



# PHILIP MORRIS ČR

Philip Morris ČR a.s.

## **THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION, AS SUBMITTED BY THE BOARD OF DIRECTORS TO THE GENERAL MEETING HELD OUTSIDE A MEETING (SO-CALLED PER ROLLAM)**

- (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.*

**Substantiation of the proposed amendments to 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.*