



**PHILIP MORRIS ČR**

**DRAFT RESOLUTIONS  
OF THE ORDINARY GENERAL MEETING**

**of**

**Philip Morris ČR a.s.,**

whose registered office is at Kutná Hora, Vítězná 1, postcode: 284 03,  
identification number: 14803534, registered in the Commercial Register  
maintained by the Municipal Court in Prague, File No. B 627

(the "Company"),

**presented by the Board of Directors of the Company in relation to points 2, 3, 4, 5, 6,  
7, 8, 9 and 10 of the agenda of the Ordinary General Meeting**

**to be held**

**at the registered office**

**of the Company in**

**Kutná Hora, Vítězná 1, postcode: 284 03**

**at 10:00 a.m. on 30 May 2025**

(the "General Meeting")

**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.**

1. **Point 2 of the agenda of the General Meeting – Election of the Chairperson of the General Meeting, Minutes Clerk, Minutes Verifiers and Scrutineers, and approval of the Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting**

- 1.1. The Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the bodies of the General Meeting:

*"Mgr. Martin Hájek is elected as the Chairperson of the General Meeting."*

*"Zuzana Dušková is elected as the Minutes Clerk of the General Meeting."*

*"The following persons are elected as the Minutes Verifiers of the General Meeting:*

- (i) Milan Vácha; and*
- (ii) Beata Pöthe."*

*"The following persons are elected as the Scrutineers of the General Meeting:*

- (i) Petr Brant; and*
- (ii) Ing. Martin Hlaváček."*

- 1.2. The Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting:

*"The General Meeting approves the Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting of Philip Morris ČR a.s. in the wording submitted by the Board of Directors of the Company, which forms Schedule 2 to this Invitation to the General Meeting:*

***RULES OF PROCEDURE AND VOTING RULES  
Applicable to Proceedings at the General Meeting of  
Philip Morris ČR a.s.  
to be held on 30 May 2025***

*Section 1  
**Basic Provisions***

- 1. *In accordance with Act No. 90/2012 Coll., on Companies and Cooperatives (the Corporations Act), as amended (the "**Corporations Act**"), these Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting of Philip Morris ČR a.s. (the "**Company**") govern the manner of registering the Company's shareholders, the proceedings of the General Meeting, the method in which shareholders exercise their rights at the General Meeting and the method of voting at the General Meeting.*
- 2. *For the purposes of these Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting, a "**shareholder**" also means a shareholder's proxy unless stipulated otherwise.*
- 3. *Should the interpretation of any provision of these Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting be unclear or should a*

*situation occur that is not provided for by generally binding legislation, the Company's Articles of Association or these Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting, the further proceedings of the General Meeting shall be decided on by the Chairperson of the General Meeting in compliance with the principles of the legal regulation of joint-stock companies contained in applicable law.*

## *Section 2*

### **Registration of Shareholders**

- 1. Registration desks are set up for registering shareholders in an attendance list and for issuing identification cards and voting ballots to shareholders. By signing the registration card, each shareholder confirms that the shareholder was given the voting ballots and an identification card with an identification number corresponding to the number on the registration card. If any of the shareholders loses the shareholder's identification card, the registration desk will re-issue the identification card at the shareholder's request at any time during the General Meeting.*
- 2. Shareholders' attendance will be registered throughout the duration of the General Meeting. At registration, authorised persons at the registration desks will verify the identity of the shareholders and their right to attend and vote at the General Meeting. Shareholders who sign the attendance list and do not express their will to end their attendance at the General Meeting by a written statement made at a registration desk are considered present for the entire duration of the General Meeting. If registration in the attendance list is refused, the fact of such refusal and its reason will be recorded in the attendance list.*

## *Section 3*

### **Rules of Procedure**

- 1. The General Meeting shall be opened and presided over by the person convening the General Meeting or a person appointed by that person until the election of the Chairperson. If the General Meeting is convened by a collective body, this body must authorise one of its members (or resolve to authorise another person) to preside over the General Meeting until the Chairperson is elected or, as the case may be, if no Chairperson of the General Meeting is elected. The task of the person convening the General Meeting or the person appointed by that person is to ensure that the General Meeting elects the Chairperson of the General Meeting, a minutes clerk, one or several verifiers of the minutes and a person or persons charged with counting the votes (scrutineers). Following the election of the Chairperson of the General Meeting, the General Meeting shall be further conducted by this Chairperson.*
- 2. At the General Meeting, shareholders are entitled to require and obtain from the Company explanations in respect of matters relating to the Company and the entities controlled by the Company, should any such explanation be necessary for assessing matters on the agenda of the General Meeting or for the exercise of the shareholder rights at the General Meeting. Shareholders may request the explanations mentioned in the previous sentence in writing. Shareholders are entitled to file proposals and counterproposals in relation to the points on the agenda of the General Meeting. Proposals submitted by the Board of Directors or the Supervisory Board are voted on first. If these proposals are not adopted or presented, shareholders' (counter)proposals are voted on. Shareholders, members of the Board of Directors and members of the Supervisory Board may raise a protest concerning a resolution of the General Meeting.*
- 3. The explanation may be provided in the form of a summary response to several similar issues. It shall be deemed that shareholders have been provided with an*

*explanation even if the relevant information (the supplementing explanation in respect of individual points on the agenda of the General Meeting) is published on the Company's website no later than on the day preceding the date of the General Meeting and is available to the shareholders at the venue of the General Meeting. If the information is provided to the relevant shareholder, every other shareholder may also request such information without having to follow the procedure applicable to the exercise of the right to an explanation described above.*

- 4. Shareholders may also file their proposals in relation to the issues which are to be included on the agenda of the General Meeting before the invitation to the General Meeting is published. Proposals delivered to the Company no later than five days before the publication of the invitation to the General Meeting shall be published by the Board of Directors, including an opinion of the Board of Directors, along with the invitation to the General Meeting, on the Company's website. Section 3 (5) of these Rules of Procedure and Voting Rules Applicable to Proceedings at the General Meeting shall apply analogously to the proposals delivered after this time limit.*
- 5. Any proposals and counterproposals delivered to the Company no later than three days before the General Meeting shall be published by the Board of Directors without undue delay on the Company's website. If the proposals and counterproposals contain justifications, the Board of Directors shall also publish these justifications along with them. If the proposals and counterproposals are delivered at the latest five days before the General Meeting, the Board of Directors shall also publish its opinion on the received proposals and counterproposals without undue delay. A shareholder may submit proposals and counterproposals on matters on the agenda of the General Meeting also directly at the General Meeting.*
- 6. Issues not included in the agenda of the General Meeting may only be discussed or decided on at the General Meeting if all shareholders of the Company agree with this.*
- 7. Shareholders may file their requests for explanations, proposals, counterproposals and, if applicable, protests, either in writing on a comment slip or orally at the invitation of the Chairperson of the General Meeting after proving their identity based on an identification card. The comment slip must contain the shareholder's identification number (as specified in the identification card) and the shareholder's signature. Shareholders must submit the comment slips to the information centre. When submitting a comment slip, the shareholder must prove the shareholder's identity by presenting the shareholder's identification card.*
- 8. The General Meeting's information centre will number the comment slips according to the order in which they are received and will hand them over to the Chairperson of the General Meeting.*
- 9. The Chairperson of the General Meeting decides on who is entitled to take the floor. A member of the Board of Directors and a member of the Supervisory Board must be permitted to take the floor whenever they request this. If anyone disturbs the proceedings of the General Meeting, the Chairperson of the General Meeting may reprimand this person and, if they fail to change their behaviour even after being reprimanded, the Chairperson of the General Meeting may interrupt the General Meeting until order is restored.*

#### **Section 4** **Voting Rules**

- 1. Voting is performed by means of ballots, which the shareholders receive upon registration or, as the case may be, during the General Meeting based on an instruction of the Chairperson of the General Meeting. Each time before votes are*

*cast, the Chairperson of the General Meeting will inform the shareholders of the resolution which is being voted on and which ballot should be used for this purpose. Each shareholder will indicate the relevant answer on the ballot by marking the chosen answer with a cross and by signing the ballot. If a shareholder is to use a substitute ballot or a ballot which the shareholder received during the course of the General Meeting based on an instruction of the Chairperson of the General Meeting, the shareholder must also fill in a number of the ballot announced by the Chairperson of the General Meeting. If using a ballot which the shareholder received during the course of the General Meeting based on an instruction of the Chairperson of the General Meeting, the shareholder must also fill in the shareholder's own identification number (as specified in the identification card).*

- 2. Ballots which are not signed, ballots without a ballot number or with an incorrect ballot number and ballots containing no identification number or an incorrect identification number are invalid. Ballots which are torn, crossed-out, rewritten or otherwise invalidated (i.e. containing illegible or unclear information) will also be considered invalid. If a shareholder makes a mistake when filling in a ballot, the shareholder must ask a person charged with counting the votes (the "Scrutineer") for assistance. The shareholder may then correct the ballot in the presence of the Scrutineer and both of them must then confirm the correction by signing the ballot, or the Scrutineer may give the shareholder a new ballot.*
- 3. After collecting the ballots, the Scrutineers will immediately start counting the votes. As soon as they ascertain that the number of votes necessary for making the decision on the proposed resolution has been achieved, they will inform the Chairperson of the General Meeting accordingly. The Scrutineers will then continue counting the remaining votes. The complete results will be recorded in the minutes of the General Meeting and, possibly, announced during the General Meeting. A record of the General Meeting's quorum has to be made when votes are taken on each draft resolution."*
- 2. Point 3 of the agenda of the General Meeting – The Report of the Board of Directors on the Business Activities of the Company, the Report on Relations between the Controlling Entity and the Controlled Entity and between the Controlled Entity and Entities Controlled by the Same Controlling Entity, the Report on Corporate Governance of the Company and the Summary Explanatory Report concerning certain matters mentioned in the 2024 Annual Financial Report of the Company, the consolidated sustainability statement for 2024, the proposal for the approval of the 2024 ordinary financial statements and the 2024 ordinary consolidated financial statements, and the proposal for the distribution of profit for the year 2024 and a part of the retained earnings from prior years, including an indication of the amount of profit shares**

Since point 3 of the agenda of the General Meeting is discussed but not voted on, and therefore no resolution is adopted thereon, the Company's Board of Directors submits the following statement.

Similarly, as in previous years, the Board of Directors of the Company has prepared and submits to the shareholders the Report on the Business Activities of the Company. Furthermore, in accordance with the requirement set out in Section 118 (6) of Act No. 256/2004 Coll., on Capital Market Undertakings, as amended (the "**Capital Market Undertakings Act**"), the Board of Directors submits to the shareholders the Report on Corporate Governance and the Summary Explanatory Report concerning certain matters pursuant to Section 118 (4) and (5)

of the Capital Market Undertakings Act. The Report on Corporate Governance, including the Summary Explanatory Report as well as the Report on Relations between the Controlling Entity and the Controlled Entity and between the Controlled Entity and Entities Controlled by the Same Controlling Entity (the "**Report on Relations**") prepared pursuant to Section 82 *et seq.* of the Corporations Act are all contained in the Annual Financial Report of the Company for the 2024 calendar year accounting period.

The Board of Directors has also arranged for the preparation of the ordinary financial statements of the Company for the 2024 calendar year accounting period, of the ordinary consolidated financial statements of the Company for the 2024 calendar year accounting period and the consolidated sustainability statement for 2024, and for verification of these documents by an auditor, in accordance with the relevant legal and accounting regulations requiring the preparation of these documents. The Board of Directors submits the above-mentioned documents, which are also part of the 2024 Annual Financial Report of the Company, to the General Meeting for discussion. No voting is presumed under this point of the agenda.

The Company's economic result for the 2024 calendar year accounting period is a profit of CZK 3,347,930,029.21.

The Board of Directors proposes that the General Meeting of the Company approves the Report of the Board of Directors on the Business Activities of the Company, the ordinary financial statements of the Company for the 2024 calendar year accounting period, the ordinary consolidated financial statements of the Company for the 2024 calendar year accounting period, and the proposal for the distribution of profit for the year 2024 and a part of the retained earnings from prior years, including an indication of the amount of profit shares.

### **3. Point 4 of the agenda of the General Meeting – The Supervisory Board Report**

Since point 4 of the agenda of the General Meeting is discussed but not voted on, and therefore no resolution is adopted thereon, the Company's Board of Directors submits the following statement.

The purpose of this point of the agenda is to provide the results of the Supervisory Board's supervisory activities and a report on the results of its review of the Report on Relations for the year 2024, which will be presented by an authorised member of the Supervisory Board of the Company within the meaning of the requirements of Sections 83 (1), 447 (3) and 449 (1) of the Corporations Act.

During the entire 2024 calendar year, the Supervisory Board of the Company monitored and evaluated the development and management of the Company's activities, in particular its financial position and activities in this area. Within its supervisory activities, the Supervisory Board also closely cooperated with another body of the Company, the Audit Committee, in all matters falling within the scope of competence of these two bodies, including the appointment of the statutory auditor, the results of the statutory (mandatory) audit and verification of the

consolidated sustainability statement for 2024. Based on its findings, the Supervisory Board prepared a report on the results of its activities in the 2024 calendar year accounting period in accordance with the legal regulations in force and the Company's Articles of Association, which it submits to the General Meeting for discussion and acknowledgement. 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 supervisory activities of the Supervisory Board. In accordance with the legal regulations in force, the Supervisory Board also reviewed the Report on Relations prepared for the year 2024, the 2024 ordinary financial statements, the 2024 ordinary consolidated financial statements, including the proposals of the Board of Directors for their approval, and the proposal for the distribution of profit for the year 2024 and a part of the retained earnings from prior years, including an indication of the amount of profit shares. The Board of Directors declares that the Supervisory Board has not raised any objections to the above-mentioned documents. In the opinion of the Supervisory Board, the above-mentioned documents have been prepared in a due manner, in accordance with the applicable legal regulations and the Company's Articles of Association. No voting is presumed under this point of the agenda.

**4. Point 5 of the agenda of the General Meeting – Approval of the Report of the Board of Directors on the Business Activities of the Company, the 2024 ordinary financial statements, the 2024 ordinary consolidated financial statements, and the proposal for the distribution of profit for the year 2024 and a part of the retained earnings from prior years, including an indication of the amount of profit shares**

The Board of Directors of the Company proposes that the General Meeting adopts the following resolution concerning the approval of the Report of the Board of Directors on the Business Activities of the Company, the ordinary financial statements of the Company for the 2024 calendar year accounting period and of the ordinary consolidated financial statements of the Company for the 2024 calendar year accounting period, and the proposal for the distribution of profit for the year 2024 and a part of the retained earnings from prior years, including an indication of the amount of profit shares:

*"The Report of the Board of Directors on the Business Activities of the Company is hereby approved in the wording submitted by the Company's Board of Directors in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting."*

*"The ordinary financial statements of the Company for the 2024 calendar year accounting period are hereby approved in the wording submitted by the Company's Board of Directors in the form of their publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting, as part of the Annual Financial Report."*

*"The ordinary consolidated financial statements of the Company for the 2024 calendar year accounting period are hereby approved in the wording submitted by the Company's Board of Directors in the form of their publication on the Company's*

website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting, as part of the Annual Financial Report."

*"The following distribution of the profit for the year 2024 and a part of the retained earnings from prior years is approved:*

*"The Company's after-tax profit for the 2024 calendar year accounting period in the amount of CZK 3,347,930,029.21 and a part of the retained earnings of the Company from prior years in the amount of CZK 1,440,890.79, i.e. in aggregate CZK 3,349,370,920.00 will be paid to the Company's shareholders as profit shares. The retained earnings of the Company from prior years in the amount of CZK 35,388,295.39 will remain undistributed. A gross profit share in the amount of CZK 1,220 will thus apply to 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 9 June 2025, i.e. the profit shares will be paid to shareholders who will hold shares of the Company as at 9 June 2025.*

*Shareholders will be paid their profit shares through 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 their settlement data and other supporting documents to Česká spořitelna, a.s. for the purpose of payment of their profit shares via the "Notification of the Payment of Proceeds from Securities", which will be published on 13 June 2025 in a manner allowing for remote access on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting, and which will further stipulate more detailed instructions necessary for the payment of the profit shares.*

*Profit shares will be paid to the shareholders who are **individuals** during the set payment period only by wireless money transfer to the shareholders' bank accounts 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, after the shareholders submit all the necessary documents. If 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 paid to the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose.*

*Shareholders who are individuals with a tax domicile in the Czech Republic and a bank account maintained with a bank in the Czech Republic that provides its clients with electronic identity verification in the form of a bank identity, the "Bank iD", may also be paid their profit shares on the basis of a request by the relevant shareholder submitted via the web application of Česká spořitelna, a.s. on the website [www.vyplatadividend.cz](http://www.vyplatadividend.cz) using identity verification in the form of the Bank iD.*

*The method of payment of profit shares via the Bank iD referred to in the preceding paragraph above may also be used, for shareholders who are individuals with a tax domicile of the Czech Republic and a bank account maintained with a bank in the Czech Republic, for the payment of unclaimed (uncollected) or unpaid profit shares from previous years, provided that the entitlement to payment of such profit shares for previous years still exists, has not been time-barred or has not ceased to exist for any other reason. For the avoidance of doubt, it is stated that the payment of such*



profit shares in the aforementioned manner may be requested from 14 July 2025 (i.e. from the beginning of the payment period set out below).

Profit shares will be paid to the shareholders who are individuals after the shareholders submit all the necessary documents, including a declaration by the beneficial (ultimate) owner of the income and, if a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, also after the shareholder submits a certificate of tax domicile.

The maturity date of the profit shares is set at 14 July 2025. The payment period will last from 14 July 2025 to 31 March 2026. The "Notifications of the Payment of Proceeds from Securities" and information on the required documents will be published on the Company's website <http://www.philipmorris.cz>, in the section titled "For Shareholders", in the part related to the 2025 General Meeting, and will also be 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 defined rules.

Profit shares will be paid to the shareholders who are **legal entities** only by wireless money transfer to the shareholders' bank accounts 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. If 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 paid 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 the shareholders fulfil 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 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, if a shareholder who is a tax resident of a country other than the Czech Republic requests the application of a special withholding tax rate, also after the shareholder submits a certificate of tax domicile.

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 2025, 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 2025 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 2025**. 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 Management of Financial Markets Products

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**Department A332\_01 Management of Financial Markets Products**

**Budějovická 1518/13b**

**140 00 Prague 4"**

**5. Point 6 of the agenda of the General Meeting – Approval of the 2024 Remuneration Report**

The Board of Directors of the Company proposes that the General Meeting adopts the following resolution concerning the 2024 Remuneration Report:

*"The 2024 Remuneration Report is hereby approved in the wording submitted by the Board of Directors of the Company, which forms Schedule 3 to the Invitation to the General Meeting."*

**6. Point 7 of the agenda of the General Meeting – Amendment of the Company's Articles of Association**

The Board of Directors of the Company proposes that the General Meeting adopts the following resolution concerning the amendment of Company's Articles of Association:

"The General Meeting decides to amend the Articles of Association of the Company, effective as of June 1, 2025, as follows:

- (i) *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*

*1. The Company's scope of business shall be:*

- processing of tobacco and manufacture of tobacco products;*
- hospitality activities;*
- sale of fermented alcohol, drinking alcohol and spirits;*
- production of hazardous chemicals and hazardous chemical mixtures and sale of chemicals and chemical mixtures classified as highly toxic and toxic;*
- production of chemicals and chemical mixtures or objects and cosmetic preparations;*
- 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;*
- m) administrative services and services of an organizational and economic nature;*
- n) testing, measurement, analyses and inspections;*
- o) production of food and starch products;*
- p) production of other products of the processing industry; and*
- q) production, trade, and services not classified elsewhere.*

*2. Another part of the Company's scope of business shall be the management of its own assets.*

- (ii) *in Part II. Company Organisation, Article 8, Position and Authority of the General Meeting, the below letters (aa), (bb), (cc) are inserted after letter (z) of the second paragraph and the original letters aa) and bb) are renumbered to (dd) and (ee):*

*aa) resolve on the approval of the rules of procedure and voting rules for the General Meeting of the Company;*

*bb) discuss the Board of Directors' report on the Company's business activities;*

*cc) discuss the Supervisory Board's report (statement) and the Audit Committee's report (statement) in the cases provided for by law or these Articles of Association;*

- (iii) *in Part II. Company Organisation, Article 9, Convening of the General Meeting, the second sentence of the fourth paragraph is amended to newly read as follows:*

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

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

- (iv) in Part II. Company Organisation, Article 10, Participation in the General Meeting, the second sentence of the first paragraph is amended and newly reads as follows:

*The voting by a shareholder at the General Meeting may take place provided that the statutory conditions and the conditions specified in these Articles of Association (or also contained in the rules of procedure and voting rules for the General Meeting, approved by the General Meeting (the "**Rules of Procedure and Voting Rules**") are complied with, inter alia in the form of correspondence voting in accordance with Section 398 (4) of the Business Corporations Act; the correspondence voting is however only and solely allowed if its conditions are specified in the invitation to the General Meeting (or in the draft resolution in the case of the per rollam decision-making).*

- (v) in Part II. Company Organisation, Article 10, Participation in the General Meeting, the following text is inserted after the second sentence of the third paragraph:

*A shareholder may also notify the Company of the granting or revocation of a power of attorney in electronic form, with the required formal and substantive requirements of such communication specified in the invitation to the General Meeting.*

- (vi) in Part II. Company Organisation, Article 10, Participation in the General Meeting, the following text is deleted without replacement from the paragraph 5:

*The General Meeting shall resolve whether voting shall be done by ballot or using technical means (e.g. by approval of the rules of procedure and voting for the relevant General Meeting containing the terms of such a vote). It can also be voted using technical means in favour of the approval of the rules of procedure and voting, which specify that the vote at the General Meeting shall be performed in a manner using technical means allowing for verification of identity of any person entitled to exercise the right to vote.*

- (vii) in Part II. Company Organisation, Article 10, Participation in the General Meeting, the following text is inserted after the sixth paragraph, and the original paragraphs 7 to 9 are renumbered to 10 to 12:

7. *A shareholder who is an individual must present a valid identification document upon registration. A person authorised to act on behalf of a shareholder who is a legal entity must present a valid identification document and submit either the original or a certified copy of an extract from the Commercial Register or another document (not older than 3 months) proving the existence of the legal entity and the right to act on its behalf. A proxy of a shareholder (other than a trustee or a person entitled to exercise rights associated with shares recorded in the register of investment instruments or the register of book-entered securities) must also submit a written power of attorney with the principal's notarised signature,*

*unless the authorisation has been properly communicated to the Company electronically according to Article 10 (3). A representative whose right to act on behalf of a shareholder is based on circumstances other than authorisation must present documents proving such right.*

8. *Throughout the General Meeting, shareholders who sign the list of attendees and do not express their intention to leave the meeting through a written declaration shall be considered present.*

9. *The Company or persons entrusted with tasks related to the organization and conduct of the General Meeting may, in accordance with law, prevent individuals from attending the General Meeting if their presence could compromise the dignity and smooth progress of the General Meeting. This includes individuals whose attire, unclean condition, or behaviour might disrupt the proceedings or clearly contravene standards of decency, as well as armed individuals.*

(viii) ***in Part II. Company Organisation, Article 10, Participation in the General Meeting, the first sentence of the eighth paragraph (paragraph 11 after renumbering according to previous point) is amended to newly read as follows:***

*Any documents by which the shareholder or the shareholder's representative proves his/her/its identity, which are produced by foreign authorities or institutions or to which certification clauses of such foreign authorities or institutions are attached, shall contain another certification, i.e. shall be superlegalised or provided with an apostille or other clause (certification), which is required in official contact by the Czech authorities for similar foreign documents (or certification), except for documents that have been issued or certified in a country with which the Czech Republic has concluded a legal assistance agreement (or a similar agreement), under which no superlegalisation or apostille is required.*

(ix) ***in Part II. Company Organisation, Article 10, Participation in the General Meeting, the fourth and fifth sentence of the ninth paragraph (paragraph 12 after renumbering) are amended to newly read as follows:***

*An auditor/auditors (or persons acting on behalf of the auditor/auditors) may be invited to the relevant part of the General Meeting to present to the shareholders their findings regarding the documents which are subject to auditor verification, in particular the General Meetings approving the financial statements. Other persons invited by the Board of Directors may also participate in General Meetings as guests, unless the shareholders resolve by the majority of votes specified under Article 11 (7) to exclude them from the General Meeting.*

(x) ***in Part II. Company Organisation, Article 10, Participation in the General Meeting, the following sentence is inserted at the end of the ninth paragraph (paragraph 12 after renumbering):***

*These individuals shall not vote and shall not be allowed to request explanations or submit (counter)proposals.*

(xi) ***in Part II. Company Organisation, Article 11, General Meeting Procedures and Decision-Making, the first and second paragraphs are amended to newly read as follows:***

1. *The General Meeting shall be opened by the person convening the General Meeting or a person appointed by it and shall be presided over by this person until the election of a chairperson. The same applies if a chairperson of the General Meeting is not elected or if the elected chairperson of the General Meeting is unable to continue presiding over the General Meeting due to serious reasons. If the General Meeting is convened by a body, this body must authorise one of its members (or resolve to authorise another person) to preside over the General Meeting until the chairperson is elected or, as the case may be, if no chairperson of the General Meeting is elected. The task of the person convening the General Meeting or the person appointed by it is to ensure that the General Meeting elects a chairperson of the General Meeting, a minutes clerk, one or more verifiers of the minutes and a person or persons charged with counting the votes (the “scrutineer” or “scrutineers”). If no minutes clerk, verifier of the minutes or scrutineer is elected, the person convening the General Meeting shall appoint them. The same applies if the minutes clerk, the minutes verifier or the scrutineer are unable to continue performing their offices due to serious reasons. The General Meeting may also resolve that a single person may act as both the chairperson of the General Meeting and the verifier of the minutes. The General Meeting may resolve that the chairperson of the General Meeting shall also count the votes, provided that this does not endanger the due course of the General Meeting.*
2. *The chairperson of the General Meeting may also be determined by the court if the General Meeting is convened by the shareholders specified in Article 9 (2) of these Articles of Association on the basis of a court authorisation. Following the election of the chairperson, the General Meeting shall be conducted by its new chairperson. The chairperson of the General Meeting decides on procedural matters, including interruption of the proceedings, announcement of breaks, granting and withdrawing the right to speak, determining time limits for oral proposals, counterproposals, requests for explanations, or objections, etc.). The powers and duties of the chairperson of the General Meeting similarly apply to any other person presiding over the General Meeting (i.e., the person convening the General Meeting or a person designated by them).*

(xii) *in Part II. Company Organisation, Article 11, General Meeting Procedures and Decision-Making, the following text is inserted after the second paragraph, and the original paragraphs 3 to 14 are renumbered to 6 to 17:*

3. *Unless decided otherwise, voting is performed by means of ballots, which the shareholders receive upon registration or, as the case may be, during the General Meeting based on an instruction of the chairperson of the General Meeting. Each time before votes are cast, the chairperson of the General Meeting will inform the shareholders of the proposed resolution which is being voted on and which ballot should be used for this purpose. Each shareholder will indicate his/her will on the ballot and signs the ballot. To indicate the shareholder’s agreement with the proposed resolution, the shareholder shall mark the box “FOR”. To indicate the shareholder’s disagreement, the shareholder shall mark the box “AGAINST”. If the shareholder wishes to abstain from voting, the shareholder shall mark the box “ABSTAIN” for the relevant agenda item. Additionally, a shareholder may choose not to participate in the voting by not submitting a voting ballot. The first vote shall be conducted on the*

*proposal of the Board of Directors or the Supervisory Board. If no such proposal is accepted or presented, voting shall proceed on the (counter)proposal of a shareholder.*

- 4. Ballots which are not signed, ballots without a ballot number or with an incorrect ballot number and ballots containing no identification number or an incorrect identification number or ballots from which the shareholder's intent cannot be determined are invalid. Ballots which are torn, crossed-out, rewritten or otherwise invalidated (i.e. containing illegible, uncertain or unclear information) will also be considered invalid. If a shareholder makes a mistake when filling in a ballot, the shareholder must ask the scrutineer for assistance.*
- 5. Once the ballots have been collected, the scrutineers shall immediately begin counting the votes. As soon as the scrutineers determine that the required number of votes to decide on the proposed resolution has been reached, they shall present the results to the chairperson of the General Meeting, who shall announce them to the General Meeting. The chairperson shall then confirm whether the General Meeting has or has not approved the resolution for the specific agenda item. The evaluation of the remaining votes shall continue, and the full results (including information on the quorum of the General Meeting, the number of votes required for approval, and the number of votes cast) shall be recorded in the minutes of the general meeting or published during the meeting.*

- (xiii) in Part II. Company Organisation, Article 11, General Meeting Procedures and Decision-Making, the first sentence of the eleventh paragraph (paragraph 14 after renumbering) is amended to newly read as follows:*

*Resolutions of the General Meeting on matters under paragraph 8 of this Article and on other matters which take effect upon their registration in the Commercial Register must be certified by a public deed.*

- (xiv) in Part II. Company Organisation, Article 11, General Meeting Procedures and Decision-Making, the paragraph 14 (paragraph 17 after renumbering) is amended to newly read as follows:*

*The course, the rules regarding the procedure and voting of the General Meeting, as well as other related matters and details, may be governed by the Rules of Procedure and Voting Rules approved by the General Meeting. Until the Rules of Procedure and Voting Rules are approved, the conduct of the General Meeting shall be governed by the applicable legal regulations and these Articles of Association. If, in a specific case, no applicable procedural rules for the course, proceedings, and voting of the General Meeting arise from the relevant legal regulations, these Articles of Association, or from the Rules of Procedure and Voting Rules (if approved by the General Meeting), the chairperson of the General Meeting shall decide on the further course of the meeting. The Board of Directors may adopt technical measures necessary to ensure the proper conduct of the General Meeting.*

- (xv) in Part II. Company Organisation, Article 13, Position and Powers of the Board of Directors, a new letter (b) is inserted in the third paragraph and the original letter b) is changed to letter c) and the original letters c) to e) are renumbered to d) to f) and reads as follows:*

b) submit a report on the Company's business activities to the General Meeting for discussion;

(xvi) in Part II. Company Organisation, Article 13, Position and Powers of the Board of Directors, the letter (i) under letter b) in paragraph 3 (after renumbering letter c)) is being deleted without replacement, and the subsequent letters under letter b) of this paragraph 3 are renumbered to (i) to (viii).

(xvii) in Part II. Company Organisation, Article 14, Composition of the Board of Directors, Term of Office, Meetings, and Decision-Making, the fifth sentence of the first paragraph is amended and newly read as follows:

*If an individual (representative) loses his/her authorisation due to incapacity or loss of eligibility to perform the office, the legal entity shall authorise without undue delay another individual to represent that legal entity in the Board of Directors; if, however, the individual is not registered in the Commercial Register within three months from the date of expiry of the authorisation of the previous representative, the office of that legal entity as a member of the Board of Directors shall be terminated.*

(xviii) in Part II. Company Organisation, Article 14, Composition of the Board of Directors, Term of Office, Meetings, and Decision-Making, the following text is inserted after the last sentence of the second paragraph:

*A person who is to become a member of the Board of Directors shall inform the Company in advance of facts to the extent specified in Section 46(2) of the Business Corporations Act. Likewise, a member of the Board of Directors shall inform the Company of any facts referred to in the previous sentence if any of them occur during their term of office, without delay after becoming aware of such facts.*

(xix) in Part II. Company Organisation, Article 14, Composition of the Board of Directors, Term of Office, Meetings, and Decision-Making, the letter (v) of the fifth paragraph is amended to newly read as follows:

(v) *election of a new member of the Board of Directors by the General Meeting, unless provided otherwise in the resolution of the General Meeting (for the purposes of this paragraph 5 (v), a new member also refers to the re-election of a member of the Board of Directors); or*

(xx) in Part II. Company Organisation, Article 15, Obligations of Members of the Board of Directors, the sixth paragraph is amended to newly read as follows:

*If a member of the Board of Directors expressly draws the attention of the General Meeting to any of the circumstances specified in paragraph 5 of this Article before his/her election to office or if any such circumstance occurs later and the relevant member of the Board of Directors notifies the Company of it in writing, it shall be deemed that this member of the Board of Directors is not prohibited from carrying out the activity to which the prohibition under paragraph 5 of this Article applies. This shall not apply if the Supervisory Board expresses its disagreement with the activity pursuant to paragraph 5 of this Article within one month from the date on which it was notified about the circumstances pursuant to paragraph 5 of this Article. Any notification by a member of the Board of Directors pursuant to this paragraph shall be specified in the invitation to the General Meeting or invitation to the meeting of the Supervisory Board (as applicable) and the agenda of that meeting shall then contain the voting on any potential disagreement of the General Meeting or the*



*Supervisory Board (as applicable) with the activity of the member of the Board of Directors pursuant to paragraph 5 of this Article.*

- (xxi) *in Part II. Company Organisation, Article 16, Position and Powers of the Supervisory Board, a new letter i) is inserted in the second paragraph and reads as follows:*

*i) shall perform other matters entrusted to its competence by law or these Articles of Association.*

- (xxii) *in Part II. Company Organisation, Article 17, Composition of the Supervisory Board and Term of Office, a new paragraph 7 is inserted after the last paragraph and reads as follows:*

*If the position of a member of the Supervisory Board elected by the Company's employees ceases to exist, a substitute member of the Supervisory Board shall automatically take that member's vacant seat. The substitute member of the Supervisory Board shall be the person who has received the next highest number of votes in the last election of employee representatives into the Supervisory Board (in order after the Supervisory Board members elected by employees). If several individuals have received the same next highest number of votes, the substitute member of the Supervisory Board shall be the person who has been employed by the Company for a longer period of time.*

- (xxiii) *in Part II. Company Organisation, Article 19, Position and Powers of the Audit Committee, letters a), d), h) of the first paragraph are amended and newly read as follows:*

*a) monitoring of the process of preparing the financial statements and consolidated financial statements, as well as the preparing the sustainability statement, and presenting of recommendations to the Board of Directors or the Supervisory Board to ensure the integrity of the accounting and financial reporting systems;*

*d) monitoring of the process of statutory audits and verification of the sustainability statement, based on the summary report on the quality assurance system;*

*h) informing the Supervisory Board (i) about the results of the statutory audit and verification of the sustainability statement and its findings obtained during the process of monitoring the statutory audit and verification of the sustainability statement; and (ii) about the manner in which the statutory audit contributed to ensuring the integrity of the accounting and financial reporting systems; "*

**7. Point 8 of the agenda of the General Meeting – Election of Mr. Fabio Costa and Mr. Serhan Kilic as members of the Board of Directors and approval of the Agreements on the Performance of the Office of Members of the Board of Directors, election of Mr. Dimitrios Giannopoulos as a member of the Supervisory Board and approval of the Agreement on the Performance of the Office of a Member of the Supervisory Board**

- 7.1 The Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the election of members of the Board of Directors of the Company:

*"Mr. Fabio Costa, born on 24 August 1978, residing at 8808 Pfaffikon, Huobli 7, the Swiss Confederation, is elected as a member of the Board of Directors of the Company."*

*"Mr. Serhan Kilic, born on 29 November 1982, residing at 35320 Izmir, Musa Anter Sok.No. 51E19, 2 Imönü Mah., Republic of Turkey, is elected as a member of the Board of Directors of the Company."*

- 7.2 The Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the approval of the Agreements on the Performance of the Office of Members of the Board of Directors:

*"The Agreement on the Performance of the Office of a Member of the Board of Directors concluded on 28 April 2025 between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Fabio Costa, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting."*

*"The Agreement on the Performance of the Office of a Member of the Board of Directors concluded on 28 April 2025 between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Serhan Kilic, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting."*

- 7.3 The Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the election of a member of the Supervisory Board of the Company:

*"Mr. Dimitrios Giannopoulos, born on 24 July 1975, residing at Rodou 23, Attiki, 14562, the Hellenic Republic, is elected as a member of the Supervisory Board of the Company, effective as of June 1, 2025."*

- 7.4 The Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the approval of the Agreement on the Performance of the Office of a Member of the Supervisory Board:

*"The Agreement on the Performance of the Office of a Member of the Supervisory Board concluded on 28 April 2025 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Dimitrios Giannopoulos, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting."*

- 8. Point 9 of the agenda of the General Meeting – Election of Mr. Dimitrios Giannopoulos and Ms. Věra Výtvarová as members of the Audit Committee and approval of the Agreements on the Performance of the Office of Members of the Audit Committee**

- 8.1 The Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the election of members of the Audit Committee of the Company:

*"Mr. Dimitrios Giannopoulos, born on 24 July 1975, residing at Rodou 23, Attiki, 14562, the Hellenic Republic, is elected as a member of the Audit Committee of the Company, effective as of June 1, 2025."*

*"Ms. Věra Výtvarová, born on 28 July 1971, residing at Astlova 3205/1, Smíchov, postcode 150 00 Prague 5, Czech Republic, is elected as a member of the Audit Committee of the Company."*

- 8.2 The Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the approval of the Agreements on the Performance of the Office of Members of the Audit Committee:

*"The Agreement on the Performance of the Office of a Member of the Audit Committee concluded on 28 April 2025 between Philip Morris ČR a.s. and a member of the Audit Committee of Philip Morris ČR a.s., Mr. Dimitrios Giannopoulos, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting."*

*"The Agreement on the Performance of the Office of a Member of the Audit Committee concluded on 28 April 2025 between Philip Morris ČR a.s. and a member of the Audit Committee of Philip Morris ČR a.s., Ms. Věra Výtvarová, is hereby approved in the wording submitted by the Board of Directors of the Company in the form of its publication on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", in the part related to 2025 General Meeting."*

**9. Point 10 of the agenda of the General Meeting – Appointment of the Company's auditor**

The Supervisory Body of the Company proposes via the Board of Directors of the Company, based on a recommendation of the Audit Committee, that the General Meeting of the Company adopts the following resolution regarding the appointment of the Company's auditor:

*"PricewaterhouseCoopers Audit, s.r.o., whose registered office is at Hvězdova 1734/2c, Nusle, postcode: 140 00, Prague 4, Czech Republic, identification number: 407 65 521, registered in the Commercial Register maintained by the Municipal Court in Prague, File No. C 3637, is appointed the auditor of the Company for the 2025 calendar year accounting period for performance of the mandatory (statutory) audit and also for verification of the sustainability statement."*

Please note that the only authoritative version of this document is the version in the Czech language. The English version of this document has been prepared for information purposes only.

In Kutná Hora, on 28 April 2025

Philip Morris ČR a.s.



Fabio Costa  
Chairman of the Board of  
Directors of the Company

Philip Morris ČR a.s.



Eugenia Panato  
Member of the Board of Directors  
of the Company