



PHILIP MORRIS ČR

## ANNOUNCEMENT

**ON THE RESULTS OF THE DECISION-MAKING OF THE GENERAL MEETING  
OF PHILIP MORRIS ČR A.S. PERFORMED OUTSIDE THE MEETING  
(*PER ROLLAM*)**

**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**”)

**The decision-making was performed on the basis of the voting  
made between 25 May and 30 June 2020**

**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.**

The Board of Directors of Philip Morris ČR a.s. announces, on the basis of the report on the results of the decision-making of the General Meeting performed outside the meeting (*per rollam*) between 25 May and 30 June 2020, the following decision-making results:

The total number of votes of all shareholders entitled to vote associated with the Company's shares is 2,745,386. The Company has not acquired any shares in the case of which the associated voting rights are not exercised.

Based on the number of 325 received ballots, it is stated that the General Meeting of the Company decided outside the meeting (*per rollam*) on the individual items as follows:

**Draft decision 1.1. to item 1 of the decision-making agenda**  
**Approval of the report of the Board of Directors on the business activities of the Company**

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

*"The Report of the Board of Directors on the Business Activities of the Company in the wording submitted by the Company's Board of Directors is hereby approved."*

Before the end of voting on the said draft resolution, 2253834 valid votes, representing 82,095341 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 3.1. to item 3 of the decision-making agenda**  
**Approval of the 2019 ordinary financial statements**

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

*"The ordinary financial statements of the Company for the 2019 calendar year accounting period are hereby approved."*

Before the end of voting on the said draft resolution, 2254370 valid votes, representing 82,114865 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 3.2. to item 3 of the decision-making agenda**  
**Approval of the 2019 ordinary consolidated financial statements.**

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

*"The ordinary consolidated financial statements of the Company for the 2019 calendar year accounting period are hereby approved."*

Before the end of voting on the said draft resolution, 2253865 valid votes, representing 82,09647 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 3.3. to item 3 of the decision-making agenda  
Approval of the proposal for the distribution of profit for the year 2019,  
including an indication of the amount and method of payment of profit shares  
(dividends)**

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

*"The Company's after-tax profit for the 2019 calendar year accounting period in the amount of CZK 4,032,159,202.88 and a part of the retained earnings of the Company from prior years in the amount of CZK 250,642,957.12, i.e. in aggregate CZK 4,282,802,160.00, will be paid to the Company's shareholders as profit shares (dividends). The retained earnings from prior years in the amount of CZK 1,331,438.81 will remain undistributed. A gross profit share (dividend) of CZK 1,560.00 will thus be associated with each ordinary share of the Company with a nominal value of CZK 1,000, with the total number of these shares being 2,745,386. The date decisive for exercising profit share (dividend) rights is 18 May 2020; this means that the profit shares (dividends) will be paid to the shareholders holding shares of the Company as at 18 May 2020.*

*The shareholders will be paid their 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 by mail, in each case to the particular shareholder's address specified in the extract from the Issue Register of the Company maintained by the Central Securities Depository (Centrální depozitář cenných papírů, a.s.) as at 18 May 2020 in the case of book-entered shares and to the particular shareholder's address specified in the List of the Company's Shareholders as at 18 May 2020 in the case of certificated shares.*

*Profit shares (dividends) will be paid to the shareholders who are individuals during the respective payment period via a wireless cash transfer, in each case to the particular shareholder's account specified in the List of the Company's Shareholders. Profit shares (dividends) will be paid to the shareholders who are individuals holding book-entered shares registered in the Register of Book-Entered Securities maintained under a special legal regulation via a wireless cash transfer after the shareholders submit all the necessary documents, including a certificate of tax domicile and, where a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, a declaration of the beneficial owner. In the case of shareholders who are individuals with their permanent residence in the territory of the Czech Republic, the profit*

*shares (dividends) may also be paid at branches of Česká spořitelna, as in cash, subject to the presentation of a valid ID card. 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, that shareholder will be obliged to submit, along with presentation of that shareholder's valid ID card, a certificate of that shareholder's tax domicile and a declaration of the beneficial owner.*

*The payment period will last from 22 July 2020 to 31 May 2021. All information regarding the payment of profit shares (dividends) 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 via a wireless cash transfer to the bank accounts of the shareholders specified in the List of the Company's Shareholders. Profit shares (dividends) will be paid to the shareholders who are individuals holding book-entered shares registered in the Register of Book-Entered Securities maintained under a special legal regulation via a wireless cash transfer after the shareholders submit all the necessary documents, including a certificate of tax domicile and, where a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, a declaration of the beneficial owner.*

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

*8430 Back Office for Investment Products  
Naděžda Šmídová  
Email: [nsmidova@csas.cz](mailto:nsmidova@csas.cz)  
Milan Williams  
E-mail: [mwilliams@csas.cz](mailto:mwilliams@csas.cz)  
Telephone: 956 765 438*

*Contact address for the delivery of documents for payments:  
8430 Back Office for Investment Products  
Budějovická 1518/13b  
140 00 Prague 4"*

Before the end of voting on the said draft resolution, 2253741 valid votes, representing 82,091954 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 4.1. to item 4 of the decision-making agenda**  
**Approval of the remuneration policy**

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

*"The Remuneration Policy of the Company in the wording submitted by the Board of Directors of the Company is hereby approved."*

Before the end of voting on the said draft resolution, 2184560 valid votes, representing 79,572053 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 5.1. to item 5 of the decision-making agenda**  
**Election of Mr. Piotr Andrzej Cerek as a member of the Company's Board of Directors**

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

*"Mr. Piotr Andrzej Cerek, born on 7 June 1967, residing at 31-881 Krakow, Markowskiego 6/10, Poland, is elected as a member of the Board of Directors of the Company."*

Before the end of voting on the said draft resolution, 2253280 valid votes, representing 82,075162 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 5.2. to item 5 of the decision-making agenda**  
**Election of Mr. Petr Šebek as a member of the Company's Board of Directors**

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

*"Mr. Petr Šebek, born on 10 November 1973, residing at Mlýnská 228/9, 252 62 Únětice, Czech Republic, is elected as a member of the Board of Directors of the Company."*

Before the end of voting on the said draft resolution, 2253086 valid votes, representing 82,068095 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 6.1. to item 6 of the decision-making agenda**  
**Approval of the agreement on the performance of the office of a member of the**  
**Company's Board of Directors**  
**with Mr. Piotr Andrzej Cerek**

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

*"The Agreement on the Performance of the Office of Member of the Board of Directors entered into between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Piotr Andrzej Cerek, on 23 March 2020 is hereby approved."*

Before the end of voting on the said draft resolution, 2253850 valid votes, representing 82,095924 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 6.2. to item 6 of the decision-making agenda**  
**Approval of the agreement on the performance of the office of a member of the**  
**Company's Board of Directors**  
**with Mr. Petr Šebek**

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

*"The Agreement on the Performance of the Office of Member of the Board of Directors entered into between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Petr Šebek, on 23 March 2020 is hereby approved."*

Before the end of voting on the said draft resolution, 2254713 valid votes, representing 82,127358 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 7.1. to item 7 of the decision-making agenda**  
**Election of Mr. Stefan Bauer as a member of the Supervisory Board**

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

*"Mr. Stefan Bauer, born on 24 June 1971, residing at Sentier du Lycee 8 A, 1009 Pully, Swiss Confederation, is elected as a member of the Supervisory Board of the Company."*

Before the end of voting on the said draft resolution, 2175891 valid votes, representing 79,256287 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 8.1. to item 8 of the decision-making agenda**  
**Approval of the agreement on the performance of the office of a member of the**  
**Company's Supervisory Board**  
**with Mr. Stefan Bauer**

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

*"The Agreement on the Performance of the Office of Member of the Supervisory Board entered into between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Stefan Bauer, on 23 March 2020 is hereby approved."*

Before the end of voting on the said draft resolution, 2177339 valid votes, representing 79,30903 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 8.2. to item 8 of the decision-making agenda**  
**Approval of the agreement on the performance of the office of a member**  
**of the Company's Supervisory Board**  
**with Mr. Richard Vašíček**

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

*"The Agreement on the Performance of the Office of Member of the Supervisory Board entered into between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Richard Vašíček, on 23 March 2020 is hereby approved."*

Before the end of voting on the said draft resolution, 2254401 valid votes, representing 82,115994 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 9.1. to item 9 of the decision-making agenda**  
**Election of Mr. Stefan Bauer as a member of the Company's Audit Committee**

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

*"Mr. Stefan Bauer, born on 24 June 1971, residing at Sentier du Lycee 8 A, 1009 Pully, Swiss Confederation, is elected as a member of the Audit Committee of the Company."*

Before the end of voting on the said draft resolution, 2157492 valid votes, representing 78,586108 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 10.1. to item 10 of the decision-making agenda**  
**Approval of the agreement on the performance of the office of a member of the**  
**Company's Audit Committee**  
**with Mr. Stefan Bauer.**

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

*"The Agreement on the Performance of the Office of Member of the Audit Committee entered into between Philip Morris ČR a.s. and a member of the Audit Committee of Philip Morris ČR a.s., Mr. Stefan Bauer, on 23 March 2020 is hereby approved."*

Before the end of voting on the said draft resolution, 2159892 valid votes, representing 78,673527 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

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**Draft decision 11.1. to item 11 of the decision-making agenda**  
**Appointment of the Company's auditor**

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

*"PricewaterhouseCoopers Audit, s.r.o., whose registered office is at Hvězdova 1734/2c, Nusle, 140 00 Prague 4, Czech Republic, identification number: 407 65 521, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 3637, is appointed as the auditor of the Company for the 2020 calendar year accounting period."*

Before the end of voting on the said draft resolution, 2248849 valid votes, representing 81,913764 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

Kutná Hora, on 8 July 2020

**Philip Morris ČR a.s.**



Andrea Gontkovičová  
Chairperson of the Board of Directors

**Philip Morris ČR a.s.**



Petr Šedivec  
Member of the Board of Directors