

# 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.

**Excerpt from the Announcement of the Results of the Voting Outside the Meeting of the Board of Directors in Czech and English follows.**

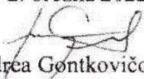
PRÍLOHA k NZ č. 45/2022

<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>VÝNATEK 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>*** Vážení členové představenstva,  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>*** Dear members of the Board of Directors,  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>Návrh usnesení ve znění:  <i>„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)</i></p>	<p>The proposed draft decision:  <i>„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</i></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 „Návrh stanov“);</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>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 "Draft Articles of Association");</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>Pro uvedený návrh usnesení jednomyslně hlasovalo ve stanovené lhůtě všech šest stávajících členů představenstva Společnosti.</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>Výše uvedené usnesení bylo představenstvem Společnosti přijato dne 2. března 2022.</p>	<p>The proposed draft decision has been adopted by the Company's Board of Directors on 2 March 2022.</p>
<p>***</p>	<p>***</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.

JUDr. Josef Doležal, notary