



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 27 April 2012

(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) Josef Nuhlíček;
- (iv) Johana Srbová;
- (v) Barbora Šátková;
- (vi) Šárka Honzová;
- (vii) Kateřina Jebavá; and
- (viii) Lucie Pokorná

2 195 640 valid votes (connected with 2 195 640 shares of the company), were cast, which represents 79.98% 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	2 192 987	99.876713
AGAINST	0	0.000000
ABSTAINED	2 653	0.120827
Non-participating and invalid votes	54	0.002459

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 27 March 2012.

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	2 192 987	99.876713
AGAINST	0	0.000000
ABSTAINED	2 653	0.120827
Non-participating and invalid votes	54	0.002459

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 2011 ordinary financial statements, the 2011 ordinary consolidated financial statements and for the distribution of profit for 2011, including the amounts and method of payment of dividends:

The General Meeting adopted the following resolutions:

"The Report of the Board of Directors on the Company's business activities for the 2011 calendar year accounting period is hereby approved"

"The ordinary financial statements of the Company for the 2011 calendar year accounting period are hereby approved."

"The ordinary consolidated financial statements of the Company for the 2011 calendar year accounting period are hereby approved".

"The Company's profit for the 2011 calendar year accounting period in the amount of CZK 2 542 513 629.69 will be distributed as follows:

- a) *A part of the Company's profit for the 2011 calendar year CZK 2 525 755 120.00 will be paid to the Company's shareholders as dividends. A dividend of CZK 920.00 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 20 April 2012, i.e. dividends will be paid to shareholders who held shares of the Company as at 20 April 2012.*
- b) *A part of the Company's profit, CZK 16 758 509.69 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 20 April 2012. 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 2012 until 31 March 2013. 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

Vedoucí Centrum služeb emitentům

tel: 955 534 143

fax: 955 534 073

Hana Beníšková

Centrum služeb emitentům

tel: 955 534 142

fax: 955 534 073

2 417 893 valid votes (connected with 2 417 893 shares of the company), were cast, which represents 88.07% 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	2 417 788	99.993424
AGAINST	0	0.000000
ABSTAINED	105	0.004343
Non-participating and invalid votes	54	0.002233

Approval of the 2011 ordinary financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 788	99.993424
AGAINST	0	0.000000
ABSTAINED	0	0.000000
Non-participating and invalid votes	159	0.006576

Approval of the 2011 ordinary consolidated financial statements

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 893	99.997767
AGAINST	0	0.000000
ABSTAINED	0	0.000000
Non-participating and invalid votes	54	0.002233

Approval of the proposal for the distribution of profit for 2011, including the amounts and method of payment of dividends

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 788	99.993424
AGAINST	105	0.004343
ABSTAINED	0	0.000000
Non-participating and invalid votes	54	0.002233

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:

2 418 293 valid votes (connected with 2 418 293 shares of the company), were cast, which represents 88.09% share of the capital of the Company.

András Tövisi, born on 14 April 1967, residing at 1112 Budapest, Gulyás 4, Hungary;

Election of **András Tövisi** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 689	99.972791
AGAINST	472	0.019517
ABSTAINED	27	0.001116
Non-participating and invalid votes	159	0.006575

Andreas Gronemann, born on 18 October 1969, residing in Berlin, Kniephofstr. 53, Federal Republic of Germany;

Election of **Andreas Gronemann** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 418 087	99.989249
AGAINST	72	0.002977
ABSTAINED	29	0.001199
Non-participating and invalid votes	159	0.006575

Stanislava Juríková, born on 12 December 1973, residing in Bratislava 2, Jelačičova 24, the Slovak Republic;

Election of **Stanislava Juríková** as member of the Board of Directors

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 669	99.971964
AGAINST	77	0.003184
ABSTAINED	147	0.006079
Non-participating and invalid votes	454	0.018773

Andrea Gontkovičová, born on 6 July 1973, 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	2 417 682	99.972502
AGAINST	184	0.007609
ABSTAINED	427	0.017657
Non-participating and invalid votes	54	0.002233

Igor Potočár, born on 31 May 1967, 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	2 417 674	99.972171
AGAINST	12	0.000496
ABSTAINED	147	0.006079
Non-participating and invalid votes	514	0.021254

Richard Nič, born on 7 November 1973, 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	2 417 687	99.972709
AGAINST	14	0.000579
ABSTAINED	27	0.001116
Non-participating and invalid votes	619	0.025596

3.2 The General Meeting elected the following persons as members of the Supervisory Board of the Company:

2 418 291 valid votes (connected with 2 418 291 shares of the company), were cast, which represents 88.09% 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	2 418 263	99.996527
AGAINST	1	0.000041
ABSTAINED	27	0.001116
Non-participating and invalid votes	56	0.002316

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	2 417 758	99.975645
AGAINST	401	0.016582
ABSTAINED	132	0.005458
Non-participating and invalid votes	56	0.002316

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	2 417 558	99.967374
AGAINST	201	0.008311
ABSTAINED	427	0.017657
Non-participating and invalid votes	161	0.006657

Prof. Ing. Jiří Davídek, born on 23 April 1932, 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	2 417 586	99.968532
AGAINST	265	0.010958
ABSTAINED	40	0.001654
Non-participating and invalid votes	456	0.018856

Note: During the elections held from 12 to 16 March 2012 the employees of the Company elected Petr Bubeníček, born on 30 October 1961, residing in Kutná Hora, Havířská stezka 141, Postal Code: 284 01, the Czech Republic and Michal Škába, born on 16 October 1960, 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:

2 418 281 valid votes (connected with 2 418 281 shares of the company), were cast, which represents 88.09% 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 András Tövisi and Philip Morris ČR a.s. on 19 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 735	99.974693
AGAINST	106	0.004383
ABSTAINED	40	0.001654
Non-participating and invalid votes	466	0.019269

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 Andreas Gronemann and Philip Morris ČR a.s. on 19 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 840	99.979035
AGAINST	1	0.000041
ABSTAINED	440	0.018194
Non-participating and invalid votes	66	0.002729

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. Mrs Stanislava Juríková and Philip Morris ČR a.s. on 19 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 735	99.974693
AGAINST	1	0.000041
ABSTAINED	145	0.005996
Non-participating and invalid votes	466	0.019269

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. Mrs Andrea Gontkovičová and Philip Morris ČR a.s. on 19 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 733	99.974611
AGAINST	3	0.000124
ABSTAINED	440	0.018194
Non-participating and invalid votes	171	0.007071

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 19 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 418 015	99.986272
AGAINST	106	0.004383
ABSTAINED	160	0.006616
Non-participating and invalid votes	66	0.002729

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 19 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 841	99.979077
AGAINST	400	0.016540
ABSTAINED	40	0.001654
Non-participating and invalid votes	66	0.002729

- 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:

2 418 293 valid votes (connected with 2 418 293 shares of the company), were cast, which represents 88.09% 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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 748	99.975231
AGAINST	0	0.000000
ABSTAINED	145	0.005996
Non-participating and invalid votes	454	0.018773

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 748	99.975231
AGAINST	0	0.000000
ABSTAINED	440	0.018194
Non-participating and invalid votes	159	0.006575

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 653	99.971303
AGAINST	400	0.016540
ABSTAINED	240	0.009924
Non-participating and invalid votes	54	0.002233

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 988	99.985155
AGAINST	265	0.010958
ABSTAINED	40	0.001654
Non-participating and invalid votes	54	0.002233

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 735	99.974693
AGAINST	0	0.000000
ABSTAINED	53	0.002192
Non-participating and invalid votes	559	0.023115

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 417 748	99.975231
AGAINST	0	0.000000
ABSTAINED	40	0.001654
Non-participating and invalid votes	559	0.023115

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:

2 418 293 valid votes (connected with 2 418 293 shares of the company), were cast, which represents 88.09% 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	2 411 616	99.721669
AGAINST	2 785	0.115161
ABSTAINED	3 892	0.160936
Non-participating and invalid votes	54	0.002233

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	2 411 321	99.709471
AGAINST	3 080	0.127360
ABSTAINED	3 892	0.160936
Non-participating and invalid votes	54	0.002233

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	2 411 216	99.705129
AGAINST	2 680	0.110819
ABSTAINED	4 397	0.181818
Non-participating and invalid votes	54	0.002233

- 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:

2 418 208 valid votes (connected with 2 418 208 shares of the company), were cast, which represents 88.08% 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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 411 118	99.701077
AGAINST	2 680	0.110819
ABSTAINED	4 410	0.182356
Non-participating and invalid votes	139	0.005748

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 411 224	99.705460
AGAINST	3 079	0.127318
ABSTAINED	3 905	0.161474
Non-participating and invalid votes	139	0.005748

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 23 March 2012

	<u>Number of votes</u>	<u>% of votes present at the General Meeting</u>
FOR	2 411 518	99.717617
AGAINST	2 785	0.115161
ABSTAINED	3 905	0.161474
Non-participating and invalid votes	139	0.005748

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 2012 calendar year accounting period.

2 418 243 valid votes (connected with 2 418 243 shares of the company) were cast, which represents 88.08% 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	2 418 220	99.994748
AGAINST	0	0.000000
ABSTAINED	23	0.000951
Non-participating and invalid votes	104	0.004300

In Kutná Hora on 27 April 2012

András Tövisi
Chairman of the Board of Directors
Philip Morris ČR a.s.

Stanislava Juríková
Member of the Board of Directors
Philip Morris ČR a.s.