

Nasdaq Stockholm: SWMA

December 14, 2022

## Notice to the Extraordinary General Meeting in Swedish Match AB (publ)

*The notice contains a corrected typing error regarding the last day for notify participation to the Extraordinary General Meeting.*

At the request of Philip Morris Holland Holdings B.V., corporate registration number 20028955 ("Philip Morris"), which after completion of the public takeover offer to the shareholders of Swedish Match AB (publ), corporate registration number 556015-0756 ("Swedish Match" or the "Company") holds more than 90 percent of all the shares and votes in Swedish Match, the shareholders of the Company are hereby convened to an Extraordinary General Meeting to be held on Monday, January 16, 2023 at 11.00 CET at Sveavägen 44, Stockholm.

### Proposed agenda

1. Opening of the General Meeting and election of the Chairman of the General 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 General Meeting has been duly convened.
5. Approval of the Agenda.
6. Resolution regarding amendment of the Articles of Association.
7. Resolution regarding the number of members of the Board of Directors to be elected by the General Meeting.
8. Election of members of the Board of Directors and dismissal of members of the Board of Directors.
9. Resolution regarding remuneration to the members of the Board of Directors.
10. Resolution regarding abolishment of the instruction for the Nomination Committee adopted by the Annual General Meeting 2019.
11. Resolution regarding amendment or abolishment of the principles for remuneration to members of the executive management adopted by the Annual General Meeting 2020.

### Proposed resolutions

**Item 1:** The Board of Directors proposes Björn Kristiansson, attorney at law, KANTER Advokatbyrå, as the Chairman of the General Meeting.

**Item 6:** Philip Morris proposes that the General Meeting resolves to amend paragraph 6 of the Articles of Association of the Company regarding the number of Board members in accordance with the following.

§ 6	Current wording	Proposed wording
	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.	Apart from those who may be otherwise appointed due to legal requirements, the Board of Directors shall comprise a minimum of four and a maximum of ten members.

The resolution of the General Meeting with regard to the proposal under item 6 requires the support of shareholders representing at least two thirds of both the votes cast and the shares represented at the General Meeting.

**Item 7:** Philip Morris proposes that the Board of Directors shall consist of five Board members with no deputies (not including the union representatives and their deputies).

**Item 8:** Philip Morris proposes that Stefano Volpetti, Charles Bendotti and Lars Dahlgren are elected as new members of the Board of Directors together with existing members of the Board of Directors Conny Karlsson and Charles A. Blixt, with Conny Karlsson as continued Chairman of the Board. It is further proposed that the other current members of the Board of Directors, Jacqueline Hoogerbrugge, Alexander Lacik, Pauline Lindwall, Sanna Suvanto-Harsaae and Joakim Westh, are dismissed.

**Item 9:** Philip Morris proposes that no remuneration shall be paid to the new members of the Board of Directors Stefano Volpetti, Charles Bendotti and Lars Dahlgren, and that the remuneration to the dismissed members of the Board of Directors Jacqueline Hoogerbrugge, Alexander Lacik, Pauline Lindwall, Sanna Suvanto-Harsaae and Joakim Westh shall be paid as resolved by the Annual General Meeting in the Company held on April 27, 2022, with one-twelfth for each commenced month between April 27, 2022, and date of this General Meeting.

**Item 10:** As a result of the new ownership in the Company, Swedish Match applied for delisting of the Company's shares from Nasdaq Stockholm on December 5, 2022, with last day of trading as soon as possible. Philip Morris therefore proposes that the instruction for the Company's nomination committee adopted by the Annual General Meeting in the Company held on April 2, 2019, is abolished with effect from the date of the delisting from Nasdaq Stockholm.

**Item 11:** Philip Morris proposes that the guidelines for remuneration to senior executives, adopted by the Annual General Meeting in the Company held on April 9, 2020, are abolished with effect from the date of the delisting from Nasdaq Stockholm.

### **Right to participate in the General Meeting**

In order to participate in the General Meeting, you need to be registered as a shareholder in the share register kept by Euroclear Sweden AB on Thursday, January 5, 2023. In addition, you need to notify Swedish Match of your intention to participate in the General Meeting no later than Tuesday, January 10, 2023, at which time the notification shall have been received by Swedish Match. Shareholders who wish to be accompanied by one or two assistants at the General Meeting shall also inform Swedish Match thereof within the appointed period of time.

### **Notice of participation**

Notice of participation may be submitted in writing to Swedish Match AB (publ), "extra bolagsstämman", c/o Euroclear Sweden AB, P.O 191,101 23 Stockholm, Sweden, by telephone at +46 (0)8 402 90 42 (09.00 – 16.00 CET), or via the Internet at [www.swedishmatch.com/agm](http://www.swedishmatch.com/agm). Upon giving notice of participation, the shareholder shall state his or her name/company name, civic ID/corporate registration number, address, telephone number (daytime) and the name(s) of assistant(s), if any.

### **Proxy**

Shareholders who are represented by proxy shall issue a power of attorney for the proxy. If the power of attorney is issued by a legal entity, a copy of the corporate registration certificate for such legal entity shall be enclosed (or if no such document is available, an equivalent authorization document). The proxy is valid for one year from the date of issuance or the longer period of validity stated in the proxy, however not longer than five years from the date of issuance. To facilitate entry at the General Meeting, the power of attorney in original as well as the corporate registration certificate and other authorization documents, if any, should be provided to the Company at the address stated above no later than on Tuesday, January 10, 2023.

### **Proxy form**

Proxy forms are available upon request to the address stated above and on the Company's website [www.swedishmatch.com](http://www.swedishmatch.com).

## **Voting right registration**

Shareholders whose shares are nominee registered and who wish to participate in the General Meeting must have their shares re-registered in their own name so that the shareholder is entered in the share register on Thursday, January 5, 2023. Such re-registration may be temporary (i.e. voting right registration) and shall be requested from the nominee in sufficient time. Voting right registrations made no later than Tuesday, January 10, 2023, are taken into account when preparing the share register kept by Euroclear Sweden AB.

## **Documents**

Documents which according to the Swedish Companies Act (2005:551) must be available at the General Meeting will be made available at Swedish Match headquarters (Legal Department) at Sveavägen 44, in Stockholm, Sweden, no later than Monday, December 26, 2022. 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, [www.swedishmatch.com](http://www.swedishmatch.com) and be presented at the General Meeting.

## **Number of shares and votes in the Company**

The total number of shares and votes in Swedish Match AB (publ) as the time of notice to the General Meeting amounts to 1,525,000,000 of which 4,285,810 shares are repurchased own shares which may not be represented at the General Meeting.

## **Information at the General Meeting**

The Board of Directors and the CEO shall, if any shareholder so requests and the Board of Directors considers that it may be done without significant harm to the Company, in accordance with Chapter 7 § 32 of the Swedish Companies Act (2005:551) provide information regarding circumstances that may affect the assessment of an item on the Agenda, and circumstances that may affect the assessment of the Company's or its subsidiaries' financial position and the Company's relation to other companies within the Group.

## **Process of personal data**

The data received will be computerized and used solely for the purpose of the General Meeting. For information on how your personal data is processed, please refer to <https://www.euroclear.com/dam/ESw/Legal/Privacy-notice-bolagsstammor-engelska.pdf>.

The entrance to the venue for the General Meeting will open at 10.30 CET.

Stockholm, December 2022

SWEDISH MATCH AB (publ)  
*The Board of Directors*

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Contact:

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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 20,987 MSEK for the twelve month period ending September 30, 2022. 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, America's Best Chew, Fiat Lux, and Cricket*.

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