. Payment for shares transferred in this manner may be made in cash or through a non-cash issue or offsetting of claims against the Company, or on other specific terms. The reason for the authorization and deviation from the shareholders' preferential rights is, where appropriate, to be able to transfer shares in conjunction with the financing of any company acquisitions and other types of strategic investments and acquisitions in a cost-efficient manner.

The resolution of the Annual General Meeting with regard to the Board's proposal under Item 18 requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

#### **Proposal for resolution under Item 19**

The Board of Directors proposes it be authorized to, for the period until the next Annual General Meeting, to issue new ordinary shares on one or more occasions, with or without deviation from shareholders' preferential rights and against payment in cash, in kind or by set-off. The number of shares that may be issued may not exceed a maximum dilution effect of 10 percent of the share capital and votes at the time of the Annual General Meeting 2021. The reasons for the authorization and deviation from shareholders' preferential rights are that the Board wishes to increase the Company's financial flexibility and to allow the Company to issue common shares as payment in connection with acquisitions the Company might make. The subscription price shall be determined according to prevailing market conditions at the time the shares are issued.

The resolution of the Annual General Meeting with regard to the Board's proposal under Item 19 requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

#### **Proposal for resolution under Item 20 a)**

With reference to the Board of Directors proposed share split under Item 20 b) on the agenda, the Board of Directors proposes that the Annual General Meeting resolve the limits for the number of shares in article 5 of the Articles of Association be changed so that the number of shares is limited to a minimum of one billion (1,000,000,000) and a maximum of four billion (4,000,000,000) shares. The Board of Directors further proposes that the Annual General Meeting resolve the limits for the Company's share capital in article 4 of the Articles of Association be revised to a minimum of two hundred million (200,000,000) SEK and a maximum of eight hundred million (800,000,000) SEK. A resolution on an amendment of the Articles of Association in this respect is contingent on the general meeting resolving to approve a split of the Company's shares in accordance with Item 20 b) on the agenda.

It is proposed that the Chief Executive Officer ("CEO"), or such person as the CEO may designate, be authorized to make such minor adjustments to the resolution as may prove necessary in connection with the registration of the resolution.

The resolution of the Annual General Meeting with regard to the Board's proposal under Item 20 a) requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the Meeting.

#### **Proposal for resolution under Item 20 b)**

The Board of Directors proposes, in order to achieve an appropriate share price for a listed company, that the Annual General Meeting resolve to authorize a split of the Company's shares whereby one existing share of the Company will be divided into ten shares of the same class of shares (10:1 share split). A resolution on the proposed split is contingent on the general meeting resolving to approve change of the Company's articles of association in accordance with Item 20 a) on the agenda. After the completion of the split, based on the current number of shares in the Company, the number of shares of the Company will increase from 162,200,000 to 1,622,000,000. The number of votes will increase from 162,200,000 votes to 1,622,000,000 votes. The quotient value of each share after the split will be approximately 0.24 SEK. The Board of Directors proposes that it be authorized to set a record date for the share split. However, the specified record date may not fall before the resolution on the share split has been registered with the Swedish Companies Registration Office.

It is proposed that the CEO, or such person as the CEO may designate, be authorized to make such minor adjustments to the resolution as may prove necessary in connection with the registration of the resolution.

**Proposal for resolution under Item 21**

The Board of Directors proposes that the Company's Articles of Association be amended as follows:

<b>Article</b>	<b>Present wording</b>	<b>Proposed wording</b>
<b>1</b>		
	The Company's trading name is Swedish Match AB. The company is a public limited company (publ).	The name of the company ( <i>Sw. företagsnamn</i> ) is Swedish Match AB. The company is a public limited company (publ).
<b>Article</b>	<b>Present wording</b>	<b>Proposed wording</b>
<b>3</b>		
	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, matches and lighters, and to carry out other activities that are related to the business.	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.
<b>Article</b>	<b>Present wording</b>	<b>Proposed wording</b>
<b>10</b>		
	Shareholders wishing to take part in the proceedings at general shareholders' meetings shall be registered as shareholders in such print-outs or other versions of the entire shareholders' register as are stipulated in chapter 7, § 2 , first paragraph of the Swedish Companies Act and as relate to the circumstances prevailing five weekdays prior to the general shareholders' meeting. They must also notify the Company of their intention to attend no later than 16.00 on the day specified in the notification of the shareholders' meeting. This day may not be a Sunday, another public holiday, a Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall before the fifth weekday prior to the general shareholders' meeting. Shareholders wishing to be accompanied by one or two assistants at a general shareholders' meeting shall notify the Company of this fact within the period mentioned above.	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.
<b>Article</b>	<b>Present wording</b>	<b>Proposed wording</b>
<b>13</b>		
	The Company's shares shall be registered in a record-day register pursuant to the Swedish Financial Instruments Act (1998:1479).	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 ( <i>Sw. lagen (1998:1479) om värdepapperscentraler och kontoföring av finansiella instrument</i> ).

Article 14	Present wording	Proposed wording
	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 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.

It is proposed that the Chief Executive Officer ("CEO"), or such person as the CEO may designate, be authorized to make such minor adjustments to the resolution as may prove necessary in connection with the registration of the resolution.

The resolution of the Annual General Meeting with regard to the Board's proposal under Item 21 will be valid only if it is supported by shareholders holding at least two thirds of the votes cast as well as the number of shares represented at the meeting.

#### Other information

The financial statements, the auditor's report and the Board of Directors' complete proposal including the Board of Directors' statement pursuant to Chapter 18, section 4 of the Companies Act, as well as other documentation, which, according to the Companies Act, shall be made available at the Annual General Meeting will be made available at Swedish Match headquarters (Legal Department) at Sveavägen 44, Stockholm, Sweden, no later than Tuesday, March 23, 2021. The documents will be sent to shareholders upon request, provided that such shareholder states its address. All the above documents will be available on the Company's website, <https://www.swedishmatch.com/> and be presented at the Annual General Meeting.

The share register will be available at Swedish Match AB, Sveavägen 44, Stockholm, Sweden.

#### Proxy form

Proxy forms are available upon request and on the Company's website <https://www.swedishmatch.com/>

Stockholm, March 2021

Swedish Match AB (publ)  
*The Board of Directors*

Contact:

Emmett Harrison, Senior Vice President Investor Relations  
Office +46 70 938 0173

Swedish Match develops, manufactures, and sells quality products with market-leading brands in the product segments Smokefree, Cigars, and Lights. Production is located in seven countries, with sales concentrated in the US and Scandinavia. The Group's global operations generated sales of 16,698 MSEK for the twelve month period ending December 31, 2020. The Swedish Match share is listed on Nasdaq Stockholm (SWMA).

Swedish Match's vision is a world without cigarettes. Some of its well-known brands include: *General, ZYN, Longhorn, Game, Red Man, Fiat Lux, and Cricket.*

Swedish Match AB (publ), SE-118 85 Stockholm, Sweden  
Visiting address: Sveavägen 44, 8th Floor. Telephone: +46 10 13 93 000  
Corporate Identity Number: 556015-0756  
[www.swedishmatch.com](http://www.swedishmatch.com)