



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 13 April and 23 May 2022**

**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 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 13 April and 23 May 2022, the following decision-making results:

The total number of votes of all shareholders entitled to vote associated with the Company's shares is 2,745,377. The Company has not acquired any shares in the case of which the associated voting rights are not exercised.

Based on the number of 241 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 and is to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders"."

Before the end of voting on the said draft resolution, 2215818 valid votes, representing 80,710882 % 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 on 24 May 2022.

Draft decision 3.1. to item 3 of the decision-making agenda
Approval of the 2021 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 2021 calendar year accounting period in the wording submitted by the Company's Board of Directors are hereby approved and are to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders", as part of the Annual Report."

Before the end of voting on the said draft resolution, 2215820 valid votes, representing 80,710955 % 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 on 24 May 2022.

Draft decision 3.2. to item 3 of the decision-making agenda
Approval of the 2021 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 2021 calendar year accounting period in the wording submitted by the Company's Board of Directors are hereby approved and are to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders", as part of the Annual Report.”

Before the end of voting on the said draft resolution, 2215820 valid votes, representing 80,710955 % 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 on 24 May 2022.

Draft decision 3.3. to item 3 of the decision-making agenda
Approval of the proposal for the distribution of profit for the year 2021,
including an indication of the amount and method of payment of profit shares

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

*“The distribution of the profit for the year 2021 is hereby approved as follows:
From the Company's after-tax profit for the 2021 calendar year accounting period in the amount of CZK 3,596,735,140.26, a part in the amount of CZK 3,596,455,660.00 will be paid to the Company's shareholders as profit shares. The remaining part of the profit in the amount of CZK 279,480.26 will be transferred to the Company's account of retained earnings from prior years. The retained earnings of the Company from prior years in the amount of CZK 5,858,700.97 remained undistributed. A gross profit share of CZK 1,310 will thus be associated with each 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 rights is 1 June 2022; this means that the profit shares will be paid to the shareholders holding shares of the Company as at 1 June 2022.*

The profit shares will be paid to the shareholders via 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, File No. B 1171.

Shareholders will be invited to send settlement data and other supporting documents to Česká spořitelna, a.s. for the purpose of payment of profit shares via the “Notification of the Payment of Proceeds from Securities”, which will be published on 10 June 2022 in a manner allowing for remote access on the Company's website, and which will further stipulate more detailed instructions necessary for the payment of profit shares.

The profit shares will be paid to shareholders who are individuals during the determined payment period only via wireless cash transfer, in each case to the particular shareholder's bank account specified in the List of Shareholders maintained by the Company, or in the Register of Book-Entered Securities in the case of book-entered shares. In case the relevant bank account number is not entered in the List of Shareholders or in the register of book-entered securities (or the number is not up-to-date), the relevant profit share will be sent to

the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose.

Profit shares will be paid to the shareholders who are individuals after submitting all the necessary supporting documents, including a declaration of the beneficial owner and also a certificate of tax domicile, 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.

The maturity date of the profit shares has been determined as 30 June 2022. The payment period will last from 30 June 2022 to 31 March 2023. The “Notification of the Payment of Proceeds from Securities” and information on the required supporting documents will be published on the following website: <http://www.philipmorris.cz>, in section titled “For shareholders”, and will be also provided by Česká spořitelna, a.s.

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

Profit shares will be paid to the shareholders who are legal entities only via a wireless cash transfer in each case to the particular shareholder’s bank account specified in the List of Shareholders maintained by the Company, or in the Register of Book-Entered Securities in the case of book-entered shares. In case the relevant bank account number is not entered in the List of Shareholders or in the Register of Book-Entered Securities (or the number is not up-to-date), the relevant profit share will be sent to the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose. Shareholders who are legal entities (or legal arrangements) will only be paid their profit shares after fulfilling the statutory conditions for the payment of profit shares (including the registration of the beneficial owner of each particular shareholder who is a legal entity (or legal arrangement) in the Register of Beneficial Owners (hereinafter referred to as the “Czech Beneficial Owner Register”) in accordance with Section 53 (2) of Act No. 37/2021 Coll., on Register of Beneficial Owners, as amended (hereinafter referred to as the “Act on Register of Beneficial Owners”), if the shareholder is obliged to arrange for the registration of the beneficial owner or if the provisions of the above Act and the obligation to register the beneficial owner in the Czech Beneficial Owner Register applies to the shareholder), as well as after supplying all other required supporting documents, and also a certificate of tax domicile, 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.

Česká spořitelna, a.s. will be checking the registrations of beneficial owners in the Czech Beneficial Owner Register, and shareholders who have no beneficial owner registered as at the date of payment of profit shares by Česká spořitelna, a.s. will not be paid their profit shares. If a profit share is not paid to the relevant shareholder (legal arrangement) due to the absence of registration of its beneficial owner in the Czech Beneficial Owner Register by 31 December 2022, the right to that profit share will cease to exist (Sections 53 (2) and (3) of the Act on Register of Beneficial Owners).

A shareholder claiming a profit share or its payment within a payment period after 31 December 2022 must demonstrate and prove that its right to a profit share has not ceased to exist due to the absence of registration of its beneficial owner in the Czech Beneficial Owner Register by 31 December 2022. Otherwise, the profit share will not be paid to that shareholder due to the fact that the shareholder’s right to that payment has ceased to exist.

Contact persons at Česká spořitelna, a.s.:

Department A332_01

Naděžda Šmídová

E-mail: vyplatadividend@csas.cz

Milan Williams

E-mail: vyplatadividend@csas.cz

Contact telephone: 956 765 438

Contact address for the delivery of documents for payments:

Česká spořitelna, a.s.

Department A332_01

Budějovická 1518/13b

140 00 Prague 4”

Before the end of voting on the said draft resolution, 2215721 valid votes, representing 80,707349 % 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 on 24 May 2022.

**Draft decision 4.1. to item 4 of the decision-making agenda
Approval of the 2021 Remuneration Report**

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

“The 2021 Remuneration Report in the wording submitted by the Board of Directors of the Company and attached as Schedule 3 to the Draft Decisions is hereby approved.”

Before the end of voting on the said draft resolution, 2149481 valid votes, representing 78,294566 % 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 on 24 May 2022.

**Draft decision 5.1. to item 5 of the decision-making agenda
Election of Ms. Andrea Gontkovičová 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:

“Ms. Andrea Gontkovičová, born on 6 July 1973, residing at Suchá 13, 831 01 Bratislava, Slovak Republic, is elected as a member of the Board of Directors of the Company.”

Before the end of voting on the said draft resolution, 2214596 valid votes, representing 80,666371 % 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 on 24 May 2022.

**Draft decision 5.2. to item 5 of the decision-making agenda
Election of Mr. Peter Piroch as a member of the Board of Directors**

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

“Mr. Peter Piroch, born on 7 May 1970, residing at Štětínova 687/5, 811 06 Bratislava, Slovak Republic, is elected as a member of the Board of Directors of the Company.”

Before the end of voting on the said draft resolution, 2216919 valid votes, representing 80,750986 % 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 on 24 May 2022.

**Draft decision 5.3. to item 5 of the decision-making agenda
Election of Mr. Anton Kirilov Stankov as a member of the Board of Directors**

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

“Mr. Anton Kirilov Stankov, born on 24 March 1970, residing at Opletalova 1323/15, Nové Město 110 00 Prague 1, 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, 2216651 valid votes, representing 80,741224 % 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 on 24 May 2022.

**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 Board of Directors of the Company entered into with Mr. Anton Kirilov
Stankov**

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 on 28 March 2022 between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Anton Kirilov Stankov, in the wording submitted by the Company's Board of Directors is hereby approved and is to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders".”

Before the end of voting on the said draft resolution, 2216926 valid votes, representing 80,751241 % 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 on 24 May 2022.

Draft decision 7.1. to item 7 of the decision-making agenda
Election of Mr. Sergio Colarusso as a member of the Supervisory Board

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

“Mr. Sergio Colarusso, born on 18 April 1972, residing in 1295 Tannay, Chemin des Sarments 11bis, Swiss Confederation, is elected as a member of the Supervisory Board of the Company.”

Before the end of voting on the said draft resolution, 2175345 valid votes, representing 79,236659 % 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 on 24 May 2022.

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 Supervisory Board of the Company entered into with Mr. Roman Grametbauer

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 on 1 July 2021 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Roman Grametbauer, in the wording submitted by the Company's Board of Directors, is hereby approved and is to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders".”

Before the end of voting on the said draft resolution, 2216926 valid votes, representing 80,751241 % 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 on 24 May 2022.

Draft decision 9.1. to item 9 of the decision-making agenda
Election of Mr. Petr Šobotník 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. Petr Šobotník, born on 16 May 1954, residing at Jeseniova 2861/46, 130 00 Prague 3, Czech Republic, is elected as a member of the Audit Committee of the Company.””

Before the end of voting on the said draft resolution, 2209737 valid votes, representing 80,489383 % 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 on 24 May 2022.

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 Audit Committee of the Company entered into with Mr. Petr Šobotník

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 on 1 July 2021 between Philip Morris ČR a.s. and a member of the Audit Committee of Philip Morris ČR a.s., Mr. Petr Šobotník, in the wording submitted by the Company's Board of Directors, is hereby approved and is to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders".”

Before the end of voting on the said draft resolution, 2209697 valid votes, representing 80,487926 % 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 on 24 May 2022.

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:

“Mazars Audit s.r.o., whose registered office is in Prague 8, Pobřežní 620/3, postcode 186 00, identification number: 639 86 884, registered in the Commercial Register maintained by the Municipal Court in Prague, File No. C 38404, is appointed as the auditor of the Company for the 2022 calendar year accounting period.”

Before the end of voting on the said draft resolution, 2216711 valid votes, representing 80,74341 % 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 on 24 May 2022.

Draft decision 12.1. to item 12 of the decision-making agenda
Amendment of the Company's Articles of Association in the wording of the relevant
draft decision (including its justification) presented by the Board of Directors
and prepared in the form of Notarial Record NZ 75/2022 N 84/2022 of 18 March
2022

In accordance with Section 80gd of Act No. 358/1992 Coll., on Notaries and Their Activities (Notarial Code), a notarial record regarding the decision-making of the General Meeting performed outside the meeting (per rollam) on the amendment of the Company's Articles of Association is prepared and will be published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled „For shareholders”.

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

“The General Meeting decides outside the meeting (per rollam) to amend the Articles of Association of the Company as follows:

In Part I. Basic Provisions, the wording of Article 3, Scope of Business, is amended to newly 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;*
- *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.*

In Part II. Company Organisation, A. General Meeting, Article 9, the wording of paragraph 4 is amended to newly read as follows:

The General Meeting shall be convened by the convener based on an invitation sent in the manner specified in Article 37 (1) of these Articles of Association at least 30 days before the date of the General Meeting, unless the Business Corporations Act or these Articles of Association stipulate(s) a shorter period.

The condition of a 30-day period does not need to be observed in the following instances:

convening of a substitute General Meeting;

convening of a General Meeting on the basis of a request of shareholders under Article 9 (2) of these Articles of Association.

In the above cases, a period as stipulated by law shall apply.

In Part II. Company Organisation, B. Board of Directors, Article 14, Composition of the Board of Directors, Term of Office, Meetings, and Decision-Making, the wording of the first sentence of paragraph 4 is amended to newly read as follows:

Provided that the number of members of the Board of Directors has not fallen below one half, the Board of Directors may appoint substitute members until the next General Meeting.

In Part II. Company Organisation, D. Audit Committee, Article 20, Composition of the Audit Committee and Term of Office, the wording of the first sentence of paragraph 4 is amended to newly read as follows:

Provided that the number of members of the Audit Committee has not fallen below one half, the Audit Committee may appoint a substitute member until the next General Meeting.

In Part IX. Common and Final Provisions, the wording of Article 37, Official Publication and Publication of Information, is amended to newly read as follows:

Article 37

Notices, Official Publication in the Commercial Bulletin and Publication of Information

- 1. Shareholders shall be informed about the holding of the General Meeting (or the convening of the General Meeting) by a notice published on the Company's website at <http://www.philipmorris.cz> and in the Commercial Bulletin. Sending an invitation to the addresses of individual shareholders within the meaning of Section 406 (1) of the Business Corporations Act shall thus be replaced by the official publication of an invitation in the Commercial Bulletin. The Company shall notify shareholders in the same way of the result of the per rollam decision-making pursuant to Section 420 of the Corporations Act, or decisions adopted in accordance with Section 418 et seq. of the Corporations Act, under which the announcement of the decisions adopted shall be published on the Company's website at <http://www.philipmorris.cz> and the sending shall be replaced by the official publication in the Commercial Bulletin.*
- 2. The data and information that the Company is required to officially publish under the relevant legal regulations or these Articles of Association shall be officially published in the Commercial Bulletin, unless the law stipulates any other method of publication.*

3. *The data and information that the Company is required to publish or make known pursuant to the relevant legal regulations or these Articles of Association shall be published on the Company's website and, where appropriate, in other places stipulated by the relevant legal regulations or these Articles of Association.*

Before the end of voting on the said draft resolution, 2216827 valid votes, representing 80,747635 % 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 two-thirds majority of votes of all shareholders of the Company on 24 May 2022.

Kutná Hora, on 27 May 2022

Philip Morris ČR a.s.



Andrea Gontkovičová
Chairperson of the Board of Directors

Philip Morris ČR a.s.



Anton Stankov
Member of the Board of Directors