



PHILIP MORRIS ČR

**DRAFT DECISIONS OF THE GENERAL MEETING**

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, File No. B 627

(the "**Company**"),

**presented by the Board of Directors of the Company  
in relation to the decision-making to be performed outside the  
General Meeting ("*per rollam*")**

in accordance with Section 418 *et seq.* of Act No. 90/2012 Coll., on Business Corporations and Cooperatives (the Act on Business Corporations), as amended (the "**Business Corporations Act**"), in conjunction with Article 8 (4) *et seq.* of the Articles of Association of the Company

*Note: The English version of this document is published for informational purposes only. The prevailing version of this document is the version published in the Czech language.*

The decision-making to be performed outside the General Meeting of the Company concerns the following points:

1. Approval of the Report of the Board of Directors on the Business Activities of the Company;
2. The Supervisory Board Report;
3. Approval the 2021 ordinary financial statements, the 2021 consolidated ordinary financial statements and the proposal for the distribution of the 2021 profit, including an indication of the amount of profit shares;
4. Approval of the 2021 Remuneration Report;
5. Election of Ms. Andrea Gontkovičová, Mr. Peter Piroch and Mr. Anton Kirilov Stankov as members of the Board of Directors;
6. Approval of the agreement on the performance of the office of a member of the Board of Directors with Mr. Anton Kirilov Stankov;
7. Election of Mr. Sergio Colarusso as a member of the Supervisory Board;
8. Approval of the agreement on the performance of the office of a member of the Supervisory Board with Mr. Roman Grametbauer;
9. Election of Mr. Petr Šobotník as a member of the Audit Committee;
10. Approval of the agreement on the performance of the office of a member of the Audit Committee with Mr. Petr Šobotník;
11. Appointment of the Company's auditor;
12. Amendment of the Articles of Association of the Company.

The following schedules form integral parts of these draft decisions:

1. Instructions for the *Per Rollam* Decision-Making;
2. Main Data of the Ordinary Financial Statements of the Company for the 2021 Calendar Year Accounting Period and Main Data of the Consolidated Ordinary Financial Statements of the Company for the 2021 Calendar Year Accounting Period;
3. 2021 Remuneration Report;
4. Voting Form for the Company's Shareholders to Express Their Opinions on the Draft Decisions;

Voting on these draft decisions will be governed by the instructions for the *per rollam* decision-making, which form an integral part of these draft decisions and are attached as Schedule 1 to these draft decisions.

#### **Order of the individual draft decisions:**

1. **Approval of the Report of the Board of Directors on the Business Activities of the Company**

##### **Draft decision:**

- 1.1. *"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".*

Reasoning:

On the basis of established practice and in order to properly inform the shareholders, the Board of Directors of the Company has prepared and submits to the shareholders, as in the previous years, the Report on the Business Activities of the Company. The discussion on and approval of the Report of the Board of Directors on the Business Activities of the Company is based on Article 13 (3) (b) of the Articles of Association of the Company. The Report of the Board of Directors on the Business Activities of the Company is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders", and **is also contained in the Annual Report** of the Company for the 2021 calendar year accounting period (the "**Annual Report**"). The Annual Report is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders".

Furthermore, within the meaning of the requirement set out in Section 118 (9) of Act No. 256/2004 Coll., on Undertakings on the Capital Market, as amended (the "**Capital Market Undertakings Act**"), the Board of Directors submits to the shareholders the Summary Explanatory Report concerning certain matters pursuant to Section 118 (5) (a) to (k) of the Capital Market Undertakings Act. This Summary Explanatory Report as well as the audited Report on Relations between the Controlling Entity and the Controlled Entity and between the Controlled Entity and the Entities Controlled by the Same Controlling Entity (the "**Report on Relations**") prepared pursuant to Section 82 *et seq.* of the Business Corporations Act **are contained in the Annual Report**, and are submitted to the General Meeting, or the Company's shareholders, for acknowledgement through this Annual Report.

The Board of Directors also arranged for the preparation of the ordinary financial statements of the Company for the 2021 calendar year accounting period and of the consolidated ordinary financial statements of the Company for the 2021 calendar year accounting period, and for the verification of these financial statements by an auditor, all in accordance with the relevant legal and accounting regulations which require the preparation of the said documents. The Board of Directors submits the aforementioned documents, which also form part of the Annual Report, published in a manner allowing for remote access on the aforementioned website, to the General Meeting (outside the meeting), or the Company's shareholders. The main data of the ordinary financial statements of the Company for the 2021 calendar year accounting period and main data of the consolidated ordinary financial statements of the Company for the 2021 calendar year accounting period form

integral parts of these draft decisions and are attached as Schedule 2 to these draft decisions.

The Company's economic result for the 2021 calendar year accounting period is a profit of CZK 3,596,735,140.26.

## **2. The Supervisory Board Report**

This point is not put to the vote and no decision is taken thereon. For the sake of completeness, based on the established practice of the Company and for the purpose of properly informing the Company's shareholders and acquainting them with the results of the supervisory activities performed by the Supervisory Board of the Company, the Board of Directors of the Company submits its statement on this point.

### Statement of the Board of Directors of the Company:

During the entire calendar year 2021, the Supervisory Board monitored and evaluated the development and management of the Company's business activities, and in particular the Company's financial position and activities in this area. As part of its supervisory activities, the Supervisory Board also closely cooperated with another Company body, the Audit Committee, in all matters falling within the scope of these two bodies, including the appointment of the statutory auditor. Based on its findings, the Supervisory Board has prepared a report on the results of its activities in the 2021 calendar year accounting period (the "**Supervisory Board Report**") in accordance with the applicable legal regulations and the Articles of Association of the Company, and submits it to the General Meeting (outside the meeting), or the Company's shareholders, for acknowledgement. The Supervisory Board Report is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders". In its report, the Supervisory Board states that it has not ascertained any failings and that it has no objections regarding the business activities, operation and activities of the Company or its bodies that are subject to supervision by the Supervisory Board.

The Supervisory Board also reviewed, in accordance with the applicable legal regulations, the Report on Relations for the year 2021, the 2021 ordinary financial statements, the 2021 consolidated ordinary financial statements, including the proposals of the Board of Directors for their approval, and the proposal for the distribution of profit for the year 2021, including an indication of the amount of profit shares. The Supervisory Board submits its statements on the aforementioned documents to the General Meeting, or Company's shareholders, within the meaning of the requirement set out in Section 83 (1) and Section 447 (3) of the Business

Corporations Act through the Supervisory Board Report. The Board of Directors declares that the Supervisory Board has not raised any objections to the aforementioned documents. In the opinion of the Supervisory Board, the aforementioned documents have been prepared duly and in accordance with the relevant legal regulations and the Articles of Association of the Company.

**3. Approval of the 2021 ordinary financial statements, the 2021 ordinary consolidated financial statements and the proposal for the distribution of profit for the year 2021, including an indication of the amount of profit shares**

Draft decisions:

- 3.1. *“The ordinary financial statements of the Company for the 2021 calendar year accounting period in the wording submitted by the Board of Directors of the Company 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.”*
- 3.2. *“The ordinary consolidated financial statements of the Company for the 2021 calendar year accounting period in the wording submitted by the Board of Directors of the Company 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.”*
- 3.3. *“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”

**Reasoning:**

The discussion on and approval of the ordinary financial statements and consolidated ordinary financial statements is based on the requirements set out in the Business Corporations Act and the Articles of Association of the Company. The Company has the obligation to prepare the aforementioned documents annually and the Board of Directors submits the documents for approval to the General Meeting of the Company in accordance with the Business Corporations Act. The given ordinary financial statements and consolidated ordinary financial statements for the 2021 calendar year accounting period give a true and fair picture of the affairs and transfers of property and other assets, liabilities and other liability items, expenses and earnings, and economic results of the Company and the consolidated unit of the Company. Both the ordinary financial statements and consolidated ordinary financial statements for the 2021 calendar year accounting period have been approved by the Company's auditor without any reservations and reviewed by the Supervisory Board, which has not found any deficiencies and, therefore, recommends them to the General Meeting (outside the meeting) for approval (see the Supervisory Board Report under point 2 of this document). Both the ordinary financial statements and consolidated ordinary financial statements for the 2021 calendar year accounting period **are contained in the Annual Report**. The Annual Report is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders".

The decision on the distribution of the Company's profit lies with the General Meeting of the Company pursuant to the Business Corporations Act and the Articles of Association of the Company. A profit share is determined on the basis of information contained in the ordinary financial statements approved by the General Meeting of the Company. The Board of Directors proposes to distribute the profit for the year 2021 in the amount which corresponds to the requirements of the Business Corporations Act and the Articles of Association of the Company. The amount of the profit to be distributed is stated in the draft decisions. This draft specifies the amount of the profit share per each share as well as other information for the payment of the profit shares, i.e. the date decisive for exercising profit share rights. In the view of the Board of Directors, the proposed payment reflects the achieved economic results, financial possibilities as well as needs of the Company; in particular, the exercise of the shareholder rights to the payment of the proposed amounts will not limit any existing or intended future activities of the Company. The Supervisory Board has reviewed the Board of Directors' proposal and recommends it to the General Meeting for approval (see the Supervisory Board Report under point 2 of this document).

The requirement to register the beneficial owner in the Czech Beneficial Owner Register, in the case of a shareholder who is obliged to arrange for that registration, as a condition for payment



of a profit share reflects the provisions of Act No. 37/2021 Coll., on Register of Beneficial Owners, as amended.

#### **4. Approval of the 2021 Remuneration Report**

##### Draft decision:

- 4.1. *“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.”*

##### Reasoning:

In accordance with Section 121o of the Capital Market Undertakings Act, the Company has prepared a report on remuneration of members of the Board of Directors and the Supervisory Board of the Company for the 2021 calendar year accounting period, which provides a complete overview of the remuneration provided or payable during the 2021 calendar year accounting period to the members of the Board of Directors and the Supervisory Board directly by the Company or by any company from the Philip Morris Group. The submitted Remuneration Report has been audited by the auditor in accordance with the law. In accordance with the requirement of Section 121o (3) of the Capital Market Undertakings Act, the Board of Directors submits the 2021 Remuneration Report to the General Meeting, or the shareholders, for approval.

The remuneration report serves to inform the shareholders about the remuneration actually paid to the members of the Board of Directors and the Supervisory Board. In order to ensure transparency, the wording of the remuneration report submitted by the Board of Directors to the General Meeting (outside the meeting), or the shareholders, for approval is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders". The 2021 Remuneration Report will also be available for view to each shareholder free of charge at the registered office of the Company, i.e. in Kutná Hora, Vítězná 1, postcode 284 03, from 2 p.m. to 5 p.m. on business days between 29 March 2022 and 23 May 2022. Any shareholder is entitled to request the delivery of a copy of the remuneration report at that shareholder's own expense and risk.

The 2021 Remuneration Report forms an integral part of these draft decisions and is attached as Schedule 3 to these draft decisions.

#### **5. Election of Ms. Andrea Gontkovičová, Mr. Peter Piroch and Mr. Anton Kirilov Stankov as members of the Board of Directors**

Draft decisions:

- 5.1. *“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.”*
- 5.2. *“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.”*
- 5.3. *“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.”*

Reasoning:

The proposed members of the Board of Directors, Ms. Andrea Gontkovičová and Mr. Peter Piroch are to be elected following their expiring term of office and are re-nominated for election as members of the Board of Directors. The current terms of office of these members of the Board of Directors will end on 26 April 2022.

The election of Mr. Anton Kirilov Stankov as a member of the Board of Directors of the Company is proposed with regard to the fact that, on 29 September 2021, he was appointed in accordance with the Article 14 (4) of the Articles of Association of the Company a substitute (co-opted) member of the Board of Directors.

The proposed members of the Board of Directors meet the requirements arising from the Business Corporations Act concerning the performance of office by a member of the Board of Directors. In view of their experience and qualifications, the proposed members of the Board of Directors are suitable candidates for the positions of members of the Board of Directors.

As the decision-making process of the General Meeting will be performed in accordance with Section 418 *et seq.* of the Business Corporations Act, in conjunction with Article 8 (4) *et seq.* of the Articles of Association of the Company, outside the General Meeting of the Company (*per rollam*), the Board of Directors of the Company proposes that the decision on the election of the aforementioned members of the Board of Directors of the Company be adopted outside the General Meeting of the Company.

As the election of Ms. Andrea Gontkovičová and Mr. Peter Piroch as members of the Board of Directors will constitute their re-election for the next immediately following terms of office, no new agreements on the performance of the office of members of the Board of Directors will be entered into between the Company and these members of the Board of Directors, as the agreements on the

performance of the office entered into earlier will also remain valid and effective for the duration of the office of the members of the Board of Directors in their next terms of office.

**6. Approval of the agreement on the performance of the office of a member of the Board of Directors**

Draft decision:

- 6.1. *“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".”*

Reasoning:

The Agreement on the Performance of the Office represents a standard instrument defining the mutual rights and obligations of the Company and a member of the Board of Directors and represents one of the motivating instruments for the performance of office by a member of the Board of Directors. The approval of the Agreements on the Performance of the Office entered into with members of the Board of Directors falls within the authority of the General Meeting of the Company. The Agreement on the Performance of the Office of Member of the Board of Directors submitted to the General Meeting (outside the meeting) for approval is based on the standard template of the Agreement on the Performance of the Office used by the Company in the past and respects the existing practice within the Company while taking into consideration the requirements set out in the Business Corporations Act. The Agreement on the Performance of the Office entered into with Mr. Anton Kirilov Stankov will be available at the Company’s registered office, i.e. in Kutná Hora, Vítězná 1, postcode 284 03, on business days from 29 March 2022 to 23 May 2022, always between 2 p.m. and 5 p.m., and on the following website: <http://www.philipmorris.cz>, in section titled "For Shareholders".

**7. Election of Mr. Sergio Colarusso as a member of the Supervisory Board**

Draft decision:

- 7.1. *“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.”*

Reasoning:

The proposed member of the Supervisory Board is to be elected following his expiring term of office and is re-nominated for election as a member of the Supervisory Board. The current

term of office of the member of the Supervisory Board will end on 26 April 2022.

The proposed member of the Supervisory Board meets the requirements arising from the Business Corporations Act concerning the performance of office by a member of the Supervisory Board. In view of his experience and qualification, the proposed member of the Supervisory Board is therefore a suitable candidate for the aforementioned position of a member of the Supervisory Board.

As the General Meeting of the Company will not be held and the decision-making process will be performed in accordance with Section 418 *et seq.* of the Business Corporations Act, in conjunction with Article 8 (4) *et seq.* of the Articles of Association of the Company, outside the General Meeting of the Company (*per rollam*), the Board of Directors of the Company proposes that the decision on the election of the aforementioned member of the Supervisory Board of the Company be adopted outside the General Meeting of the Company.

As the election of Mr. Sergio Colarusso as a member of the Supervisory Board will constitute his re-election for the next immediately following term of office, no new agreement on the performance of the office of as a member of the Supervisory Board will be entered into between the Company and the said member of the Supervisory Board, as the agreement on the performance of the office entered into earlier will also remain valid and effective for the duration of the office of the member of the Supervisory Board in his next term of office.

## **8. Approval of the agreement on the performance of the office of a member of the Supervisory Board**

### Draft decision:

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

### Reasoning:

The Agreement on the Performance of the Office of Member of the Supervisory Board with Mr. Roman Grametbauer is approved with regard to his appointment to the office as a member of the Supervisory Board elected by the Company's employees starting on 1 July 2021, since the term of office of Mr. Richard Vašíček ended on 30 June 2021 (for a reason other than the expiry of his term of

office or his recall from the office). Mr. Roman Grametbauer received the highest number of votes in the order after the elected members of the Supervisory Board in the last election of employee representatives to the Supervisory Board held from 26 November to 9 December 2019 pursuant to the then applicable Election Rules.

The Agreement on the Performance of the Office represents a standard instrument defining the mutual rights and obligations of the Company and a member of the Supervisory Board and represents one of the motivating instruments for the performance of office by a member of the Supervisory Board. The approval of the Agreements on the Performance of the Office entered into with members of the Supervisory Board falls within the authority of the General Meeting of the Company. The Agreement on the Performance of the Office of Member of the Supervisory Board submitted to the General Meeting (outside the meeting) for approval is based on the standard template of the Agreement on the Performance of the Office used by the Company in the past and respects the existing practice within the Company while taking into consideration the requirements set out in the Business Corporations Act. The Agreements on the Performance of the Office entered into with Mr. Roman Grametbauer will be available at the Company's registered office, i.e. in Kutná Hora, Vítězná 1, postcode 284 03, on business days from 29 March 2022 to 23 May 2022, always between 2 p.m. and 5 p.m., and on the following website: <http://www.philipmorris.cz>, in section titled "For Shareholders".

## **9. Election of Mr. Petr Šobotník as a member of the Audit Committee**

### Draft decision:

- 9.1. *"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."*

### Reasoning:

The election of Mr. Petr Šobotník as a member of the Audit Committee of the Company is proposed with regard to the fact that, on 1 July 2021, he was appointed a substitute (co-opted) member of the Audit Committee in accordance with Article 20 (4) of the Articles of Association of the Company, after Mr. Johannis van Capelleveen resigned from his office as a member of the Audit Committee on 30 June 2021.

The proposed member of the Audit Committee meets the requirements arising from the Act on Auditors and the Articles of Association of the Company. In view of his experience and qualifications, the proposed member of the Audit Committee is a suitable candidate for the aforementioned position in the Audit Committee.

As the decision-making process of the General Meeting of the Company will be performed in accordance with Section 418 *et seq.* of the Business Corporations Act, in conjunction with Article 8 (4) *et. seq.* of the Articles of Association of the Company, outside the General Meeting of the Company (*per rollam*), the Board of Directors of the Company proposes that the decision on the election of the aforementioned member of the Audit Committee of the Company be adopted outside the General Meeting of the Company.

**10. Approval of the agreement on the performance of the office of a member of the Audit Committee**

Draft decision:

- 10.1 *"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 Board of Directors of the Company, is hereby approved and is to be published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders"."*

Reasoning:

The Agreement on the Performance of the Office represents a standard instrument defining the mutual rights and obligations of the Company and a member of the Audit Committee and represents one of the motivating instruments for the performance of office by a member of the Audit Committee. The approval of the Agreements on the Performance of the Office entered into with members of the Audit Committee falls within the authority of the General Meeting of the Company. The Agreement on the Performance of the Office of Member of the Audit Committee submitted to the General Meeting (outside the meeting) for approval is based on the standard template of the Agreement on the Performance of the Office used by the Company in the past and respects the existing practice within the Company while taking into consideration the requirements set out in the Business Corporations Act. The Agreement on the Performance of the Office entered into with Mr. Petr Šobotník will be available at the Company's registered office, i.e. in Kutná Hora, Vítězná 1, postcode 284 03, on business days from 29 March 2022 to 23 May 2022, always between 2 p.m. and 5 p.m., and on the following website: <http://www.philipmorris.cz>, in section titled "For Shareholders".

**11. Appointment of the Company's auditor**

Draft decision:

- 11.1. *“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.”*

Reasoning:

The authority to appoint the Company's auditor lies with the General Meeting of the Company in accordance with the Act on Auditors and the Articles of Association of the Company.

The proposed auditor is a recognised company with sufficient capacity, expertise and many years of audit experience, providing assurance of independence in performing the audit engagement, and it therefore meets the statutory requirements for the appointment as auditor. The proposed auditor had previously been the auditor of the Company and was recommended by the Audit Committee to the Supervisory Board, which has proposed that this auditor be approved. The recommendation of the Audit Committee has been granted in accordance with the provisions of the Regulation on specific requirements regarding statutory audit of public-interest entities. The recommendation of the Audit Committee has not been subject to influence of any third party and is not subject to any arrangement between the Company and any third party that would restrict the selection of the statutory auditor.

The proposed auditor has also knowledge of the Company's needs and operation and, in view of its experience and qualifications, it is a suitable candidate to be appointed as the auditor of the Company for the year 2022.

## **12. Amendment of the Articles of Association of the Company**

Draft decision:

The draft decision on the amendment of the Articles of Association of the Company, including its reasoning, has been prepared in the form of a notarial record in accordance with Section 419 (2) of the Business Corporations Act. A copy of that notarial record containing a draft decision on the amendment of the Articles of Association is attached below on the following pages. An electronic copy of the relevant Notarial Record NZ 75/2022 N 84/2022 of 18 March 2022 is also published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders".

The draft of the relevant decision is contained in Clause Three and begins on "Page Two" of the Notarial Record and the substantiation of the draft is set out on "Page Four and Five" of the Notarial Record.

# Notarial Record

prepared by JUDr. Josef Doležal, a notary with his registered office in Kutná Hora, at the notary's office in Kutná Hora, Benešova 97, on 18 March 2022 (in words: the eighteenth day of March of the year two thousand and twenty-two).-----

The Participant, **Philip Morris ČR a.s.**, identification no. 14 80 35 34, with its registered office in Kutná Hora, Vítězná 1, postcode 284 03, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 627, represented by Petr Šedivec, born on 6 May 1977, residing and permanently staying in Rakovník II, V Lukách 2163, postcode 269 01, as an authorised person empowered by the Board of Directors of Philip Morris ČR a.s., identification no. 14 80 35 34, with its registered office in Kutná Hora, Vítězná 1, postcode 284 03, to prepare a draft decision of the General Meeting of the Company to be adopted outside the meeting, in the form required by law, and to sign the notarial record on the draft decision of the General Meeting of the Company to be adopted outside the meeting. An excerpt of the announcement of results of the voting performed outside the meeting of the Board of Directors of Philip Morris ČR a.s., dated 2 March 2022, is attached to this Notarial Record. -----

Petr Šedivec, whose identity has been proven on the basis of a valid official identity card, declares that he is capable of performing independent legal acts within the scope of the legal act on which this Notarial Record is made. -----

Petr Šedivec enters this draft decision, which is to be adopted outside any meeting of the bodies of the legal entity, in the notarial record prepared pursuant to Section 80gc of Act No. 358/1992 Coll., on Notaries and Their Activities, as amended, as follows: -----

## **Draft Decision of the General Meeting of Philip Morris ČR a.s. to Be Adopted Outside the General Meeting (*Per Rollam*)**

**Clause One:** I have verified the existence of Philip Morris ČR a.s., identification no. 14 80 35 34, with its registered office in Kutná Hora, Vítězná 1, postcode 284 03, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, File 627, on the basis of an extract from the Commercial Register issued by JUDr. Josef Doležal, notary, under no. V – 130/2022, dated 16 March 2022, about which the authorised member of the Board of Directors, Petr Šedivec, stated that it contained up-to-date information on the Company entered in the Commercial Register. Furthermore, Petr Šedivec submitted to the notary the Company's Articles of Association dated 22 May 2021, about which he stated that they constituted the latest full wording of the Articles of Association of Philip Morris ČR a.s. -----

Petr Šedivec declares that he has been authorised by the Board of Directors of Philip Morris ČR a.s. (as the statutory convener of the General Meeting) to ensure the preparation of the draft decision of the General Meeting of the Company to be adopted outside the meeting and to sign the notarial record on the draft decision of the General Meeting of the Company to be adopted outside the meeting. -----

Pursuant to the provisions of Section 418 (1) of Act No. 90/2012 Coll., on Business Companies and Cooperatives, as amended, the person authorised to convene the General Meeting shall send a draft decision to be adopted outside the General Meeting (*per rollam*) to all shareholders. Pursuant to Section 402 (1) of the Act on Business Companies and Cooperatives, as amended, and Article 9 (1) of the Company's Articles of Association, the General Meeting of a joint-stock company shall be convened by the Board of Directors. -----



**Clause Two:** The authorisation of the General Meeting of Philip Morris ČR a.s. to adopt decisions *per rollam* has been verified on the basis of the following:-----

- The Board of Directors of Philip Morris ČR a.s., whose meeting was held on 31 January 2022 (in words: on the thirty-first day of January of the year two thousand and twenty-two) resolved that the General Meeting of the Company would decide, *inter alia*, on an amendment of the Company's Articles of Association outside the General Meeting (*per rollam*). This intention on *per rollam* decision-making was published on 1 February 2022 (in words: on the first day of February of the year two thousand and twenty-two);-----

- On the basis of the submitted announcement of results of the voting performed outside the meeting of the Board of Directors of Philip Morris ČR a.s. held on 2 March 2022 (in words: the second day of March of the year two thousand and twenty-two), dated 2 March 2022 (in words: the second day of March of the year two thousand and twenty-two), according to which the Board of Directors approved the draft decision of the General Meeting to be adopted outside the meeting (*per rollam*) and at the same time instructed Petr Šedivec to ensure the preparation of the draft decision of the General Meeting of the Company to be adopted outside the meeting and to sign the notarial record on the draft decision of the General Meeting of the Company to be adopted outside the meeting, as well as all other related documents;-----

- On the basis of the provisions of Article 8 (4) of the Company's Articles of Association, by which the decision-making of the General Meeting outside the meeting (*per rollam*) is permitted within the meaning of Section 418 *et seq.* of Act No. 90/2012 Coll., on Business Companies and Cooperatives, as amended, and on the basis of the decision of the Board of Directors of Philip Morris ČR a.s., which resolved in accordance with the above provisions of the Company's Articles of Association and the Act on Business Companies and Cooperatives, that the General Meeting of the Company would decide outside the meeting; -----

- The date decisive (relevant) for the decision-making of the General Meeting to be performed outside the meeting (*per rollam*) is, pursuant to Article 8 (7) of the Company's Articles of Association, the 7<sup>th</sup> day preceding the date of sending the draft decision to all shareholders; -----

- On the basis of the provisions of Article 8 (2) of the Company's Articles of Association, where it has been found that the General Meeting may resolve on any changes to the Articles of Association, except for changes which are the consequence of an increase in the registered capital by the authorised Board of Directors or a change arising as a result of other legal facts.-----

**Clause Three:** The following draft decision is submitted to the shareholders of Philip Morris ČR a.s. for *per rollam* decision:-----

"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 Business Corporations Act, or

decisions adopted in accordance with Section 418 *et seq.* of the Business 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.-----

Substantiation of the draft decision: -----

The main reason for the proposed partial amendments of the Company's Articles of Association is, in particular, to define in more detail the Company's scope of business (amendment of Article 3 of the Articles of Association), in accordance with the conclusions of the decision of the Supreme Court of the Czech Republic issued on 12 May 2021 under file no. 27 Cdo 3549/2020. Pursuant to that decision, it is no longer desirable for the scope of business to be indicated by a wording corresponding to the Trade Licensing Act, which reads "Manufacture, trade and services not listed in Appendices 1 to 3 of the Trade Licensing Act". The scope of business must be stipulated specifically in the Company's founding legal act in order to make it clear in what area the Company conducts business. For this reason, it is proposed to make a specific definition of the Company's scope of business so that the requirement of specificity is met in accordance with the aforementioned decision of the Supreme Court of the Czech Republic, in accordance with the specific areas of free trade activities stipulated by the Trade Licensing Act. For the future, it is also proposed to add to the Articles of Association the possibility of carrying out "hospitality activities" (craft trade) in connection with the licensed trade of "sale of fermentation alcohol, drinking alcohol and spirits" (licensed trade), with regard to the places of sale of the Company's nicotine products.-----

It is also proposed (amendment of Article 9 (4) and Article 37) that henceforth the General Meetings of the Company be only convened by a notice published on the Company's website and officially published in the Commercial Bulletin, and not by sending written copies of the invitation and other documents to individual shareholders. This method of notification is also proposed to be introduced for announcement of results of the *per rollam* decision-making pursuant to Section 420 of the Business Corporations Act. This amendment is proposed specifically with regard to the considerable logistical and financial burden associated in particular with the preparation and sending of materials related to the convocation of General Meetings and related matters, the matters related to the *per rollam* decision-making and the sending of the decision-making results, etc., to individual shareholders by mail. The Board of Directors proceeds to this significant change after careful consideration and in order to deal more effectively with the preparation and organisation of General Meetings and the results of the *per rollam* decision-making, being of the opinion that the proposed method of notification is transparent and customary in particular with regard to the number of shareholders and the shareholder structure. -----

In this context, the Board of Directors would like to point out to the shareholders who have been using the option of receiving the invitations to the General Meeting electronically by e-mail pursuant to Article 9 (4) (instead of invitations sent in written form to the addresses of individual shareholders), that in view of the change proposed above and the fact that only a limited number of shareholders have been using this option, the option to receive invitations electronically by e-mail will no longer be available (and will not be replaced by any other option) in compliance with the relevant legal regulations concerning in particular the processing of personal data. -----

Last but not least, the Board of Directors proposes to unify the terminology of the articles concerning the co-optation of members of elected bodies (Articles 14 and 20), which does not constitute a change in content. The draft of the Articles of Association also contains changes of a legally technical nature, while efforts were made to preserve the provisions to the maximum possible extent. -----

The full draft of the amended Articles of Association of the Company is published in a manner allowing remote access on the following website: <http://www.philipmorris.cz> in the “For Shareholders” section. At the same time, the full draft of the amended Articles of Association of the Company is available for view to each shareholder, free of charge, at the Company’s headquarters, i.e. in Kutná Hora, at Vítězná 1, postcode 284 03, on business days from 29 March 2022 to 23 May 2022, always between 2.00 p.m. and 5.00 p.m. Each shareholder has the right to request delivery of a copy of the draft of the Articles of Association at that shareholder’s own cost and risk. -----

The proposed amendment of the Articles of Association shall come into effect on the date of its approval by the General Meeting. -----

**Clause Four:** The period for the shareholder’s *per rollam* statement (opinion) on this draft decision shall end on 23 May 2022 (in words: the twenty-third day of May of the year two thousand and twenty-two).----

**Clause Five:** Statement of the notary on preconditions for the preparation of a notarial record: pursuant to Section 70a (1) of the Act on Notaries and Their Activities, I state that the legal act complies with legal regulations and with any other documents in the case of which the compliance with legal regulations is required by a special legal regulation; that the legal act complies with the requisites and conditions stipulated for registration in a public register by a special legal regulation; or that the formalities have been fulfilled, if a special legal regulation stipulates them for the legal act or for registration in a public register, or that the fulfilment of the formalities has been documented to a notary.

**Clause Six:** This notarial record was prepared on the above legal act and, after having been read by the authorised member of the Board of Directors, it was signed and approved. -----

Petr Šedivec, in his own handwriting

JUDr. Josef Doležal,  
notary, in his own handwriting

JUDr. Josef Doležal,  
notary in Kutná Hora  
L. S.

PŘÍLOHA k NZ č. 45/ 2022

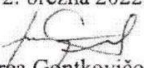
<p><b>Philip Morris ČR a.s.,</b> se sídlem Kutná Hora, Vítězná 1, PSČ 284 03, IČ 148 03 534, zapsaná v obchodním rejstříku vedeném Městským soudem v Praze, odd. B., vložka 627</p>	<p><b>Philip Morris ČR a.s.,</b> with its registered office at Kutná Hora, Vítězná 1, PSČ 284 03, Identification no.148 03 534, registered in the commercial register administered by the Municipal court in Prague, Section B., File 627</p>
<p><b>VÝŇATEK Z OZNÁMENÍ VÝSLEDKŮ HLASOVÁNÍ MIMO ZASEDÁNÍ PŘEDSTAVENSTVA (TZV. PER ROLLAM)</b></p>	<p><b>EXCERPT FROM THE ANNOUNCEMENT OF THE RESULTS OF THE VOTING OUTSIDE THE MEETING OF THE BOARD OF DIRECTORS</b></p>
<p>***</p> <p>Vážení členové představenstva,</p> <p>jakožto předsedkyně představenstva společnosti Philip Morris ČR a.s. se sídlem Kutná Hora, Vítězná 1, PSČ 284 03, identifikační číslo: 14803534, zapsané v obchodním rejstříku vedeném Městským soudem v Praze, oddíl B, vložka 627 (dále jen „Společnost“), Vám v souvislosti s uskutečněným hlasováním představenstva Společnosti mimo zasedání (tzv. per rollam), které proběhlo se souhlasem všech členů představenstva Společnosti prostřednictvím elektronického hlasování pomocí elektronické pošty (e-mailu) v souladu s ustanovením § 158 zákona č. 89/2012 Sb., občanský zákoník, ve znění pozdějších předpisů, a čl. 14 odst. 14 stanov Společnosti, oznamuji že:</p> <p>***</p>	<p>***</p> <p>Dear members of the Board of Directors,</p> <p>as the Chairperson of the Board of Directors of Philip Morris ČR a.s., whose registered office is in 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”), I hereby announce to you the results of voting of the Board of Directors of the Company outside the meeting (per rollam) which took place with the consent of all members of the Board of Directors of the Company by electronic voting via e-mail in accordance with Section 158 of Act No. 89/2012 Coll., the Civil Code, as amended, and Article 14 (14) of the Company’s Articles of Association, as follows:</p> <p>***</p>
<p>Návrh usnesení ve znění:</p> <p>„Představenstvo Společnosti pověřuje pana Petra Šedivce, dat. nar. 6. května 1977, bytem V Lukách 2163, Rakovník II, PSČ: 269 01, Rakovník, jakožto člena představenstva Společnosti, aby za představenstvo v souvislosti s předložením návrhu usnesení valné hromadě Společnosti při přijímání rozhodnutí mimo zasedání (tzv. per rollam)</p>	<p>The proposed draft decision:</p> <p>„The Company’s Board of Directors hereby authorises Mr. Petr Šedivec, born on 6 May 1977, permanently residing at V Lukách 2163, Rakovník II, Postal Code: 269 01, Rakovník, as a member of the Company’s Board of Directors, to represent the Board of Directors in relation to submission of the draft</p>



<p>v souladu s ustanoveními § 418 a násl. zákona č. 90/2012 Sb., o obchodních společnostech a družstvech (zákon o obchodních korporacích), ve znění pozdějších předpisů):</p>	<p>resolutions to the General Meeting of the Company in the decision-making outside the meeting (per rollam) in accordance with Sections 418 and following of the Act No. 90/2012 Coll., on Business Corporations and Cooperatives, as amended, in order:</p>
<p>a) zajistil vyhotovení návrhu rozhodnutí valné hromady Společnosti mimo zasedání obsahující návrh změn stanov Společnosti ve znění schváleném představenstvem Společnosti, a to ve formě požadované právními předpisy České republiky (dále jen „<b>Návrh stanov</b>“);</p> <p>b) v souvislosti s výše uvedeným jednal s příslušným notářem či jinými třetími osobami a podepsal notářský zápis o návrhu rozhodnutí valné hromady společnosti Philip Morris ČR a.s., mimo zasedání valné hromady, obsahující návrh změn stanov Společnosti, jako i veškeré další listiny, prohlášení, zápisy, žádosti, návrhy apod. a uskutečnil veškerá další jednání (včetně právních jednání), které budou nutné či vhodné v souvislosti s výše uvedeným.“</p> <p>Pro uvedený návrh usnesení jednomyslně hlasovalo ve stanovené lhůtě všech šest stávajících členů představenstva Společnosti.</p> <p>Výše uvedené usnesení bylo představenstvem Společnosti přijato dne 2. března 2022.</p> <p style="text-align: center;">***</p>	<p>a) to procure drawing up and recording of the draft resolution of the General Meeting of the Company outside the meeting containing the draft amendment of the Articles of Association of the Company as approved by the Company's Board of Directors in the form required by Czech law (the "<b>Draft Articles of Association</b>");</p> <p>b) to act and to deal with the relevant notary or any other third persons and to execute the notarial deed regarding the draft resolution of the General Meeting of the company Philip Morris ČR a.s. outside the meeting containing the draft amendment of the Articles of Association of the Company, as well as to execute all other documents, declarations, minutes, applications, motions etc. and to make any other acts (including legal acts) which he will consider in his sole discretion as necessary or suitable in respect to the above."</p> <p>The proposed draft decision had been unanimously approved by all six current members of the Company's Board of Directors within the set deadline.</p> <p>The proposed draft decision has been adopted by the Company's Board of Directors on 2 March 2022.</p> <p style="text-align: center;">***</p>

<p>Tento výňatek z oznámení výsledku hlasování představenstva Společnosti mimo zasedání (tzv. per rollam) je vyhotoven dvojjazyčně, a sice v jazyce anglickém a českém. V případě jazykových rozdílů je rozhodnou verze česká.</p>	<p>This excerpt from the announcement of the results of the voting of the Board of Directors of the Company outside the meeting (per rollam) is executed in two language versions in Czech and English. In the event of any language discrepancies, the Czech version shall prevail.</p>
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Dne 2. března 2022 / On 2 March 2022

  
Andrea Gontkovičová

Předseda představenstva /

Chairperson of the Board of Directors of **Philip Morris ČR a.s.**

I certify that this copy of the notarial record corresponds word-for-word to the notarial record.

I further confirm that the copy of the annex of the notarial record corresponds word-for-word to the annex of the notarial record.

The copy of the notarial record was produced on 18 March 2022.

*Dr. Josef Doležal*  
*notary*





This draft decision is numbered as draft decision 12.1 to point 12 of the order of decisions in the voting form.

The draft of the amendments of the Articles of Association of the Company prepared in the form of Notarial Record NZ 75/2022 N 84/2022 of 18 March 2022, as well as the full wording of the Articles of Association of the Company with the proposed amendments marked, will also be available for view to each and every shareholder for free at the Company's registered office, i.e. in Kutná Hora, at Vítězná 1, postcode 284 03, from 2 p.m. to 5 p.m. on business days between 29 March 2022 and 23 May 2022. Each shareholder has the right to request the delivery of a copy of the draft of the amendments of the Articles of Association at that shareholder's own expense and risk.

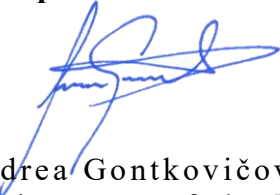
The full wording of the Articles of Association of the Company with the proposed amendments marked (the underlined text is proposed for insertion, the crossed-out text for deletion) is also published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For Shareholders".

**The Board of Directors hereby requests the shareholders to provide their opinions (statements) on the aforementioned draft decisions by each of them completing the Voting Form for the Company's Shareholders to Express Their Opinions on the Draft Decisions, which forms an integral part of these draft decisions and is attached as Schedule 4 to these draft decisions, and delivering the completed voting form to the Company in accordance with the instruction for the *per rollam* decision-making, which form an integral part of these draft decisions and are attached as Schedule 1.**

**The completed voting forms must be delivered to the Company no later than on 23 May 2022. Completed voting forms that are sent but not delivered to the Company within the set period (i.e. by 23 May 2022) will not be taken into account. If a shareholder does not deliver that shareholder's consent to, or its opinion on, the draft decisions within the set period (i.e. by 23 May 2022), in accordance with Section 419 (1) of the Business Corporations Act, it means that the shareholder does not agree with the draft decisions. The Company's shareholders will be informed of the results of the voting by the Company's shareholders outside the meeting of the General Meeting of the Company in accordance with legal regulations on 30 May 2022.**

In Kutná Hora, on 28 March 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

## SCHEDULE 1

### Instructions for the Performance of the *Per Rollam* Decision-Making



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, File No. B 627  
(the "**Company**"),

hereby in accordance with Section 418 *et seq.* of Act No. 90/2012 Coll., on Companies and Cooperatives  
(the Act on Corporations), as amended (the "**Corporations Act**"),  
in conjunction with Article 8 (4) *et seq.* of the Articles of Association of the Company,

sets out these

### **instructions for the decision-making by the General Meeting of the Company outside the meeting ("*per rollam*") (the "**Per Rollam Instructions**")**

#### **Article 1**

##### **Basic Provisions**

1. These *Per Rollam* Instructions, in conjunction with Article 8 (4) *et seq.* of the Articles of Association of the Company, regulate the rules for proving the authorisation of the General Meeting of the Company to adopt decisions outside the meeting (the "**per rollam decision-making**"), the method of exercising shareholders' rights and the voting rules within the *per rollam* decision-making, including rules for the delivery of documents.
2. The *per rollam* decision-making consists in the exercise of voting and other shareholder rights in writing without the personal participation of shareholders at the General Meeting, through written submissions delivered to the Company. The *per rollam* decision-making takes place in three steps: (1) distribution of the draft decisions; (2) delivery of the shareholders' opinions on the draft decisions; and (3) announcement of the decision adopted *per rollam*. A decision adopted *per rollam* is a decision of the General Meeting as the supreme body of the Company, adopted outside the General Meeting.
3. For the purposes of these *Per Rollam* Instructions, the term "shareholder" also includes any representative (proxy) of the shareholder, unless stipulated otherwise below or unless the meaning of the particular provision requires otherwise.
4. If these *Per Rollam* Instructions are not complied with in the exercise of shareholder rights, the legal acts of the shareholders will not be taken into account, unless stipulated otherwise below. If, in exercising the right to vote, the non-compliance with the instructions only relates to one of the draft decisions, the legal acts of the particular shareholder will not be taken into account in relation to the relevant point regarding which the shareholder did not comply with the *Per Rollam* Instructions.
5. Unless stipulated otherwise below, the timing of the *per rollam* decision-making is specified in the timetable of the *per rollam* decision-making which forms part of the information of the Board of Directors on its decision to perform the decision-making of the General Meeting outside the meeting ("*per rollam*"), which is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders" (the "**Website**"). Terms related to the timing

of the *per rollam* decision-making used in these *Per Rollam* Instructions have the same meaning as defined in the aforementioned timetable.

## Article 2

### **Organisation of the *Per Rollam* Decision-Making**

1. The organiser of the *per rollam* decision-making is ADMINISTER, spol. s r.o., whose registered office is at Husova 109/19, Kutná Hora-Vnitřní Město, 28401 Kutná Hora, identification number 47551054 (the “**Organiser**”). The Organiser arranges for the Company the receipt and sending of documents, counting of votes, and evaluation of the *per rollam* decision-making.
2. Any person who is a shareholder of the Company as at the date decisive for the *per rollam* decision-making (the “**Decisive Date for the decision-making**”) has the right to participate in the *per rollam* decision-making and exercise shareholder rights. In the case of the Company’s book-entered shares, the shareholder entitled to exercise voting and other shareholder rights, directly or by proxy, is any shareholder who is listed in the extract from the Issue Register of the Company, i.e. in the Register of Book-Entered Securities maintained under a special legal regulation as at the Decisive Date for the decision-making. In the case of the Company’s certificated shares, the shareholder entitled to exercise voting and other shareholder rights, directly or by proxy, is any shareholder listed in the List of Shareholders of the Company as at the Decisive Date for the decision-making (unless it is proven that the relevant entry in the List of Shareholders as at that date does not reflect the actual state of affairs). An extract from the Register of Book-Entered Securities and from the List of Shareholders will be provided by the Company.
3. The form to exercise the voting rights (the “**Voting Form**”) will be sent to persons who are shareholders as at the Decisive Date for the decision-making via a mail service provider together with draft decisions and other supporting documents for the *per rollam* decision-making (the “**Draft Decisions**”) to the addresses specified in the Register of Book-Entered Securities or in the List of Shareholders. The supporting documents for the *per rollam* decision-making are published on the Website, where they will be available to the shareholders throughout the period of the *per rollam* decision-making. If a shareholder is represented in the exercise of that shareholder’s rights associated with the book-entered shares by a person registered as at the Decisive Date for the decision-making in the Register of Investment Instruments or in the Issue Register of the Company, i.e. in the Register of Book-Entered Securities maintained under a special legal regulation, as an administrator or as a person authorised to exercise rights associated with shares in accordance with Article 3 (6) of these *Per Rollam* Instructions, the Voting Form shall also be sent, including the Draft Decisions and other supporting documents for the *per rollam* decision-making, to the relevant representative (proxy) to the address specified in the respective register.

## Article 3

### **Proving the Authorisation to Perform the *Per Rollam* Decision-Making**

1. A shareholder – individual who was a shareholder of the Company as at the Decisive Date for the decision-making proves that shareholder’s authorisation to perform the *per rollam* decision-making by means of an officially verified signature on the Voting Form. If a shareholder is represented by a proxy, the proxy is obliged to attach to the Voting Form a written power of attorney to represent the shareholder in the exercise of that shareholder’s voting and other shareholder rights within the *per rollam* decision-making (the “**Power of Attorney**”) with an officially verified signature of the proxy, unless stipulated otherwise below. If a Voting Form or a Power of Attorney is signed before foreign authorities or institutions, or if verification clauses of any foreign authorities or institutions are attached to a Voting Form or a Power of Attorney, an apostille or any other clause or verification required in official communication by the Czech authorities in the case of similar foreign documents must be attached to those documents. If a Power of Attorney or any of the said clauses or 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.
2. In the case of a shareholder – legal entity who was a shareholder of the Company as at the Decisive Date for the decision-making, the person authorised to act on behalf of the shareholder proves that person’s authorisation by that person’s officially verified signature on the Voting Form and by the original or an officially verified copy of the up-to-date extract related to that entity from the Commercial Register or any other relevant register (not older than 3 months) proving the existence of the legal entity and certifying that person’s right to act on behalf of the legal entity. If the shareholder is represented by a proxy, the

proxy is obliged to attach to the Voting Form a written Power of Attorney with an officially verified signature of the proxy – the person representing the principal, unless stipulated otherwise below. If a Voting Form, a Power of Attorney or an extract from the Commercial Register or any other relevant register is signed before or made by foreign authorities or institutions, or if verification clauses of any foreign authorities or institutions are attached to a Voting Form, a Power of Attorney or an extract, an apostille or any other clause or verification required in official communication by the Czech authorities in the case of similar foreign documents must be attached to those documents. If any of the aforementioned documents, clauses or 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.

3. An officially verified signature on the Voting Form can be replaced by an electronic signature in certain pre-defined cases. Electronic signature means a recognised electronic signature within the meaning of Act No. 297/2016 Coll., on Services Creating Trust in Electronic Transactions, as amended, i.e. a guaranteed electronic signature based on a qualified certificate for electronic signature or a qualified electronic signature (the “**electronic signature**”).
4. To grant a written Power of Attorney, shareholders may also use a form which is published on the Company’s Website and at the Company’s registered office. Any shareholder has the right to request the delivery of a Power of Attorney form in printed form or by electronic means at that shareholder’s own expense and risk.
5. Any notices concerning the granting of any Powers of Attorney as well as of their revocations by the relevant principal(s) may only be delivered to the Company in writing, by any of the delivery methods set out in the rules for the delivery of documents pursuant to Article 6 of these *Per Rollam* Instructions and with any formal requirements stipulated therein (including the authorised conversion). For the purpose of seamless processing, it is requested that the relevant matter be properly identified in the subject of the relevant message, namely as a “*Per Rollam* Power of Attorney”. If any such notice does not allow the Company to assess the compliance of the Power of Attorney with statutory requirements or to unambiguously identify the signatory (especially if no electronic signature as defined above is attached to the Power of Attorney), the Company is entitled to request additional information to verify the particular shareholder’s representation.
6. Shareholders may also be represented in the exercise of rights associated with shares issued as book-entered securities by a person registered as at the Decisive Date for the decision-making in the Register of Investment Instruments or in the Issue Register of the Company, i.e. in the Register of Book-Entered Securities maintained under a special legal regulation, as an administrator or as a person authorised to exercise rights associated with shares. Instead of a Power of Attorney, such a person proves that person’s identity with an extract from the Register of Investment Instruments or an extract from the Register of Book-Entered Securities; this is not necessary if the Company obtains an extract from such register by itself for the purposes of exercising the rights attached to the shares. The aforementioned extract must indicate the authorisation of the relevant person to represent and exercise the rights of the shareholder.
7. The rules governing representation (or the exercise of shareholder rights) by an administrator or a person authorised to exercise rights associated with shares on behalf of a shareholder contained in paragraph 6 of this article will not apply if the Company is delivered, in a manner and to the addresses specified in Article 6 (2) of these *Per Rollam* Instructions, a manifestation of the shareholder’s will to recall or limit that shareholder’s representation so that the representation in the *per rollam* decision-making is not permitted within the given scope, or if the shareholder exercises that shareholder’s voting right directly and not through an administrator.

## **Article 4**

### **Manner of Exercising Shareholders’ Rights**

1. Each shareholder exercises that shareholder’s rights in person or by proxy, unless legal regulations stipulate otherwise. Each shareholder is therefore entitled, in accordance with legal regulations, to participate in the *per rollam* decision-making and to vote, and has the right to request and receive from the Company explanations of matters concerning the Company or its controlled persons, if such explanations are necessary for the assessment of matters included in the *per rollam* decision-making or for the exercise of shareholder rights related thereto. The raising of proposals and counter-proposals by a shareholder is not permitted, except for the rights of a qualified shareholder under Article 9 of these *Per Rollam* Instructions. Shareholder rights are only exercised in writing.

## Article 5

### **Rules for Voting within the *Per Rollam* Decision-Making**

1. The registered capital of the Company amounts to CZK 2,745,386,000 (in words: two billion seven hundred and forty-five million three hundred and eighty-six thousand Czech crowns). The Company issued 1,913,698 registered book-entered shares and 831,688 registered certificated shares, i.e. a total of 2,745,386 shares with a nominal value of CZK 1,000 each, as at the Decisive Date for the decision-making. Each share of the Company is associated with one vote for the *per rollam* decision-making, i.e. the total number of votes is 2,745,386 votes. The majority decisive for the adoption of all decisions (i.e. a two-third majority in the case of decisions on amendments of the Articles of Association, and the absolute majority in the case of any other decisions) is calculated from the total number of votes of all shareholders of the Company. When determining the total number of votes of all shareholders of the Company, neither the votes associated with the shares held by the Company (if any) nor votes of the shareholders unable to exercise their voting right shall be taken into account. A condition for exercising the voting right by a shareholder is also the registration of that shareholder's beneficial owner in the Register of Beneficial Owners in accordance with Act No. 37/2021 Coll., on Register of Beneficial Owners (the "**Act on Register of Beneficial Owners**"), if the shareholder is obliged to arrange for the registration of the beneficial owner pursuant to the said Act.
2. The exercise of the voting right within the *per rollam* decision-making is only performed in writing, namely in printed form or in electronic form in accordance with the rules for the delivery of documents pursuant to Article 6 of these *Per Rollam* Instructions (due to the necessity of legal certainty in connection with the proper identification of shareholders, no other forms of voting using any other technical means, e.g. a telephone, are permitted). The shareholders or their proxies express their opinions on the Draft Decisions and vote on them only using the Voting Form intended for the shareholders' opinions on the Draft Decisions, 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 as at the date on which the Draft Decisions are sent to the Company's shareholders can be used for voting. It is necessary to print out the Voting Form published on the Website and complete it.
3. Voting begins on the day on which the Draft Decisions are sent to the shareholders. As of the day on which the Draft Decisions are sent, the Voting Forms will also be published on the Website. The proposal(s) of the Board of Directors or the Supervisory Board, or counter-proposal(s) of the Board of Directors or the Supervisory Board raised in connection with any proposal(s) of a shareholder or shareholders holding shares with an aggregate nominal value of at least 1% of the registered capital, are voted on first.
4. 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 rules for the delivery of documents set out in Article 6 of these *Per Rollam* Instructions. In order for the Voting Form to be taken into account, it must be delivered within the period for the delivery of the shareholder's *per rollam* opinion on the Draft Decisions (the "**Voting Period**"). If a shareholder does not deliver the completed Voting Form within the Voting Period, it means that the shareholder does not agree with all Draft Decisions. If a shareholder does not wish to participate in the *per rollam* decision-making, that shareholder does not need to complete the Voting Form and send it to the Company. This means then that the shareholder does not agree with the Draft Decisions. The shareholder that, contrary to the Act on Register of Beneficial Owners, has no beneficial owner registered in the Register of Beneficial Owners pursuant to the said Act by the day of delivery of the Voting Form at the latest (within the Voting Period), will not exercise its voting right and its manifestations of will expressed in the Voting Form will not be taken into account.
5. Each shareholder shall state the following information on the Voting Form:
  - a. that shareholder's name, surname, date of birth and residence address, if the shareholder is an individual, or that shareholder's trade or business name, registered office, identification number (and in the case of foreign entities a similar registration number, if assigned) and details of its acting person, if the shareholder is a legal entity;
  - b. the number of shares with which the shareholder participates in the voting. If the number of shares is not specified in the Voting Form or if the number of shares is higher than that resulting from the Register of Book-Entered Securities or the List of Shareholders as at the Decisive Date for the decision-making, the shareholder will participate in the *per rollam* decision-making to the extent of the shares specified in the Register of Book-Entered Securities or the List of Shareholders as at the Decisive Date for the decision-making. If a lower number of shares is specified in the Voting Form than that resulting from the Register of Book-Entered Securities or the List of Shareholders as at the

Decisive Date for the decision-making, the shareholder will participate in the *per rollam* decision-making to the extent of that lower number of shares specified in the Voting Form;

- c. marking one of the “FOR” or “AGAINST” options with a cross at the relevant point of the respective Draft Decision, or not marking either of these two options. The shareholder’s consent is expressed by marking the option “FOR”, and the shareholder’s dissent is expressed by marking the option “AGAINST” or by not marking either of the two options. If the shareholder does not agree with the content of all Draft Decisions, that shareholder does not need to complete the Voting Form and send it to the Company. This means then that the shareholder does not agree with the Draft Decisions;
  - d. a handwritten signature of the shareholder, either with official verification or in the form of an electronic signature in accordance with the rules for the delivery of documents pursuant to Article 6 of these *Per Rollam* Instructions. In accordance with Article 6 (2) (b) of these *Per Rollam* Instructions, the official verification of a signature on the Voting Form is not required if the Voting Form is sent via a data box of the signing shareholder.
6. The shareholder is not entitled to change the Voting Form in any manner or otherwise interfere with it, with the exception of stating on it that the amendment constitutes a change or revocation of a vote cast earlier pursuant to paragraphs 8 and 9 of this article. If the text in the Voting Form is changed, crossed out or rewritten by the shareholder, the Voting Form will be invalid in the particular point or points of voting so amended and that shareholder’s vote on the particular point or points will not be taken into account. If the shareholder’s will is not clearly apparent from the Voting Form, i.e. if it is not clearly apparent from the Voting Form whether the shareholder has marked the option “FOR” or “AGAINST”, or if the shareholder has not indicated either of the options (e.g. both options are selected or the vote is confusing for any other reason), the Voting Form will be invalid in this point and the vote on this point will not be taken into account.
  7. Manifestations of will of shareholders that are not expressed in the Voting Form issued by the Company are invalid and will not be taken into account. Voting Forms that are torn are also invalid. Damage to or folding of the Voting Form does not affect its validity if the voting information is clearly shown in the Voting Form. The vote is invalid if several Voting Forms are contained in one envelope, with the exception of split voting (as defined below).
  8. The shareholder has the right to revoke or change that shareholder’s vote that has already been cast, in writing on a new Voting Form delivered to the Company in accordance with the rules for the delivery of documents set out in Article 6 of these *Per Rollam* Instructions. In order for the new Voting Form to be taken into account, it must be delivered to the Company within the Voting Period. New Voting Forms received after this period will not be taken into account. On the new Voting Form, the shareholder will express that shareholder’s will by marking one of the options “FOR” or “AGAINST” with a cross at the relevant point of the respective Draft Decision or by not marking either of the two options. If the shareholder does not mark either of the two options, it means that the shareholder does not agree with the Draft Decisions. The voting rules set out above will apply *mutatis mutandis*.
  9. A shareholder does not have to exercise the voting rights associated with all of that shareholder’s shares in the same manner; this also applies to that shareholder’s proxy. If a shareholder wishes to exercise the voting rights associated with a part of that shareholder’s shares only (the “**split voting**”), that shareholder will specify in the Voting Form the number of that shareholder’s shares with which that shareholder is voting. For split voting, the shareholder may use several Voting Forms available on the Website and may send them to the Company in one envelope. If the sum of shares specified in all Voting Forms exceeds the number of shares of that shareholder as stated in the relevant register as at the Decisive Date for the decision-making, none of the Voting Forms will be taken into account. The possibility of revocation and change will apply *mutatis mutandis* to the split voting pursuant to Article 5 (8) of these *Per Rollam* Instructions. The split voting option will be first exercised when the original split voting results (before any change or revocation thereof) are delivered to the Company. If the sum of the shares specified in the new Voting Forms exceeds the number of the shares as listed in the relevant register as at the Decisive Date for the decision-making, no Voting Form will be taken into account. In order for the new Voting Form (new Voting Forms) to be taken into account, it (they) must be delivered to the Company within the Voting Period. New Voting Forms received after this period will not be taken into account. It must be clear from the new Voting Form that this is a revocation or change of vote.
  10. The signature on the Voting Form must be officially verified. If the Voting Form is signed before foreign authorities or institutions or if verification clauses of any foreign authorities or institutions are attached to it, an apostille or any other clause or verification in accordance with Article 3 of these *Per Rollam* Instructions must be attached to it. The Voting Form becomes complete when an apostille or any other clause (if required) is attached. If the signature on the Voting Form is not officially verified or if no apostille

or any other clause is attached to it, the Voting Form will be considered invalid and will not be taken into account. Likewise, those Voting Forms will not be taken into account to which no documents proving the authorisation to perform the *per rollam* decision-making in accordance with Article 3 of these *Per Rollam* Instructions are attached, i.e. a Power of Attorney in the case of a shareholder's proxy, or an extract from the Commercial Register or any other relevant register in the case of a shareholder – legal entity. Article 5 (5) (d) of these *Per Rollam* Instructions will also apply to the official verification of a signature on the Voting Form.

## **Article 6**

### **Rules for the Delivery of Documents**

1. A shareholder's vote is effective *vis-à-vis* the Company upon the timely delivery of the Voting Form meeting the specified formal requirements, including the documents proving the shareholder's authorisation to perform the *per rollam* decision-making in accordance with Article 3 of these *Per Rollam* Instructions. Only a Voting Form with the relevant documents attached constitutes a complete Voting Form. No incomplete or late Voting Forms will be taken into account. If a shareholder does not submit that shareholder's consent to the Draft Decision(s) within the Voting Period, this means that the shareholder does not agree with the Draft Decision(s).
2. The complete Voting Form can be delivered to the Company in writing in the following manners:
  - a. by sending the Voting Form, including all attachments, via a mail service provider to the address of the Organiser, ADMINISTER, spol. s r.o., i.e. Husova 109/19, Kutná Hora-Vnitřní Město, 28401 Kutná Hora;
  - b. by sending the Voting Form, including all attachments, to the Organiser's data box, whose address (ID) is: j3sjbnj. The signature on the Voting Form does not need to be officially verified in the case of the sending via the data box of the signing shareholder. All other attachments (e.g. Powers of Attorney, extracts from the Commercial Register) sent via the data box must be converted by means of the authorised document conversion that is provided, *inter alia*, by the contact points of the Czech Point public administration service;
  - c. by sending the Voting Form, including all attachments, to the following e-mail address: [philipmorriscr@per-rollam.cz](mailto:philipmorriscr@per-rollam.cz), in any of the following manners:
    - i. by e-mail without an electronic signature: the Voting Form including an official verification of the signature must be converted by means of the authorised document conversion that is provided, *inter alia*, by the contact points of the Czech Point public administration service;
    - ii. by e-mail with an electronic signature: in such a case, the official verification of the signature on the Voting Form can be replaced by an electronic signature pursuant to Section 3 (3) of these *Per Rollam* Instructions attached to a pdf. form that has been signed with a handwritten signature. All other attachments (e.g. Powers of Attorney, extracts from the Commercial Register) sent by e-mail with an electronic signature must be converted by means of the authorised document conversion that is provided, *inter alia*, by the contact points of the Czech Point public administration service.
3. For the avoidance of doubt, Voting Forms including attachments, as well as any other documents delivered in any of the above manners to the addresses listed above in paragraph 2 of this article, will be deemed to have been delivered to the Company.

## **Article 7**

### **Evaluation of the Vote and Announcement of the Decision Adopted *Per Rollam***

1. The vote or, more precisely, the decision-making performed *per rollam*, will be evaluated after its completion. The date on which the decision is adopted will be the day following the day of expiry of the Voting Period. The shareholders of the Company will be informed of the results of the *per rollam* decision-making in accordance with the relevant legal regulations.



## **Article 8**

### **Right to Explanation(s)**

1. The shareholders may only submit their requests for explanations in writing in accordance with the rules for the delivery of documents set out in Article 6 of these *Per Rollam* Instructions. In addition to submitting a request pursuant to the rules for the delivery of documents in accordance with Article 6 of these *Per Rollam* Instructions, a request for explanation may also be submitted electronically by sending it to the following e-mail address: [philipmorris.cz@pmi.com](mailto:philipmorris.cz@pmi.com). Requests for explanations may be submitted from the date of publication of the information of the Board of Directors on the *per rollam* decision-making on the Website until the end of the Voting Period.
2. The Company will provide explanations of matters related to the *per rollam* decision-making to the shareholder in writing, namely in the form of a letter sent to the shareholder's address or electronically by e-mail, depending on the manner in which the request for explanation(s) was submitted, by the end of the Voting Period. If this is not possible due to the complexity of the explanation, the Company will provide an explanation to all shareholders within 15 days of the completion of the vote, even if this is no longer necessary for the assessment of matters intended for the *per rollam* decision-making or for the exercise of other related shareholder rights, in the form of a notification published on the Website.
3. An explanation can be provided in the form of a summary answer to several questions of similar content. The explanation will also be published on the Website. It will be deemed that the explanation has been provided to the shareholder if the information was published on the Website no later than on the day preceding the day of expiry of the Voting Period. If the information is provided to a shareholder, any other shareholder has the right to request this information without following the procedure for exercising the right to receive an explanation described above.
4. The Board of Directors of the Company may refuse to provide an explanation in whole or in part if its provision could cause harm to the Company or its controlled persons, if it constitutes inside information or classified information under another legal regulation, or if the requested explanation is publicly available. The fulfilment of the conditions for the refusal to provide an explanation will be assessed by the Company's Board of Directors and the reasons will be communicated to the shareholder. A notice of refusal to provide an explanation will be published on the Website.
5. Each shareholder has the right to request that the Company's Supervisory Board determine that the conditions for refusing to provide an explanation have not occurred and that the Company's Board of Directors is obliged to provide an explanation to the shareholder. The Company's Supervisory Board will decide on the shareholder's request within the Voting Period, and if this is not possible, within 5 business days from the date of expiry of this period. If the Company's Supervisory Board does not agree with the provision of an explanation or does not express its opinion within the aforementioned period of 5 business days, or in a situation where the Company's Board of Directors has not provided the relevant information in spite of having been instructed to do so by the Supervisory Board of the Company, or where the Company's Board of Directors has informed the shareholder that it will submit the explanation after the end of the voting *Per rollam*, and yet it has not submitted it, the court will decide whether the Company is obliged to provide the information, based on an application of the particular shareholder.

## **Article 9**

### **Rights of a Qualified Shareholder**

1. At the request of a shareholder or shareholders holding shares with an aggregate nominal value of at least 1% of the registered capital, the Board of Directors of the Company will include in the Draft Decisions a matter determined by that shareholder (those shareholders), provided that a draft decision is attached to each such particular matter or that the inclusion of each such particular matter is justified and that the request can be processed, with respect to the nature and course of the *per rollam* decision-making, without any unreasonable administrative burden, unreasonable costs or unreasonable efforts being incurred.



In Kutná Hora, on 28 March 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

## **SCHEDULE 2**

### **Main Data of the Ordinary Financial Statements of the Company for the 2021 Calendar Year Accounting Period and Main Data of the Ordinary Consolidated Financial Statements of the Company for the 2021 Calendar Year Accounting Period**

#### **MAIN DATA OF THE ORDINARY FINANCIAL STATEMENTS FOR THE YEAR 2021 (IN MILLIONS OF CZK)**

Fixed assets: .....	3,171	Registered capital and funds: .....	5,112
Short-term assets: .....	13,428	Retained earnings from prior years: .....	6
.....		Net profit: .....	3,597
.....		Long-term liabilities: .....	309
.....		Short-term liabilities: .....	7,575
<b>Total assets: .....</b>	<b>16,599</b>	<b>Total equity and liabilities: .....</b>	<b>16,599</b>

#### **MAIN DATA OF THE CONSOLIDATED ORDINARY FINANCIAL STATEMENTS FOR THE YEAR 2021 (IN MILLIONS OF CZK)**

Fixed assets: .....	3,299	Registered capital and funds: .....	5,119
Short-term assets: .....	14,445	Retained earnings from prior years: .....	82
.....		Net profit: .....	3,516
.....		Long-term liabilities: .....	349
.....		Short-term liabilities: .....	8,678
<b>Total assets: .....</b>	<b>17,744</b>	<b>Total equity and liabilities: .....</b>	<b>17 744</b>

## **SCHEDULE 3**

### **2021 Remuneration Report**

#### **REMUNERATION REPORT of Philip Morris ČR a.s. for the accounting period from January 1, 2021 to December 31, 2021**

The remuneration report prepared by Philip Morris ČR a.s., with its registered office at Vítězná 1, Kutná Hora, postcode 248 03, identification number: 14803534, registered in the Commercial Register maintained by the Municipal Court in Prague, Section B, Insert 627 (hereinafter referred to as "PMCR" or the "Company") provides a complete overview of the remuneration and benefits in any form provided or payable during the accounting period from January 1, 2021 to December 31, 2021 to the persons referred to in Section 121m (1) of Act No. 256/2004 Coll., on Capital Market Undertakings, as amended (hereinafter referred to as the "Capital Market Undertakings Act") (hereinafter referred to as "Persons with Significant Relationship to the Company")

The following persons are the Persons with Significant Relationship to the Company:

Members of the Board of Directors of the Company:

- Andrea Gontkovičová, Chairperson of the Board of Directors
- Petr Šedivec, Member of the Board of Directors
- Peter Piroch, Member of the Board of Directors
- Piotr Andrzej Cerek, Member of the Board of Directors
- Petr Šebek, Member of the Board of Directors
- Anton Kirilov Stankov, Member of the Board of Directors as of September 29, 2021

Members of the Supervisory Board of the Company:

- Stefan Bauer, Chairperson of the Supervisory Board
- Prof. Alena Zemplerová, Member of the Supervisory Board
- Stanislava Juríková, Member of the Supervisory Board
- Sergio Colarusso, Member of the Supervisory Board
- Tomáš Hilgard, Member of the Supervisory Board
- Richard Vašíček, Member of the Supervisory Board until June 30, 2021
- Roman Grametbauer, Member of the Supervisory Board as of July 1, 2021

#### **I**

##### **Information on the total amount of remuneration (Section 121p (1) (a) of the Capital Market Undertakings Act)**

Information on all remuneration provided by the Company to the Persons with Significant Relationship to the Company or payable in the accounting period from January 1, 2021 to December 31, 2021:

The total amount of remuneration and its individual components correspond to the remuneration policy which was approved on the basis of the decision-making of the General Meeting of the Company outside the meeting (*per rollam*) as at June 30, 2020 and which is published on the Company's website: <http://www.philipmorris.cz> in the section "For Shareholders" ("Remuneration Policy"). The total amount of remuneration is determined in accordance with the Company's long-term interests, i.e. with the Company's business strategy and other values, and reflects the requirements of the law as well as the principles of good corporate governance. It also supports the Company's long-term performance, in particular by emphasising sustainability and effective risk management and taking into account shareholder requirements regarding the growth in the value of the Company's shares and the achievement of business results that are economically favourable for the Company. This requirement is primarily reflected in the variable component of the remuneration of the Persons with Significant Relationship to the Company, where the amount of the remuneration received by these persons is derived from the economic results achieved by Philip Morris International Inc. or its controlled companies, with the exception of PMCR

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(hereinafter referred to as the "PMI" or "PMI Group"), and the Company. The variable component of remuneration also depends on the performance and fulfilment of objectives of the relevant Persons with Significant Relationship to the Company, and serves primarily to acquire, maintain and motivate these persons. The fixed component of remuneration is determined primarily on the basis of professional experience and responsibility of the Persons with Significant Relationship to the Company.

Performance criteria that apply to the assessment of the set Company's objectives have also been reflected in the total remuneration amount. The criteria for assessing the set objectives are

- quantitative: the achievement of operating profit, cash flows, sales volume and market share) and
- qualitative: portfolio management, innovative approach, compliance with internal rules and procedures, diversity and management skills development).

The above criteria are set in accordance with the Company's long-term interests, business strategy and other values. Their fulfilment has a direct impact on the Company's economic results and thus contributes to the growth of the Company's value. Each of these criteria has been assessed individually, and subsequently all criteria have been assessed in the aggregate, in accordance with the Remuneration Policy, and are reflected in the same way in the variable component of all Persons with Significant Relationship to the Company.

The fixed component of the remuneration:

**1) The fixed component includes, in the case of the Persons with Significant Relationship to the Company who are employees of Philip Morris International Inc. or its controlled companies, with the exception of PMCR:**

(i) salary (according to the employment agreement of the relevant Person with Significant Relationship to the Company);

(ii) remuneration for the performance of office under the agreement on the performance of the office of the relevant Person with Significant Relationship to the Company: in the relevant accounting period, all members of the Board of Directors of the Company and members of the Supervisory Board of the Company, except for the members of the Supervisory Board elected by employees, waived the remuneration for the performance of their offices;

(iii) additional monetary remuneration:

- monetary benefits in connection with the relocation (one-off relocation contribution, allowance in the case of a change of the permanent residence address upon relocation in the amount based on the relevant salary grade of PMI, according to local conditions and the number of family members of the Member living with him/her in the common household, allowance for tuition fees for family members of employees as a result of relocation, reimbursement of rent and service charges, allowance for moving, transport, immigration matters, etc.);
- contributions on the occasion of working and personal anniversaries;
- allowance for meals and leisure activities (e.g. in the form of holiday allowance or education allowance);
- reimbursement of premiums of life and accident insurance, contribution to supplementary pension insurance;
- health care contribution and preventive programme contribution within the framework of voluntary prevention and health care programmes with financial participation of the relevant Person with Significant Relationship to the Company;

(iv) non-monetary benefits: business laptop, car and telephone (including for private purposes).

**2) The fixed component includes, in the case of the Persons with Significant Relationship to the Company who are employees of PMCR:**

(i) salary (according to the employment agreement of the relevant Person with Significant Relationship to the Company);

(ii) remuneration for the performance of office (under the agreement on the performance of the office of the relevant Person with Significant Relationship to the Company): in the relevant accounting period, all members of the Board of Directors of the Company and members of the Supervisory Board of the Company,

except for the members of the Supervisory Board elected by employees, waived the remuneration for the performance of their offices;

(iii) additional monetary remuneration:

- monetary benefits in connection with the relocation (one-off relocation contribution, allowance in the case of a change of the permanent residence address upon relocation in the amount based on the salary grade of PMCR, according to local conditions and the number of family members of the Member living with him/her in the common household, rent allowance or reimbursement of rent, allowance for moving, transport, etc.);
- contributions on the occasion of working and personal anniversaries;
- allowance for meals and leisure activities (e.g. in the form of holiday allowance or education allowance);
- reimbursement of premiums of life and accident insurance;
- contribution to supplementary pension insurance;
- health care contribution and preventive programme contribution within the framework of voluntary prevention and health care programmes with financial participation of the relevant Person with Significant Relationship to the Company;
- compensatory allowance for temporary work incapacity and nursing of a family member;
- severance payment and other benefits related to employment termination;

(iv) non-monetary benefits: business laptop, car and telephone (including for private purposes).

**3) The fixed component in the case of the Persons with Significant Relationship to the Company who are not employees of PMI or PMCR** includes an annual remuneration for the performance of office (according to the agreement on the performance of the office of the relevant Person with Significant Relationship to the Company).

The variable component of the remuneration:

**4) The variable component includes, in the case of the Persons with Significant Relationship to the Company who are employees of PMI or PMCR:**

- (i) a one-off annual performance-based financial bonus;
- (ii) a bonus in the form of shares of Philip Morris International Inc.

The remuneration of the Persons with Significant Relationship to the Company who are not employees of PMI or PMCR includes the fixed component only.

**Remuneration components of the members of the Board of Directors:**

The total amount of remuneration is before tax and relevant mandatory contributions.

**Andrea Gontkovičová** /Chairperson of the Board of Directors and Managing Director of the Company responsible for the Czech Republic, Slovakia and Hungary/:

received the fixed component of the remuneration in accordance with Sec. 1) above: the fixed monthly remuneration (salary) for 2021 in total 10,591,159.25 CZK, and additional monetary remuneration and other benefits in total 3,829,324.70 CZK, including contribution to supplementary pension insurance in total 1,404,469.44 CZK, and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 7,517,678.98 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 3,025,653.14 CZK and share in the profit from these shares paid in 2021 in total 716,265.57 CZK. Total amount of fixed and variable remuneration 25,680,081.64 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 56/44 %.

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**Petr Šedivec** /Member of the Board of Directors, Director finance of the Company responsible for the Czech Republic, Slovakia and Hungary until March 30, 2021 and as of April 1, 2021 General Manager of Philip Morris Slovakia s.r.o./:

received the fixed component of the remuneration in accordance with Sec. 2) above: the fixed monthly remuneration (salary) for 2021 in total 3,890,502.40 CZK, and additional monetary remuneration and other benefits in total 825,351.28 CZK, including contribution to supplementary pension insurance in total 8,743.59 CZK and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 1,038,420.00 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 504,275.52 CZK and share in the profit from these shares paid in 2021 in total 70,634.91 CZK. Total amount of fixed and variable remuneration 6,329,184.12 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 75/25 %.

**Peter Piroch** /Member of the Board of Directors and Director Commercial Operations of the Company responsible for the Czech Republic/:

received the fixed component of the remuneration in accordance with Sec. 1) above: the fixed monthly remuneration (salary) for 2021 in total 3,518,989.45 CZK, and additional monetary remuneration and other benefits in total 3,043,471.06 CZK, including contribution to supplementary pension insurance in total 222,863.38 CZK and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 992,894.7 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 522,285.36 CZK and share in the profit from these shares paid in 2021 in total 134,897.90 CZK. Total amount of fixed and variable remuneration 8,212,538.47 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 80/20 %.

**Piotr Andrzej Cerek** /Member of the Board of Directors and Director Manufacturing of the Company responsible for the Czech Republic/:

received the fixed component of the remuneration in accordance with Sec. 1) above: the fixed monthly remuneration (salary) for 2021 in total 5,010,565.29 CZK, and additional monetary remuneration and other benefits in total 4,035,548.29 CZK, including contribution to supplementary pension insurance in total 591,630.53 CZK and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 2,105,028.35 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 1,296,708.49 CZK and share in the profit from these shares paid in 2021 in total 178,378.37 CZK. Total amount of fixed and variable remuneration 12,626,228.79 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 72/28 %.

**Petr Šebek** /Member of the Board of Directors and Director External Affairs responsible for the Czech Republic/:

received the fixed component of the remuneration in accordance with Sec. 2) above: the fixed monthly remuneration (salary) for 2021 in total 3,605,804.00 CZK, and additional monetary remuneration and other benefits in total 81,053 CZK, including contribution to supplementary pension insurance in total 60,000.00 CZK and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 867,550.00 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 486,265.68 CZK and share in the profit from these shares paid in 2020 in total 112,768.00 CZK. Total amount of fixed and variable remuneration 5,153,440.68 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 72/28 %.

**Anton Kirilov Stankov** / Member of the Board of Directors as of September 29, 2021 and Director finance of the Company responsible for the Czech Republic, Slovakia and Hungary as of April 1, 2021/:

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received the fixed component of the remuneration in accordance with Sec. 2) above: the fixed monthly remuneration (salary) for 2021 in total 8,946,047.93 CZK, and additional monetary remuneration and other benefits in total 4,457,850.17 CZK, including contribution to supplementary pension insurance in total 799,642.67 CZK and the variable component of the remuneration in accordance with Sec. 4) above:

a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 2,143,170.98 CZK and share in the profit from these shares paid in 2021 in total 442,737.64 CZK. Total amount of fixed and variable remuneration 15,989,816.73 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 84/16 %.

#### **Remuneration components of the members of the Supervisory Board:**

**Stefan Bauer** /Chairperson of the Supervisory Board of the Company, Chairperson of the Audit Committee and VP Finance of Philip Morris Products S.A. responsible for EU/:

Stefan Bauer was entitled to receive from the Company only remuneration for the performance of office under the agreement on the performance of the office in total 400,000 CZK, in the relevant accounting period, Stefan Bauer waived the remuneration for the performance of his office.

**Alena Zemplerová** /Member of the Supervisory Board of the Company/:

received the fixed component of the remuneration in accordance with Sec. 3): remuneration for the performance of office under the agreement on the performance of the office in total 200,000 CZK. Ms. Alena Zemplerová is not an employee of PMI or PMČR, the remuneration includes the fixed component only.

**Stanislava Juríková** /Member of the Supervisory Board and the Audit Committee of the Company/:

received the fixed component of the remuneration in accordance with Sec. 3): remuneration for the performance of office under the agreement on the performance of the office in total 400,000 CZK. Ms. Stanislava Juríková is not an employee of PMI or PMČR, the remuneration includes the fixed component only.

**Sergio Colarusso** /Member of the Supervisory Board of the Company and Controller of Philip Morris Products S.A. responsible for EU/:

Sergio Colarusso was entitled to receive from the Company only remuneration for the performance of office under the agreement on the performance of the office in total 200,000 CZK, in the relevant accounting period, Sergio Colarusso waived the remuneration for the performance of his office.

**Tomáš Hilgard** /Member of the Supervisory Board of the Company elected by the employees and Manager COD for the Czech Republic/:

received the fixed component of the remuneration in accordance with Sec. 2) above: the fixed monthly remuneration (salary) for 2021 in total 1,807,215.00 CZK, and additional monetary remuneration, remuneration for the performance of office and other benefits in total 253,567.00 CZK, including contribution to supplementary pension insurance in total 36,000.00 CZK, and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 104,310.00 CZK. Total amount of fixed and variable remuneration 2,165,092.00 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 95/5 %.

**Richard Vašíček** /Member of the Supervisory Board of the Company elected by the employees and Asset Engineer of the Company until June 30, 2021/:

received the fixed component of the remuneration in accordance with Sec. 2) above: the fixed monthly remuneration (salary) for 2021 in total 411,558.00 CZK, and additional monetary remuneration, remuneration for the performance of office and other benefits in total 2,128,691.00 CZK, including severance payment in total 2,001,240.00 CZK and contribution to supplementary pension insurance in total

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11,670.00 CZK. Total amount of fixed and variable remuneration 2,540,249.00 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 100/0 %.

**Roman Grametbauer** /Member of the Supervisory Board of the Company elected by the employees and Manager Sustainability as of July 1, 2021/:

received the fixed component of the remuneration in accordance with Sec. 2) above: the fixed monthly remuneration (salary) for 2021 in total 1,343,621.00 CZK, and additional monetary remuneration, remuneration for the performance of office and other benefits in total 202,444.45 CZK, including contribution to supplementary pension insurance in total 30,000.00 CZK, and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2021 in total 106,410.00 CZK. Total amount of fixed and variable remuneration 1,652,475.45 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 94/6 %.

## II

### Overview of the annual change to the total amount of remuneration (Section 121p (1) (b) of the Capital Market Undertakings Act)

Overview of the annual change to the total amount of remuneration for the five most recent accounting periods following the date of admission of shares to trading on the European market, in relation to each Person with Significant Relationship to the Company:

*In millions of CZK*

Total amount of all remuneration provided to individual Persons with Significant Relationship to the Company	Accounting period				
	2017-2019	2020	2021	Annual change in million CZK	Annual change in %
Andrea Gontkovičová	N/A*	30,10	25,68	- 4,42	-14,70
Petr Šedivec	N/A*	5,05	6,33	1,28	25,26
Peter Piroch	N/A*	7,42	8,21	0,79	10,73
Piotr Andrzej Cerek	N/A*	9,17	12,62	3,45	37,64
Petr Šebek	N/A*	5,05	5,15	0,10	2,09
Anton Kirilov Stankov	N/A*	N/A	15,99	N/A	N/A
Stefan Bauer	N/A*	25,82	21,87	-3,95	-15,30
prof. Alena Zemplerová	N/A*	0,20	0,20	0,00	0,00
Stanislava Juríková	N/A*	0,40	0,40	0,00	0,00
Sergio Colarusso	N/A*	15,68	15,60	-0,08	-0,53
Tomáš Hilgard	N/A*	2,45	2,17	-0,28	-11,75
Richard Vašíček	N/A*	1,13	2,54	1,41	124,46
Roman Grametbauer	N/A*	N/A	1,65	N/A	N/A

\* Not applicable with regard to Article III (3) (Transitional Provisions) of Act No. 204/2019 Coll., Amending Certain Laws in Connection with the Promotion of Exercise of Shareholders' Rights



### III

#### **Information on remuneration provided or payable in the accounting period for which the remuneration report is prepared by persons/entities belonging to the same group as the Company**

##### **(Section 121p (1) (c) of the Capital Market Undertakings Act)**

Information on the remuneration provided or payable in the relevant accounting period to the Persons with Significant Relationship to the Company pursuant to Section 121o (2) of the Capital Market Undertakings Act, which are to be specified in the remuneration report in accordance with Section 121p (1) (c), is given in the table below. It includes the remuneration provided directly by Philip Morris International Inc. or its controlled companies, i.e., by the relevant employers of the relevant Persons with Significant Relationship to the Company (without this remuneration being re-invoiced to PMCR).

#### **Persons with Significant Relationship to the Company – Members of the Supervisory Board of the Company:**

**Stefan Bauer** /Chairperson of the Supervisory Board of the Company, Chairperson of the Audit Committee and VP Finance of Philip Morris Products S.A. responsible for EU/:

received from Philip Morris International Inc. or its controlled companies, with the exception of PMCR the fixed component of the remuneration in accordance with Sec. 1) above: The fixed monthly remuneration (salary) for 2021 in total 10,182,663.92 CZK, and additional monetary remuneration and other benefits in total 1,129,748.02 CZK, including contribution to supplementary pension insurance in total 882,369.77 CZK, and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 6,254,726.80 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 3,484,038.19 CZK and share in the profit from these shares paid in 2021 in total 819,502.28 CZK. Total amount of fixed and variable remuneration 21,870,679.21 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 52/48 %.

**Sergio Colarusso** /Member of the Supervisory Board of the Company and Controller of Philip Morris Products S.A. responsible for EU/:

received from Philip Morris International Inc. or its controlled companies, with the exception of PMCR ("PMI") the fixed component of the remuneration in accordance with Sec. 1) above: The fixed monthly remuneration (salary) for 2021 in total 9,096,928.36 CZK, and additional monetary remuneration and other benefits in total 1,429,307.90 CZK, including contribution to supplementary pension insurance in total 788,125.46 CZK, and the variable component of the remuneration in accordance with Sec. 4) above: a one-off annual performance-based financial bonus for the year 2020 paid in 2021 in total 2,701,708.00 CZK and a bonus in the form of shares of Philip Morris International Inc. vested in 2018 and received in 2021 in the total value 1,965,738.90 CZK and share in the profit from these shares paid in 2021 in total 403,429.76 CZK. Total amount of fixed and variable remuneration 15,597,112.92 CZK. Ratio of the fixed and the variable components of the remuneration % expression of the variable component to the fixed component of the remuneration: 67/33 %.

### IV

#### **Number of shares or share options provided or offered (Section 121p (1) (d) of the Capital Market Undertakings Act)**

The Company does not pay remuneration in the form of Company shares or share options to Persons with Significant Relationship to the Company. Accordingly, no shares or share options were offered or provided to any Persons with Significant Relationship to the Company during the relevant accounting period. For the sake of completeness, the Company notes that during the relevant accounting period, no shares or similar securities representing an interest in the Company were held by any Persons with Significant Relationship

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to the Company (nor were there any options or comparable investment instruments whose value would be related to shares or similar securities representing an interest in the Company and to which any Persons with Significant Relationship to the Company would be parties or which would be executed for the benefit of any Persons with Significant Relationship to the Company) – except for Mr. Roman Grametbauer, who held nine registered book-entered shares of the Company.

## V

### **Information on the exercise of the Company's right to request the return of the variable component of remuneration or a part thereof**

#### **(Section 121p (1) (e) of the Capital Market Undertakings Act)**

Neither the Company nor the PMI Group has any rules set on the basis of which Persons with Significant Relationship to the Company could be required to return any previously paid variable components of their remuneration or any part thereof.

## VI

### **Information on deviations from the procedure of implementation of the remuneration policy set out in the Remuneration Policy and on deviations from the Remuneration Policy**

#### **(Section 121p (1) (f) of the Capital Market Undertakings Act)**

In the relevant accounting period, the Company did neither deviate from the procedure of implementation of the remuneration policy set out in the Remuneration Policy nor from the Remuneration Policy itself.

## VII

### **Information on the annual change to the Company's financial and non-financial key performance indicators**

#### **(Section 121p (2) of the Capital Market Undertakings Act)**

There was no change to the Company's financial and non-financial performance indicators in the relevant accounting period.

## VIII

### **Annual change to the average remuneration of the Company's employees**

In accordance with Section 121p (2) of the Capital Market Undertakings Act, the annual change to the average remuneration of the Company's employees (excluding Persons with Significant Relationship to the Company), recalculated per employee with specified weekly working hours, for at least the last five accounting periods.

	Average remuneration in CZK	Annual change to average remuneration in CZK	Annual change to average remuneration in %
2017-2019	N/A*		
2020	580,017	N/A	N/A
2021	651,075	71,058	11.00

\* Not applicable with regard to Article III (3) (Transitional Provisions) of Act No. 204/2019 Coll., Amending Certain Laws in Connection with the Promotion of Exercise of Shareholders' Rights

Kutná Hora, on March 28, 2022

**Philip Morris ČR a.s.**



Andrea Gontkovičová

Chairperson of the Board of Directors

**Philip Morris ČR a.s.**



Anton Šťávek

Member of the Board of Directors

## **INDEPENDENT AUDITOR 'S REPORT ON THE ASSURANCE ENGAGEMENT**

To the General Shareholders' Meeting of Philip Morris ČR a.s.

### **Introduction**

We have been engaged by the Board of Directors of Philip Morris ČR a.s. (the "Company") on the basis of an agreement on the assessment of the Remuneration Report according to the Section 121q of the Act No. 256/2004 Coll. on Capital Market Business as amended (hereinafter the "Capital Market Business Act") to conduct a reasonable assurance engagement regarding the attached Remuneration Report for the year ended 31 December 2021 (the "Remuneration Report") prepared by the Company's Board of Directors and including information required by the Section 121p of the Capital Market Business Act.

### **Applicable Criteria and Description of the Subject Matter**

The subject matter of our engagement was the assessment whether the Remuneration Report required by the Section 121q of the Capital Market Business Act includes the information required under the Section 121p of the Capital Market Business Act.

The auditor's task is not to verify the factual accuracy of the Remuneration Report and the information contained therein.

### **Purpose of the Report**

This independent auditor's report is intended solely to meet the requirements of the Capital Market Business Act and for your information and may not be used for other purposes or distributed to other recipients. The report relates only to the Remuneration Report and may not be linked to the Company's financial statements as a whole.

### **Responsibility of the Board of Directors**

The Board of Directors of the Company is responsible for preparation of the Remuneration Report according to the Section 121q of the Capital Market Business Act. The Board of Directors of the Company is responsible for publishing the Remuneration Report on the Company's website and for providing access to it free of charge for at least 10 years from the date of the general meeting at which the resolution evaluating the Remuneration Report was adopted.

The Board of Directors is also responsible for the preparation of financial data and non-financial information as well as for the design, implementation and maintenance of systems and processes of internal control and accounting records, that are necessary to enable preparation of a Remuneration Report that is free of material misstatements and complies with the applicable requirements.

#### **Auditor's Responsibility**

We conducted our engagement in accordance with International Standard on Assurance Engagements (ISAE) 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information. This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance that the Remuneration Report contains the required information.

We apply the principles of internal quality control standard ISQC 1 and accordingly maintain a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

#### **Summary of the work performed**

The procedures selected depend on our judgment. The procedures performed include, in particular, interviewing relevant persons and other procedures aimed at obtaining audit evidence about the Remuneration Report.

The verification performed is a contract expressing limited assurance. The nature, time-consuming and scope of the procedures performed for a verification engagement expressing limited assurance are limited compared to the requirements for an engagement expressing reasonable assurance, and therefore the associated level of assurance is lower.

Our procedures included, among others:

- understanding the resolutions of the general meeting of the Company regarding the remuneration policy for members of the Management Board and the Supervisory Board, other persons according to the Section 121m of the Capital Market Business Act, as well as any supplementary resolutions of the Supervisory Board and other documents regulating the remuneration policy subject to the disclosure requirement in the Remuneration Report;
- understanding the procedures adopted by the Supervisory Board and the Board of Directors to meet the requirements of the remuneration policy and preparation of the Remuneration Report, and assessment of the application of the applicable criteria for the preparation of the Remuneration Report;
- identifying a list of persons according to the Section 121m of the Capital Market Business Act for whom there is a requirement to include information in the Remuneration Report and verifying whether all information required by applicable criteria are disclosed in the Remuneration Report;



- assessing whether the Remuneration Report includes, in all material respects, the information required by the Section 121p of the Capital Market Business Act to any of the identified person as described above.

We draw your attention to the fact that the Remuneration Report was not subject to audit of the financial statements and annual report as defined in the Accounting Act No.563/1991 Coll., as amended. In the course of performing the assurance procedures, we have not conducted an audit or review of the financial information used for preparation of the Remuneration Report. However, as part of our procedures, we have assessed whether the information provided in the Remuneration Report is not in material conflict with the findings we have obtained during the audit of the Company's financial statements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion expressed below.

#### **Conclusion**

Based on our verification procedures and the obtained evidence, we have not identified any findings indicating that the Remuneration Report does not contain, in all material respects, the information required in the Section 121p (1) Capital Market Business Act.

Prague, 28 March 2022



Mazars Audit s.r.o.  
Licence No. 158  
Pobřežní 620/3  
186 00 Praha 8

Represented by Jan Kellner



Jan Kellner  
Statutory auditor, Licence No. 2225

## **SCHEDULE 4**

### **Voting Form for the Company's Shareholders to Express Their Opinions on the Draft Decisions**

*(The voting form can be found on the next page.)*



PHILIP MORRIS ČR

**VOTING FORM**

**for the decision-making of the General Meeting of Philip Morris ČR a.s.,  
whose registered office is in Kutná Hora, Vítězná 1, postcode: 284 03, identification number:  
14803534 (the "Company"), performed in writing outside the meeting ("per rollam")**

If you wish to exercise your right to vote, please mark one of the options (according to your choice) with a cross next to the respective draft decision and send it with your certified handwritten signature to ADMINISTER, spol. s r.o., Husova 109/19, Kutná Hora – Vnitřní Město, 28401 Kutná Hora, or in any other manner according to the instructions for the decision-making of the General Meeting outside the meeting (*per rollam*) which have been sent to you and published on the Company's website <http://www.philipmorris.cz>, in section titled "For shareholders".

PLEASE NOTE: Disagreement with all draft decisions may also be expressed by not sending the voting form at all. Any expression other than indicating the "FOR" option for a particular draft decision, including indicating neither "FOR" nor "AGAINST", will be deemed to be an expression of disagreement with that draft decision.

**When completing, signing and delivering the voting form, please follow the instructions for the decision-making of the General Meeting outside the meeting (*per rollam*).**

**The voting period will last from 13 April 2022 to 23 May 2022.**

Identification number of the shareholder or its proxy:

**DO NOT FILL IN; to be used by the Company for internal use**

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<b>Decision no. 1.1. to point no. 1 of the order of decisions</b> Approval of the Report of the Board of Directors on the Business Activities of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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 <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders"."</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>
<b>Decision no. 3.1. to point no. 3 of the order of decisions</b> Approval of the 2021 ordinary financial statements of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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 <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders", as part of the Annual Report."</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>
<b>Decision no. 3.2. to point no. 3 of the order of decisions</b> Approval of the 2021 ordinary consolidated financial statements of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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 <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders", as part of the Annual Report."</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>





# PHILIP MORRIS ČR

Decision no. 3.3. to point no. 3 of the order of decisions	FOR	AGAINST
<p data-bbox="165 320 1181 371">Distribution of the 2021 profit based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:</p> <p data-bbox="165 389 320 414">Draft decision:</p> <p data-bbox="165 432 1181 734"><b><i>“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.</i></b></p> <p data-bbox="165 752 1181 860"><b><i>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.</i></b></p> <p data-bbox="165 878 1181 1014"><b><i>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.</i></b></p> <p data-bbox="165 1032 1181 1252"><b><i>The profit shares will be paid to shareholders who are individuals during the determined payment period <u>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.</u> 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.</i></b></p> <p data-bbox="165 1270 1181 1377"><b><i>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.</i></b></p> <p data-bbox="165 1395 1181 1532"><b><i>The maturity date of the profit shares has been determined as <u>30 June 2022</u>. 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: <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled “For shareholders”, and will be also provided by Česká spořitelna, a.s.</i></b></p> <p data-bbox="165 1550 1181 1601"><b><i>Shareholders who are legal entities will also be paid profit shares through Česká spořitelna, a.s. in accordance with the rules defined above.</i></b></p> <p data-bbox="165 1619 1181 2080"><b><i>Profit shares will be paid to the shareholders who are legal entities <u>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.</u> 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</i></b></p>	<div data-bbox="1230 320 1305 394"><input type="checkbox"/></div>	<div data-bbox="1378 320 1453 394"><input type="checkbox"/></div>



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<p>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.</p> <p><b>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).</b></p> <p><b>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.</b></p> <p><b>Contact persons at Česká spořitelna, a.s.:</b>  <b>Department A332_01</b>  <b>Naděžda Šmídová</b>  <b>E-mail: vyplatadividend@csas.cz</b>  <b>Milan Williams</b>  <b>E-mail: vyplatadividend@csas.cz</b>  <b>Contact telephone: 956 765 438</b></p> <p><b>Contact address for the delivery of documents for payments:</b>  <b>Česká spořitelna, a.s.</b>  <b>Department A332_01</b>  <b>Budějovická 1518/13b</b>  <b>140 00 Prague 4"</b></p>		
<p><b>Decision no. 4.1. to point no. 4 of the order of decisions</b></p> <p>Approval of the 2021 Remuneration Report based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:</p> <p>Draft decision:</p> <p><b>"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."</b></p>	<p><b>FOR</b></p> <input data-bbox="1230 1173 1305 1249" type="checkbox"/>	<p><b>AGAINST</b></p> <input data-bbox="1378 1173 1453 1249" type="checkbox"/>
<p><b>Decision no. 5.1. to point no. 5 of the order of decisions</b></p> <p>Election of Ms. Andrea Gontkovičová as a member of the Board of Directors of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:</p> <p>Draft decision:</p> <p><b>"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."</b></p>	<p><b>FOR</b></p> <input data-bbox="1230 1420 1305 1496" type="checkbox"/>	<p><b>AGAINST</b></p> <input data-bbox="1378 1420 1453 1496" type="checkbox"/>
<p><b>Decision no. 5.2. to point no. 5 of the order of decisions</b></p> <p>Election of Mr. Peter Piroch as a member of the Board of Directors of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:</p> <p>Draft decision:</p> <p><b>"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."</b></p>	<p><b>FOR</b></p> <input data-bbox="1230 1693 1305 1769" type="checkbox"/>	<p><b>AGAINST</b></p> <input data-bbox="1378 1693 1453 1769" type="checkbox"/>
<p><b>Decision no. 5.3. to point no. 5 of the order of decisions</b></p> <p>Election of Mr. Anton Kirilov Stankov as a member of the Board of Directors of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:</p> <p>Draft decision:</p>	<p><b>FOR</b></p> <input data-bbox="1230 1939 1305 2016" type="checkbox"/>	<p><b>AGAINST</b></p> <input data-bbox="1378 1939 1453 2016" type="checkbox"/>



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<b><i>"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."</i></b>		
<b>Decision no. 6.1. to point no. 6 of the order of decisions</b>  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 based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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 <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders".</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>
<b>Draft decision no. 7.1. to point no. 7 of the order of decisions</b>  Election of Mr. Sergio Colarusso as a member of the Supervisory Board of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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."</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>
<b>Draft decision no. 8.1. to point no. 8 of the order of decisions</b>  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 based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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 <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders".</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>
<b>Draft decision no. 9.1. to point no. 9 of the order of decisions</b>  Election of Mr. Petr Šobotník as a member of the Audit Committee of the Company based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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."</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>
<b>Draft decision no. 10.1. to point no. 10 of the order of decisions</b>  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 based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:  Draft decision:  <b><i>"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 <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders".</i></b>	<b>FOR</b>  <input type="checkbox"/>	<b>AGAINST</b>  <input type="checkbox"/>



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<p><b>Draft decision no. 11.1. to point no. 11 of the order of decisions</b></p> <p>Appointment of the Company's auditor to perform the audit for the year 2022 based on the draft decision specified in the proposal of the Board of Directors, which reads as follows:</p> <p>Draft decision:</p> <p><b><i>"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."</i></b></p>	<p><b>FOR</b></p> <input data-bbox="1230 320 1305 394" type="checkbox"/>	<p><b>AGAINST</b></p> <input data-bbox="1378 320 1453 394" type="checkbox"/>
<p><b>Draft decision no. 12.1. to point no. 12 of the order of decisions</b></p> <p>Approval of the draft 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.</p> <p>A copy of the notarial record containing the draft decision on the amendment of the Articles of Association is included in the draft decisions of the General Meeting sent to the shareholders and published together with an electronic copy of the notarial record in a manner allowing for remote access on the following website: <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For shareholders". The full wording of the Company's Articles of Association with the proposed amendments marked (the underlined text is proposed for insertion, the crossed-out text for deletion) is also published in a manner allowing for remote access on the following website: <a href="http://www.philipmorris.cz">http://www.philipmorris.cz</a>, in section titled "For Shareholders".</p> <p>Draft decision:</p> <p><b><i>"The General Meeting decides outside the meeting (per rollam) to amend the Articles of Association of the Company as follows:</i></b></p> <p><b><i>In Part I. <u>Basic Provisions</u>, the wording of Article 3, Scope of Business, is amended to newly read as follows:</i></b></p> <p><b>Article 3</b></p> <p><b>Scope of Business</b></p> <p><b><i>The Company's scope of business shall be:</i></b></p> <ul style="list-style-type: none"><li><b><i>- the processing of tobacco and manufacture of tobacco products;</i></b></li><li><b><i>- hospitality activities;</i></b></li><li><b><i>- sale of fermented alcohol, drinking alcohol and spirits;</i></b></li><li><b><i>- manufacture, trade and services not listed in Appendices 1 to 3 of the Trade Licensing Act</i></b></li></ul> <p><b>Areas of activities:</b></p> <ul style="list-style-type: none"><li><b><i>a) wholesale and retail trade;</i></b></li><li><b><i>b) mediation of trade and services;</i></b></li><li><b><i>c) rental and lending of movable assets;</i></b></li><li><b><i>d) waste management (excluding hazardous waste);</i></b></li><li><b><i>e) storage, packaging of goods, cargo handling and technical activities in transport;</i></b></li><li><b><i>f) freight forwarding and representation in customs proceedings;</i></b></li><li><b><i>g) advisory and consultancy services, preparation of expert studies and reports;</i></b></li><li><b><i>h) purchase, sale, management and maintenance of real estate;</i></b></li><li><b><i>i) accommodation services;</i></b></li><li><b><i>j) preparatory and finishing construction work, specialised construction activities;</i></b></li><li><b><i>k) operation of cultural, cultural-educational and entertainment facilities, organisation of cultural productions, balls, exhibitions, fairs, shows, sales and similar events;</i></b></li></ul>	<p><b>FOR</b></p> <input data-bbox="1230 622 1305 696" type="checkbox"/>	<p><b>AGAINST</b></p> <input data-bbox="1378 622 1453 696" type="checkbox"/>



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**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.**



PHILIP MORRIS ČR

## VOTING FORM

**for the decision-making of the General Meeting of Philip Morris ČR a.s.,  
whose registered office is in Kutná Hora, Vítězná 1, postcode: 284 03, identification number:  
14803534 (the "Company"), performed in writing outside the meeting (*"per rollam"*)**

**When completing, signing and delivering the voting form, please follow the instructions  
for the decision-making of the General Meeting outside the meeting (*per rollam*).**

.....  
First name and surname / Name or business name of the shareholder (legal entity)

.....  
Date of birth / Identification (registration) number of the shareholder (legal entity), if assigned

.....  
Residence address / Registered office of the shareholder (legal entity)

.....  
Information on the person(s) acting on behalf of the shareholder (legal entity) \*

\* To be filled in only if the shareholder is a legal entity. Information on any person(s) acting on behalf of the shareholder means the first name and surname of each particular individual and that individual's position (e.g. an Executive Director, Member of the Board of Directors, etc.), or any other identification information if the person acting on behalf of the shareholder is a legal entity.

.....  
Number of shares with which the shareholder participates in the voting \*

\* If the number of shares is not specified in the Voting Form or if the number of shares is higher than that resulting from the Register of Book-Entered Securities or the List of Shareholders as at the Decisive Date for the *per rollam* decision-making, the shareholder will participate in the *per rollam* decision-making to the extent of the shares specified in the Register of Book-Entered Securities or the List of Shareholders as at the Decisive Date for the *per rollam* decision-making. If a lower number of shares is specified in the Voting Form than that resulting from the Register of Book-Entered Securities or the List of Shareholders as at the Decisive Date for the *per rollam* decision-making, the shareholder will participate in the *per rollam* decision-making to the extent of that lower number of shares specified in the Voting Form;

***If the shareholder is represented by a proxy on the basis of a power of attorney, the following information on the proxy shall be provided:***

.....  
First name and surname / Name or business name of the shareholder's proxy (if the proxy is a legal entity)

.....  
Date of birth / Identification number of the shareholder's proxy (if the proxy is a legal entity)

.....  
Residence address / Registered office of the shareholder's proxy (if the proxy is a legal entity)

.....  
Information on the person(s) acting on behalf of the shareholder's proxy (if the proxy is a legal entity) \*

\* To be filled in only if the shareholder's proxy is a legal entity. Information on any person(s) acting on behalf of the shareholder's proxy means the first name and surname of each particular individual and that individual's position (e.g. an Executive Director, Member of the Board of Directors, etc.), or any other identification information if the person acting on behalf of the shareholder's proxy is a legal entity.

.....  
Officially verified signature of the shareholder or the shareholder's proxy