



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, Section B, File 627

(the "Company"),

**presented by the Board of Directors of the Company in relation  
to points 2, 3, 4, 5, 6, 7, 8 and 9 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 28 April 2023**

(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 Chairperson of the General Meeting."*

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

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

- (i) Milan Vácha; and*
- (ii) Kamila Vodičková."*

*"The following persons are elected as 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 were attached as Schedule 2 to the 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 28 April 2023***

*Section 1*  
**Basic Provisions**

- 1. *In accordance with Act No. 90/2012 Coll., on Companies and Cooperatives (the Corporations Act) (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 a person refuses registration in the attendance list, 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 explanations in respect of matters relating to the Company and the parties 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 made, 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 statement on 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 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 on the identification card) and the shareholder's signature. Shareholders must submit 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 somebody 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 the*

*instructions 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 the instruction of the Chairperson of the General Meeting, the shareholder must also fill in the shareholder's own identification number (as specified on 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 2022 Annual Financial Report of the Company, the proposal for the approval of the 2022 ordinary financial statements, the 2022 ordinary consolidated financial statements and for the distribution of profit for the year 2022, 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, 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 Business Activities on the Capital Market, as amended (the "**Act on Business Activities on the Capital Market**"), 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 Act on Business Activities on the Capital Market. The Report on Corporate Governance, including the Summary Explanatory Report, the Report on the Business Activities of the Company 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 in line with Section 82 *et seq.* of the Corporations Act are all contained in the Annual Financial Report of the Company for the 2022 calendar year accounting period.

The Board of Directors has also arranged for the preparation of the ordinary financial statements of the Company for the 2022 calendar year accounting period and of the ordinary consolidated financial statements of the Company for the 2022 calendar year accounting period, and for the verification of these financial statements 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 also form part of the 2022 Annual Financial Report of the Company, to the General Meeting for discussion.

The Company's economic result for the 2022 calendar year accounting period is a profit of CZK 3,623,545,360.82.

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 2022 calendar year accounting period, the ordinary consolidated financial statements of the Company for the 2022 calendar year accounting period, and the proposal for the distribution of profit for the year 2022, 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, 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 supervisory activities and a report on the results of its review of the Report on Relations for 2022, which will be presented by an authorised member of the Supervisory Board in accordance with Sections 83 (1), 447 (3) and 449 (1) of the Corporations Act.

During the entire 2022 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 the audit committee of the Company in all matters falling within the scope of these two bodies, including the appointment of statutory auditor. Based on its findings, the Supervisory Board prepared a report on the results of its activities in the 2022 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 2022 the 2022 ordinary financial statements, the 2022 ordinary consolidated financial statements, including the proposals of the Board of Directors for their approval, and the proposal for distribution of profit for the year 2022, 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.

**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 2022 ordinary financial statements, the 2022 ordinary consolidated financial statements and the proposal for the distribution of profit for the year 2022, 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 2022 calendar year accounting period and of the ordinary consolidated financial statements of the Company for the 2022 calendar year accounting period, and the proposal for the distribution of profit for the year 2022, 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"."*

*"The ordinary financial statements of the Company for the 2022 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", as part of the Annual Financial Report."*

*"The ordinary consolidated financial statements of the Company for the 2022 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", as part of the Annual Financial Report."*

*"The following distribution of profit for the year 2022 is approved:*

*"From the Company's after-tax profit for the 2022 calendar year accounting period in the amount of CZK 3,623,545,360.82, the 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 27,089,700.82 will be transferred to the account of the Company's retained earnings from prior years. The retained earnings of the Company from prior years in the amount of CZK 7,714,720.23 will remain undistributed. A gross profit share of CZK 1,310 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 10 May 2023, i.e. the profit shares will be paid to shareholders who held shares of the Company as at 10 May 2023.*

*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. 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 12 May 2023 in a manner allowing for remote access on the Company's website <http://www.philipmorris.cz>, in the section titled "For shareholders", and which will further stipulate more detailed instructions necessary for the payment of 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. 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 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 the shareholders submit all the necessary documents, including a declaration by the actual owner (holder) of the shares 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 a certificate of tax domicile.*

*The maturity date of the profit share is set at 12 June 2023. The payment period will last from 12 June 2023 to 31 March 2024. 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", and will also be provided by Česká spořitelna, a.s.*

*Shareholders who are legal entities will also be paid their 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 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 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 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 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 2023, 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 2023 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 2023. 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

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Česká spořitelna, a.s.

Department A332\_01

Budějovická 1518/13b

140 00 Prague 4”

## **5. Point 6 of the agenda of the General Meeting – Approval of the 2022 Remuneration Report**

The Board of Directors of the Company proposes that the General Meeting adopts the following resolution concerning the 2022 Remuneration Report:

*"The 2022 Remuneration Report is hereby approved in the wording submitted by the Board of Directors of the Company, which was attached as Schedule 3 to the Invitation to the General Meeting."*

**6. Point 7 of the agenda of the General Meeting – Election of Mr. Petr Šebek, Mr. Manuel Joao Almeida Do Vale Goncalves Marques and Mr. Cemal Berk Temuroglu as members of the Board of Directors and Mr. Stefan Bauer and Mr. Seamus Minihan as members of the Supervisory Board, and approval of the Agreements on the Performance of Office of Members of the Board of Directors and Supervisory Board**

**6.1 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. Petr Šebek, born on 10 November 1973, residing at Mlýnská 228/9, 252 62 Únětice, Czech Republic, is elected as a member of the Board of Directors of the Company, effective as of the day following the expiry of his current term of office as a member of the Board of Directors, i.e. as of 2 July 2023."*

*"Mr. Manuel Joao Almeida Do Vale Goncalves Marques, born on 9 January 1977, residing at Rua dos Lusíadas 118, 1300-376 Lisbon, Portuguese Republic, is elected as a member of the Board of Directors of the Company."*

*"Mr. Cemal Berk Temuroglu, born on 4 July 1977, residing at Šlikova 308/53, Břevnov, 169 00 Prague 6, Czech Republic, is elected as a member of the Board of Directors of the Company."*

**6.2 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 Office of Members of the Board of Directors:**

*"The Agreement on the Performance of Office of a Member of the Board of Directors concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Manuel Joao Almeida Do Vale Goncalves Marques, 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".*

*"The Agreement on the Performance of Office of a Member of the Board of Directors concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Board of Directors of Philip Morris ČR a.s., Mr. Cemal Berk Temuroglu, 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".*

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

*"Mr. Stefan Bauer, born on 24 June 1971, residing at Sentier du Lycee 8 A, 1009 Pully, Swiss Confederation, is elected as a member of the Supervisory Board of the Company, effective as of the day following the expiry of his current term of office as a member of the Supervisory Board, i.e. as of 2 July 2023."*

*"Mr. Seamus Minihan, born on 11 December 1977, residing at Ave des Mousquines 40B, 1005 Lausanne, Swiss Confederation, is elected as a member of the Supervisory Board of the Company."*

- 6.4 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 Office of Members of the Supervisory Board:

*"The Agreement on the Performance of Office of a Member of the Supervisory Board concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Seamus Minihan, 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"."*

*"The Agreement on the Performance of Office of a Member of the Supervisory Board concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Jan Kodaj, 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"."*

*"The Agreement on the Performance of Office of a Member of the Supervisory Board concluded on 27 March 2023 between Philip Morris ČR a.s. and a member of the Supervisory Board of Philip Morris ČR a.s., Mr. Tomáš Hilgard, 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"."*

**7. Point 8 of the agenda of the General Meeting – Election of Mr. Stefan Bauer as a member of the Audit Committee**

- 7.1 The Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the election of a member of the Audit Committee of the Company:

*"Mr. Stefan Bauer, born on 24 June 1971, residing at Sentier du Lycee 8 A, 1009 Pully, Swiss Confederation, is elected as a member of the Audit Committee of the Company, effective as of the day following the expiry of his current term of office as a member of the Audit Committee, i.e. as of 2 July 2023."*

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

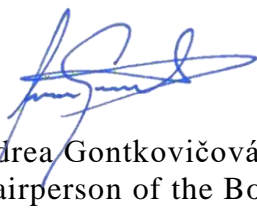
The Supervisory Body of the Company proposes, based on a recommendation of the Audit Committee, that the General Meeting of the Company adopts the following resolution regarding the appointment of the Company's auditor:

*"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 auditor of the Company for the 2023 calendar year accounting period."*

In Kutná Hora, on 27 March 2023

Philip Morris ČR a.s.

Philip Morris ČR a.s.



Andrea Gontkovičová  
Chairperson of the Board of Directors



Anton Stankov  
Member of the Board of Directors