



PHILIP MORRIS ČR

ANNOUNCEMENT OF THE RESULTS OF THE ORDINARY GENERAL MEETING

of
Philip Morris ČR a.s.,
whose registered office is at Kutná Hora, Vítězná 1, Postal Code: 284 03,
identification number: 14803534,
registered in the Commercial Register maintained by the Municipal Court
in Prague, Section B, File 627

(the "**Company**"),

held
at the registered office
of the Company in
Kutná Hora, Vítězná 1, Postal Code: 284 03,

at 10 am on 28 April 2023

(the "**General Meeting**")

**Note: The English version of this document is published for informational purposes only.
The authoritative version of this document is the version published in the Czech language.**

1. Point 2 of the agenda of the General Meeting – Election of the Chairperson of the General Meeting, Minutes Clerk, Minutes Verifiers and Scrutineers, and approval of the Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting:

1.1 The General Meeting elected Mr Martin Hájek as Chairperson of the General Meeting, Ms Zuzana Dušková as Minutes Clerk of the General Meeting, Mr Milan Vácha and Ms Kamila Vodičková as Minutes Verifiers of the General Meeting and the following persons as Scrutineers of the General Meeting:

- (i) Petr Brant;
- (ii) Ing. Martin Hlaváček.

2 202 982 valid votes (connected with 2 202 982 shares of the company), were cast, which represents 80,24% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights due to the fact that these shares were held by legal entities that are obliged to register the beneficial owner according to Act No. 37/2021 Coll., on Register of Beneficial Owners, and that had no beneficial owner registered according to the above Act as of the date of the General Meeting (the “shares with which it was not possible to exercise voting rights”).

Election of Chairperson of the General Meeting, Minutes Clerk of the General Meeting, Minutes Verifiers of the General Meeting and Scrutineers of the General Meeting

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 202 982	99,995915
AGAINST	0	0,000000
ABSTAINED	0	0,000000
Non-participating and invalid votes	90	0,004085

1.2 The General Meeting approved the Rules of Procedure and Voting Rules of the General Meeting as proposed by the Board of Directors and published on the website <http://www.philipmorris.cz> on 28 March 2023.

2 202 912 valid votes (connected with 2 202 912 shares of the company), were cast, which represents 80,24% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Rules of Procedure and Voting Rules

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 202 012	99,951885
AGAINST	529	0,024012
ABSTAINED	371	0,016840
Non-participating and invalid votes	160	0,007263

2. Point 3 and 5 of the agenda of the General Meeting – Proposal for the approval of the Report of the Board of Directors on the Business Activities of the Company, the 2022 ordinary financial statements, the 2022 ordinary

consolidated financial statements and the proposal for the distribution of profit for the year 2022, including an indication of the amount of profit shares:

The General Meeting adopted the following resolutions:

"The Report of the Board of Directors on the Business Activities of the Company is hereby approved in the wording submitted by the Company's Board of Directors in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders"."

"The ordinary financial statements of the Company for the 2022 calendar year accounting period are hereby approved in the wording submitted by the Company's Board of Directors in the form of their publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", as part of the Annual Financial Report."

"The ordinary consolidated financial statements of the Company for the 2022 calendar year accounting period are hereby approved in the wording submitted by the Company's Board of Directors in the form of their publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", as part of the Annual Financial Report."

"The following distribution of profit for the year 2022 is approved:

"From the Company's after-tax profit for the 2022 calendar year accounting period in the amount of CZK 3,623,545,360.82, the part in the amount of CZK 3,596,455,660.00 will be paid to the Company's shareholders as profit shares. The remaining part of the profit in the amount of CZK 27,089,700.82 will be transferred to the account of the Company's retained earnings from prior years. The retained earnings of the Company from prior years in the amount of CZK 7,714,720.23 will remain undistributed. A gross profit share of CZK 1,310 will thus apply to each share of the Company with a nominal value of CZK 1,000, with the total number of these shares being 2,745,386. The date decisive for exercising profit share rights is 10 May 2023, i.e. the profit shares will be paid to shareholders who held shares of the Company as at 10 May 2023."

Shareholders will be paid their profit shares through Česká spořitelna, a.s., a company whose registered office is in Prague 4, Olbrachtova 1929/62, postcode: 140 00, identification number: 452 44 782, registered in the Commercial Register maintained by the Municipal Court in Prague, File No. 1171.

Shareholders will be invited to send their settlement data and other supporting documents to Česká spořitelna, a.s. for the purpose of payment of their profit shares via the "Notification of the Payment of Proceeds from Securities", which will be published on 12 May 2023 in a manner allowing for remote access on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", and

which will further stipulate more detailed instructions necessary for the payment of profit shares.

Profit shares will be paid to the shareholders who are individuals during the set payment period only by wireless money transfer to the shareholders' bank accounts specified in the list of shareholders maintained by the Company, or in the register of book-entered securities in the case of book-entered shares. If the relevant bank account number is not entered in the list of shareholders or in the register of book - entered securities (or the number is not up-to-date), the relevant profit share will be sent to the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose.

Profit shares will be paid to the shareholders who are individuals after the shareholders submit all the necessary documents, including a declaration by the actual owner (holder) of the shares and, if a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, also a certificate of tax domicile.

The maturity date of the profit share is set at 12 June 2023. The payment period will last from 12 June 2023 to 31 March 2024. The "Notifications of the Payment of Proceeds from Securities" and information on the required documents will be published on the Company's website <http://www.philipmorris.cz>, in the section titled "For Shareholders", and will also be provided by Česká spořitelna, a.s.

Shareholders who are legal entities will also be paid their profit shares through Česká spořitelna, a.s. in accordance with the rules defined above.

Profit shares will be paid to the shareholders who are legal entities only by wireless money transfer to the shareholders' bank accounts specified in the list of shareholders maintained by the Company, or in the register of book-entered securities in the case of book-entered shares. If the relevant bank account number is not entered in the list of shareholders or in the register of book-entered securities (or the number is not up-to-date), the relevant profit share will be sent to the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose. Shareholders who are legal entities (or legal arrangements) will only be paid their profit shares after fulfilling the statutory conditions for the payment of profit shares (including the registration of the beneficial owner of each particular shareholder who is a legal entity (or legal arrangement) in the Register of Beneficial Owners (hereinafter referred to as the "Czech Beneficial Owner Register") in accordance with Section 53 (2) of the Act on Register of Beneficial Owners, if the shareholder is obliged to arrange for the registration of the beneficial owner or if the provisions of the above Act and the obligation to register the beneficial owner in the Czech Beneficial Owner Register applies to the shareholder), as well as after supplying all other required supporting documents, and, if a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, also a certificate of tax domicile.

Česká spořitelna, a.s. will be checking the registrations of beneficial owners in the Czech Beneficial Owner Register, and shareholders who have no beneficial owner registered as at the date of payment of profit shares by Česká spořitelna, a.s. will not be paid their profit shares. If a profit share is not paid to the relevant shareholder (legal arrangement) due to the absence of registration of its beneficial owner in the Czech Beneficial Owner Register by 31 December 2023, the right to that profit share will cease to exist (Sections 53 (2) and (3) of the Act on Register of Beneficial Owners).

A shareholder claiming a profit share or its payment within a payment period after 31 December 2023 must demonstrate and prove that its right to a profit share has not ceased to exist due to the absence of registration of its beneficial owner in the Czech Beneficial Owner Register by 31 December 2023. Otherwise, the profit share will not be paid to that shareholder due to the fact that the shareholder's right to that payment has ceased to exist.

Contact persons at Česká spořitelna, a.s.:

Department A332_01

Naděžda Šmídová

e-mail: vyplatadividend@csas.cz

Milan Williams

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Contact address for delivery of documents for payments:

Česká spořitelna, a.s.

Department A332_01

Budějovická 1518/13b

140 00 Prague 4"

2 202 716 valid votes (connected with 2 202 716 shares of the company), were cast, which represents 80,23% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Report of the Board of Directors on the Company's business activities

	<u>Number of</u> <u>votes</u>	<u>% of votes present at the</u> <u>General Meeting</u>
FOR	2 202 069	99,944129
AGAINST	58	0,002632
ABSTAINED	589	0,026733
Non-participating and invalid votes	584	0,026506

2 203 245 valid votes (connected with 2 203 245 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the 2022 ordinary financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 202 611	99,968729
AGAINST	58	0,002632
ABSTAINED	576	0,026143
Non-participating and invalid votes	55	0,002496

2 203 245 valid votes (connected with 2 203 245 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the 2022 ordinary consolidated financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 202 453	99,961558
AGAINST	58	0,002632
ABSTAINED	734	0,033314
Non-participating and invalid votes	55	0,002496

2 203 245 valid votes (connected with 2 203 245 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the proposal for the distribution of profit for 2022, including the amounts of payment of dividends

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 202 309	99,955022
AGAINST	655	0,029728
ABSTAINED	281	0,012754
Non-participating and invalid votes	55	0,002496

3. Point 6 of the agenda of the General Meeting – Proposal for the approval of the 2022 Remuneration Report

The General Meeting adopted the following resolution regarding the 2022 Remuneration Report proposed by the Board of Directors:

"The 2022 Remuneration Report is hereby approved in the wording submitted by the Board of Directors of the Company, which was attached as Schedule 3 to the Invitation to the General Meeting."

2 203 232 valid votes (connected with 2 203 232 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the amendment of the 2022 Remuneration Report:

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
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FOR	2 140 522	97,150728
AGAINST	62 684	2,845005
ABSTAINED	26	0,001180
Non-participating and invalid votes	68	0,003086

4. Point 7 of the agenda of the General Meeting - Election of Mr. Petr Šebek, Mr. Manuel Joao Almeida Do Vale Goncalves Marques and Mr. Cemal Berk Temuroglu as members of the Board of Directors and Mr. Stefan Bauer and Mr. Seamus Minihan as members of the Supervisory Board, and approval of the Agreements on the Performance of Office of Members of the Board of Directors and Supervisory Board

4.1 The General Meeting adopted the following resolution regarding the election the following persons as members of the Board of Directors of the Company:

"Mr. Petr Šebek, born on 10 November 1973, residing at Mlýnská 228/9, 252 62 Únětice, Czech Republic, is elected as a member of the Board of Directors of the Company, effective as of the day following the expiry of his current term of office as a member of the Board of Directors, i.e. as of 2 July 2023."

2 203 214 valid votes (connected with 2 203 214 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Election of Mr. Petr Šebek as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 199 246	99,811473
AGAINST	3 171	0,143914
ABSTAINED	797	0,036171
Non-participating and invalid votes	186	0,008442

"Mr. Manuel Joao Almeida Do Vale Goncalves Marques, born on 9 January 1977, residing at Rua dos Lusíadas 118, 1300-376 Lisbon, Portuguese Republic, is elected as a member of the Board of Directors of the Company."

2 203 214 valid votes (connected with 2 203 214 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Election of Mr. Manuel Joao Almeida Do Vale Goncalves Marques as member of the Board of Directors

<u>Number of</u>	<u>% of votes present at the</u>
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	<u>votes</u>	<u>General Meeting</u>
FOR	2 199 465	99,821412
AGAINST	3 632	0,164836
ABSTAINED	117	0,005310
Non-participating and invalid votes	186	0,008442

"Mr. Cemal Berk Temuroglu, born on 4 July 1977, residing at Šlikova 308/53, Břevnov, 169 00 Prague 6, Czech Republic, is elected as a member of the Board of Directors of the Company."

2 203 214 valid votes (connected with 2 203 214 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Election of **Mr. Cemal Berk Temuroglu** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 191 476	99,458836
AGAINST	11 615	0,527140
ABSTAINED	123	0,005582
Non-participating and invalid votes	186	0,008442

- 4.2 The General Meeting adopted the following resolution regarding the Agreements on the Performance of Office of Members of the Board of Directors:

"The Agreement on the Performance of Office of a Member of the Board of Directors concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Manuel Joao Almeida Do Vale Goncalves Marques, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders"."

2 203 146 valid votes (connected with 2 203 146 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Agreement on the Performance of Office of a Member of the Board of Directors concluded with Mr. Manuel Joao Almeida Do Vale Goncalves Marques

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 192 985	99,527321
AGAINST	9 690	0,439775
ABSTAINED	471	0,021376

Non-participating and invalid votes	254	0,011528
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"The Agreement on the Performance of Office of a Member of the Board of Directors concluded on 27 March 2023 between Philip Morris ČR a.s. between a member of the Board of Directors of Philip Morris ČR a.s., Mr. Cemal Berk Temuroglu, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders"."

2 203 146 valid votes (connected with 2 203 146 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Agreement on the Performance of Office of a Member of the Board of Directors concluded with Mr. Cemal Berk Temuroglu

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 190 525	99,415676
AGAINST	12 144	0,551148
ABSTAINED	477	0,021648
Non-participating and invalid votes	254	0,011528

4.3 The General Meeting adopted the following resolution regarding the election the following persons as members of the Supervisory Board of the Company:

"Mr. Stefan Bauer, born on 24 June 1971, residing at Sentier du Lycee 8 A, 1009 Pully, Swiss Confederation, is elected as a member of the Supervisory Board of the Company, effective as of the day following the expiry of his current term of office as a member of the Supervisory Board, i.e. as of 2 July 2023."

2 202 188 valid votes (connected with 2 202 188 shares of the company), were cast, which represents 80,21% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Election of **Mr. Stefan Bauer** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 150 831	97,614187
AGAINST	42 942	1,948897
ABSTAINED	8 415	0,381910
Non-participating and invalid votes	1 212	0,055006

"Mr. Seamus Minihan, born on 11 December 1977, residing at Ave des Mousquines 40B, 1005 Lausanne, Swiss Confederation, is elected as a member of the Supervisory Board of the Company."

2 202 188 valid votes (connected with 2 202 188 shares of the company), were cast, which represents 80,21% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Election of **Mr. Seamus Minihan** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 150 831	97,614187
AGAINST	42 955	1,949487
ABSTAINED	8 402	0,381320
Non-participating and invalid votes	1 212	0,055006

- 4.4 The General Meeting adopted the following resolutions regarding the approval of the Agreements on the Performance of Office of Members of the Supervisory Board:

"The Agreement on the Performance of Office of a Member of the Supervisory Board concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Seamus Minihan, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders"."

2 203 083 valid votes (connected with 2 203 083 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Agreement on the Performance of Office of a Member of the Supervisory Board concluded with Mr. Seamus Minihan

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 156 952	97,891985
AGAINST	37 245	1,690342
ABSTAINED	8 886	0,403286
Non-participating and invalid votes	317	0,014387

"The Agreement on the Performance of Office of a Member of the Supervisory Board concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Jan Kodaj, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders"."

2 203 083 valid votes (connected with 2 203 083 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Agreement on the Performance of Office of a Member of the Supervisory Board concluded with Mr. Jan Kodaj

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 157 076	97,897613
AGAINST	36 604	1,661251
ABSTAINED	9 403	0,426750
Non-participating and invalid votes	317	0,014387

"The Agreement on the Performance of Office of a Member of the Supervisory Board concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Tomáš Hilgard, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders"."

2 203 083 valid votes (connected with 2 203 083 shares of the company), were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Approval of the Agreement on the Performance of Office of a Member of the Supervisory Board concluded with Mr. Tomáš Hilgard

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 157 305	97,908006
AGAINST	36 604	1,661251
ABSTAINED	9 174	0,416357
Non-participating and invalid votes	317	0,014387

5. Point 8 of the agenda of the General Meeting – Election of Mr. Stefan Bauer as a member of the Audit Committee

5.1 The General Meeting adopted the following resolution regarding the election of a member of the Audit Committee:

"Mr. Stefan Bauer, born on 24 June 1971, residing at Sentier du Lycee 8 A, 1009 Pully, Swiss Confederation, is elected as a member of the Audit Committee of the Company, effective as of the day following the expiry of his current term of office as a member of the Audit Committee, i.e. as of 2 July 2023."

2 203 325 valid votes (connected with 2 203 325 shares of the company), were cast, which represents 80,26% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Election of **Mr. Stefan Bauer** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 159 272	97,997277
AGAINST	43 438	1,971408
ABSTAINED	615	0,027911
Non-participating and invalid votes	75	0,003404

6. Point 9 of the agenda of the General Meeting – Appointment of the Company's Auditor

The General Meeting adopted the following resolution proposed by the Supervisory Board based on a recommendation of the Audit Committee:


"Mazars Audit s.r.o., whose registered office is in Prague 8, Pobřežní 620/3, postcode: 186 00, identification number: 639 86 884, registered in the Commercial Register maintained by the Municipal Court in Prague, File No. C 38404, is appointed auditor of the Company for the 2023 calendar year accounting period."


2 203 303 valid votes (connected with 2 203 303 shares of the company) were cast, which represents 80,25% of the registered capital of the Company reduced by the shares with which it was not possible to exercise voting rights.

Appointment of the auditor of the Company

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 201 527	99,914995
AGAINST	584	0,026504
ABSTAINED	1 192	0,054098
Non-participating and invalid votes	97	0,004402

In Kutná Hora on 28 April 2023


Andrea Gontkovičová
Chairperson of the Board of
Directors
Philip Morris ČR a.s.


Anton Stankov
Member of the Board of
Directors
Philip Morris ČR a.s.