**POWER OF ATTORNEY**

Commercial name of the company ……………………………………………………………………………, whose registered office is at ……………………………………………………………………………, identification number ………………………, registered in the Commercial register maintained by ……………………………………………………., in ………………………, File No. (section and insert) ……………………… (the "**Principal**")

**hereby appoints:**

[Mr/Ms] *…………………………………………………*, born on *…………………………………*, permanently residing *……………………………………………………………………………………….* [birth number *………………………………………………………….*] (the "**Attorney**"):

***[Option (I)]*** [[1]](#footnote-1)

[to exercise on behalf of the Principal as a shareholder of **Philip Morris ČR a.s.**, whose registered office is in Kutná Hora, Vítězná 1, Postal Code 284 03, identification number 148 03 534, registered in the Commercial Register maintained by the Municipal Court in Prague, File No. B 627 (the "**Company**") the Principal's right to make decisions outside of the general meeting (decision-making per rollam) as well as all of the Principal's rights as a shareholder of the Company connected therewith, including:

1. the voting right;
2. the right to demand explanations; and
3. any other right of the Principal as the Company's shareholder as the Attorney may in its discretion consider necessary or desirable.]

***[Option (II)]*** [[2]](#footnote-2)

[to participate on behalf of the Principal [in [all] [[3]](#footnote-3) / [\_\_\_\_\_\_][[4]](#footnote-4) general meetings, eventually substitute general meetings of **Philip Morris ČR a.s.**, whose registered office is in Kutná Hora, Vítězná 1, Postal Code 284 03, identification number 148 03 534, registered in the Commercial Register maintained by the Municipal Court in Prague, File No. B 627 (the "**Company**"), which shall take place at any time from the date of issue of this power of attorney, to exercise on behalf of the Principal as a shareholder of the Company the Principal's right to make decisions outside of the general meeting (decision-making per rollam) as well as all of the Principal's rights as a shareholder of the Company, including:

1. the voting right;
2. the right to make proposals, to demand explanations; and
3. any other right of the Principal as the Company's shareholder as the Attorney may in its discretion consider necessary or desirable.]

This power of attorney, as well as the agreement on power of attorney incorporated herein on whose basis this power of attorney is issued, are governed by Czech law.

[This power of attorney is granted for a definite period of time until [•][[5]](#footnote-5).

In ....................................... on …………………………

For and on behalf of

Principal's commercial name: ……………………………………………………

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Commercial name of the company: ……………………………………………[[6]](#footnote-6)

Name and surname: ……………………………………………………

Position: ……………………………………………………][[7]](#footnote-7)

I accept the appointment and agree with the terms set out above.

In ……………………………on *……………………………*

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Name and Surname of the Attorney:  *………………………………………………*

1. CHOOSE OPTION (I), IF THE POWER OF ATTORNEY IS ISSUED ONLY FOR THE ACCEPTING OF DECISIONS OUTSIDE OF THE GENERAL MEETING (DECISION-MAKING PER ROLLAM) AND **DELETE OPTION (II)**. [↑](#footnote-ref-1)
2. CHOOSE OPTION (II), IF THE POWER OF ATTORNEY IS ISSUED FOR THE ACCEPTING OF DECISIONS OUTSIDE OF THE GENERAL MEETING (DECISION-MAKING PER ROLLAM) AND FOR MORE GENERAL MEETINGS WITHOUT SPECIFICATION OF ANY CERTAIN PERIOD OF TIME AND **DELETE OPTION (I)**. [↑](#footnote-ref-2)
3. CHOOSE "ALL" IF THE POWER OF ATTORNEY IS ISSUED FOR ALL GENERAL MEETINGS AND **DELETE THE PART OF TEXT IN SQUARE BRACKETS**, WHICH DOES NOT APPLY. [↑](#footnote-ref-3)
4. IF THE POWER OF ATTORNEY IS ISSUED FOR A SPECIFIC NUMBER OF GENERAL MEETINGS, INSERT THE NUMBER **AND DELETE THE OPTION "ALL" IN SQUARE BRACKETS, WHICH DOES NOT APPLY**. [↑](#footnote-ref-4)
5. CHOOSE AND FILL IN DEPENDING ON THE FACT WHETHER THE POWER OF ATTORNEY IS GRANTED FOR A DEFINITE PERIOD OF TIME AND SPECIFY THE DATE UNTIL WHICH THE POWER OF ATTORNEY IS GRANTED, OTHERWISE **DELETE THE TEXT IN SQUARE BRACKETS ENTIRELY.** [↑](#footnote-ref-5)
6. THE SIGNATURE OF THE PRINCIPAL SHALL BE OFFICIALLY VERIFIED AND IF SIGNED ABROAD, THE HAGUE APOSTILLE OR OTHER FORM OF LEGALISATION, DEPENDING ON JURISDICTION, SHALL BE ATTACHED. [↑](#footnote-ref-6)
7. IF NECESSARY, ADD SIGNATORIES. [↑](#footnote-ref-7)