



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 25 April 2014**

(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 Chairman of the General Meeting, Minutes Clerk, Minutes Verifiers and Scrutineers, and Approval of the Rules of Procedure and Voting Rules of the General Meeting:**

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

- (i) Petr Brant;
- (ii) Josef Nuhlíček.

2 390 288 valid votes (connected with 2 390 288 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of Chairman 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	2 389 821	99,978999
AGAINST	0	0,000000
ABSTAINED	467	0,019537
Non-participating and invalid votes	35	0,001464

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 [www.philipmorriscz](http://www.philipmorriscz) on 25 March 2014.

2 390 279 valid votes (connected with 2 390 279 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Approval of the Rules of Procedure and Voting Rules

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 661	99,972305
AGAINST	155	0,006484
ABSTAINED	463	0,019370
Non-participating and invalid votes	44	0,001841

**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 Company's business activities, the 2013 ordinary financial statements, the 2013 ordinary consolidated financial statements and for the distribution of profit for 2013 and retained earnings from prior years, including the amounts and method of payment of dividends:**

The General Meeting adopted the following resolutions:

*"The Report of the Board of Directors on the Business Activities of the Company for the 2013 calendar year accounting period in the wording submitted by the Company's Board of Directors is hereby approved."*

*"The ordinary financial statements of the Company for the 2013 calendar year accounting period are hereby approved."*

*"The ordinary consolidated financial statements of the Company for the 2013 calendar year accounting period are hereby approved."*

*"The Company's profit for the 2013 calendar year accounting period in the amount of CZK 2,249,193,421.93 and part of the retained earnings from prior years in the amount of CZK 2,023,098.07, i.e. in total CZK 2,251,216,520.00, will be paid to the Company's shareholders as a profit share (dividend). A gross dividend of CZK 820.00 will thus apply to each ordinary share of the Company with a nominal value of CZK 1,000, in view of the total number of these shares, i.e. 2,745,386. The decisive date for exercising the right to dividends is 18 April 2014, i.e. dividends will be paid to shareholders who held shares of the Company as at 18 April 2014.*

*Shareholders will be paid dividends 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, Section B, File 1171.*

*Česká spořitelna, a.s. will send a "Notification of the Payment of Proceeds from Securities" to all shareholders in the Czech Republic and abroad to their address specified in the extract from the Issue Register of the Company maintained by Central Securities Depository – Centrální depozitář cenných papírů, a.s. as at 18 April 2014 in the case of book-entered shares and to the shareholder's address specified in the list of the Company's shareholders as at 18 April 2014 in the case of certificated shares.*

*Dividends will be paid to the shareholders who are **individuals** during the payment period by bank money transfer to the shareholder's account specified in the list of the Company's shareholders. The shareholders who are individuals owning book-entered shares listed in the records of book-entered securities maintained pursuant to a special legal regulation will be paid by bank money transfer after the shareholder submits all the necessary documents and to shareholders who are individuals with a permanent residence in the territory of the Czech Republic the profit share may also be paid at all branches of Česká spořitelna, a.s. in cash subject to the presentation of a valid ID card. If a shareholder who is also a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, this shareholder will be obliged to present, along with their valid ID card, a certificate of their tax domicile and a declaration of the actual owner.*

*The payment period will be from 26 May 2014 until 31 March 2015. All information regarding payment of dividends to shareholders will be provided at the branches of Česká spořitelna, a.s.*

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

*Dividends will be paid to the shareholders who are legal entities by bank money transfer to the bank account of the shareholder specified in the list of the Company's shareholders. The shareholders who are legal entities owning book-entered shares listed in the records of book-entered securities maintained pursuant to a special legal regulation will be paid the profit share by bank money transfer after the shareholder submits all the necessary documents, including a certificate of tax domicile and a declaration of the actual owner 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.*

*Contact persons at Česká spořitelna, a.s.:*

*Department: Support of Products Distribution*

*Naděžda Šmídová*

*e-mail: nsmidova@csas.cz*

*Hana Hendrychová*

*e-mail: hhendrychova@csas.cz*

*telephone: 224 995 433*

*Contact address for delivery of documents for payments:*

*Department 8430*

*Evropská 2690/17*

*160 00 Prague 6"*

2 390 626 valid votes (connected with 2 390 626 shares of the company), were cast, which represents 87,08% share of the capital of the Company.

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

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 914	99,965994
AGAINST	0	0,000000
ABSTAINED	712	0,029782
Non-participating and invalid votes	101	0,004225

2 390 471 valid votes (connected with 2 390 471 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Approval of the 2013 ordinary financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 936	99,966914
AGAINST	0	0,000000
ABSTAINED	535	0,022378
Non-participating and invalid votes	256	0,010708

2 390 626 valid votes (connected with 2 390 626 shares of the company), were cast, which represents 87,08% share of the capital of the Company.

Approval of the 2013 ordinary consolidated financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 390 091	99,973397
AGAINST	0	0,000000
ABSTAINED	535	0,022378
Non-participating and invalid votes	101	0,004225

2 390 626 valid votes (connected with 2 390 626 shares of the company), were cast, which represents 87,08% share of the capital of the Company.

Approval of the proposal for the distribution of profit for 2013 and retained earnings from prior years, including the amounts and method of payment of dividends

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 919	99,966203
AGAINST	157	0,006567
ABSTAINED	550	0,023006
Non-participating and invalid votes	101	0,004225

**3. Point 6 of the agenda of the General Meeting – Amendment of the Articles of Association of the Company, including the subsection (in Czech *podřízení se*) to the Business Corporations Act as a whole**

The General Meeting adopted the following resolution concerning the amendment of the Company's Articles of Association proposed by the Board of Directors:

*"The General Meeting decides on the amendment of the Company's Articles of Association as follows: The existing text of the Company's Articles of Association (containing Articles 1 to 40) shall be fully replaced with the amended complete text (containing Articles 1 to 39) as submitted to the General Meeting by the Board of Directors of the Company. By approving this amendment of the Articles of Association, the Company also subjects itself to Act No. 90/2012 Coll. on Business Corporations and Cooperatives (Business Corporations Act) as a whole."*

2 390 524 valid votes (connected with 2 390 524 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Approval of the amendment of the Articles of Association of the Company, including the subsection (in Czech *podřízení se*) to the Business Corporations Act as a whole:

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 363 637	98,866955
AGAINST	26 062	1,090130
ABSTAINED	825	0,034508
Non-participating and invalid votes	201	0,008407

**4. Point 7 of the agenda of the General Meeting – Election of Members of the Board of Directors, Members of the Supervisory Board:**

**4.1 The General Meeting elected the following persons as members of the Board of Directors of the Company:**

András Tövisi, born on 14 April 1967, residing at 1112 Budapest, Gulyás 4, Hungary;

2 390 343 valid votes (connected with 2 390 343 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of **András Tövisi** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 752	99,959134
AGAINST	1	0,000042
ABSTAINED	590	0,024679
Non-participating and invalid votes	386	0,016146

Andreas Gronemann, born on 18 October 1969, residing in Berlin, Kniephofstr. 53, Federal Republic of Germany;

2 390 498 valid votes (connected with 2 390 498 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of **Andreas Gronemann** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 908	99,965659
AGAINST	0	0,000000
ABSTAINED	590	0,024679
Non-participating and invalid votes	231	0,009662

Stanislava Juríková, born on 12 December 1973, residing in Bratislava 2, Jelačičova 24, the Slovak Republic;

2 390 498 valid votes (connected with 2 390 498 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of **Stanislava Juríková** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 752	99,959134

AGAINST	156	0,006525
ABSTAINED	590	0,024679
Non-participating and invalid votes	231	0,009662

Igor Potočár, born on 31 May 1967, residing in Bratislava, Ružinov, Rovníková 3250/12, the Slovak Republic;

2 390 498 valid votes (connected with 2 390 498 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

#### Election of **Igor Potočár** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 727	99,958088
AGAINST	22	0,000920
ABSTAINED	749	0,031329
Non-participating and invalid votes	231	0,009662

Martin Hlaváček, born on 14 January 1980, residing in Prague, Počernická 354/69, Postal Code 108 00, the Czech Republic;

2 390 343 valid votes (connected with 2 390 343 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

#### Election of **Martin Hlaváček** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 728	99,958130
AGAINST	21	0,000878
ABSTAINED	594	0,024846
Non-participating and invalid votes	386	0,016146

#### 4.2 The General Meeting elected the following persons as members of the Supervisory Board of the Company:

Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation;

2 390 498 valid votes (connected with 2 390 498 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of **Daniel Fahrny** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 908	99,965659
AGAINST	0	0,000000
ABSTAINED	590	0,024679
Non-participating and invalid votes	231	0,009662

Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic;

2 390 498 valid votes (connected with 2 390 498 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of **Vasileios Nomikos** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 753	99,959176
AGAINST	155	0,006483
ABSTAINED	590	0,024679
Non-participating and invalid votes	231	0,009662

Prof. Ing. Alena Zemplerová, born on 9 October 1952, residing in Prague 1 Malá Strana, Újezd 426/26, Postal Code 118 00, the Czech Republic.

2 390 498 valid votes (connected with 2 390 498 shares of the company), were cast, which represents 87,07% share of the capital of the Company.

Election of **Prof. Alena Zemplerová** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 732	99,958297
AGAINST	21	0,000878
ABSTAINED	745	0,031162
Non-participating and invalid votes	231	0,009662

Petr Bubeníček, born on 30 October 1961, residing at Kutná Hora, Havířská stezka 141, Postal Code: 284 01, the Czech Republic;

2 390 343 valid votes (connected with 2 390 343 shares of the company), were cast, which represents 87,07% share of the capital of the Company.



Election of **Petr Bubeníček** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 753	99,959176
AGAINST	0	0,000000
ABSTAINED	590	0,024679
Non-participating and invalid votes	386	0,016146

Note: One of the candidates for a member of the Supervisory Board was nominated by the Company's employees. The candidate nominated in this manner was subsequently proposed by the Board of Directors of the Company to the General Meeting to be elected as a member of the Supervisory Board. The employees' representatives nominated Petr Bubeníček, born on 30 October 1961, residing at Havířská stezka 141, 284 01 Kutná Hora, Czech Republic, as a candidate for a member of the Supervisory Board of the Company.

**5. Point 8 of the agenda of the General Meeting – Election of Members of the Audit Committee**

The General Meeting elected the following individuals as members of the Audit Committee:

Johannis van Capelleveen, born on 10 December 1965, residing in Roztoky u Prahy, Plzeňská 388, Postal Code: 252 63, the Czech Republic;

2 390 041 valid votes (connected with 2 390 041 shares of the company), were cast, which represents 87,06% share of the capital of the Company.

Election of **Johannis van Capelleveen** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 451	99,946544
AGAINST	23	0,000962
ABSTAINED	567	0,023717
Non-participating and invalid votes	688	0,028778

Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation;

2 390 041 valid votes (connected with 2 390 041 shares of the company), were cast, which represents 87,06% share of the capital of the Company.

Election of **Daniel Fahrny** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 296	99,940060
AGAINST	178	0,007445
ABSTAINED	567	0,023717
Non-participating and invalid votes	688	0,028778

Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic.

2 390 041 valid votes (connected with 2 390 041 shares of the company), were cast, which represents 87,06% share of the capital of the Company.

Election of **Vasileios Nomikos** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 026	99,928766
AGAINST	293	0,012256
ABSTAINED	722	0,030200
Non-participating and invalid votes	688	0,028778

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

The General Meeting appointed PricewaterhouseCoopers Audit, s.r.o., whose registered office is at Hvězdova 1734/2c, Nusle, Prague 4, Postal Code 140 00, the Czech Republic, identification number: 407 65 521, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 3637, as an auditor of the Company for the 2014 calendar year accounting period.

2 390 377 valid votes (connected with 2 390 377 shares of the company) were cast, which represents 87,07% share of the capital of the Company.

Appointment of the auditor of the Company

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 781	99,965364
AGAINST	2	0,000084
ABSTAINED	594	0,024847
Non-participating and invalid votes	232	0,009705

**7. Point 10 of the agenda of the General Meeting – Cancellation of the Company's reserve fund and its distribution**

The General Meeting adopted the following resolution regarding the cancellation of the Company's reserve fund and its distribution:

*"The Company's reserve fund is cancelled on the effective date of the amendment of the Company's Articles of Association in connection with the subjection to the new legal regulation. The balance of the Company's reserve fund, totalling CZK 549,077,200.00, is distributed as follows:*

- 1. The amount of CZK 164,723,160.00 is distributed and will be paid to the Company's shareholders who are the Company's shareholders as at 18 April 2014 pro rata to their shares in the Company. The amount of CZK 60.00 will thus apply to each ordinary share of the Company with a nominal value of CZK 1,000, in view of the total number of these shares, i.e. 2,745,386.*
- 2. The amount of CZK 384,354,040.00 is transferred to the retained earnings from prior years.*

*The procedure applicable to the payment of the profit share (dividend) approved by the General Meeting for the payment of dividends for 2013 shall be applied to the payment of funds from the reserve fund to the shareholders."*

2 390 398 valid votes (connected with 2 390 398 shares of the company) were cast, which represents 87,07% share of the capital of the Company.

Approval of the cancellation of the Company's reserve fund and its distribution:

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 389 609	99,958170
AGAINST	178	0,007446
ABSTAINED	611	0,025558
Non-participating and invalid votes	211	0,008826

In Kutná Hora on 25 April 2014

András Tövisi  
Chairman of the Board of Directors  
Philip Morris ČR a.s.

Stanislava Juríková  
Member of the Board of Directors  
Philip Morris ČR a.s.