



PHILIP MORRIS ČR

## ANNOUNCEMENT

**ON THE RESULTS OF THE DECISION-MAKING OF THE GENERAL MEETING  
OF PHILIP MORRIS ČR A.S. PERFORMED OUTSIDE THE MEETING  
(*PER ROLLAM*)**

**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**”)

**The decision-making was performed on the basis of the voting  
made between 15 April and 21 May 2021  
(the “**General Meeting**”)**

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

The Board of Directors of Philip Morris a.s. announces, on the basis of the report on the results of the decision-making of the General Meeting performed outside the meeting (*per rollam*) between 15 April and 21 May 2021, the following decision-making results:

The total number of votes of all shareholders entitled to vote, who hold votes associated with the Company's shares, is 2,745,386. The Company has not acquired any of its own shares in the case of which the associated voting rights are not exercised.

Based on the number of 290 received ballots, it is stated that the General Meeting of the Company decided outside the meeting (*per rollam*) on the individual items as follows:

**Draft decision 1.1. to item 1 of the decision-making agenda**  
**Approval of the report of the Board of Directors on the business activities of the Company**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*"The Report of the Board of Directors on the Business Activities of the Company in the wording submitted by the Company's Board of Directors is hereby approved."*

Before the end of voting on the said draft resolution, 2239203 valid votes, representing 81,562411 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 3.1. to item 3 of the decision-making agenda**  
**Approval of the 2020 ordinary financial statements**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*"The ordinary financial statements of the Company for the 2020 calendar year accounting period are hereby approved."*

Before the end of voting on the said draft resolution, 2238674 valid votes, representing 81,543142 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 3.2. to item 3 of the decision-making agenda**  
**Approval of the 2020 ordinary consolidated financial statements**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*"The ordinary consolidated financial statements of the Company for the 2020 calendar year accounting period are hereby approved."*

Before the end of voting on the said draft resolution, 2239196 valid votes, representing 81,562156 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 3.3. to item 3 of the decision-making agenda**  
**Approval of the proposal for the distribution of profit for the year 2020,**  
**including an indication of the amount and method of payment of profit shares**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*“From the Company's after-tax profit for the 2020 calendar year accounting period in the amount of CZK 3,460,543,741.99, a part in the amount of CZK 3,459,186,360.00 will be paid to the Company's shareholders as profit shares. The remaining part of the profit in the amount of CZK 1,357,381.99 will be transferred to the Company's account of retained earnings from prior years. The retained earnings of the Company from prior years in the amount of CZK 2,896,634.84 remained undistributed. A gross profit share of CZK 1,260 will thus be associated with each share of the Company with a nominal value of CZK 1,000, with the total number of these shares being 2,745,386. The date decisive for exercising profit share rights is 8 April 2021; this means that the profit shares will be paid to the shareholders holding shares of the Company as at 8 April 2021.*

*The 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, Section B, File 1171. Česká spořitelna, a.s. will send a "Notification of the Payment of Proceeds from Securities" to each shareholder in the Czech Republic and abroad by mail, in each case to the particular shareholder's address specified in the extract from the Issue Register of the Company maintained by the Central Securities Depository (Centrální depozitář cenných papírů, a.s.) as at 8 April 2021 in the case of book-entered shares and to the particular shareholder's address specified in the List of the Company's Shareholders as at 8 April 2021 in the case of certificated shares. Profit shares will be paid to the shareholders who are individuals during the determined payment period via wireless cash transfer, in each case to the particular shareholder's bank account specified in the List of Shareholders maintained by the Company, or in the Register of Book-Entered Securities in the case of book-entered shares. In case the relevant bank account number is not entered in the List of Shareholders or in the Register of Book-Entered Securities (or the number is not up-to-date), the relevant profit share will be sent to the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose. Profit shares will be paid to the shareholders who are individuals after submitting all the necessary documents, including a declaration of the actual beneficial owner and also a certificate of tax domicile, 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. In the case of shareholders who are individuals with their permanent residence in the territory of the Czech Republic, the profit shares may also be paid at*

branches of Česká spořitelna, a.s. in cash, subject to the presentation of a valid ID card. 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, this shareholder is obliged to submit, along with presentation of their valid ID card, a certificate of their tax domicile and a declaration of the beneficial owner.

The maturity date of the profit shares has been determined as 21 June 2021. The payment period will last from 21 June 2021 to 31 March 2022. Information on the required documents will be published on the following website: <http://www.philipmorris.cz>, in section titled "For shareholders" and will 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 rules defined above.

Profit shares will be paid to the shareholders who are legal entities only via a wireless cash transfer, in each case to the particular shareholder's bank account specified in the List of Shareholders maintained by the Company, or in the Register of Book-Entered Securities in the case of book-entered shares. In case the relevant bank account number is not entered in the List of Shareholders or in the Register of Book-Entered Securities (or the number is not up-to-date), the relevant profit share will be sent to the bank account which the shareholder notifies to the Company through Česká spořitelna, a.s. for this purpose. Shareholders who are legal entities (or legal arrangements) will only be paid their profit shares after their fulfilling the statutory conditions for the payment of a profit share (including the registration of the beneficial owner of each particular shareholder who is a legal entity (or legal arrangement) in the register of beneficial owners (hereinafter referred to as the "Czech Beneficial Owner Register") in accordance with Section 53 (2) of Act No. 37/2021 Coll., on Register of Beneficial Owners, as amended (the "Act on Register of Beneficial Owners"), if the shareholder is obliged to arrange for the entry of the beneficial owner or if the provisions of the above Act and the obligation to enter the beneficial owner in Czech Beneficial Owner Register applies to the shareholder), i.e. after submitting an up-to-date extract from the Czech Beneficial Owner Register in order to prove that the beneficial owner of the relevant shareholder has been registered, and after submitting a related declaration confirming that the information entered in the Czech Beneficial Owner Register and stated in the submitted extract is up-to-date as at the date on which the application for payment of the profit share (the shareholder's reply to the Notification of the Payment of Proceeds from Securities) is filed, as well as after submitting all other necessary documents, including a declaration of the actual beneficial owner and also a certificate of tax domicile, 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.

If a shareholder does not provide the extract from the Czech Beneficial Owner Register proving the registration of its beneficial owner in the register and the related declaration confirming that the information entered in the Czech Beneficial Owner Register and stated in the submitted extract is up-to-date as at the date on which the application for payment of the profit share is filed, the Company will not pay the profit share in accordance with the law. The up-to-date extract from the Czech Beneficial Owner Register is to be submitted to the Company through Česká spořitelna, a.s. and must not be older than one month at the time of its submission. The declaration confirming that the information entered in the Czech Beneficial Owner Register is up-to-date is to be submitted to the Company through Česká spořitelna, a.s. If a profit share is not paid to the relevant shareholder (legal arrangement) due

*to the absence of registration of its beneficial owner in Czech Beneficial Owner Register by 31 December 2021, the right to this profit share will cease to exist (Section 53 (2) and (3) of the Act on Register of Beneficial Owners). A shareholder claiming a profit share (or its payment) within the payment period after 31 December 2021 must demonstrate and prove that its right to a profit share has not ceased to exist due to the fact that its beneficial owner had not been registered in the Czech Beneficial Owner Register by 31 December 2021. Otherwise, the profit share will not be paid to that shareholder due to the fact that the shareholder's rights to that payment has ceased to exist.*

Contact persons at Česká spořitelna, a.s.:  
8430 Back Office for Investment Products  
Naděžda Šmídová  
E-mail: [nsmidova@csas.cz](mailto:nsmidova@csas.cz)

Milan Williams  
E-mail: [mwilliams@csas.cz](mailto:mwilliams@csas.cz)  
Telephone: 956 765 438

Contact address for the delivery of documents for payments:  
8430 Back Office for Investment Products  
Budějovická 1518/13b  
140 00 Prague 4”

Before the end of voting on the said draft resolution, 2239246 valid votes, representing 81,563977 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

#### **Draft decision 4.1. to item 4 of the decision-making agenda Approval of the 2020 Remuneration Report**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*“The 2020 Remuneration Report in the wording submitted by the Board of Directors of the Company is hereby approved.”*

Before the end of voting on the said draft resolution, 2170828 valid votes, representing 79,071868 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

#### **Draft decision 5.1. to item 5 of the decision-making agenda Election of Mr. Petr Šedivec as a member of the Company's Board of Directors**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*“Petr Šedivec, born on 6 May 1977, residing at V Lukách 2163, Rakovník II, 269 01 Rakovník, is elected as a member of the Board of Directors of the Company.”*

Before the end of voting on the said draft resolution, 2236444 valid votes, representing 81,461915 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 6.1. to item 6 of the decision-making agenda  
Election of Ms. Alena Zemplinerová as a member of the Supervisory Board**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*“Alena Zemplinerová, born on 9 October 1952, residing at Újezd 426/26, Malá Strana, 118 00 Prague 1, is elected as a member of the Supervisory Board of the Company.”*

Before the end of voting on the said draft resolution, 2171605 valid votes, representing 79,10017 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 6.2. to item 6 of the decision-making agenda  
Election of Ms. Stanislava Juríková as a member of the Supervisory Board**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*“Stanislava Juríková, born on 12 December 1973, residing at Vlnitá 583/42, Braník, 147 00 Prague 4, is elected as a member of the Supervisory Board of the Company.”*

Before the end of voting on the said draft resolution, 2148941 valid votes, representing 78,27464 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 7.1. to item 7 of the decision-making agenda  
Election of Ms. Stanislava Juríková as a member of the Audit Committee of the  
Company**

The General Meeting approved the following resolution proposed by the Company's Board of Directors:

*“Stanislava Juríková, born on 12 December 1973, residing at Vlnitá 583/42, Braník, 147 00 Prague 4, is elected as a member of the Audit Committee of the Company.”*

Before the end of voting on the said draft resolution, 2146076 valid votes, representing 78,170283 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 7.2. to item 7 of the decision-making agenda  
Election of Mr. Johannis van Capelleveen as a member of the Audit Committee of  
the Company**

The General Meeting approved the following resolution proposed by the Company’s Board of Directors:

*“Johannis van Capelleveen, born on 10 December 1965, residing at Plzeňská 388, 252 63 Roztoky, is elected as a member of the Audit Committee of the Company.”*

Before the end of voting on the said draft resolution, 2150805 valid votes, representing 78,342535 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

**Draft decision 8.1. to item 8 of the decision-making agenda  
Appointment of the Company’s auditor**

The General Meeting approved the following resolution proposed by the Company’s Board of Directors:

*“Mazars Audit s.r.o., whose registered office is at Pobřežní 620/3, Karlín, 186 00 Prague 8, Czech Republic, identification number: 639 86 884, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 38404, is appointed as the auditor of the Company for the 2021 calendar year accounting period.”*

Before the end of voting on the said draft resolution, 2239183 valid votes, representing 81,561682 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required absolute majority of votes of all shareholders of the Company.

---

**Draft decision 9.1. to item 9 of the decision-making agenda  
Amendment of the Company’s Articles of Association**

The General Meeting performed outside the meeting (*per rollam*) adopted a resolution on the amendment of the Company’s Articles of Association by approving the new full wording of the Company’s Articles of Association as proposed by the Board of Directors and prepared in the form of Notarial Record NZ 50/2021 N 60/2021 of 16 March 2021, a copy of which was attached as Schedule 5 to the draft decisions of the General Meeting and an

electronic copy of which is published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled „For shareholders”

In accordance with Section 80gd of Act No. 358/1992 Coll., on Notaries and Their Activities (Notarial Code), a notarial record regarding the decision-making of the General Meeting performed outside the meeting (*per rollam*) on the amendment of the Company’s Articles of Association is prepared and will be published in a manner allowing for remote access on the following website: <http://www.philipmorris.cz>, in section titled „For shareholders”.

Before the end of voting on the said draft resolution, 2239250 valid votes, representing 81,564122 % of the total votes of all shareholders of the Company, were handed **IN FAVOUR** of the said draft resolution.

The resolution **WAS ADOPTED** by the required two-thirds majority of votes of all shareholders of the Company.

---

The Board of Directors of the Company states that the last day of the period for delivery of the shareholders’ opinions on the Draft Decisions (the Voting Period) was 21 May 2021. The date on which the decision was adopted was the day following the day of expiry of the Voting Period, i.e. 22 May 2021.

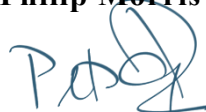
Kutná Hora, on 24 May 2021

**Philip Morris ČR a.s.**



Andrea Gontkovičová  
Chairperson of the Board of Directors

**Philip Morris ČR a.s.**



Petr Šedivec  
Member of the Board of Directors