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COUNTERPART

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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 October 2022 (in words: the fifteenth day of October 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 prepare a draft decision of the General Meeting of the Company to be adopted outside the meeting, in the form required by law, and to sign the notarial record on the draft decision of the General Meeting of the Company to be adopted outside the meeting. An excerpt of the announcement of results of the voting performed outside the meeting of the Board of Directors of Philip Morris ČR a.s., dated 14 October 2022, is attached 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 enters this draft decision, which is to be adopted outside any meeting of the bodies of the legal entity, in the notarial record prepared pursuant to Section 80gc of Act No. 358/1992 Coll., on Notaries and Their Activities, as amended, as follows:-----

Draft Decision of the General Meeting of Philip Morris ČR a.s. To Be Adopted Outside the General Meeting (*Per Rollam*)

Article One: 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 - 424/2022, on 12 October 2022. Furthermore, Petr Šedivec submitted to the notary the Company's Articles of Association dated 24 May 2022, about which he stated that they constituted the latest full wording 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 ensure the preparation of the draft decision of the General Meeting of the Company to be adopted outside the meeting and to sign the notarial record on the draft decision of the General Meeting of the Company to be adopted outside the meeting. -----

Pursuant to the provisions of Section 418 (1) of Act No. 90/2012 Coll., on Business Companies and Cooperatives, as amended, the person authorised to convene the General Meeting shall send a draft decision to be adopted outside the General Meeting (*per rollam*) to all shareholders. Pursuant to Section 402 (1) of the Act on Companies and Cooperatives, 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. -----

Article Two: The authorisation of the General Meeting of Philip Morris ČR a.s. to adopt decisions *per rollam* has been verified on the basis of the following:-----

- The Board of Directors of Philip Morris ČR a.s., whose meeting was held on 14 October 2022 (in words: on the fourteenth day of October of the year two thousand and twenty-two) resolved that the General Meeting of the Company would decide on an amendment of the Company's Articles of Association outside the General Meeting (*per rollam*). -----
- 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. on 14 October 2022 (in words: on the fourteenth day of October of the year two thousand and twenty-two), dated 14 October 2022 (in words: on the fourteenth day of October of the year two thousand and twenty-two), according to which the Board of Directors approved the draft decision of the General Meeting to be adopted outside the meeting (*per rollam*) and at the same time instructed Petr Šedivec to ensure the preparation of the draft decision of the General Meeting of the Company to be adopted outside the meeting and to sign the notarial record on the draft decision of the General Meeting of the Company to be adopted outside the meeting, as well as all other related documents; -----
- On the basis of the provisions of Article 8 (4) of the Company's Articles of Association, by which the decision-making of the General Meeting outside the meeting (*per rollam*) is permitted, the provisions of Section 418 *et seq.* of Act No. 90/2012 Coll., on Companies and Cooperatives, as amended, and on the basis of the decision of the Board of Directors of Philip Morris ČR a.s., which resolved in accordance with the above provisions of the Company's Articles of Association and the Act on Companies and Cooperatives, that the General Meeting of the Company would decide outside the meeting; -----
- The date decisive (relevant) for the decision-making of the General Meeting to be performed outside the meeting (*per rollam*) is, pursuant to Article 8 (7) of the Company's Articles of Association, the 7th day preceding the date of sending the draft decision to all shareholders; ----
- On the basis of the provisions of Article 8 (2) (a) of the Company's Articles of Association, and the provisions of Section 421 (2) (a) of Act No. 90/2012 Coll., on Companies and Cooperatives, as amended, where it was ascertained that the authority of the General Meeting includes resolutions on changes of the Articles of Association, except for changes which are the consequence of an increase in the registered share capital by the authorised Board of Directors or a change arising as a result of other legal facts. -----

Pursuant to the provision of Article 8 (5) of the Company's Articles of Association, a person authorised to convene the General Meeting shall deliver a draft resolution 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 resolution to all shareholders at their addresses. The draft resolution shall be delivered to each shareholder on the date on which the essentials referred to in sub-paragraphs a) and b) of this paragraph 5 are fulfilled. The time limit for receipt of a shareholder's statement shall be at least 15 days from the date of dispatch. -----

Pursuant to the provision of Article 8 (6) of the Company's Articles of Association, the person authorised to convene the General Meeting shall ensure that, at least 15 days before the date of dispatch of the draft resolution, the Company publishes on its website a notice of the *per rollam* decision-making and, in particular, the information on the manner of and possibility for the shareholders of becoming acquainted with the draft resolution and the supporting documents for the draft. In addition, the person authorised to convene the General Meeting shall determine in the notice more detailed conditions and instructions on the *per rollam* decision-making, *inter alia*, the method of showing consent to the draft resolution.-----

Article Three: The following draft resolution is submitted to the shareholders of Philip Morris ČR a.s. for *per rollam* decision:-----

“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:-----

- the 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. -----

Justification of the proposed amendments (changes) of the Articles of Association:-----

The main reason for the proposed partial amendments of the Company’s Articles of Association regarding the Company’s scope of business is to enable the Company to perform business activities falling under the qualified trade of “production of hazardous chemicals and hazardous chemical mixtures and sale of chemicals and chemical mixtures classified as highly toxic and toxic” or, more precisely, to obtain a trade license for the above trade, in order to further develop the Company’s business activities, in particular by launching new products to the market. -----

In view of the amendment of Act No. 37/2021 Coll., on Register of Beneficial Owners, it is further proposed to add “as amended” reflecting the above fact to the relevant paragraph of the Articles of Association (Article 6 (4)); in other respects, paragraph (4) remains unchanged. -----

The full draft of the amended Articles of Association of the Company is published in a manner allowing remote access on the following website: <http://www.philipmorris.cz> in the “For Shareholders” section. At the same time, the full draft of the amended Articles of Association of the Company will be available for view to each shareholder, free of charge, at the Company’s headquarters, i.e. in Kutná Hora, at Vítězná 1, postcode 284 03, on business days from 4 November 2022 to 6 December 2022, always between 2 p.m. and 5 p.m. Each shareholder has the right to request the sending of a copy of the draft of the Articles of Association at that shareholder’s own cost and risk. -----

The proposed amendment of the Articles of Association shall come into effect on the date of its approval by the General Meeting. -----

Article Four: The period for the shareholder’s *per rollam* statement (opinion) on this draft decision shall end on 6 December 2022 (in words: the sixth day of December of the year two thousand and twenty-two). -----

Article Five: Statement of the notary on preconditions for the preparation of a notarial record: Pursuant to Section 70a (1) 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; and that the relevant 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 a notary. -----

Clause Six: This notarial record has been prepared on the above legal act and, after having been read by the authorised member of the Board of Directors, it was 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.

PŘÍLOHA k NZ č. 235/2022

<p>Philip Morris ČR a.s., se sídlem Kutná Hora, Vítězná 1, PSČ 284 03, IČ 148 03 534, zapsaná v obchodním rejstříku vedeném Městským soudem v Praze, odd. B., vložka 627</p>	<p>Philip Morris ČR a.s., with its registered office at Kutná Hora, Vítězná 1, PSČ 284 03, Identification no. 148 03 534, registered in the commercial register administered by the Municipal court in Prague, Section B., File 627</p>
<p>VÝŇATEK Z OZNÁMENÍ VÝSLEDKŮ HLASOVÁNÍ MIMO ZASEDÁNÍ PŘEDSTAVENSTVA (TZV. PER ROLLAM)</p>	<p>EXCERPT FROM THE ANNOUNCEMENT OF THE RESULTS OF THE VOTING OUTSIDE THE MEETING OF THE BOARD OF DIRECTORS (PER ROLLAM)</p>
<p style="text-align: center;">***</p> <p>Vážení členové představenstva,</p> <p>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:</p> <p style="text-align: center;">***</p>	<p style="text-align: center;">***</p> <p>Dear members of the Board of Directors,</p> <p>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:</p> <p style="text-align: center;">***</p>
<p>Návrh usnesení ve znění:</p> <p><i>„Představenstvo Společnosti pověřuje pana Petra Šedivce, dat. nar. 6. května 1977, bytem V Lukách 2163, Rakovník II, PSČ: 269 01, Rakovník, jakožto člena představenstva Společnosti, aby za představenstvo v souvislosti s předložením návrhu usnesení valné hromadě Společnosti při přijímání</i></p>	<p>The proposed draft decision:</p> <p><i>„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, as a member of the Company’s Board of Directors, to represent the Board of Directors in</i></p>

<p>rozhodnutí mimo zasedání (tzv. per rollam) v souladu s ustanoveními § 418 a násl. zákona č. 90/2012 Sb., o obchodních společnostech a družstvech (zákon o obchodních korporacích), ve znění pozdějších předpisů):</p>	<p>relation to submission of the draft resolutions to the General Meeting of the Company in the decision-making outside the meeting (per rollam) in accordance with Sections 418 and following of the Act No. 90/2012 Coll., on Business Corporations and Cooperatives, as amended, in order:</p>
<p>a) zajistil vyhotovení návrhu rozhodnutí valné hromady Společnosti mimo zasedání obsahující návrh změn stanov Společnosti ve znění schváleném představenstvem Společnosti, a to ve formě požadované právními předpisy České republiky (dále jen „Návrh změn stanov“);</p> <p>b) v souvislosti s výše uvedeným jednal s příslušným notářem či jinými třetími osobami a podepsal notářský zápis o návrhu rozhodnutí valné hromady společnosti Philip Morris ČR a.s., mimo zasedání valné hromady, obsahující Návrh změn stanov, 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.“</p>	<p>a) to procure drawing up and recording of the draft resolution of the General Meeting of the Company outside the meeting containing the draft amendment of the Articles of Association of the Company as approved by the Company's Board of Directors in the form required by Czech law (the "Draft Amendment of the Articles of Association");</p> <p>b) to act and to deal with the relevant notary or any other third persons and to execute the notarial deed regarding the draft resolution of the General Meeting of the company Philip Morris ČR a.s. outside the meeting containing the Draft amendment of the Articles of Association, 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.“</p>
<p>Pro uvedení návrh usnesení jednomyslně hlasovalo ve stanovené lhůtě všech šest stávajících členů představenstva Společnosti.</p>	<p>The proposed draft decision had been unanimously approved by all six current members of the Company's Board of Directors within the set deadline.</p>
<p>Výše uvedené usnesení bylo představenstvem Společnosti přijato dne 14. října 2022.</p>	<p>The proposed draft decision has been adopted by the Company's Board of Directors on 14 October 2022.</p>
<p>***</p>	<p>***</p>

<p>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.</p>	<p>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.</p>
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Dne 14. října 2022 / On 14 October 2022

Andrea Gontkovičová

Předseda představenstva /

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

I confirm that this counterpart of the Notarial Record corresponds word-for-word to the Notarial Record prepared on 15 October 2022 under no. NZ 235/2022. -----
The counterpart was prepared on 20 October 2022. -----

(Signature: Dr. Josef Doležal, notary)

(Imprint of a round official stamp with the following text:)

JUDr. JOSEF DOLEŽAL
NOTARY IN KUTNÁ HORA

(Imprint of a round official stamp with the following text:)

JUDr. JOSEF DOLEŽAL
NOTARY IN KUTNÁ HORA

(Round seal with the following text:)

JUDr. JOSEF DOLEŽAL
NOTARY IN KUTNÁ HORA

(Imprint of a round official stamp with the following text:)

JUDr. JOSEF DOLEŽAL
NOTARY IN KUTNÁ HORA