



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 30 April 2015

(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 Pöthe as Minutes Verifiers of the General Meeting and the following persons as Scrutineers of the General Meeting:

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

2 400 870 valid votes (connected with 2 400 870 shares of the company), were cast, which represents 87,45% 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	2 400 870	99,993461
AGAINST	0	0,000000
ABSTAINED	0	0,000000
Non-participating and invalid votes	157	0,006539

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.philipmorris.cz on 30 March 2015.

2 400 870 valid votes (connected with 2 400 870 shares of the company), were cast, which represents 87,45% 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	2 400 870	99,993461
AGAINST	0	0,000000
ABSTAINED	0	0,000000
Non-participating and invalid votes	157	0,006539

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 2014 ordinary financial statements, the 2014 ordinary consolidated financial statements and the proposal for the distribution of profit for the year 2014 and part of retained earnings from prior years, including an indication of the amount 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 2014 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 2014 calendar year accounting period are hereby approved."

"The ordinary consolidated financial statements of the Company for the 2014 calendar year accounting period are hereby approved."

The Company's after-tax profit for the 2014 calendar year accounting period in the amount of CZK 2,264,007,632.47 and part of retained earnings from prior years in the amount of CZK 151,932,047.53, i.e. in total CZK 2,415,939,680.00, will be paid to the Company's shareholders as a profit share (dividend). The retained earnings from prior years in the amount of CZK 254,114,165.32 remained undistributed. A gross profit share (dividend) of CZK 880.00 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 Profit (Dividend) Rights is 23 April 2015, i.e. profit shares (dividends) will be paid to shareholders who held shares of the Company as at 23 April 2015.

Shareholders will be paid profit shares (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 each shareholder in the Czech Republic and abroad, to the shareholder's 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 23 April 2015 in the case of book-entered shares, and to the shareholder's address specified in the list of the Company's shareholders as at 23 April 2015 in the case of certificated shares.

Profit 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. Profit share (dividend) will be paid to the shareholders who are individuals owning book-entered shares listed in the records of book-entered securities maintained pursuant to a special legal regulation by bank money transfer after the shareholder submits all the necessary documents; in the case of shareholders who are individuals with a permanent residence in the territory of the Czech Republic, the profit share (dividend) 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 2015 to 31 March 2016. All information regarding the payment of a profit share (dividend) to shareholders will be provided at the branches of Česká spořitelna, a.s.

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

Profit shares (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. Profit share (dividend) will be paid to 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 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: Back Office of Investment Products

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"

2 401 161 valid votes (connected with 2 401 161 shares of the company), were cast, which represents 87,46% 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	2 395 821	99,751020
AGAINST	0	0,000000
ABSTAINED	5 340	0,222333
Non-participating and invalid votes	640	0,026647

2 401 626 valid votes (connected with 2 401 626 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the 2014 ordinary financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 396 364	99,773628
AGAINST	0	0,000000
ABSTAINED	5 262	0,219086
Non-participating and invalid votes	175	0,007286

2 401 626 valid votes (connected with 2 401 626 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the 2014 ordinary consolidated financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 395 899	99,754268
AGAINST	465	0,019360
ABSTAINED	5 262	0,219086
Non-participating and invalid votes	175	0,007286

2 401 626 valid votes (connected with 2 401 626 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the proposal for the distribution of profit for 2014 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	2 395 847	99,752103
AGAINST	5	0,000208
ABSTAINED	5 774	0,240403
Non-participating and invalid votes	175	0,007286

3. Point 6 of the agenda of the General Meeting - Election of members of the Board of Directors and members of the Supervisory Board and approval of the agreements for the performance of the office of members of the Board of Directors and agreements for the performance of the office of members of the Supervisory Board:

3.1 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;

2 401 586 valid votes (connected with 2 401 586 shares of the company), were cast, which represents 87,48% 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	2 401 514	99,988051
AGAINST	0	0,000000
ABSTAINED	72	0,002998
Non-participating and invalid votes	215	0,008952

Petr Karla, born on 2 January 1967, residing at Husova 807, 290 01 Poděbrady, Czech Republic;

2 401 586 valid votes (connected with 2 401 586 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of **Petr Karla** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 401 049	99,968690
AGAINST	465	0,019360
ABSTAINED	72	0,002998
Non-participating and invalid votes	215	0,008952

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

2 401 586 valid votes (connected with 2 401 586 shares of the company), were cast, which represents 87,48% 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	2 401 062	99,969231
AGAINST	0	0,000000
ABSTAINED	524	0,021817
Non-participating and invalid votes	215	0,008952

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

2 401 121 valid votes (connected with 2 401 121 shares of the company), were cast, which represents 87,46% 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	2 400 660	99,952494
AGAINST	402	0,016737
ABSTAINED	59	0,002456
Non-participating and invalid votes	680	0,028312

Tomáš Korkoš, born on 10 March 1971, residing at Jelačičova 3, 821 08 Bratislava, Slovak Republic.;

2 401 586 valid votes (connected with 2 401 586 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of **Tomáš Korkoš** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 401 125	99,971854
AGAINST	402	0,016737
ABSTAINED	59	0,002456
Non-participating and invalid votes	215	0,008952

- 3.2 The General Meeting adopted the following resolutions regarding the approval of the agreements on performance of the Agreements on Performance of the Office of the members of the Board of Directors:

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s., Mr. András Tövisi, and Philip Morris ČR a.s. on 23 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 400 650	99,952078
AGAINST	865	0,036015
ABSTAINED	72	0,002998
Non-participating and invalid votes	214	0,008910

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s., Mr. Petr Karla, and Philip Morris ČR a.s. on 23 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 401 050	99,968732
AGAINST	0	0,000000
ABSTAINED	537	0,022358
Non-participating and invalid votes	214	0,008910

2 401 122 valid votes (connected with 2 401 122 shares of the company), were cast, which represents 87,46% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s., Mrs. Stanislava Juríková, and Philip Morris ČR a.s. on 23 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 401 073	99,969689
AGAINST	0	0,000000
ABSTAINED	49	0,002040
Non-participating and invalid votes	679	0,028270

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s., Mr. Igor Potočár, and Philip Morris ČR a.s. on 23 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 401 128	99,971979
AGAINST	400	0,016654
ABSTAINED	59	0,002456
Non-participating and invalid votes	214	0,008910

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s., Mr. Tomáš Korkoš, and Philip Morris ČR a.s. on 23 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 400 673	99,953035
AGAINST	865	0,036015
ABSTAINED	49	0,002040
Non-participating and invalid votes	214	0,008910

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

Johannes Franciscus Gerardus Vroemen, born on 3 June 1966, residing at Starenweg 4, 82152 Krailling, Federal Republic of Germany;

2 401 543 valid votes (connected with 2 401 543 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of Johannes Franciscus Gerardus Vroemen as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 297 026	95,637649
AGAINST	104 003	4,330209
ABSTAINED	514	0,021401
Non-participating and invalid votes	258	0,010742

Imarus Johannes Adalarius van Lieshout, born on 3 May 1969, residing at Chemin du Polny 49, 1066 Epalinges, Swiss Confederation;

2 401 078 valid votes (connected with 2 401 078 shares of the company), were cast, which represents 87,46% share of the capital of the Company.

Election of Imarus Johannes Adalarius van Lieshout as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 320 931	96,632943
AGAINST	74 401	3,097717
ABSTAINED	5 746	0,239237
Non-participating and invalid votes	723	0,030102

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

2 401 543 valid votes (connected with 2 401 543 shares of the company), were cast, which represents 87,48% 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	2 338 535	97,365893
AGAINST	62 959	2,621325
ABSTAINED	49	0,002040
Non-participating and invalid votes	258	0,010742

Václav Beránek, born on 8 October 1962, residing at Puškinská 559, 284 01 Kutná Hora, Czech Republic;

2 401 543 valid votes (connected with 2 401 543 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of **Václav Beránek** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 326 826	96,878384
AGAINST	74 415	3,098300
ABSTAINED	302	0,012574
Non-participating and invalid votes	258	0,010742

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 Václav Beránek, born on 8 October 1962, residing at Puškinská 559, 284 01 Kutná Hora, Czech Republic, as a candidate for a member of the Supervisory Board of the Company.

- 3.4 The General Meeting adopted the following resolutions regarding the approval of the agreements on performance of the Agreements on Performance of the Office of the members of the Supervisory Board:

2 401 122 valid votes (connected with 2 401 122 shares of the company), were cast, which represents 87,46% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s., Mr. Johannes Franciscus Gerardus Vroemen, and Philip Morris ČR a.s. on 24 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 297 060	95,639064
AGAINST	104 003	4,330209
ABSTAINED	59	0,002456
Non-participating and invalid votes	679	0,028270

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s., Mr. Imarus Johannes Adalarius van Lieshout, and Philip Morris ČR a.s. on 24 March 2015.

Number of % of votes present at the

	<u>votes</u>	<u>General Meeting</u>
FOR	2 321 440	96,654136
AGAINST	74 391	3,097301
ABSTAINED	5 756	0,239653
Non-participating and invalid votes	214	0,008910

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s., Mrs. Prof. Ing. Alena Zemplerová, and Philip Morris ČR a.s. on 24 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 338 114	97,348365
AGAINST	63 424	2,640685
ABSTAINED	49	0,002040
Non-participating and invalid votes	214	0,008910

2 401 587 valid votes (connected with 2 401 587 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s., Mr. Václav Beránek, and Philip Morris ČR a.s. on 24 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 326 870	96,880216
AGAINST	73 950	3,078940
ABSTAINED	767	0,031934
Non-participating and invalid votes	214	0,008910

4. Point 7 of the agenda of the General Meeting – Election of Members of the Audit Committee and approval of the agreements for the performance of the office of members of the Audit Committee.

4.1 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;

2 401 657 valid votes (connected with 2 401 657 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of Johannes van Capelleveen as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 376 480	98,941630
AGAINST	53	0,002207
ABSTAINED	25 124	1,046005
Non-participating and invalid votes	244	0,010159

Johannes Franciscus Gerardus Vroemen, born on 3 June 1966, residing at Starenweg 4, 82152 Krailling, Federal Republic of Germany;

2 401 657 valid votes (connected with 2 401 657 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of Johannes Franciscus Gerardus Vroemen as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 381 411	99,146926
AGAINST	20 123	0,837795
ABSTAINED	123	0,005121
Non-participating and invalid votes	244	0,010159

Imarus Johannes Adalarius van Lieshout, born on 3 May 1969, residing at Chemin du Polny 49, 1066 Epalinges, Swiss Confederation.

2 401 657 valid votes (connected with 2 401 657 shares of the company), were cast, which represents 87,48% share of the capital of the Company.

Election of Imarus Johannes Adalarius van Lieshout as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 376 486	98,941880
AGAINST	518	0,021566
ABSTAINED	24 653	1,026395
Non-participating and invalid votes	244	0,010159

- 4.2 The General Meeting adopted the following resolutions regarding the approval of the agreements on performance of the Agreements on Performance of the Office of the members of the Audit Committee:

2 401 453 valid votes (connected with 2 401 453 shares of the company), were cast, which represents 87,47% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Audit Committee of Philip Morris ČR a.s., Mr. Johannes van Capelleveen, and Philip Morris ČR a.s. on 24 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 376 276	98,933137
AGAINST	518	0,021566
ABSTAINED	24 659	1,026645
Non-participating and invalid votes	448	0,018652

2 401 453 valid votes (connected with 2 401 453 shares of the company), were cast, which represents 87,47% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Audit Committee of Philip Morris ČR a.s., Mr. Johannes Franciscus Gerardus Vroemen, and Philip Morris ČR a.s. on 24 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 380 742	99,119073
AGAINST	20 123	0,837795
ABSTAINED	588	0,024481
Non-participating and invalid votes	448	0,018652

2 401 453 valid votes (connected with 2 401 453 shares of the company), were cast, which represents 87,47% share of the capital of the Company.

Approval of the agreement on Performance of the Office of a Member of the Supervisory Board concluded between the member of the Audit Committee of Philip Morris ČR a.s., Mr. Imarus Johannes Adalarius van Lieshout, and Philip Morris ČR a.s. on 24 March 2015.

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 376 712	98,951289
AGAINST	53	0,002207
ABSTAINED	24 688	1,027853
Non-participating and invalid votes	448	0,018652

5. Point 8 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 2015 calendar year accounting period.

2 401 192 valid votes (connected with 2 401 192 shares of the company) were cast, which represents 87,46% 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	2 401 055	99,964695
AGAINST	0	0,000000
ABSTAINED	137	0,005704
Non-participating and invalid votes	711	0,029602

In Kutná Hora on 30 April 2015

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.