

APPENDIX 3.2

(referred to in paragraphs 3.12, 3.16 and 7.27)

Swedish Match NV: equity capital structure

	Number '000	Shares/amount of loan stock issued		Purchase price paid		
		Percentage of voting rights	Percentage of total equity	Dfl million	SEK million	\$ million equivalent
<i>Ordinary shares of Dfl 1 (issue price SEK 34.6 per share)</i>						
Scandinavian investors:						
SPP Insurance	111	4.9	1.1	3.8	0.6	
Skandia Insurance	111	4.9	1.1	3.8	0.6	
Copenhagen Handelsbank	867	38.6	8.3	30.0	4.8	
Spira Invest	723	32.2	6.9	25.0	4.0	
Procuritas	<u>349</u>	<u>15.6</u>	<u>3.4</u>	<u>12.1</u>	<u>1.9</u>	
	2,161	96.2	20.8	74.7	11.9	
MCC	10	0.4	0.1	0.4	0.1	
Management	<u>75</u>	<u>3.4</u>	<u>0.7</u>	<u>2.6</u>	<u>0.4</u>	
Total ordinary shares	<u>2,246</u>	<u>100.0</u>	<u>21.6</u>	<u>77.7</u>	<u>12.4</u>	
<i>Convertible loan stock (quasi-equity)</i>	<i>Amount (Dfl '000)</i>					
<i>`A' loan stock (issue price SEK 34.6 per stock unit)</i>						
MCC	2,480		23.8	85.8	13.7	
SPP Insurance	1,912		18.3	66.1	10.6	
Skandia Insurance	<u>872</u>		<u>8.4</u>	<u>30.2</u>	<u>4.8</u>	
	<u>5,264</u>		<u>50.5</u>	<u>182.1</u>	<u>29.1</u>	
<i>`B' loan stock (issue price SEK 37.6 per stock unit)</i>						
Gillette UK	<u>2,290</u>		<u>22.0</u>	<u>86.2</u>	<u>13.7</u>	
<i>`C' loan stock (issue price Dfl 1 per stock unit)</i>						
ICG	<u>200</u>		<u>1.9</u>	<u>0.2</u>	<u>0.6</u>	<u>0.1</u>
<i>`D' loan stock (issue price Dfl 1 per stock unit)</i>						
ICG	345		3.3	0.3	1.1	0.2
Copenhagen Handelsbank	<u>72</u>		<u>0.7</u>	<u>0.1</u>	<u>0.2</u>	-
	<u>417</u>		<u>4.0</u>	<u>0.4</u>	<u>1.3</u>	<u>0.2</u>
Total convertible loan stock	<u>8,171</u>		<u>78.4</u>	<u>270.2</u>	<u>43.1</u>	
Total equity and quasi-equity	10,417		100.0	347.9	55.5	

Source: Swedish Match NV.

Notes:

1. Exchange rates used: SEK 6.27=\$1
SEK 3.23=Dfl 1

2. The loan stock:

- (a) is subordinated to all other debt of Swedish Match NV;
- (b) carries rights to interest at levels corresponding to the dividend which would have been received had it been converted into share capital immediately prior to a dividend payment date; and
- (c) carries no voting rights.

3. The `A' loan stock is convertible into ordinary shares at any time subject to any laws or regulations applicable to the stockholder.

4. The `B', `C' and `D' loan stock is convertible into ordinary shares:

- (a) on the listing of all the ordinary shares in Swedish Match NV;
- (b) on the sale in certain circumstances of a majority of the equity in Swedish Match NV to a third party; or
- (c) on the making of an order, or the passing of a resolution, for the winding up of Swedish Match NV.

5. In the case of the `C' and `D' loan stock, it is also convertible on the expiry of eight years from the date of issue.