

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 7, 2022

Philip Morris International Inc.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-33708
(Commission File Number)

13-3435103
(I.R.S. Employer
Identification No.)

120 Park Avenue New York New York
(Address of principal executive offices)

10017-5592
(Zip Code)

Registrant's telephone number, including area code: (917) 663-2000

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	PM	New York Stock Exchange
2.625% Notes due 2023	PM23	New York Stock Exchange
2.125% Notes due 2023	PM23B	New York Stock Exchange
3.600% Notes due 2023	PM23A	New York Stock Exchange
2.875% Notes due 2024	PM24	New York Stock Exchange
2.875% Notes due 2024	PM24C	New York Stock Exchange
0.625% Notes due 2024	PM24B	New York Stock Exchange
3.250% Notes due 2024	PM24A	New York Stock Exchange
2.750% Notes due 2025	PM25	New York Stock Exchange
3.375% Notes due 2025	PM25A	New York Stock Exchange
2.750% Notes due 2026	PM26A	New York Stock Exchange
2.875% Notes due 2026	PM26	New York Stock Exchange
0.125% Notes due 2026	PM26B	New York Stock Exchange
3.125% Notes due 2027	PM27	New York Stock Exchange
3.125% Notes due 2028	PM28	New York Stock Exchange
2.875% Notes due 2029	PM29	New York Stock Exchange
3.375% Notes due 2029	PM29A	New York Stock Exchange
0.800% Notes due 2031	PM31	New York Stock Exchange
3.125% Notes due 2033	PM33	New York Stock Exchange
2.000% Notes due 2036	PM36	New York Stock Exchange
1.875% Notes due 2037	PM37A	New York Stock Exchange
6.375% Notes due 2038	PM38	New York Stock Exchange
1.450% Notes due 2039	PM39	New York Stock Exchange
4.375% Notes due 2041	PM41	New York Stock Exchange
4.500% Notes due 2042	PM42	New York Stock Exchange
3.875% Notes due 2042	PM42A	New York Stock Exchange
4.125% Notes due 2043	PM43	New York Stock Exchange
4.875% Notes due 2043	PM43A	New York Stock Exchange
4.250% Notes due 2044	PM44	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As previously disclosed, on May 11, 2022, Philip Morris International Inc. (the “Company”) entered into that certain 364-day bridge credit agreement (as amended or modified from time to time prior to the date hereof, the “Bridge Credit Agreement”) among the Company, the lenders from time to time party thereto and Citibank Europe PLC, UK Branch as facility agent, in connection with the Company’s all-cash recommended public offer to the shareholders of Swedish Match AB, a public limited liability company organized under the laws of the Kingdom of Sweden (“Swedish Match”), for all the outstanding shares of Swedish Match (the “Offer”). On June 23, 2022, the Company entered into that certain term loan credit agreement (as amended or modified from time to time prior to the date hereof, the “Term Loan Credit Agreement”) among the Company, the lenders from time to time party thereto and Citibank Europe PLC, UK Branch as facility agent, also in connection with the Offer.

In connection with the consummation of the Offer, on November 7, 2022, the Company delivered notices of borrowing for aggregate advances of \$7.9 billion under the Bridge Credit Agreement and notices of borrowing providing an advance under a three-year loan of €3.0 billion (approximately \$3.0 billion) and a five-year loan of €2.5 billion (approximately \$2.5 billion) under the Term Loan Credit Agreement. Further information regarding the Bridge Credit Agreement and the Term Loan Credit Agreement is set forth in the Company’s Current Reports on Form 8-K filed on May 11, 2022, and June 28, 2022, respectively, as well as the Company’s Current Report on Form 8-K filed on September 2, 2022, each of which is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On November 7, 2022, the Company issued a press release announcing that Philip Morris Holland Holdings B.V., an affiliate of the Company, completed its offer for Swedish Match and will become the owner of the 82.59% of Swedish Match shares (excluding 4,285,810 treasury shares held by Swedish Match) tendered in the Offer through November 4, 2022. The press release also announced the extension of the offer period for shareholders of Swedish Match who had not tendered their shares through November 4, 2022, and a price adjustment during the extension period due to a scheduled Swedish Match dividend. The foregoing is qualified in its entirety by the full text of the press release, which is filed as Exhibit 99.1 to this Current Report on 8-K and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in Item 7.01 of this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as may be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d)	<u>Exhibits.</u>
99.1	<u>Philip Morris International Inc. Press Release, dated November 7, 2022 (furnished pursuant to Item 7.01).</u>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document and contained in Exhibit 101)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PHILIP MORRIS INTERNATIONAL INC.

By: /s/ DARLENE QUASHIE HENRY
Name: Darlene Quashie Henry
Title: Vice President, Associate General Counsel &
Corporate Secretary

Date: November 7, 2022

This announcement is not an offer, whether directly or indirectly, in Australia, Hong Kong, Japan, New Zealand, or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law. Shareholders not resident in Sweden who wish to accept the Offer (as defined below) must make inquiries concerning applicable legislation and possible tax consequences. Shareholders should refer to the offer restrictions included in the section titled "Important information" at the end of this announcement and in the offer document, which has been published on the Offer website (www.smokefree-offer.com). Shareholders in the United States should also refer to the section entitled "Special notice to shareholders in the United States" at the end of this announcement.

Press release

November 7, 2022

PMHH is pleased to complete its offer for Swedish Match and become the owner of 82.59% of the shares; extends the offer period; and adjusts the price for future tenders due to the scheduled dividend

On May 11, 2022, Philip Morris Holland Holdings B.V.¹ ("PMHH"), an affiliate of Philip Morris International Inc. ("PMI"), announced a recommended public offer to the shareholders of Swedish Match AB ("Swedish Match") to tender all shares in Swedish Match² to PMHH (the "Offer"). On October 20, 2022, PMHH increased the price in the Offer from SEK 106 to SEK 116 in cash per share, and announced that it will not further increase the price in the Offer. On October 25, 2022, PMHH announced that it had received all necessary approvals from authorities and that this condition for completion of the Offer had been satisfied. PMHH has decided to waive the acceptance level condition³ and to complete the Offer and acquire all shares in Swedish Match that have been tendered in the Offer. PMHH has also decided to further extend the acceptance period until November 25, 2022, and informs the Swedish Match shareholders that the price in the Offer for shares tendered during the further extended acceptance period will be reduced to SEK 115.07 in cash per share due to the resolved dividend payment by Swedish Match of SEK 0.93 per share for shareholders of record as of November 14, 2022. Since the Offer is now unconditional, shareholders who have accepted the Offer, or will accept the Offer, have no right to withdraw acceptances.

¹ A Dutch private limited liability company (*besloten vennootschap*), with corporate registration number 20028955 and corporate seat in Bergen op Zoom, the Netherlands, indirectly wholly owned by PMI.

² Excluding any treasury shares held by Swedish Match (currently 4,285,810 shares).

³ As set forth in the Offer Document, PMHH had reserved the right to waive, in whole or in part, one or more of the conditions set out in the Offer Document (including, with respect to the acceptance level condition, in order to complete the Offer at a lower level of acceptance). PMHH further reminded shareholders in its press release issued on October 28, 2022, that it might (but was not obligated to) reduce the acceptance level condition after the expiration of the acceptance period, and complete the Offer at a lower level of acceptance. By announcing a waiver of the acceptance level condition today, PMHH is effectively reducing the acceptance level condition from 90 percent to 50.01 percent of the total number of registered shares in Swedish Match, such that the acceptance level condition for completion of the Offer has now been satisfied.

The shares tendered in the Offer at the end of the acceptance period (which expired on November 4, 2022) amount to in aggregate 1,255,945,656 shares in Swedish Match, corresponding to approximately 82.59 percent⁴ of the share capital and the voting rights in Swedish Match.

The completion of the Offer has been conditional upon, *inter alia*, the Offer being accepted to such extent that PMHH becomes the owner of shares representing more than 90 percent of the total number of outstanding shares in Swedish Match (on a fully diluted basis)⁵ (the “**acceptance level condition**”). As set forth in the offer document regarding the Offer made public on June 28, 2022 (the “**Offer Document**”), and as further advertised in the press release issued by PMHH on October 28, 2022, PMHH had reserved the right to waive, in whole or in part, one or more of the conditions set out in the Offer Document (including, with respect to the acceptance level condition, in order to complete the Offer at a lower level of acceptance).

PMHH has decided to waive the acceptance level condition and to complete the Offer. Accordingly, as all other conditions for completion of the Offer have been satisfied, the Offer is declared unconditional and PMHH will acquire all shares in Swedish Match that have been tendered in the Offer. Settlement for shares tendered in the Offer up to and including November 4, 2022, is expected to be initiated, around November 11, 2022.

“We are pleased that 82.59% of Swedish Match shareholders, including - we believe - the top 10 shareholders, have tendered their shares at the best and final price of SEK 116 per share. This achievement of a high controlling stake should allow us to harness the strategic potential of the transaction, including anticipated revenue synergies,” said Jacek Olczak, Chief Executive Officer of PMI.

“We are today extending the acceptance period until November 25 to allow those shareholders who have not tendered - including outstanding index funds - additional time to accept the offer, while waiving the 90% acceptance condition to provide certainty to those shareholders who have already tendered. Our objective is to delist the shares of Swedish Match from the stock market after reaching an ownership of more than 90%; we therefore encourage the remaining retail and other institutional shareholders to tender in the extended time.”

“We look forward to welcoming Swedish Match’s employees and leading oral nicotine portfolio into the PMI family to create a global smoke-free champion, notably bringing IQOS and ZYN together in both the U.S. and international markets. We will be working together to create value as we accelerate towards our shared vision of a smoke-free future.”

Following the expected settlement of the shares already tendered on November 11, 2022, PMI expects to consolidate Swedish Match’s results from this date onwards.

To provide the remaining shareholders of Swedish Match who have not tendered their shares time to accept the Offer, the acceptance period will be further extended until November 25, 2022 at 17.00 (CET). Settlement for shares tendered in the Offer during the further extended acceptance period is expected to be initiated, around December 2, 2022. Due to the resolved dividend payment by Swedish Match of SEK 0.93 per share with record date for the payment on November 14, 2022, and expected date for payment through Euroclear Sweden on November 17, 2022, the price in the Offer for shares tendered during the further extended acceptance period will, in accordance with the terms and

⁴ Excluding any treasury shares held by Swedish Match (currently 4,285,810 shares).

⁵ Excluding any treasury shares held by Swedish Match (currently 4,285,810 shares).

conditions of the Offer⁶, be reduced accordingly to SEK 115.07 in cash per share. For further information regarding Swedish Match's resolution on dividends at the annual general meeting 2022, please refer to Swedish Match's website, www.swedishmatch.com.

PMHH reserves the right to further extend the acceptance period for the Offer, as well as to postpone the settlement date, provided however, that settlement shall in any event be made within 7 business days following the expiration of the acceptance period. PMHH will announce any extension of the acceptance period and/or postponement of the settlement date by a press release in accordance with applicable laws and regulations.

Prior to the announcement of the Offer, neither PMHH nor any closely related companies or closely related parties owned or otherwise controlled any shares in Swedish Match or other financial instruments that give financial exposure to Swedish Match's shares, nor has PMHH or any closely related companies or closely related parties acquired any shares in Swedish Match or other financial instruments that give financial exposure to Swedish Match's shares outside the Offer. To the extent permissible under applicable law or regulations, PMHH and its affiliates may acquire, or take measures to acquire, shares in Swedish Match in other ways than through the Offer. Information about such acquisitions of shares, or measures to acquire shares, will be disclosed in accordance with applicable laws and regulations.

Since the Offer is now unconditional, shareholders who have accepted the Offer, or will accept the Offer, have no right to withdraw acceptances.

PMHH will continue to strive towards an ownership in Swedish Match of more than 90 percent of the total number of shares in Swedish Match⁷ and thereafter initiate compulsory redemption of the remaining shares in Swedish Match under the Swedish Companies Act (*Sw. aktiebolagslagen (2005:551)*), as well as promote a delisting of Swedish Match's shares from Nasdaq Stockholm. For further information on the implications of PMHH's ownership of less than 90 percent of the total number of registered shares in Swedish Match, PMHH refers shareholders of Swedish Match to the description thereof included in the section of the Offer Document entitled "*Important notice to shareholders in the United States of America*".

⁶ According to the terms and conditions of the Offer, as set out in the Offer Document, if prior to settlement of the Offer, Swedish Match (i) distributes dividends or (ii) in any other way distributes or transfers value to its shareholders, the consideration in the Offer will be reduced accordingly. As the payment of the dividend, expected on November 17, 2022, takes place before settlement of shares tendered in the Offer during the further extended acceptance period, expected around December 2, 2022, the SEK 0.93 dividend payment will not be received by PMHH, but by the shareholder registered as of the record date on November 14, 2022.

⁷ Excluding any treasury shares held by Swedish Match (currently 4,285,810 shares).

For additional information, please contact:

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For administrative questions regarding the Offer, please contact your bank or the nominee registered as holder of your shares.

The information was submitted for publication on November 7, 2022 at 7.30 a.m. (CET).

Information about the Offer

www.smokefree-offer.com

Important information

This press release has been published in Swedish and English. In the event of any discrepancy in content between the two language versions, the Swedish version shall prevail.

This announcement is not an offer, whether directly or indirectly, in Australia, Hong Kong, Japan, New Zealand, or South Africa or in any other jurisdiction where such offer pursuant to legislation and regulations in such relevant jurisdiction would be prohibited by applicable law (each a "Restricted Jurisdiction"). This offer constitutes an "exempt take-over bid" for purpose of applicable Canadian securities laws and shareholders resident in Canada are entitled to participate in the Offer on the same terms as shareholders in other applicable jurisdictions.

The release, publication, or distribution of this press release in or into jurisdictions other than Sweden may be restricted by law, and therefore any persons who are subject to the laws and regulations of any jurisdiction other than Sweden should inform themselves about and observe any applicable requirements. In particular, the ability of persons who are not resident in Sweden to accept the Offer may be affected by the laws and regulations of the relevant jurisdictions in which they are located. Any failure to comply with the applicable restrictions may constitute a violation of the securities laws and regulations of any such jurisdiction. To the fullest extent permitted by applicable laws and regulations, the companies and persons involved in the Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement has been prepared for the purpose of complying with Swedish law, the Takeover Rules, and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules, and the information disclosed may not be the same as that which would have been disclosed if this press release had been prepared in accordance with the laws and regulations of jurisdictions other than Sweden.

Unless otherwise determined by PMMH or required by Swedish law, the Takeover Rules and the Swedish Securities Council's rulings regarding interpretation and application of the Takeover Rules, and permitted by applicable law and regulation, the Offer will not be made available, directly or indirectly, in, into, or from a Restricted Jurisdiction or any other jurisdiction where to do so would violate the laws and regulations in that jurisdiction, and no person may accept the Offer by any use, means, or instrumentality (including, but not limited to, facsimile, email, or other electronic transmission, telex, or telephone) of interstate or foreign commerce of, or of any facility of a national, state, or other securities exchange of any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws and regulations of that jurisdiction, and the Offer may not be capable of acceptance by any such use, means, instrumentality, or facilities. Accordingly, copies of this press release and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed, or sent in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws and regulations of that jurisdiction, and persons receiving such documents (including custodians, nominees, and trustees) must not mail or otherwise forward, distribute, or send them in or into or from any Restricted Jurisdiction or any other jurisdiction where to do so would constitute a violation of the laws and regulations of that jurisdiction.

The availability of the Offer to shareholders of Swedish Match who are not resident in and citizens of Sweden may be affected by the laws and regulations of the relevant jurisdictions in which they are respectively located or of which they are citizens. Persons who are not resident in or citizens of Sweden should inform themselves of, and abide by, any applicable legal or regulatory requirements of their jurisdictions.

The Offer and the information and documents contained in this press release are not being made and have not been approved by an authorized person for the purposes of section 21 of the U.K. Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the

information and documents contained in this press release are not being distributed to, and must not be passed on to, the general public in the United Kingdom, unless an exemption applies. The communication of the information and documents contained in this press release is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is a communication by or on behalf of a body corporate that relates to a transaction to acquire day-to-day control of the affairs of a body corporate or to acquire 50 percent or more of the voting shares in a body corporate, within article 62 of the U.K. Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

This press release contains statements relating to future status or circumstances, including statements regarding remaining transactional steps and requirements and the ultimate success of the acquisition, that are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements may generally, but not always, be identified by the use of words such as “anticipates,” “intends,” “expects,” “believes,” or similar expressions, and include, without limitation, the statements made by Mr. Jacek Olczak. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future. There can be no assurance that actual results will not differ materially from those expressed or implied by these forward-looking statements due to many factors, many of which are outside the control of PMI and PMHH. Any such forward-looking statements speak only as of the date on which they are made, and PMI and PMHH have no obligation (and undertake no such obligation) to update or revise any of them, whether as a result of new information, future events, or otherwise, except for in accordance with applicable laws and regulations.

Merrill Lynch International (“BofA Securities”) and Citigroup Global Markets Limited (“Citi”), which are authorized by the Prudential Regulation Authority (“PRA”) and regulated in the U.K. by the Financial Conduct Authority (“FCA”) and the PRA, are acting as financial advisers for PMHH and for no one else in connection with the Offer and will not be responsible to anyone other than PMHH for providing the protections afforded to their respective clients or for providing advice in connection with the Offer or any other matters referred to in this announcement. Neither BofA Securities, Citi, nor any of their respective affiliates, directors, or employees owes or accepts any duty, liability, or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of BofA Securities or Citi, respectively, in connection with this announcement, any statement contained herein, the Offer, or otherwise.

Special notice to shareholders in the United States

The Offer described in this press release is made for the issued and outstanding shares of Swedish Match, a company incorporated under Swedish law, and is subject to Swedish disclosure and procedural requirements, which may be different from those of the United States. In the United States, the Offer will also be made in accordance with certain provisions of the United States federal securities laws, to the extent applicable, including Section 14(e) of the U.S. Securities Exchange Act of 1934, as amended, and Regulation 14E thereunder (“Regulation 14E”); provided that PMHH has requested, and the Division of Corporation Finance of the U.S. Securities and Exchange Commission (the “SEC”) has granted, relief exempting the Offer from certain requirements of Regulation 14E in order to align aspects of the Offer in which Swedish laws and market practice conflict with U.S. federal securities laws. Accordingly, the disclosure and procedures regarding the Offer, including with respect to withdrawal rights, the Offer timetable, notices of extensions, announcements of results, settlement procedures (including as regards to the time when payment of the consideration is rendered), and waivers of conditions, may be different from requirements or customary practices in relation to U.S. domestic tender offers. Holders of the shares of Swedish Match domiciled or resident in the United States (the “U.S. Holders”) are encouraged to consult with their advisers regarding the Offer.

Swedish Match’s financial statements and all financial information included herein, or any other documents relating to the Offer, have been or will be prepared in accordance with International Financial Reporting Standards (IFRS) and may not be comparable to the financial statements or financial information of companies in the United States or other companies whose financial statements are prepared in accordance with U.S. generally accepted accounting principles. The Offer is made to the U.S. Holders on the same terms and conditions as those made to all other shareholders of Swedish Match to whom the Offer is being made. Any information documents, including the offer document, are being disseminated to U.S. Holders on a basis comparable to the method pursuant to which such documents are provided to Swedish Match’s other shareholders.

The U.S. Holders should consider that the price for the Offer is being paid in SEK and that no adjustment will be made based on any changes in the exchange rate.

It may be difficult for U.S. Holders to enforce their rights and any claims they may have arising under the U.S. federal or U.S. state securities laws in connection with the Offer, since Swedish Match and PMHH are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. U.S. Holders may not be able to sue Swedish Match or PMHH or their respective officers or directors in a non-U.S. court for violations of U.S. securities laws. Further, it may be difficult to compel Swedish Match or PMHH and/or their respective affiliates to subject themselves to the jurisdiction or judgment of a U.S. court.

To the extent permissible under applicable law or regulations, and in reliance on relief granted by the SEC exempting the Offer from certain of the requirements of Rule 14e-5 under Regulation 14E, PMHH and its affiliates or its brokers and its brokers’ affiliates (acting as agents for PMHH or its affiliates, as applicable) may from time to time and during the pendency of the Offer, and other than pursuant to the Offer, directly or indirectly purchase or arrange to purchase shares of Swedish Match outside the United States (or securities that are convertible into, exchangeable for, or exercisable for such shares). These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices, and information about such purchases will be disclosed by means of a press release or other means reasonably calculated to inform U.S. Holders of such information, to the extent required by applicable laws and regulations. In addition, affiliates to the financial advisers to PMHH may also engage in ordinary course trading activities in securities of Swedish Match, which may include purchases or arrangements to purchase such securities as long as such purchases or arrangements comply with applicable laws and regulations. Any information about such purchases will be announced in Swedish and in an English

translation available to the U.S. Holders through relevant electronic media, including the Offer website at www.smokefree-offer.com, if, and to the extent, such announcement is required under applicable Swedish or U.S. law, rules, or regulations.

The receipt of cash pursuant to the Offer by a U.S. Holder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult an independent professional adviser regarding the tax consequences of accepting the Offer. Neither PMHH nor any of its affiliates and their respective directors, officers, employees, or agents or any other person acting on their behalf in connection with the Offer shall be responsible for any tax effects or liabilities resulting from acceptance of this Offer.

NEITHER THE U.S. SECURITIES AND EXCHANGE COMMISSION NOR ANY U.S. STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED THE OFFER, MADE ANY COMMENT UPON THE MERITS OR FAIRNESS OF THE OFFER, MADE ANY COMMENT UPON THE ADEQUACY OR COMPLETENESS OF THIS PRESS RELEASE, OR MADE ANY COMMENT ON WHETHER THE CONTENT OF THIS PRESS RELEASE IS CORRECT OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE IN THE UNITED STATES.

For the purposes of this press release, "United States" and "U.S." mean the United States of America, including its territories and possessions and all states of the United States of America and the District of Columbia.