



PHILIP MORRIS ČR

**ANNOUNCEMENT OF THE RESULTS
OF THE ORDINARY GENERAL MEETING**

of

Philip Morris ČR a.s.,

whose registered office is at Kutná Hora, Vítězná 1, Postal Code: 284 03,
identification number: 14803534,
registered in the Commercial Register maintained by the Municipal Court
in Prague, Section B, File 627

(the "Company"),

held

**at the registered office
of the Company in
Kutná Hora, Vítězná 1, Postal Code: 284 03,**

at 10 am on 29 April 2011

(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.

1. Point 2 of the agenda of the General Meeting – Election of the Chairman of the General Meeting, Minutes Clerk, Minutes Verifiers and Scrutineers, and Approval of the Rules of Procedure and Voting Rules of the General Meeting:

1.1 The General Meeting elected Mr. Martin Hájek as Chairman of the General Meeting, Ms. Zuzana Dušková as Minutes Clerk of the General Meeting, Milan Vácha and Maria Haladova - Pisko as Minutes Verifiers of the General Meeting and the following persons as Scrutineers of the General Meeting:

- (i) Petr Brant;
- (ii) Martin Hlaváček;
- (iii) Magda Brantová;
- (iv) Anna Schmidová;
- (v) Zuzana Horná;
- (vi) Šárka Honzová;
- (vii) Zlata Dariusová.

2.190.766 valid votes (connected with 2.190.766 shares of the company), were cast, which represents 79,80% share of the capital of the Company.

Election of Chairman of the General Meeting, Minutes Clerk of the General Meeting, Minutes Verifiers of the General Meeting and Scrutineers of the General Meeting

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.533	99,894880
AGAINST	100	0,004564
ABSTAINED	2.012	0,091837
Non-participating and invalid votes	191	0,008718

1.2 The General Meeting approved the Rules of Procedure and Voting Rules of the General Meeting as proposed by the Board of Directors and published on the website www.philipmorris.cz on 29 March 2011.

Approval of the Rules of Procedure and Voting Rules of the General Meeting

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.926	99,912819
AGAINST	100	0,004564
ABSTAINED	1.617	0,073807
Non-participating and invalid votes	193	0,008809

2. Point 3 and 5 of the agenda of the General Meeting – proposal for the approval of the Report of the Board of Directors on the Company’s business activities, the 2010 ordinary financial statements, the 2010 ordinary consolidated financial statements and for the distribution of profit for 2010 and retained earnings from prior years, including the amounts and method of payment of dividends and emoluments:

The General Meeting adopted the following resolutions:

"The Report of the Board of Directors on the Company's business activities for the 2010 calendar year accounting period is hereby approved"

"The ordinary financial statements of the Company for the 2010 calendar year accounting period are hereby approved."

"The ordinary consolidated financial statements of the Company for the 2010 calendar year accounting period are hereby approved".

"The Company's profit for the 2010 calendar year accounting period in the amount of CZK 2 426 801 761.29 and retained earnings from prior years in the amount of CZK 1 072 436 736.78, i.e. in total CZK 3 499 238 498.07, will be distributed as follows:

- a) *A part of the Company's profit for the 2010 calendar year CZK 2 386 749 623.22 and retained earnings from prior years, CZK 1 072 436 736.78, i.e. in total CZK 3 459 186 360, will be paid to the Company's shareholders as dividends. A dividend of CZK 1 260 will apply to each ordinary share of the Company with a nominal value of CZK 1 000, in view of the total number of these shares, i.e. 2 745 386. The decisive date for exercising the right to dividends is 22 April 2011, i.e. dividends will be paid to shareholders who held shares of the Company as at 22 April 2011.*
- b) *A part of the Company's profit, CZK 200 000, will be paid out as emoluments for 2010 to each member of the Supervisory Board who is not an employee of the Company or any other company within the group of Philip Morris International Inc.*
- c) *A part of the Company's profit, CZK 39 852 138.07 will be transferred to retained earnings from prior years.*

Shareholders who are natural persons will be paid dividends through Komerční banka, a.s. which will send a "Notification of the Payment of Proceeds from Securities" to all such shareholders in the Czech Republic and abroad (except the Slovak Republic), to their address specified in the extract from the Issue Records of the Company maintained by Central securities depository - Centrální depositář cenných papírů, a.s. as at 22 April 2011. Dividends will be paid during the payment period at all branches of Komerční banka, a.s. in cash or by bank transfer to the shareholder's bank account 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, such shareholder will be obliged to present, along with his/her valid ID card, a certificate of his/her tax domicile and a declaration of the actual owner. The payment period will be from 23 May 2011 until 31 March 2012. Shareholders from the Slovak Republic will be sent postal vouchers. All information will be provided at all branches of Komerční banka, a.s.

Shareholders who are legal persons will also be paid dividends through Komerční banka, a.s. Dividends will be paid by bank transfer to the shareholder's bank account after the shareholder submits all the necessary documents, including a certificate of tax domicile and a declaration of the actual owner 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.

Contact persons at Komerční banka, a.s.:

The contact person in Komerční banka, a.s.:
Václavské náměstí 42
114 07 Praha 1

Ing. Monika Kopřivová	Hana Beníšková
Vedoucí Centrum služeb emitentům	Centrum služeb emitentům
tel: 955 534 143	tel: 955 534 142
fax: 955 534 073	fax: 955 534 073”

2.191.149 valid votes (connected with 2.191.149 shares of the company), were cast, which represents 79,81% share of the capital of the Company.

Approval of the Report of the Board of Directors on the Company's business activities

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.190.804	99,981882
AGAINST	0	0,000000
ABSTAINED	340	0,015517
Non-participating and invalid votes	57	0,002601

Approval of the 2010 ordinary financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.190.404	99,963627
AGAINST	100	0,004564
ABSTAINED	245	0,011181
Non-participating and invalid votes	452	0,020628

Approval of the 2010 ordinary consolidated financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.190.504	99,968191
AGAINST	5	0,000228
ABSTAINED	640	0,029208
Non-participating and invalid votes	52	0,002373

Approval of the proposal for the distribution of profit for 2010 and retained earnings from prior years, including the amounts and method of payment of dividends and emoluments

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.190.408	99,963810
AGAINST	401	0,018300
ABSTAINED	240	0,010953
Non-participating and invalid votes	152	0,006937

3. Point 6 of the agenda of the General Meeting – Election of Members of the Board of Directors, Members of the Supervisory Board and the approval of the agreements on performance of the office of the members of the Board of Directors and the members of the Supervisory Board:

3.1 The General Meeting elected the following persons as members of the Board of Directors of the Company:

2.190.849 valid votes (connected with 2.190.849 shares of the company), were cast, which represents 79,80% share of the capital of the Company.

Alvise Giustiniani, born on 6 January 1964, residing at 2750-260 Cascais, Rua das Rosas, Lote 3, Portugal;

Election of **Alvise Giustiniani** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.608	99,881663
AGAINST	229	0,010451
ABSTAINED	1.612	0,073567
Non-participating and invalid votes	752	0,034319

Walter Veen, born on 29 April 1963, residing in Průhonice, Pod Valem II. No. 882, Postal Code: 252 43, the Czech Republic;

Election of **Walter Veen** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.293	99,867287
AGAINST	544	0,024827
ABSTAINED	2.012	0,091822
Non-participating and invalid votes	352	0,016064

Daniel Gordon, born on 10 December 1963, residing in Ch. des Boracles 104, 1008 Jouxens – Mezery, the Swiss Confederation; and

Election of **Daniel Gordon** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.693	99,885542
AGAINST	139	0,006344
ABSTAINED	2.017	0,092050
Non-participating and invalid votes	352	0,016064

Andrea Gontkovičová, birth number 735706/7938, residing in Bratislava, Suchá 13, the Slovak Republic.

Election of **Andrea Gontkovičová** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.576	99,880203
AGAINST	240	0,010953
ABSTAINED	2.033	0,092780
Non-participating and invalid votes	352	0,016064

Igor Potočár, birth number 670531/6145, residing in, Bratislava, Ružinov, Rovníková 3250/12, the Slovak Republic; and

Election of **Igor Potočár** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.189	99,862541
AGAINST	545	0,024872
ABSTAINED	2.115	0,096522
Non-participating and invalid votes	352	0,016064

Richard Nič, birth number 731107/6322, residing in Bratislava, Kpt. Rašu 3, Postal Code 841 01, the Slovak Republic;

Election of **Richard Nič** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.188.194	99,862769
AGAINST	140	0,006389
ABSTAINED	2.515	0,114777
Non-participating and invalid votes	352	0,016064

- 3.2 The General Meeting elected the following persons as members of the Supervisory Board of the Company:
2.189.825 valid votes (connected with 2.189.825 shares of the company), were cast, which represents 79,76% share of the capital of the Company.

Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation;

Election of **Daniel Fahrny** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.187.171	92,821476
AGAINST	240	0,010185
ABSTAINED	2.414	0,102448
Non-participating and invalid votes	166.495	7,065891

Paul Maas, born on 12 May 1961, residing in Chemin des Melampyres 24, Jongny, the Swiss Confederation;

Election of **Paul Maas** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.187.166	92,821264
AGAINST	145	0,006154
ABSTAINED	2.114	0,089716
Non-participating and invalid votes	166.895	7,082867

Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic; and

Election of **Vasileios Nomikos** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.187.363	92,829624
AGAINST	340	0,014429
ABSTAINED	2.022	0,085812
Non-participating and invalid votes	166.595	7,070135

Prof. Ing. Jiří Davídek, birth number 320423/103, residing in Prague 4, Obrovského 317, Postal Code: 141 00, the Czech Republic.

Election of **Jiří Davídek** as member of the Supervisory Board

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.186.900	92,809975
AGAINST	786	0,033357
ABSTAINED	2.134	0,090565
Non-participating and invalid votes	166.500	7,066103

Note: During the elections held from 10 to 23 March 2011 the employees of the Company elected Petr Bubeníček, birth number 611030/0174, residing in Kutná Hora, Havířská stezka 141, PSČ 284 01, the Czech Republic, and Michal Škába, birth number 601016/0750, residing in Nemocniční 638/18, Prague 9 - Vysočany, Postal Code 190 00, the Czech Republic as members of the Supervisory Board of the Company.

- 3.3 The General Meeting adopted the following resolutions regarding the approval of the agreements on performance of the office of the members of the Board of Directors:

2.355.728 valid votes (connected with 2.355.728 shares of the company), were cast, which represents 85,81% share of the capital of the Company.

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Mr. Alvis Giustiniani and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.687	99,930697
AGAINST	241	0,010228
ABSTAINED	800	0,033951
Non-participating and invalid votes	592	0,025124

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Mr. Walter Veen and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.782	99,934729
AGAINST	541	0,022960
ABSTAINED	405	0,017188
Non-participating and invalid votes	592	0,025124

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Mr. Daniel Gordon and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.355.082	99,947460
AGAINST	146	0,006196
ABSTAINED	500	0,021220
Non-participating and invalid votes	592	0,025124

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Ms. Andrea Gontkovičová and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.355.018	99,944744
AGAINST	195	0,008276
ABSTAINED	515	0,021856
Non-participating and invalid votes	592	0,025124

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Mr. Igor Potočár and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.684	99,930570
AGAINST	642	0,027246
ABSTAINED	402	0,017061
Non-participating and invalid votes	592	0,025124

Approval of the agreement on performance of the office of a member of the Board of Directors concluded between the member of the Board of Directors of Philip Morris ČR a.s. Mr. Richard Nič and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.779	99,934601
AGAINST	147	0,006239
ABSTAINED	802	0,034036
Non-participating and invalid votes	592	0,025124

- 3.4 The General Meeting adopted the following resolutions regarding the approval of the agreements on performance of the office of the members of the Supervisory Board:

2.355.690 valid votes (connected with 2.355.690 shares of the company), were cast, which represents 85,81% share of the capital of the Company.

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr. Daniel Fahrny and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.844	99,937360
AGAINST	441	0,018716
ABSTAINED	405	0,017188
Non-participating and invalid votes	630	0,026737

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr. Paul Maas and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.549	99,924840
AGAINST	341	0,014472
ABSTAINED	800	0,033951
Non-participating and invalid votes	630	0,026737

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr. Vasileios Nomikos and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.241	99,911769
AGAINST	946	0,040147
ABSTAINED	503	0,021347
Non-participating and invalid votes	630	0,026737

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr. Prof. Ing. Jiří Davídek and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.778	99,934559
AGAINST	494	0,020965
ABSTAINED	418	0,017740
Non-participating and invalid votes	630	0,026737

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr. Petr Bubeníček and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.544	99,924628
AGAINST	746	0,031660
ABSTAINED	400	0,016976
Non-participating and invalid votes	630	0,026737

Approval of the agreement on performance of the office of a member of the Supervisory Board concluded between the member of the Supervisory Board of Philip Morris ČR a.s. Mr. Michal Škába and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.436	99,920045
AGAINST	341	0,014472
ABSTAINED	913	0,038747
Non-participating and invalid votes	630	0,026737

4. Point 7 of the agenda of the General Meeting – Election of Members of the Audit Committee, and the approval of the agreements on performance of the office of the members of the Audit Committee

4.1 The General Meeting elected the following individuals as members of the Audit Committee:

2.355.703 valid votes (connected with 2.355.703 shares of the company), were cast, which represents 85,81% share of the capital of the Company.

Johannis van Capelleveen, born on 10 December 1965, residing in Roztoky u Prahy, Plzeňská 388, Postal Code: 252 63, the Czech Republic;

Election of **Johannis van Capelleveen** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.438	99,920130
AGAINST	620	0,026312
ABSTAINED	645	0,027373
Non-participating and invalid votes	617	0,026185

Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation;

Election of **Daniel Fahrny** as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.728	99,932437
AGAINST	333	0,014132
ABSTAINED	642	0,027246
Non-participating and invalid votes	617	0,026185

Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic.

Election of Vasileios Nomikos as member of the Audit Committee

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.135	99,907271
AGAINST	425	0,018037
ABSTAINED	743	0,031532
Non-participating and invalid votes	1.017	0,043161

- 4.2 The General Meeting adopted the following resolution regarding the approval of the agreements on performance of the office of the members of the Audit Committee:

2.355.808 valid votes (connected with 2.355.808 shares of the company), were cast, which represents 85,81% share of the capital of the Company.

Approval of the agreement on performance of the office of a member of the Audit Committee concluded between the member of the Audit Committee of Philip Morris ČR a.s. Mr. Johannis van Capelleveen and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.355.041	99,945720
AGAINST	122	0,005178
ABSTAINED	640	0,027161
Non-participating and invalid votes	517	0,021941

Approval of the agreement on performance of the office of a member of the Audit Committee concluded between the member of the Audit Committee of Philip Morris ČR a.s. Mr. Daniel Fahrny and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.728	99,932437
AGAINST	427	0,018121
ABSTAINED	653	0,027713
Non-participating and invalid votes	512	0,021729

Approval of the agreement on performance of the office of a member of the Audit Committee concluded between the member of the Audit Committee of Philip Morris ČR a.s. Mr. Vasileios Nomikos and Philip Morris ČR a.s. on 28 March 2011

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.443	99,920342
AGAINST	224	0,009506
ABSTAINED	1.041	0,044179
Non-participating and invalid votes	612	0,025973

5. Point 8 of the agenda of the General Meeting – Appointment of the Company's Auditor

The General Meeting appointed PricewaterhouseCoopers Audit, s.r.o., whose registered office is in Prague 2, Kateřinská 40/466, Postal Code: 120 00, the Czech Republic, identification number: 40765521, registered in the Commercial Register maintained by the Municipal Court in Prague, Section C, File 3637, as an auditor of the Company for the 2011 calendar year accounting period.

2.355.751 valid votes (connected with 2.355.751 shares of the company) were cast, which represents 85,81% share of the capital of the Company.

Appointment of the auditor of the Company

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2.354.864	99,938251
AGAINST	241	0,010228
ABSTAINED	640	0,027161
Non-participating and invalid votes	574	0,024360

In Kutná Hora on 29 April 2011

Alvise Giustiniani
Chairman of the Board of Directors
Philip Morris ČR a.s.

Daniel Gordon
Member of the Board of Directors
Philip Morris ČR a.s.