

Notarial Record

prepared by JUDr. Josef Doležal, a notary with his registered office in Kutná Hora, at the notary's office in Kutná Hora, Benešova 97, on 15 December 2022 (in words: the fifteenth day of December of the year two thousand and twenty-two).-----

The Participant, **Philip Morris ČR a.s.**, identification no. 14 80 35 34, with its registered office in Kutná Hora, Vítězná 1, postcode 284 03, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 627, represented by Petr Šedivec, born on 6 May 1977, residing and permanently staying in Rakovnick II, V Lukách 2163, postcode 269 01, as an authorised person empowered by the Board of Directors of Philip Morris ČR a.s., identification no. 14 80 35 34, with its registered office in Kutná Hora, Vítězná 1, postcode 284 03, to perform certain legal acts in connection with the decision-making of the General Meeting of Philip Morris ČR a.s. performed outside the General Meeting (*per rollam*), i.e. to make a draft *per rollam* decision pursuant to Section 80gc of Act No. 358/92 Coll., on Notaries and Their Activities, as amended (hereinafter referred to as the "Notarial Code"), and furthermore, to request the preparation of a Notarial Record pursuant to Section 80gd of the Notarial Code regarding the *per rollam* decision-making and the signing of this Notarial Record on the *per rollam* decision-making. An excerpt from the announcement of the results of the voting performed outside the meeting of the Board of Directors of Philip Morris ČR a.s., dated 13 December 2022 (in words: the thirteenth day of December of the year two thousand and twenty-two), is attached as Schedule 1 to this Notarial Record. -----

Petr Šedivec, whose identity has been proven on the basis of a valid official identity card, declares that he is capable of performing independent legal acts within the scope of the legal act on which this Notarial Record is made. Petr Šedivec has asked me to prepare this:-----

Notarial Record pursuant to Section 80gd of the Notarial Code, on the *per rollam* decision-making of the General Meeting.

Article One: On 15 October 2022 (in words: the fifteenth day of October of the year of two thousand and twenty-two), JUDr. Josef Doležal, a notary with his registered office in Kutná Hora, prepared Notarial Record N 277/2022, NZ 235/2022, regarding a draft decision of the General Meeting of Philip Morris ČR a.s. to be adopted outside the General Meeting (*per rollam*).-----

Article Two: On the basis of the documents submitted to me in the process of preparation of the decision-making of the General Meeting of the Company to be performed outside the meeting (*per rollam*) and on the basis of my findings, I declare that the formalities and legal acts which the Company or its bodies were obliged to fulfil and perform before the adoption of the below-mentioned decisions of the General Meeting of the Company outside the General Meeting (*per rollam*) have been fulfilled and performed. The formalities and legal acts have been fulfilled and performed and comply with the legislation and the Company's Articles of Association. On the basis of the above findings, I declare that the decisions concerned have been adopted by the General Meeting and that their content as well as the manner of their adoption comply with the legislation and the founding documents of the Company. -----

Article Three: The *per rollam* decision of the General Meeting on the amendment of the Company's Articles of Association: The General Meeting decides outside the meeting (*per rollam*) to amend the Articles of Association of the Company as follows:-----

In Part I. Basic Provisions, the wording of Article 3, Scope of Business, is amended to read as follows:

Article 3 Scope of Business -----

The Company's scope of business shall be: -----

- processing of tobacco and manufacture of tobacco products; -----
- hospitality activities; -----
- sale of fermented alcohol, drinking alcohol and spirits; -----
- production of hazardous chemicals and hazardous chemical mixtures and sale of chemicals and chemical mixtures classified as highly toxic and toxic; -----
- manufacture, trade and services not listed in Appendices 1 to 3 of the Trade Licensing Act;-----
areas of activities: -----
 - a) wholesale and retail trade; -----
 - b) mediation of trade and services; -----
 - c) rental and lending of movable assets; -----
 - d) waste management (excluding hazardous waste); -----
 - e) storage, packaging of goods, cargo handling and technical activities in transport; -----
 - f) freight forwarding and representation in customs proceedings; -----
 - g) advisory and consultancy services, preparation of expert studies and reports; -----
 - h) purchase, sale, management and maintenance of real estate; -----
 - i) accommodation services; -----
 - j) preparatory and finishing construction work, specialised construction activities; -----
 - k) operation of cultural, cultural-educational and entertainment facilities, organisation of cultural productions, balls, exhibitions, fairs, shows, sales and similar events; -----
 - l) production, reproduction, distribution, sale and rental of sound and sound-visual records and production of non-recorded data carriers and records. -----

in Part I. Basic Provisions, Article 6, Rights and Obligations of the Company's Shareholders, the second sentence of paragraph 4 is amended to read as follows: -----

4. The condition for the exercise of a voting right by a shareholder is the entry of that shareholder's beneficial owner in the register of beneficial owners in accordance with Act No. 37/2021 Coll., on Register of Beneficial Owners, as amended (the "Act on Register of Beneficial Owners"), if the shareholder is obliged to arrange for the entry of the beneficial owner. -----

Article Four: I have verified the existence of Philip Morris ČR a.s., identification no. 14 80 35 34, with its registered office in Kutná Hora, Vítězná 1, postcode 284 03, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 627, on the basis of an extract from the Commercial Register issued by JUDr. Josef Doležal, notary, under no. V – 587/2022, on 7 December 2022 (in words: the seventh day of December of the year two thousand and twenty-two), about which the authorised member of the Board of Directors, Petr Šedivec, stated that it contained up-to-date information on the Company entered in the Commercial Register. Petr Šedivec also submitted to the notary the Company's Articles of Association dated 24 May 2022 (in words: the twenty-fourth day of May of the year two thousand and twenty-two), about which he stated that they constituted the latest complete version of the Articles of Association of Philip Morris ČR a.s. -----

Petr Šedivec declares that he has been authorised by the Board of Directors of Philip Morris ČR a.s., as the statutory convener of the General Meeting, to make a draft *per rollam* decision pursuant to Section 80gc of the Notarial Code, and further to request the preparation of a Notarial Record under Section 80gd of the Notarial Code, on the *per rollam* decision-making. -----

Article Five: The power of the General Meeting to adopt the decisions concerned outside the meeting (*per rollam*) has been ascertained from the provisions of Section 421 (2) (a) of Act No. 90/2012 Coll., on Business Companies and Cooperatives, as amended (hereinafter referred to as the “Business Corporations Act” or “BCA”) and Article 8 (2) (a) of the Company’s Articles of Association.-----

Article Six: The authorisation of the General Meeting of Philip Morris ČR a.s., to adopt decisions *per rollam*, the rules of such decision-making and the capability of the General Meeting to adopt decisions *per rollam* have been verified by the notary:-----

a) on the basis of Section 418 (1) of the Business Corporations Act, as amended, from which it follows that the person authorised to convene the General Meeting shall send the draft decision to be adopted outside the General Meeting (*per rollam*) to all shareholders. Pursuant to Section 402 (1) of the Business Corporations Act, as amended, and Article 9 (1) of the Company’s Articles of Association, the General Meeting of a joint-stock company shall be convened by the Board of Directors; -----

b) on the basis of Article 8 (4) of the Company’s Articles of Association, from which it follows that the General Meeting shall also be entitled to adopt resolutions (decisions) outside the General Meeting within the meaning of Section 418 *et seq.* of the Business Corporations Act (the *per rollam* decision-making), including using technical means within the meaning of Section 398 of the Business Corporations Act. The conditions for *per rollam* decision-making, in particular the conditions for *per rollam* decision-making using technical means, shall be determined by the Board of Directors and shall be stated in the draft decision. As part of the *per rollam* decision-making, the person authorised to convene the General Meeting may send a draft decision to all shareholders in accordance with the procedure set out in Section 418 *et seq.* of the Business Corporations Act (i.e. to the address of the registered office or residence address specified in the list of shareholders in the case of shareholders holding certificated shares, and to the address indicated in the register of book-entry securities in the case of shareholders holding book-entry shares), or may alternatively use the possibility to deliver or send the draft decision to all shareholders as set out in Article 8 (5). It follows from Article 8 (5) that, in the case of the *per rollam* decision-making of the General Meeting, the person authorised to convene the General Meeting shall deliver a draft resolution (decision) to all shareholders of the Company: a) by its publication on the Company’s website and; at the same time, b) by publication of the information that the General Meeting will resolve *per rollam* in the Commercial Bulletin (*Obchodní věstník*), whereas this method of delivery shall replace the sending of the draft decision to all shareholders at their addresses. The draft decision shall be delivered to each shareholder on the date on which the essentials referred to in sub-paragraphs a) and b) are fulfilled. The time limit for receipt of a shareholder’s statement shall be at least 15 days from the date of dispatch. -----

c) on the basis of Article 8 (7) of the Company’s Articles of Association, from which it follows that the decisive date for the *per rollam* decision-making shall be the seventh day preceding the date on which the draft decision is sent to all shareholders; -----

d) on the basis of the submitted minutes of the meeting of the Board of Directors of Philip Morris ČR a.s., which was held on 14 October 2022 (in words: on the fourteenth day of October of the year two thousand and twenty-two), at which the Board of Directors decided that the General Meeting of Philip Morris ČR a.s. would decide on an amendment of the Company’s Articles of Association outside the General Meeting (*per rollam*).-----

e) on the basis of the submitted announcement of the results of the voting performed outside the meeting of the Board of Directors of Philip Morris ČR a.s. (*per rollam*) on 13 December 2022 (in words: the thirteenth day of December of the year two thousand and twenty-two), in which the Board of Directors acknowledged the results of the decision-making of the General Meeting (performed *per rollam*), and at the same time authorised Petr Šedivec to ensure the preparation of a notarial record on the decision-making of the General Meeting of the Company performed outside the meeting (*per rollam*), in accordance with the provisions of § 80gd of the Notarial Code, and to sign the notarial record on the decision-making of the General Meeting of the Company performed outside the meeting as well as all other related documents; -----

f) on the basis of a decision of the Board of Directors of Philip Morris ČR a.s. dated 14 October 2022 (in words: the fourteenth day of October of the year two thousand and twenty-two), which decided, in accordance with the provisions of Article 8 (4) of the Company's Articles of Association, that the General Meeting would decide outside its meeting (*per rollam*), in respect of which the Board of Directors of the Company determined, on 3 November 2022 (in words: the third day of November of the year two thousand and twenty-two), more detailed conditions and instructions for the decision-making of the General Meeting of the Company to be performed outside the meeting (*per rollam*); -----

(f) on the basis of the instructions for the decision-making of the General Meeting of Philip Morris ČR a.s. to be performed outside the General Meeting (*per rollam* decision-making) (hereinafter referred to as the "*Per Rollam* Instructions"), stipulating detailed rules for the decision-making of the General Meeting of the Company to be performed outside its meeting, which were approved by the Board of Directors of the Company on 3 November 2022 (in words: the third day of November of the year two thousand and twenty-two) and published on the website of Philip Morris ČR a.s., namely <http://www.philipmorris.cz>, in the "For Shareholders" section, on 4 November 2022 (in words: the fourth day of November of the year of two thousand and twenty-two) and in the Commercial Bulletin on 21 November 2022 (in words: the twenty-first day of November of the year two thousand and twenty-two); -----

h) on the basis of the announcement of the Board of Directors of the Company on the *per rollam* decision-making, draft decisions for the *per rollam* decision-making, including the draft *per rollam* decision in the form of a notarial record, instructions for the *per rollam* decision-making and voting form, which were published on the website of Philip Morris ČR a.s., <http://www.philipmorris.cz>, in the "For Shareholders" section, where all materials remained continuously published until 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two), and in the Commercial Bulletin on 21 November 2022 (in words: the twenty-first day of November of the year two thousand and twenty-two), which has been verified by the notary consulting the relevant link on the Company's website on the date of publication of the draft *per rollam* decision, i.e. 4 November 2022 (in words: the fourth day of November of the year two thousand and twenty-two), and the Commercial Bulletin on 21 November 2022 (in words: the twenty-first day of November of the year two thousand and twenty-two). Therefore, the draft was properly sent to all shareholders of the Company. The time limit for the shareholder's statement (opinion) on the draft *per rollam* decision was set until 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two); -----

ch) on the basis of the quoted extract from the Commercial Register, which shows that the Company has a registered capital of CZK 2,745,386,000 (in words: two billion seven hundred and forty-five million three hundred and eighty-six thousand Czech crowns), which consists of 2,745,386 (in words: two million seven hundred and forty-five thousand three hundred and eighty-six) registered shares with a nominal value of CZK 1,000 (in words: one thousand Czech crowns) each, of which 831,688 (in words: eight hundred and thirty-one thousand six hundred and eighty-eight) are certificated registered shares and 1,913,698 (in words: one million nine hundred and thirteen thousand six hundred and ninety-eight) are book-entry registered shares; -----

(i) on the basis of Article 6 (6) of the Company's Articles of Association, from which it follows that each share is associated with 1 (in words: one) vote during the voting at the General Meeting, with the total number of votes in the Company being 2,745,386 (in words: two million seven hundred and forty-five thousand three hundred and eighty-six) votes, which is the total number of votes of all shareholders; -----

j) on the basis of the submitted extract from the records of the Central Securities Depository (Centrální depozitář cenných papírů, a.s.), as at the decisive date pursuant to Section 418 (3) of the Business Corporations Act, i.e. as at 14 November 2022 (in words: the fourteenth day of November of the year two thousand and twenty-two), according to which Philip Morris ČR a.s. had 19,862 (in words: nineteen thousand eight hundred and sixty-two) records of shareholders with a total number of 1,913,698 (in words: one million nine hundred and thirteen thousand six hundred and ninety-eight) shares as at the decisive date. From the extract from the Commercial Register and the list of shareholders, I have found that Philip Morris ČR a.s. has one shareholder holding 831,688 (in words: eight hundred and thirty-one thousand six hundred and eighty-eight) certificated ordinary registered shares with a nominal value of CZK 1,000 (in words: one thousand Czech crowns) each.----

Article Seven: Petr Šedivec, the authorised member of the Board of Directors, as the organiser of the General Meeting, declares that:-----

a) in accordance with the provisions of Section 418 *et seq.* of the Business Corporations Act, Article 8 (4) of the Company's Articles of Association, and in accordance with the adopted *Per Rollam* Instructions and the decision of the Company's Board of Directors, the draft *per rollam* decision on the decision of the General Meeting's to amend the Company's Articles of Association was published on 4 November 2022 (in words: the fourth day of November of the year two thousand and twenty-two) on the Company's website, namely <http://www.philipmorris.cz>, in the "For Shareholders" section, where all materials remained continuously published until 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two), and in the Commercial Bulletin on 21 November 2022 (in words: the twenty-first day of November of the year two thousand and twenty-two), and that the information for the Company's shareholders, the Board of Directors' announcement on the decision-making of the General Meeting to be performed outside the meeting (*per rollam*) and the documents for the *per rollam* decision-making were published simultaneously with the draft *per rollam* decision in the form of a notarial record, and that in this way the draft was duly sent to all the Company's shareholders;-----

b) it follows from the protocol on the results of the decision-making of the General Meeting performed outside the meeting (*per rollam*) dated 7 December 2022 (in words: the seventh day of December of the year two thousand and twenty-two), which is attached as Schedule 2 to this Notarial Record, that 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two) was the last day of the time limit set for the delivery of the voting forms (statements) of the Company's shareholders on the draft *per rollam* decision, and that the expiry of this time limit has been verified by the notary on the basis of the announcement of the Board of Directors on the decision-making of the General Meeting to be performed outside the meeting (*per rollam*) and also from the draft *per rollam* decision in the form of a notarial record, where it was identically stipulated that the time limit for the delivery of the statements on the draft started on the 21 November 2022 (in words: the twenty-first day of November of the year two thousand and twenty-two) and ended on 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two);-----

(c) not all statements of the Company's shareholders were delivered before the expiry of the time limit referred to in point (b) of this Article;-----

d) a total of 5 (in words: five) shareholders' ballots were delivered to the Company;-----

e) a total of 2,200,909 (in words: two million two hundred thousand nine hundred and nine) votes out of a total of 2,745,377 (in words: two million seven hundred and forty-five thousand three hundred and seventy-seven) votes entitled to vote were cast in favour of the adoption of the *per rollam* decision, which, after rounding, amounts to 80.168% (in words: eighty point one hundred and sixty-eight thousandths of one percent). No votes were cast against the adoption of the draft *per rollam* decision. There were no invalid votes cast. At the time of the close of voting, shareholders holding a total of 544,468 (in words: five hundred and forty-four thousand four hundred and sixty-eight) votes out of a total of 2,745,377 (in words: two million seven hundred and forty-five thousand three hundred and seventy-seven) votes entitled to vote did not express their opinion on the draft decision, which, after rounding, amounts to 19.832% (in words: nineteen point eight hundred and thirty-two thousandths of one percent). In accordance with the provisions of Section 419 (1) of the Business Corporations Act, a total of 544,468 (in words: five hundred and forty-four thousand four hundred and sixty-eight) votes did not agree with the aforementioned draft decision, which, after rounding, amounts to 19.832% (in words: nineteen point eight hundred and thirty-two thousandths of one percent).

(f) in view of the results of the vote, the *per rollam* decision of the General Meeting on the amendment of the Articles of Association was adopted on 7 December 2022 (in words: the seventh day of December of the year of two thousand and twenty-two).-----

Article Eighth: No counterproposals or comments were made by shareholders on the draft *per rollam* decision of the General Meeting on the amendment of the Company's Articles of Association and no requests for clarification were submitted. The time limit for the shareholders' statements on this draft *per rollam* decision on the amendment of the Articles of Association of the Company expired on 6 December 2022 (in words: the sixth day of December of the year of two thousand and twenty-two). The extract from the Commercial Register of the Company shows that the Company has a registered capital of CZK 2,745,386,000 (in words: two billion seven hundred and forty-five million three hundred and eighty-six thousand Czech crowns), which consists of 2,745,386 (in words: two million seven hundred and forty-five thousand three hundred and eighty-six) registered shares with a nominal value of CZK 1,000 (in words: one thousand Czech crowns) each. It follows from Article 6 (6) of the Company's Articles of Association that each share is associated with 1 (in words: one) vote during the voting at the General Meeting, with the total number of votes in the Company being 2,745,386 (in words: two million seven hundred and forty-five thousand three hundred and eighty-six) votes, which is the total number of votes of all shareholders. The shareholders entitled to vote had 2,745,377 (in words: two million seven hundred and forty-five thousand three hundred and seventy-seven) votes.

On the basis of Article 11 (5) of the Company's Articles of Association and Section 416 (1) of the Business Corporation Act, I have verified that a two-third majority of votes of the shareholders present is required for the approval of an amendment of the Articles of Association of the Company. On the basis of Section 419 (3) of the Business Corporation Act, I have verified that the decisive majority is counted from the total number of votes of all shareholders entitled to vote. The number of votes required to approve a draft decision is 1,830,252 (in words: one million eight hundred and thirty thousand two hundred and fifty-two) votes.-----

Under the provisions of Section 419 (1) of the Business Corporation Act, shareholders who have not delivered their consents to the adoption of the draft *per rollam* decision within the specified time limit are deemed not to agree with the adoption of the draft decision. The time limit for the shareholder's *per rollam* statement (opinion) on the draft decision expired on 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two).-----

From the protocol on the results of the decision-making of the General Meeting performed outside the meeting (*per rollam*) dated 7 December 2022 (in words: the seventh day of December of the year two thousand and twenty-two), I have found that a total of 2,200,909 (in words: two million two hundred thousand nine hundred and nine) votes out of a total of 2,745,377 (in words: two million seven hundred and forty-five thousand three hundred and seventy-seven) votes entitled to vote were cast in favour of the adoption of the *per rollam* decision, which, after rounding, amounts to 80.168% (in words: eighty point one hundred and sixty-eight thousandths of one percent). No votes were cast against the adoption of the draft *per rollam* decision. There were no invalid votes cast. At the time of the close of voting, shareholders holding a total of 544,468 (in words: five hundred and forty-four thousand four hundred and sixty-eight) votes out of a total of 2,745,377 (in words: two million seven hundred and forty-five thousand three hundred and seventy-seven) votes entitled to vote did not express their opinion on the draft decision, which, after rounding, amounts to 19.832% (in words: nineteen point eight hundred and thirty-two thousandths of one percent). In accordance with the provisions of Section 419 (1) of the Business Corporations Act, a total of 544,468 (in words: five hundred and forty-four thousand four hundred and sixty-eight) votes did not agree with the aforementioned draft decision, which, after rounding, amounts to 19.832% (in words: nineteen point eight hundred and thirty-two thousandths of one percent). -----

Petr Šedivec, the authorised member of the Board, has stated as the organiser of the General Meeting that the proposed *per rollam* decision was adopted. -----

Article Nine: Statement of the notary on preconditions for the preparation of a notarial record: pursuant to Section 70a (1) and Section 80a (2) of the Act on Notaries and Their Activities, I state that the legal act complies with legal regulations and with any other documents in the case of which the compliance with legal regulations is required by a special legal regulation; that the legal act complies with the requisites and conditions stipulated for registration in a public register by a special legal regulation; that the formalities have been fulfilled, if a special legal regulation stipulates them for the legal act or for registration in a public register, or that the fulfilment of the formalities has been documented to the notary. -----

Article Ten: This Notarial Record has been drawn on the above legal act and, after having been read by the authorised member of the Board of Directors as the organiser of the General Meeting, it has been signed and approved. -----

Petr Šedivec, in his own handwriting

JUDr. Josef Doležal,
notary, in his own handwriting
JUDr. Josef Doležal,
notary in Kutná Hora
L. S.

SCHEDULE 1

to the Notarial Record No. NZ 316/2022

VÝNATEK Z OZNÁMENÍ VÝSLEDKŮ HLASOVÁNÍ MIMO ZASEDÁNÍ PŘEDSTAVENSTVA (TZV. PER ROLLAM)

EXCERPT FROM THE ANNOUNCEMENT OF THE RESULTS OF THE VOTING OUTSIDE THE MEETING OF THE BOARD OF DIRECTORS (PER ROLLAM)

Vážení členové představenstva,

jakožto předsedkyně představenstva společnosti Philip Morris ČR a.s. se sídlem Kutná Hora, Vítězná 1, PSČ 284 03, identifikační číslo: 14803534, zapsané v obchodním rejstříku vedeném Městským soudem v Praze, oddíl B, vložka 627 (dále jen „**Společnost**“), Vám v souvislosti s uskutečněným hlasováním představenstva Společnosti mimo zasedání (tzv. per rollam), které proběhlo se souhlasem všech členů představenstva Společnosti prostřednictvím elektronického hlasování pomocí elektronické pošty (e-mailu) v souladu s ustanovením § 158 zákona č. 89/2012 Sb., občanský zákoník, ve znění pozdějších předpisů, a čl. 14 odst. 14 stanov Společnosti, oznamuji, že:

Návrh usnesení ve znění:

*„Představenstvo Společnosti pověřuje pana Petra Šedivce, dat. nar. 6. května 1977, bytem V Lukách 2163, Rakovník II, PSČ: 269 01, Rakovník (dál jen „**Petr Šedivec**“), jakožto člena představenstva Společnosti, aby za představenstvo v souvislosti s rozhodováním valné hromady Společnosti mimo zasedání (tzv. per rollam) v souladu s ustanoveními §418 a násl. zákona o obchodních korporacích:*

Dear members of the Board of Directors,

as the Chairperson of the Board of Directors of Philip Morris ČR a.s., whose registered office is in 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**”), I hereby announce to you the results of voting of the Board of Directors of the Company outside the meeting (per rollam) which took place with the consent of all members of the Board of Directors of the Company by electronic voting via e-mail in accordance with Section 158 of Act No. 89/2012 Coll., the Civil Code, as amended, and Article 14 (14) of the Company’s Articles of Association, as follows:

The proposed draft decision:

*“The Company’s Board of Directors hereby authorises Mr. Petr Šedivec, born on 6 May 1977, permanently residing at V Lukách 2163, Rakovník II, Postal Code: 269 01, Rakovník (Mr. “**Petr Šedivec**”, as a member of the Company’s Board of Directors, to represent the Board of Directors in relation to the decision-making outside the General Meeting of the Company (per rollam) in accordance with Section 418 et seq. of the Business Corporations Act:*

- a) *zajistil vyhotovení notářského zápisu o rozhodování mimo zasedání valné hromady Společnosti (per rollam) v souladu s ustanovením § 80gd zákona č. 358/1992 Sb., o notářích a jejich činnosti (notářský řád), v platném znění;*
- b) *v souvislosti s výše uvedeným jednal s příslušným notářem či jinými třetími osobami a podepsal notářský zápis o rozhodování per rollam, jako i veškeré další listiny, prohlášení, zápisy, žádosti, návrhy apod. a uskutečnil veškerá další jednání (včetně právních jednání), které budou nutné či vhodné v souvislosti s výše uvedeným.“,*
- a) *to procure drawing up of the notarial deed regarding the decision-making outside the General Meeting of the Company (per rollam) in accordance with Section 80gd of Act No. 358/1992 Coll. on Notaries and their Activities (the Notarial Code), as amended;*
- b) *to act and to deal with the relevant notary or any other third persons and to execute the notarial deed on decision-making per rollam, as well as to execute all other documents, declarations, minutes, applications, motions etc. and to make any other acts (including legal acts) which he will consider in his sole discretion as necessary or suitable in respect to the above.”,*

byl přijat.

has been adopted.

Pro uvedený návrh usnesení jednomyslně hlasovali ve stanovené lhůtě všichni členové představenstva Společnosti.

The proposed draft decision had been unanimously approved by all members of the Company's Board of Directors within the set deadline.

Výše uvedené usnesení bylo tedy představenstvem Společnosti přijato dne 13. prosince 2022.

The proposed draft decision has been therefore adopted by the Company's Board of Directors on 13 December 2022.

Tento výňatek z oznámení výsledku hlasování představenstva Společnosti mimo zasedání (tzv. per rollam) je vyhotoven dvojjazyčně, a sice v jazyce anglickém a českém. V případě jazykových rozdílů je rozhodnou verze česká.

This excerpt from the announcement of the results of the voting of the Board of Directors of the Company outside the meeting (per rollam) is executed in two language versions, in Czech and English. In the event of any language discrepancies, the Czech version shall prevail.

Dne 13. prosince 2022 / On 13 December 2022

(Signature)

Andrea Gontkovičová

Předseda představenstva /

Chairperson of the Board of Directors of **Philip Morris ČR a.s.**

SCHEDULE 2

to the Notarial Record No. NZ 316/2022



PHILIP MORRIS ČR

PROTOCOL

ON THE RESULTS OF THE DECISION-MAKING OF THE GENERAL MEETING

of

Philip Morris ČR a.s.,

whose registered office is at Kutná Hora, Vítězná 1, postcode: 284 03,
identification number: 14803534,
registered in the Commercial Register maintained by the Municipal Court
in Prague, Section B, File 627

(the “**Company**”),

PERFORMED OUTSIDE THE MEETING (*PER ROLLAM*),

**which took place on the basis of the voting
made between 21 November and 6 December 2022
(the “**General Meeting**”)**

The total number of votes of all shareholders associated with the Company's shares entitled to vote is 2,745,377. The Company has not acquired any shares in the case of which the associated voting rights are not exercised.

Based on the number of 5 received ballots, by which 64 shareholders of the Company voted in person or through their proxy or administrator, it is stated that the General Meeting of the Company decided outside the meeting (*per rollam*) as follows:

**Draft decision 1.1. to item 1 of the decision-making agenda
Amendment of the Articles of Association of the Company
in the wording of the relevant draft decision, including its justification,
presented by the Board of Directors and prepared in the form
of Notarial Record NZ 235/2022 N 277/2022 of 15 October 2022.**

The General Meeting approved the following decision proposed by the Company's Board of Directors:

"The General Meeting decides outside the meeting (per rollam) to amend the Articles of Association of the Company as follows:

- (i) *In Part I. **Basic Provisions**, the wording of Article 3, Scope of Business, is amended to read as follows:*

**Article 3
Scope of Business**

The Company's scope of business shall be:

- *processing of tobacco and manufacture of tobacco products;*
- *hospitality activities;*
- *sale of fermented alcohol, drinking alcohol and spirits;*
- *production of hazardous chemicals and hazardous chemical mixtures and sale of chemicals and chemical mixtures classified as highly toxic and toxic;*
- *manufacture, trade and services not listed in Appendices 1 to 3 of the Trade Licensing Act, areas of activities:*
 - a) *wholesale and retail trade;*
 - b) *mediation of trade and services;*
 - c) *rental and lending of movable assets;*
 - d) *waste management (excluding hazardous waste);*
 - e) *storage, packaging of goods, cargo handling and technical activities in transport;*
 - f) *freight forwarding and representation in customs proceedings;*
 - g) *advisory and consultancy services, preparation of expert studies and reports;*
 - h) *purchase, sale, management and maintenance of real estate;*
 - i) *accommodation services;*
 - j) *preparatory and finishing construction work, specialised construction activities;*
 - k) *operation of cultural, cultural-educational and entertainment facilities, organisation of cultural productions, balls, exhibitions, fairs, shows, sales and similar events;*
 - l) *production, reproduction, distribution, sale and rental of sound and sound-visual records and production of non-recorded data carriers and records.*

(ii) In Part I. **Basic Provisions, Article 6, Rights and Obligations of the Company's Shareholders**, the second sentence of paragraph 4 is amended to read as follows:

4. The condition for the exercise of a voting right by a shareholder is the entry of that shareholder's beneficial owner in the register of beneficial owners in accordance with Act No. 37/2021 Coll., on Register of Beneficial Owners, as amended (the "Act on Register of Beneficial Owners"), if the shareholder is obliged to arrange for the entry of the beneficial owner.

Before the end of voting on the said draft decision, 2,200,909 valid votes, representing 80.167824 % of the total votes of all shareholders of the Company, were cast **IN FAVOUR** of the said draft decision.

The decision **WAS ADOPTED** by the required two-third majority of votes of all shareholders of the Company.

In accordance with the provisions of Section 419 (1) of the BCA, a total of 544,468 votes did not agree with the aforementioned draft decision, which represents 19.832176% of the total votes of all shareholders of the Company.

The total number of votes that did not agree with the above draft decision included all votes of the Company's shareholders that were not cast IN FAVOUR the above draft decision, i.e. not only votes that were not received by the close of voting on the above draft decision, but also votes actually cast AGAINST the above draft decision and received by the close of voting on the above draft decision, as well as invalid votes, as follows:

- 544,468 votes (representing 19.832176% of the total votes of all shareholders of the Company) WERE NOT CAST in respect of the above draft decision;
- 0 votes (representing 0.00% of the total votes of all shareholders of the Company) were cast AGAINST the above draft decision;
- 0 invalid votes (representing 0.00% of the total number of votes of all shareholders of the Company) were cast in respect of the above draft decision.

In Kutná Hora, on 7 December 2022

Philip Morris ČR a.s.

(Signature)

.....

Petr Šedivec, Member of the Board of Directors,
based on an authorisation

I confirm that this counterpart of the Notarial Record corresponds word-for-word to the Notarial Record prepared on 15 December 2022 under no. NZ 316/2022. I confirm that the copies of the schedules contained in this counterpart correspond word-for-word to the schedules of the Notarial Record. -----
The counterpart was prepared on 15 December 2022. -----

**JUDr. Josef
Doležal,**

Signed by JUDr. Josef Doležal
DN: cn=JUDr. Josef Doležal, c=CZ,
o=JUDr. Josef Doležal, notary,
ou=notary in Kutná Hora,
[email=josef.dolezal@moment.cz](mailto:josef.dolezal@moment.cz)
Date: 2022.12.15 2:23:51 p.m. +01'00'