



# PHILIP MORRIS ČR

The Board of Directors of

**Philip Morris ČR a.s.,**

whose registered office is in 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"),

following the crisis measures taken by the Government of the Czech Republic during the declared state of emergency and the related extraordinary measures (in particular those related to the restrictions on gathering and movement of larger groups of people),

## **informs the Company's shareholders and the public of its decision on the DECISION-MAKING OF THE COMPANY'S GENERAL MEETING OUTSIDE THE MEETING ("per rollam")**

The Board of Directors of the Company has decided that **no physical General Meeting will be held**, but that **the shareholders may**, in accordance with legal regulations, the Company's Articles of Association and the Instructions for the *Per Rollam* Decision-Making (the "***Per Rollam Instructions***") adopted by the Board of Directors of the Company, **exercise their voting and other shareholder rights outside the General Meeting (per rollam)**. All statutory and organisational instructions including documents relating to the decision-making of the Company's General Meeting outside the meeting (the "***per rollam decision-making***"), on which the Board of Directors decided on 4 May 2020, are provided in the documents published on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders" (the "**Website**"), and are also sent to the shareholders in writing pursuant to the timetable specified below.

### **Timetable for the per rollam decision-making:**

- a) **5 May 2020** – notification of the intention of the Company's Board of Directors regarding the *per rollam* decision-making on the Website, publication of the preliminary draft decisions on the per rollam decision-making (including their justifications) (the "**Preliminary Draft Decisions**"), the *Per Rollam Instructions* and a template of the voting form (the "**Template Voting Form**") (this day will hereinafter be referred to as the "**notification of the intention**");
- b) **6 May 2020** – notification of the intention of the Company's Board of Directors on the *per rollam* decision-making in *Hospodářské noviny* (a national daily);
- c) **18 May 2020** – the date decisive for the *per rollam* decision-making (the "**Decisive Date**") and the Date Decisive for Exercising Profit Share (Dividend) Rights;
- d) **25 May 2020** – the sending of notices of the Board of Directors on the *per rollam* decision-making, including the binding draft decisions for the per rollam decision-making (including their justifications) (the "**Draft Decisions**"), the *Per Rollam Instructions* and the voting form (the "**Voting Form**") (this day will hereinafter be referred to as the "**sending of the Draft Decisions**" or the "**day on which the Draft Decisions are sent**");
- e) **25 May 2020** – publication of the Board of Directors' notification of the *per rollam* decision-making, including the Draft Decisions, the *Per Rollam Instructions*, the Voting Form and the binding timetable on the Website;
- f) **25 May 2020** – beginning of the voting;
- g) **30 June 2020** – the last day of the period set for the delivery of the shareholders' opinions on the Draft Decisions (the "**Voting Period**");
- h) **1 July 2020** – notification of preliminary results of the *per rollam* decision-making to the shareholders on the Website;
- i) **8 July 2020** – notification of the final results of the *per rollam* decision-making to the shareholders on the Website and also in writing;
- j) **From 22 July 2020 until 31 May 2021** – the payment period proposed by the Board of Directors for the payments of the shareholders' shares in profit (dividends). The proposed payment period is subject to approval by the General Meeting within the *per rollam* decision-making.

For the sake of clarity and transparency, the Board of Directors of the Company further states below that:

1. **the General Meeting is not being convened and the physical General Meeting with the personal participation of shareholders will not be held;**
2. **the Board of Directors of the Company does not send invitations to the shareholders to physically participate at the General Meeting and, therefore, it is not necessary to travel to the Company's registered office in Kutná Hora;**
3. **the General Meeting will decide on the matters that were originally supposed to be included in the agenda of the General Meeting outside the meeting ("per rollam"), i.e. by the shareholders' sending written voting forms to the Company;**
4. **the shareholders may be represented by proxies and may grant powers of attorney for that purpose.**

The Board of Directors would also like to draw the attention of shareholders to the fact that they may grant a power of attorney to being represented in the exercise of their voting and other shareholder rights even within the *per rollam* decision-making. The power of attorney forms for representation of shareholders in the *per rollam* decision-making are available on the Website.

Voting begins on 25 May 2020 upon the distribution of the Draft Decisions, whose adoption is proposed, including their justifications and the *Per Rollam* Instructions, to the Company's shareholders who were the Company's shareholders as at the Decisive Date, i.e. 18 May 2020. The shareholders or their proxies vote on the Draft Decisions only using the Voting Form, which forms part of the Draft Decisions. The Voting Form delivered to the Company's shareholder via a mail service provider as well as the Voting Form published on the Website can be used for voting. Each of the shareholders will vote on the Draft Decisions by **completing the Voting Form and delivering the completed Voting Form to the Company in writing in accordance with the *Per Rollam* Instructions. The signature on the Voting Form must be officially verified.** If the Voting Form is signed abroad, an apostille or a higher verification ("superlegalisation") must also be attached to the official verification of the signature, depending on the country in which the document is signed. If any of the aforementioned documents, verification clauses, apostilles or higher verifications is made in a foreign language (with the exception of Slovak), an official translation thereof into the Czech language must be attached to it.

**The completed Voting Form must therefore be delivered to the Company no later than on 30 June 2020. No Voting Forms received later will be taken into account. If a shareholder does not submit that shareholder's consent to the Draft Decision(s) by 30 June 2020, this means that the shareholder does not agree with the Draft Decision(s).**

The shareholders may check whether their voting forms have been delivered to the Company and whether their votes are valid on the following telephone number: + 420 327 588 357.

For shareholders' inquiries related to the *per rollam* decision-making process, please call the Infoline at + 420 327 588 358. No requests for explanations of matters concerning the Company or its controlled entities within the meaning of Section 357 *et seq.* of the Act on Business Companies and Cooperatives (the Act on Business Corporations) may be submitted via this Infoline.

Interim voting results will be available to the shareholders in a manner allowing for remote access at the following website: <http://www.per-rollam.cz/pm>.

Kutná Hora, on 4 May 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