



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, 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**"),

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

**to be 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 Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the bodies of the General Meeting:

"Mgr. Martin Hájek is elected as Chairman 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) Maria Haladova-Pisko."*

"The following persons are elected 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; and*
- (viii) Kateřina Jůzová."*

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 of the General Meeting:

"The General Meeting approves the Rules of Procedure and Voting Rules of the General Meeting of Philip Morris ČR a.s., which read as follows:

***RULES OF PROCEDURE AND VOTING RULES
of the Ordinary General Meeting of
Philip Morris ČR a.s.
to be held on 29 April 2011***

Section 1

Basic provisions

- 1. In accordance with the Commercial Code and the Articles of Association of Philip Morris ČR a.s. (the "**Company**"), these Rules of Procedure and Voting Rules of the Ordinary General Meeting of the Company govern the manner of registering the Company's shareholders, the procedure 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, a "shareholder" also means a shareholder's proxy unless stipulated otherwise.*

Section 2

Registration of shareholders

1. *Registration desks are set up for registering shareholders in an attendance list, issuing identification cards and voting ballots. By signing the registration card, the shareholder confirms that it was given voting ballots and an identification card with an identification number corresponding to the number on the registration card. If a shareholder loses its 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 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.*

Section 3

Rules of Procedure

1. *The General Meeting is opened by the chairperson or by a member of the Company's Board of Directors who has been authorised to do so by the Board of Directors. This member presides over the General Meeting until a chairperson of the General Meeting is elected. Following the election of the chairperson, the General Meeting shall be conducted by this chairperson.*
2. *At the General Meeting, the shareholders are entitled to require and obtain explanations in respect of the Company's affairs as well as matters relating to parties controlled by the Company, should such explanation be necessary for the assessment of matters on the agenda of the General Meeting, and to file proposals and counter-proposals. Proposals submitted by the Board of Directors or the Supervisory Board are voted on first. If such proposals are not adopted or made, shareholders' counter-proposals are voted on.*
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 such explanation to individual points on the General Meeting's agenda 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 for inspection at the place where the General Meeting takes place.*
4. *Shareholders may file their proposals in relation to the points which are included on the General Meeting's agenda before the invitation to the General Meeting is published.*
5. *At a General Meeting, a shareholder may file counter-proposals in relation to proposals whose contents are specified in the invitation to the General Meeting provided that the shareholder has delivered its counter-proposal in writing to the Company no less than five business days before the date of the General Meeting. The same applies to a counter-proposal to be filed in relation to a decision which must be recorded in the form of a notarial deed. This shall not apply in the case of counter-proposals related to the election of specific persons as members of the Company's bodies. A similar procedure applies to the shareholders' proposals which are not subject to the procedure under the first and second sentence of Section 180 (7) of the Commercial Code.*

6. *Issues not included in the agenda of the General Meeting may only be decided on if all shareholders of the Company are present and agree.*
7. *Shareholders may file their requests for an explanation, proposals, counter-proposals and eventual protests either in writing on a comment slip or orally at the invitation of the chairman of the General Meeting after proving their identity based on an identification card. Comment slips 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 in person or through a person charged with counting the votes (a "**Scrutineer**"). When submitting a comment slip, the shareholder must prove its identity by presenting its 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 chairman of the General Meeting.*
9. *The chairman of the General Meeting decides who is entitled to take the floor. If somebody disturbs the orderly conduct of the General Meeting, the chairman of the General Meeting may reprimand such person and, if this person fails to change its behaviour even after being reprimanded, the chairman of the General Meeting may adjourn 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 chairman of the General Meeting. Each time before votes are cast, the chairman of the General Meeting will inform the shareholders of the resolution which is being voted on and which ballot should be used for such purposes. Each shareholder will indicate the relevant answer on the ballot by marking the chosen answer with a cross and by signing the ballot. If using a ballot which it received during the course of the General Meeting based on the instructions of the chairman of the General Meeting, the shareholder must also fill in its identification number (as specified on the identification card).*
2. *Ballots which are not signed and ballots containing no identification number or an incorrect identification number are invalid. Furthermore, 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 Scrutineer for assistance. Such shareholder may then correct the ballot in the presence of the Scrutineer and both of them must then confirm the correction by signing it, or the Scrutineer may give the shareholder a new ballot.*
3. *When votes are cast, Scrutineers will collect the ballots from all the shareholders present. After collecting the ballots, 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 chairman of the General Meeting accordingly. The Scrutineers then continue counting the remaining votes. The complete results are 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 proposed resolution."*

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 Board of Directors of the Company arranged for the preparation of the ordinary financial statements of the Company for the 2010 calendar year accounting period and of the ordinary consolidated financial statements of the Company for the 2010 calendar year accounting period, and for the verification of these financial statements by an auditor in accordance with the relevant legal and accounting regulations.

The Company's economic result for the 2010 calendar year accounting period is a profit of CZK 2 426 801 761.29.

The Board of Directors proposes that the General Meeting adopts the following resolution concerning the approval of the Report of the Board of Directors for the 2010 calendar year accounting period, the ordinary financial statements of the Company for the 2010 calendar year accounting period and of the ordinary consolidated financial statements of the Company for the 2010 calendar year accounting period, and concerning the proposal for the distribution of profit for the 2010 calendar year accounting period and retained earnings from prior years, including the amount and method of payment of dividends and emoluments:

"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

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 model agreement on performance of the office of a member of the Board of Directors and a member of the Supervisory Board:

- 3.1 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:

"Alvise Giustiniani, born on 6 January 1964, residing at 2750-260 Cascais, Rua das Rosas, Lote 3, Portugal, is elected as a member of the Board of Directors of the Company."

"Walter Veen, born on 29 April 1963, residing in Průhonice, Pod Valem II. No. 882, Postal Code: 252 43, the Czech Republic, is elected as a member of the Board of Directors of the Company."

"Daniel Gordon, born on 10 December 1963, residing in Ch. des Boracles 104, 1008 Jouxens – Mezery, the Swiss Confederation, is elected as a member of the Board of Directors of the Company."

"Andrea Gontkovičová, birth number 735706/7938, residing in Bratislava, Suchá 13, the Slovak Republic, is elected as a member of the Board of Directors of the Company."

"Igor Potočár, birth number 670531/6145, residing in, Bratislava, Ružinov, Rovníková 3250/12, the Slovak Republic, is elected as a member of the Board of Directors of the Company. "

"Richard Nič, birth number 731107/6322, residing in Bratislava, Kpt. Rašu 3, Postal Code 841 01, the Slovak Republic, is elected as a member of the Board of Directors of the Company".

- 3.2 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:

"Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation, is elected as a member of the Supervisory Board of the Company."

"Paul Maas, born on 12 May 1961, residing in Chemin des Melampyres 24, Jongny, the Swiss Confederation, is elected as a member of the Supervisory Board of the Company."

"Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic, is elected as a member of the Supervisory Board of the Company."

"Prof. Ing. Jiří Davídek, birth number 320423/103, residing in Prague 4, Obrovského 317, Postal Code: 141 00, the Czech Republic, is elected as a member of the Supervisory Board of the Company."

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 Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the approval of the agreements on performance of the office of the members of the Board of Directors:

"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 is hereby approved."

"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 is hereby approved."

"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 is hereby approved."

"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 is hereby approved."

"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 is hereby approved."

"The Agreement on the exercise of the function 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 is hereby approved."

- 3.4 The Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the approval of the agreements on performance of the office of the members of the Supervisory Board:

"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 is hereby approved."

"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 is hereby approved."

“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 is hereby approved.”

“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. Jiří Davídek and Philip Morris ČR a.s. on 28 March 2011 is hereby approved.”

“The Agreement on the exercise of the function 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 is hereby approved.”

“The Agreement on the exercise of the function 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.”

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 Board of Directors of the Company proposes that the General Meeting adopts the following resolutions regarding the election (appointment) of members of the Audit Committee:

"Johannis van Capelleveen, born on 10 December 1965, residing in Roztoky u Prahy, Plzeňská 388, Postal Code: 252 63, the Czech Republic, is elected as a member of the Audit Committee of the Company."

"Daniel Fahrny, born on 23 April 1957, residing in Chemin de la Plantaz 17, 1225 Ecublens, the Swiss Confederation, is elected as a member of the Audit Committee of the Company."

"Vasileios Nomikos, born on 6 March 1969, residing at Chiou 17, Glyfada, Athens, the Hellenic Republic, is elected as a member of the Audit Committee of the Company."

4.2 The Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the approval of the the agreements on performance of the office of the members of the Audit Committee:

“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 is hereby approved.”

“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 is hereby approved. “

“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 is hereby approved.”

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

The Board of Directors of the Company proposes that the General Meeting adopts the following resolution regarding the appointment of the Company's auditor:

"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, is appointed auditor of the Company for the 2011 calendar year accounting period."

In Kutná Hora on 28 March 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.