

Philip Morris International Inc.
Form 10-Q
April 26, 2016
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q
(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the quarterly period ended March 31, 2016
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the transition period from _____ to _____
Commission File Number 001-33708
Philip Morris
International
Inc.

(Exact name of registrant as specified in its charter)

Virginia 13-3435103
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

120 Park Avenue 10017
New York, New York
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (917) 663-2000

Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

Edgar Filing: Philip Morris International Inc. - Form 10-Q

company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

At April 22, 2016, there were 1,551,264,326 shares outstanding of the registrant’s common stock, no par value per share.

-1-

Table of Contents

PHILIP MORRIS INTERNATIONAL INC.
TABLE OF CONTENTS

	Page No.
 PART I - <u>FINANCIAL INFORMATION</u>	
Item 1. <u>Financial Statements (Unaudited)</u>	
Condensed Consolidated Balance Sheets at March 31, 2016 and December 31, 2015	<u>3 – 4</u>
Condensed Consolidated Statements of Earnings for the Three Months Ended March 31, 2016 and 2015	<u>5</u>
Condensed Consolidated Statements of Comprehensive Earnings for the Three Months Ended March 31, 2016 and 2015	<u>6</u>
Condensed Consolidated Statements of Stockholders' (Deficit) Equity for the Three Months Ended March 31, 2016 and 2015	<u>7</u>
Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2016 and 2015	<u>8 – 9</u>
Notes to Condensed Consolidated Financial Statements	<u>10 – 33</u>
Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>34 – 67</u>
Item 4. <u>Controls and Procedures</u>	<u>68</u>
 PART II - <u>OTHER INFORMATION</u>	
Item 1. <u>Legal Proceedings</u>	<u>69</u>
Item 1A. <u>Risk Factors</u>	<u>69</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>70</u>
Item 6. <u>Exhibits</u>	<u>71</u>
<u>Signature</u>	<u>72</u>

In this report, "PMI," "we," "us" and "our" refer to Philip Morris International Inc. and its subsidiaries.

Table of Contents

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

Philip Morris International Inc. and Subsidiaries

Condensed Consolidated Balance Sheets

(in millions of dollars)

(Unaudited)

	March 31, 2016	December 31, 2015
ASSETS		
Cash and cash equivalents	\$ 2,944	\$ 3,417
Receivables (less allowances of \$58 in 2016 and \$58 in 2015)	2,989	2,778
Inventories:		
Leaf tobacco	3,034	2,640
Other raw materials	1,615	1,613
Finished product	4,050	4,220
	8,699	8,473
Deferred income taxes	485	488
Other current assets	811	648
Total current assets	15,928	15,804
Property, plant and equipment, at cost	12,202	11,767
Less: accumulated depreciation	6,337	6,046
	5,865	5,721
Goodwill (Note 5)	7,683	7,415
Other intangible assets, net (Note 5)	2,664	2,623
Investments in unconsolidated subsidiaries (Note 15)	942	890
Other assets	1,539	1,503
TOTAL ASSETS	\$ 34,621	\$ 33,956

See notes to condensed consolidated financial statements.

Continued

Table of Contents

Philip Morris International Inc. and Subsidiaries
Condensed Consolidated Balance Sheets (Continued)
(in millions of dollars, except share data)
(Unaudited)

	March 31, 2016	December 31, 2015
LIABILITIES		
Short-term borrowings (Note 11)	\$ 673	\$ 825
Current portion of long-term debt (Note 11)	2,437	2,405
Accounts payable	1,496	1,289
Accrued liabilities:		
Marketing and selling	536	640
Taxes, except income taxes	4,569	5,121
Employment costs	735	903
Dividends payable	1,591	1,589
Other	1,387	1,438
Income taxes	576	970
Deferred income taxes	91	206
Total current liabilities	14,091	15,386
Long-term debt (Note 11)	26,683	25,250
Deferred income taxes	1,378	1,543
Employment costs	2,602	2,566
Other liabilities	761	687
Total liabilities	45,515	45,432
Contingencies (Note 9)		
STOCKHOLDERS' (DEFICIT) EQUITY		
Common stock, no par value (2,109,316,331 shares issued in 2016 and 2015)	—	—
Additional paid-in capital	1,874	1,929
Earnings reinvested in the business	29,785	29,842
Accumulated other comprehensive losses	(8,914)	(9,402)
	22,745	22,369
Less: cost of repurchased stock (558,058,798 and 559,972,262 shares in 2016 and 2015, respectively)	35,498	35,613
Total PMI stockholders' deficit	(12,753)	(13,244)
Noncontrolling interests	1,859	1,768
Total stockholders' deficit	(10,894)	(11,476)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT) EQUITY	\$ 34,621	\$ 33,956

See notes to condensed consolidated financial statements.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Condensed Consolidated Statements of Earnings
(in millions of dollars, except per share data)
(Unaudited)

	For the Three Months Ended March 31,	
	2016	2015
Net revenues	\$16,788	\$17,352
Cost of sales	2,096	2,229
Excise taxes on products	10,705	10,736
Gross profit	3,987	4,387
Marketing, administration and research costs	1,496	1,494
Amortization of intangibles	18	22
Operating income	2,473	2,871
Interest expense, net	247	275
Earnings before income taxes	2,226	2,596
Provision for income taxes	630	785
Equity (income)/loss in unconsolidated subsidiaries, net	(9)	(23)
Net earnings	1,605	1,834
Net earnings attributable to noncontrolling interests	75	39
Net earnings attributable to PMI	\$1,530	\$1,795
Per share data (Note 7):		
Basic earnings per share	\$0.98	\$1.16
Diluted earnings per share	\$0.98	\$1.16
Dividends declared	\$1.02	\$1.00

See notes to condensed consolidated financial statements.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Condensed Consolidated Statements of Comprehensive Earnings
(in millions of dollars)
(Unaudited)

	For the Three Months Ended March 31,	
	2016	2015
Net earnings	\$1,605	\$1,834
Other comprehensive earnings (losses), net of income taxes:		
Change in currency translation adjustments:		
Unrealized gains (losses), net of income taxes of \$162 in 2016 and (\$434) in 2015	538	(1,343)
Change in net loss and prior service cost:		
Net losses and prior service costs, net of income taxes of \$3 in 2016 and \$- in 2015	(10)	—
Amortization of net losses, prior service costs and net transition costs, net of income taxes of (\$8) in 2016 and (\$12) in 2015	55	56
Change in fair value of derivatives accounted for as hedges:		
Gains (losses) recognized, net of income taxes of \$17 in 2016 and (\$2) in 2015	(62)	25
(Gains) losses transferred to earnings, net of income taxes of (\$1) in 2016 and \$3 in 2015	(7)	(27)
Total other comprehensive earnings (losses)	514	(1,289)
Total comprehensive earnings	2,119	545
Less comprehensive earnings attributable to:		
Noncontrolling interests	101	14
Comprehensive earnings attributable to PMI	\$2,018	\$531

See notes to condensed consolidated financial statements

Table of Contents

Philip Morris International Inc. and Subsidiaries
Condensed Consolidated Statements of Stockholders' (Deficit) Equity
For the Three Months Ended March 31, 2016 and 2015
(in millions of dollars, except per share amounts)
(Unaudited)

	PMI Stockholders' (Deficit) Equity					
	Common Stock	Additional Paid-in Capital	Earnings Reinvested in the Business	Accumulated Other Comprehensive Losses	Cost of Repurchased Stock	Noncontrolling Interests
Balances, January 1, 2015	\$—	\$ 710	\$ 29,249	\$ (6,826)	\$ (35,762)	\$ 1,426
Net earnings			1,795			39
Other comprehensive earnings (losses), net of income taxes				(1,264)		(25)
Issuance of stock awards		(97)			134	
Dividends declared (\$1.00 per share)			(1,555)			
Payments to noncontrolling interests						(70)
Balances, March 31, 2015	\$—	\$ 613	\$ 29,489	\$ (8,090)	\$ (35,628)	\$ 1,370
Balances, January 1, 2016	\$—	\$ 1,929	\$ 29,842	\$ (9,402)	\$ (35,613)	\$ 1,768
Net earnings			1,530			75
Other comprehensive earnings (losses), net of income taxes				488		26
Issuance of stock awards		(56)			115	
Dividends declared (\$1.02 per share)			(1,587)			
Payments to noncontrolling interests						(12)
Other		1				2
Balances, March 31, 2016	\$—	\$ 1,874	\$ 29,785	\$ (8,914)	\$ (35,498)	\$ 1,859

See notes to condensed consolidated financial statements.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows
(in millions of dollars)
(Unaudited)

For the Three
Months Ended
March 31,
2016 2015

CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES

Net earnings	\$1,605	\$1,834
Adjustments to reconcile net earnings to operating cash flows:		
Depreciation and amortization	175	192
Deferred income tax provision	10	132
Asset impairment and exit costs, net of cash paid	(14)	(160)
Cash effects of changes:		
Receivables, net	(175)	54
Inventories	49	393
Accounts payable	223	44
Income taxes	(485)	(535)
Accrued liabilities and other current assets	(922)	(2,327)
Pension plan contributions	(52)	(9)
Other	48	7
Net cash provided by (used in) operating activities	462	(375)

CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES

Capital expenditures	(226)	(203)
Investments in unconsolidated subsidiaries	(7)	(8)
Other	(186)	279
Net cash provided by (used in) investing activities	(419)	68

See notes to condensed consolidated financial statements.

Continued

- 8-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Condensed Consolidated Statements of Cash Flows (Continued)
(in millions of dollars)
(Unaudited)

	For the Three Months Ended March 31,	
	2016	2015
CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		
Short-term borrowing activity by original maturity:		
Net (repayments) issuances - maturities of 90 days or less	\$(136)	\$2,237
Issuances - maturities longer than 90 days	—	13
Long-term debt proceeds	1,978	302
Long-term debt repaid	(827)	(399)
Repurchases of common stock	—	(48)
Dividends paid	(1,585)	(1,555)
Sale (purchase) of subsidiary shares to (from) noncontrolling interests	6	—
Other	(29)	(25)
Net cash provided by (used in) financing activities	(593)	525
Effect of exchange rate changes on cash and cash equivalents	77	(376)
Cash and cash equivalents:		
Decrease	(473)	(158)
Balance at beginning of period	3,417	1,682
Balance at end of period	\$2,944	\$1,524

See notes to condensed consolidated financial statements.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1. Background and Basis of Presentation:

Background

Philip Morris International Inc. is a holding company incorporated in Virginia, U.S.A., whose subsidiaries and affiliates, and their licensees, are engaged in the manufacture and sale of cigarettes, other tobacco products and other nicotine-containing products in markets outside of the United States of America. Throughout these financial statements, the term “PMI” refers to Philip Morris International Inc. and its subsidiaries.

Basis of Presentation

The interim condensed consolidated financial statements of PMI are unaudited. These interim condensed consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles and such principles are applied on a consistent basis. It is the opinion of PMI’s management that all adjustments necessary for a fair statement of the interim results presented have been reflected therein. All such adjustments were of a normal recurring nature. Net revenues and net earnings attributable to PMI for any interim period are not necessarily indicative of results that may be expected for the entire year.

Certain prior years' amounts have been reclassified to conform with the current year's presentation, as reflected in Note 8. Segment Reporting. The changes did not have an impact on PMI's consolidated financial position, results of operations or cash flows in any of the periods presented.

These statements should be read in conjunction with the audited consolidated financial statements and related notes, which appear in PMI’s Annual Report on Form 10-K for the year ended December 31, 2015.

Note 2. Asset Impairment and Exit Costs:

During the three months ended March 31, 2016 and 2015, PMI did not incur asset impairment and exit costs.

Movement in Exit Cost Liabilities

The movement in exit cost liabilities for the three months ended March 31, 2016 was as follows:

(in millions)

Liability balance, January 1, 2016 \$54

Charges, net —

Cash spent (14)

Currency/other 2

Liability balance, March 31, 2016 \$42

Cash payments related to exit costs at PMI were \$14 million and \$160 million for the three months ended March 31, 2016 and 2015, respectively. Future cash payments for exit costs incurred to date are expected to be approximately \$42 million, and will be substantially paid by the end of 2017.

Note 3. Stock Plans:

In May 2012, PMI’s shareholders approved the Philip Morris International Inc. 2012 Performance Incentive Plan (the “2012 Plan”). Under the 2012 Plan, PMI may grant to eligible employees restricted stock, restricted stock units and deferred stock units (collectively referred to as restricted share units), performance-based cash incentive awards and performance-based equity awards. Up to 30 million shares of PMI’s common stock may be issued under the 2012 Plan. At March 31, 2016, shares available for grant under the 2012 Plan were 21,608,980.

In 2008, PMI adopted the Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors (the “Non-Employee Directors Plan”). A non-employee director is defined as a member of the PMI Board of

Directors who is not a full-time employee of PMI or of any corporation in which PMI owns, directly or indirectly, stock possessing at least 50% of the total combined voting power of all classes of stock entitled to vote in the election of directors in such corporation. Up to 1 million

- 10-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

shares of PMI common stock may be awarded under the Non-Employee Directors Plan. At March 31, 2016, shares available for grant under the plan were 691,432.

Restricted share unit (RSU) awards

During the three months ended March 31, 2016, PMI granted 1.2 million shares of RSU awards to eligible employees at a weighted-average grant date fair value of \$89.02 per share. During the three months ended March 31, 2015, PMI granted 1.5 million shares of RSU awards to eligible employees at a grant date fair value of \$82.28 per share. PMI recorded compensation expense related to RSU awards of \$41 million and \$58 million during the three months ended March 31, 2016 and 2015, respectively. As of March 31, 2016, PMI had \$198 million of total unrecognized compensation cost related to non-vested RSU awards. The cost is recognized over the original restriction period of the awards, which is typically three or more years after the date of the award, subject to earlier vesting on death, disability or normal retirement, or separation from employment by mutual agreement after reaching age 58.

During the three months ended March 31, 2016, 2.1 million shares of PMI RSU awards vested. The grant date fair value of all the vested shares was approximately \$190 million. The total fair value of RSU awards that vested during the three months ended March 31, 2016 was approximately \$196 million.

Performance share unit (PSU) awards

During the three months ended March 31, 2016, PMI granted PSU awards to certain executives. The PSU awards require the achievement of certain performance factors, which are predetermined at the time of grant, over a three-year performance cycle. PMI's performance metrics consist of PMI's Total Shareholder Return (TSR) relative to a predetermined peer group, PMI's currency neutral compound annual adjusted operating companies income growth rate, excluding acquisitions, and PMI's performance against specific measures of PMI's innovation. The aggregate of the weighted performance factors for the three metrics determines the percentage of PSUs that will vest at the end of the three-year performance cycle. Each vested PSU entitles the participant to one share of common stock. An aggregate weighted PSU performance factor of 100 will result in the targeted number of PSUs being vested. The minimum percentage of PSUs that can vest is zero, with a maximum percentage of 200. Participants are entitled to dividend equivalents for any vested PSUs, at the end of the performance cycle.

During the three months ended March 31, 2016, PMI granted 0.4 million shares of PSU awards to eligible employees. The grant date fair value of the PSU market based awards subject to the TSR performance factor is \$104.60 per share, which was determined by using the Monte Carlo simulation model. The grant date fair value of the PSU awards subject to the other performance factors is \$89.02 per share, which was determined by using the average of the high and low market price of PMI's stock at the date of grant. PMI recorded compensation expense related to PSU awards of \$12 million during the three months ended March 31, 2016. As of March 31, 2016, PMI had \$29 million of total unrecognized compensation cost related to non-vested PSU awards. The cost is recognized over the original restriction period of the awards, which is typically three years after the date of the award, or upon death, disability or reaching the age of 58.

Note 4. Benefit Plans:

Pension coverage for employees of PMI's subsidiaries is provided, to the extent deemed appropriate, through separate plans, many of which are governed by local statutory requirements. In addition, PMI provides health care and other benefits to substantially all U.S. retired employees and certain non-U.S. retired employees. In general, health care

benefits for non-U.S. retired employees are covered through local government plans.

- 11-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Pension Plans

Components of Net Periodic Benefit Cost

Net periodic pension cost consisted of the following:

	U.S. Plans For the Three Months Ended March 31, 2016		Non-U.S. Plans For the Three Months Ended March 31, 2015	
(in millions)	2016	2015	2016	2015
Service cost	\$1	\$ 1	\$50	\$51
Interest cost	4	5	31	36
Expected return on plan assets	(3)	(4)	(81)	(83)
Amortization:				
Net loss	1	3	44	46
Prior service cost	1	—	1	1
Net periodic pension cost	\$4	\$ 5	\$45	\$51

Employer Contributions

PMI makes, and plans to make, contributions, to the extent that they are tax deductible and to meet specific funding requirements of its funded U.S. and non-U.S. plans. Employer contributions of \$52 million were made to the pension plans during the three months ended March 31, 2016. Currently, PMI anticipates making additional contributions during the remainder of 2016 of approximately \$59 million to its pension plans, based on current tax and benefit laws. However, this estimate is subject to change as a result of changes in tax and other benefit laws, as well as asset performance significantly above or below the assumed long-term rate of return on pension assets, or changes in interest rates.

Note 5. Goodwill and Other Intangible Assets, net:

Goodwill and other intangible assets, net, by segment were as follows:

	Goodwill		Other Intangible Assets, net	
(in millions)	March 31, 2016	December 31, 2015	March 31, 2016	December 31, 2015
European Union	\$1,349	\$ 1,310	\$ 514	\$ 516
Eastern Europe, Middle East & Africa	381	374	202	201
Asia	3,705	3,581	1,118	1,087
Latin America & Canada	2,248	2,150	830	819
Total	\$7,683	\$ 7,415	\$ 2,664	\$ 2,623

Goodwill primarily reflects PMI's acquisitions in Canada, Colombia, Greece, Indonesia, Mexico, Pakistan and Serbia, as well as the business combination in the Philippines. The movements in goodwill from December 31, 2015, were as follows:

(in millions)	European Union	Eastern Europe,	Asia	Latin America &	Total
---------------	----------------	-----------------	------	-----------------	-------

Edgar Filing: Philip Morris International Inc. - Form 10-Q

		Middle East & Africa		Canada	
Balances, December 31, 2015	\$ 1,310	\$ 374	\$3,581	\$ 2,150	\$7,415
Changes due to:					
Currency	39	7	124	98	268
Balances, March 31, 2016	\$ 1,349	\$ 381	\$3,705	\$ 2,248	\$7,683

- 12-

Table of Contents

Philip Morris International Inc. and Subsidiaries
 Notes to Condensed Consolidated Financial Statements
 (Unaudited)

Additional details of other intangible assets were as follows:

(in millions)	March 31, 2016		December 31, 2015	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Non-amortizable intangible assets	\$1,559		\$1,527	
Amortizable intangible assets	1,650	\$ 545	1,609	\$ 513
Total other intangible assets	\$3,209	\$ 545	\$3,136	\$ 513

Non-amortizable intangible assets substantially consist of trademarks from PMI's acquisitions in Indonesia in 2005 and Mexico in 2007. Amortizable intangible assets primarily consist of certain trademarks and distribution networks associated with business combinations. The gross carrying amount, the range of useful lives as well as the weighted-average remaining useful life of amortizable intangible assets at March 31, 2016, were as follows:

(dollars in millions)	Gross Carrying Amount	Initial Estimated Useful Lives	Weighted-Average Remaining Useful Life
Trademarks	\$ 1,409	2 - 40 years	21 years
Distribution networks	153	5 - 30 years	11 years
Other (including farmer contracts and intellectual property rights)	88	4 - 17 years	10 years
	\$ 1,650		

Pre-tax amortization expense for intangible assets during the three months ended March 31, 2016 and 2015 was \$18 million and \$22 million, respectively. Amortization expense for each of the next five years is estimated to be \$73 million or less, assuming no additional transactions occur that require the amortization of intangible assets. The increase in the gross carrying amount of other intangible assets from December 31, 2015, was due to currency movements.

During the first quarter of 2016, PMI completed its annual review of goodwill for potential impairment using the market valuation approach. No impairment charge was required as a result of this review.

Note 6. Financial Instruments:

Overview

PMI operates in markets outside of the United States of America, with manufacturing and sales facilities in various locations around the world. PMI utilizes certain financial instruments to manage foreign currency and interest rate exposure. Derivative financial instruments are used by PMI principally to reduce exposures to market risks resulting from fluctuations in foreign currency exchange and interest rates by creating offsetting exposures. PMI is not a party to leveraged derivatives and, by policy, does not use derivative financial instruments for speculative purposes. Financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. PMI formally documents the nature and relationships between the hedging instruments and hedged items, as well as its risk-management objectives, strategies for undertaking the various hedge transactions and method of assessing hedge effectiveness. Additionally, for hedges of forecasted transactions, the significant characteristics and expected terms of the forecasted transaction must be specifically identified, and it must be probable that each forecasted transaction will occur. If it were deemed probable that the forecasted transaction would not occur, the gain or loss would be recognized in earnings. PMI reports its net transaction gains or losses in marketing, administration and research costs

on the condensed consolidated statements of earnings.

PMI uses deliverable and non-deliverable forward foreign exchange contracts, foreign currency swaps and foreign currency options, collectively referred to as foreign exchange contracts ("foreign exchange contracts"), and interest rate contracts to mitigate its exposure to changes in exchange and interest rates from third-party and intercompany actual and forecasted transactions. The primary currencies to which PMI is exposed include the Australian dollar, Euro, Indonesian rupiah, Japanese yen, Mexican peso, Russian ruble, Swiss franc and Turkish lira. At March 31, 2016, PMI had contracts with aggregate notional amounts of \$25.3

- 13-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

billion of which \$3.7 billion related to cash flow hedges, \$7.2 billion related to hedges of net investments in foreign operations and \$14.4 billion related to other derivatives that primarily offset currency exposures on intercompany financing.

The fair value of PMI's foreign exchange contracts included in the condensed consolidated balance sheets as of March 31, 2016 and December 31, 2015, were as follows:

(in millions)	Asset Derivatives		Fair Value		Liability Derivatives		Fair Value	
	Balance Sheet Classification		At March 31, 2016	At December 31, 2015	Balance Sheet Classification		At March 31, 2016	At December 31, 2015
Foreign exchange contracts designated as hedging instruments	Other current assets		\$ 199	\$ 301	Other accrued liabilities		\$ 33	\$ 26
	Other assets		149	181	Other liabilities		228	117
Foreign exchange contracts not designated as hedging instruments	Other current assets		100	7	Other accrued liabilities		30	29
	Other assets		63	85	Other liabilities		8	—
Total derivatives			\$ 511	\$ 574			\$ 299	\$ 172

For the three months ended March 31, 2016 and 2015, PMI's cash flow and net investment hedging instruments impacted the condensed consolidated statements of earnings and comprehensive earnings as follows:

(pre-tax, millions)	For the Three Months Ended March 31,			
	Amount of Gain/(Loss) Recognized in Other Comprehensive Earnings/(Losses) on Derivatives		Statement of Earnings Classification of Gain/(Loss) Reclassified from Other Comprehensive Earnings/(Losses) into Earnings	
	2016	2015	2016	2015
Derivatives in Cash Flow Hedging Relationship				
Foreign exchange contracts	\$ (79)	\$ 27		
			Net revenues	\$ 5
			Cost of sales	14
			Marketing, administration and research costs	4
			Interest expense, net	(7)
Derivatives in Net Investment Hedging Relationship				

Edgar Filing: Philip Morris International Inc. - Form 10-Q

Foreign exchange contracts	(197)	286		
Total	\$ (276)	\$ 313	\$ 6	\$ 30

- 14-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Cash Flow Hedges

PMI has entered into foreign exchange contracts to hedge foreign currency exchange risk related to certain forecasted transactions. The effective portion of gains and losses associated with qualifying cash flow hedge contracts is deferred as a component of accumulated other comprehensive losses until the underlying hedged transactions are reported in PMI's condensed consolidated statements of earnings. During the three months ended March 31, 2016 and 2015, ineffectiveness related to cash flow hedges was not material. As of March 31, 2016, PMI has hedged forecasted transactions for periods not exceeding the next twenty-one months with the exception of one foreign exchange contract that expires in May 2024. The impact of these hedges is primarily included in operating cash flows on PMI's condensed consolidated statement of cash flows.

Hedges of Net Investments in Foreign Operations

PMI designates certain foreign currency denominated debt and foreign exchange contracts as net investment hedges of its foreign operations. For the three months ended March 31, 2016 and 2015, these hedges of net investments resulted in gains (losses), net of income taxes, of \$(267) million and \$835 million, respectively. These gains/(losses) were reported as a component of accumulated other comprehensive losses within currency translation adjustments. For the three months ended March 31, 2016 and 2015, ineffectiveness related to net investment hedges was not material. Other investing cash flows on PMI's condensed consolidated statements of cash flows include the premiums paid for, and settlements of, net investment hedges.

Other Derivatives

PMI has entered into foreign exchange contracts to hedge the foreign currency exchange and interest rate risks related to intercompany loans between certain subsidiaries, and third-party loans. While effective as economic hedges, no hedge accounting is applied for these contracts; therefore, the unrealized gains (losses) relating to these contracts are reported in PMI's condensed consolidated statements of earnings. For the three months ended March 31, 2016 and 2015, the gains (losses) from contracts for which PMI did not apply hedge accounting were \$91 million and \$(751) million, respectively. The gains/(losses) from these contracts substantially offset the losses and gains generated by the underlying intercompany and third-party loans being hedged.

For the three months ended March 31, 2016 and 2015, the net impact of these contracts on the condensed consolidated statements of earnings was not material.

Qualifying Hedging Activities Reported in Accumulated Other Comprehensive Losses

Derivative gains or losses reported in accumulated other comprehensive losses are a result of qualifying hedging activity. Transfers of these gains or losses to earnings are offset by the corresponding gains or losses on the underlying hedged item. Hedging activity affected accumulated other comprehensive losses, net of income taxes, as follows:

(in millions)	For the Three Months Ended March 31, 2016 2015	
Gain as of January 1,	\$59	\$123
Derivative gains transferred to earnings	(7)	(27)
Change in fair value	(62)	25
Gain/(loss) as of March 31,	\$ (10) \$121	

At March 31, 2016, PMI expects \$8 million of derivative losses that are included in accumulated other comprehensive losses to be reclassified to the condensed consolidated statement of earnings within the next twelve months. These losses are expected to be substantially offset by the statement of earnings impact of the respective hedged transactions.

Contingent Features

PMI's derivative instruments do not contain contingent features.

Credit Exposure and Credit Risk

PMI is exposed to credit loss in the event of non-performance by counterparties. While PMI does not anticipate non-performance, its risk is limited to the fair value of the financial instruments less any cash collateral received or pledged. PMI actively monitors

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

its exposure to credit risk through the use of credit approvals and credit limits, and by selecting and continuously monitoring a diverse group of major international banks and financial institutions as counterparties.

Fair Value

See Note 12. Fair Value Measurements and Note 14. Balance Sheet Offsetting for additional discussion of derivative financial instruments.

Note 7. Earnings Per Share:

Basic and diluted earnings per share ("EPS") were calculated using the following:

(in millions)	For the Three Months Ended March 31,	
	2016	2015
Net earnings attributable to PMI	\$1,530	\$1,795
Less distributed and undistributed earnings attributable to share-based payment awards	5	7
Net earnings for basic and diluted EPS	\$1,525	\$1,788
Weighted-average shares for basic and diluted EPS	1,550	1,548
Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents are participating securities and therefore are included in PMI's earnings per share calculation pursuant to the two-class method.		
For the 2016 and 2015 computations, there were no antidilutive stock awards.		

Note 8. Segment Reporting:

PMI's subsidiaries and affiliates are engaged in the manufacture and sale of cigarettes, other tobacco products and other nicotine-containing products in markets outside of the United States of America. Reportable segments for PMI are organized and managed by geographic region. PMI's reportable segments are European Union; Eastern Europe, Middle East & Africa; Asia; and Latin America & Canada. PMI records net revenues and operating companies income to its segments based upon the geographic area in which the customer resides.

PMI's management evaluates segment performance and allocates resources based on operating companies income, which PMI defines as operating income, excluding general corporate expenses and amortization of intangibles, plus equity (income)/loss in unconsolidated subsidiaries, net. Interest expense, net, and provision for income taxes are centrally managed and, accordingly, such items are not presented by segment since they are excluded from the measure of segment profitability reviewed by management.

In the fourth quarter of 2015, to further align with the Member State composition of the European Union, PMI transferred the management of its operations in Bulgaria, Croatia, Romania and Slovenia from its Eastern Europe, Middle East & Africa segment to its European Union segment, resulting in the reclassification of prior year amounts between the two segments.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Segment data were as follows:

(in millions)	For the Three Months Ended March 31,	
	2016	2015
Net revenues:		
European Union	\$6,143	\$6,222
Eastern Europe, Middle East & Africa	3,997	4,147
Asia	4,689	4,764
Latin America & Canada	1,959	2,219
Net revenues	\$16,788	\$17,352
Earnings before income taxes:		
Operating companies income:		
European Union	\$906	\$927
Eastern Europe, Middle East & Africa	633	866
Asia	778	934
Latin America & Canada	229	230
Amortization of intangibles	(18)	(22)
General corporate expenses	(46)	(41)
Less:		
Equity (income)/loss in unconsolidated subsidiaries, net	(9)	(23)
Operating income	2,473	2,871
Interest expense, net	(247)	(275)
Earnings before income taxes	\$2,226	\$2,596

Note 9. Contingencies:

Tobacco-Related Litigation

Legal proceedings covering a wide range of matters are pending or threatened against us, and/or our subsidiaries, and/or our indemnitees in various jurisdictions. Our indemnitees include distributors, licensees, and others that have been named as parties in certain cases and that we have agreed to defend, as well as to pay costs and some or all of judgments, if any, that may be entered against them. Pursuant to the terms of the Distribution Agreement between Altria Group, Inc. ("Altria") and PMI, PMI will indemnify Altria and Philip Morris USA Inc. ("PM USA"), a U.S. tobacco subsidiary of Altria, for tobacco product claims based in substantial part on products manufactured by PMI or contract manufactured for PMI by PM USA, and PM USA will indemnify PMI for tobacco product claims based in substantial part on products manufactured by PM USA, excluding tobacco products contract manufactured for PMI. It is possible that there could be adverse developments in pending cases against us and our subsidiaries. An unfavorable outcome or settlement of pending tobacco-related litigation could encourage the commencement of additional litigation.

Damages claimed in some of the tobacco-related litigation are significant and, in certain cases in Brazil, Canada and Nigeria, range into the billions of U.S. dollars. The variability in pleadings in multiple jurisdictions, together with the actual experience of management in litigating claims, demonstrate that the monetary relief that may be specified in a lawsuit bears little relevance to the ultimate outcome. Much of the tobacco-related litigation is in its early stages, and litigation is subject to uncertainty. However, as discussed below, we have to date been largely successful in defending tobacco-related litigation.

We and our subsidiaries record provisions in the consolidated financial statements for pending litigation when we determine that an unfavorable outcome is probable and the amount of the loss can be reasonably estimated. At the present time, while it is reasonably possible that an unfavorable outcome in a case may occur, after assessing the information available to it (i) management has not concluded that it is probable that a loss has been incurred in any of the pending tobacco-related cases; (ii) management is unable to estimate the possible loss or range of loss for any of the pending tobacco-related cases; and (iii) accordingly, no estimated

- 17-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

loss has been accrued in the consolidated financial statements for unfavorable outcomes in these cases, if any. Legal defense costs are expensed as incurred.

It is possible that our consolidated results of operations, cash flows or financial position could be materially affected in a particular fiscal quarter or fiscal year by an unfavorable outcome or settlement of certain pending litigation. Nevertheless, although litigation is subject to uncertainty, we and each of our subsidiaries named as a defendant believe, and each has been so advised by counsel handling the respective cases, that we have valid defenses to the litigation pending against us, as well as valid bases for appeal of adverse verdicts. All such cases are, and will continue to be, vigorously defended. However, we and our subsidiaries may enter into settlement discussions in particular cases if we believe it is in our best interests to do so.

To date, no tobacco-related case has been finally resolved in favor of a plaintiff against us, our subsidiaries or indemnitees.

The table below lists the number of tobacco-related cases pending against us and/or our subsidiaries or indemnitees as of April 22, 2016, April 30, 2015 and May 1, 2014:

Type of Case	Number of Cases Pending as of April 22, 2016	Number of Cases Pending as of April 30, 2015	Number of Cases Pending as of May 1, 2014
Individual Smoking and Health Cases	66	61	65
Smoking and Health Class Actions	11	11	11
Health Care Cost Recovery Actions	16	16	15
Lights Class Actions	—	—	1
Individual Lights Cases	3	2	2
Public Civil Actions	3	2	2

Since 1995, when the first tobacco-related litigation was filed against a PMI entity, 444 Smoking and Health, Lights, Health Care Cost Recovery, and Public Civil Actions in which we and/or one of our subsidiaries and/or indemnitees were a defendant have been terminated in our favor. Twelve cases have had decisions in favor of plaintiffs. Nine of these cases have subsequently reached final resolution in our favor and three remain on appeal.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

The table below lists the verdict and significant post-trial developments in the three pending cases where a verdict was returned in favor of the plaintiff:

Date	Location of Court/Name of Plaintiff	Type of Case	Verdict	Post-Trial Developments
February 2004	Brazil/The Smoker Health Defense Association	Class Action	The Civil Court of São Paulo found defendants liable without hearing evidence. In April 2004, the court awarded “moral damages” of R\$1,000 (approximately \$280) per smoker per full year of smoking plus interest at the rate of 1% per month, as of the date of the ruling. The court did not assess actual damages, which were to be assessed in a second phase of the case. The size of the class was not defined in the ruling.	Defendants appealed to the São Paulo Court of Appeals, which annulled the ruling in November 2008, finding that the trial court had inappropriately ruled without hearing evidence and returned the case to the trial court for further proceedings. In May 2011, the trial court dismissed the claim. Plaintiff appealed the decision. In February 2015, the appellate court unanimously dismissed plaintiff's appeal. In September 2015, plaintiff appealed to the Superior Court of Justice. In addition, the defendants filed a constitutional appeal to the Federal Supreme Tribunal on the basis that plaintiff did not have standing to bring the lawsuit. This appeal is still pending.
Date	Location of Court/Name of Plaintiff	Type of Case	Verdict	Post-Trial Developments
May 27, 2015	Canada/Cecilia Létourneau	Class Action	On May 27, 2015, the Superior Court of the District of Montreal, Province of Quebec ruled in favor of the Létourneau class on liability and awarded a total of CAD 131 million (approximately \$103 million) in punitive damages, allocating CAD 46 million (approximately \$36.3 million) to our subsidiary. The trial court ordered defendants to	In June 2015, our subsidiary commenced the appellate process with the Court of Appeal of Quebec. Our subsidiary also filed a motion to cancel the trial court's order for payment into a trust notwithstanding appeal. In July 2015, the Court of Appeal granted the motion to cancel and overturned the trial court's ruling that our subsidiary make the payment into a trust. In August 2015, plaintiffs filed a motion for security with the Court of Appeal covering both the Létourneau case and the Blais case described

pay the full punitive damage award into a trust within 60 days. The court did not order the payment of compensatory damages.

below. In October 2015, the Court of Appeal granted the motion and ordered our subsidiary to furnish security totaling CAD 226 million (approximately \$178 million) to cover both the Létourneau and Blais cases. A hearing for the merits appeal is scheduled in November 2016. (See below for further detail.)

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Date	Location of Court/Name of Plaintiff	Type of Case	Verdict	Post-Trial Developments
May 27, 2015	Canada/Conseil Québécois Sur Le Tabac Et La Santé and Jean-Yves Blais	Class Action	On May 27, 2015, the Superior Court of the District of Montreal, Province of Quebec ruled in favor of the Blais class on liability and found the class members' compensatory damages totaled approximately CAD 15.5 billion (approximately \$12.2 billion), including pre-judgment interest. The trial court awarded compensatory damages on a joint and several liability basis, allocating 20% to our subsidiary (approximately CAD 3.1 billion including pre-judgment interest (approximately \$2.4 billion)). The trial court awarded CAD 90,000 (approximately \$71,000) in punitive damages, allocating CAD 30,000 (approximately \$23,700) to our subsidiary. The trial court ordered defendants to pay CAD 1 billion (approximately \$789 million) of the compensatory damage award, CAD 200 million (approximately \$158 million) of which is our subsidiary's portion, into a trust within 60 days.	In June 2015, our subsidiary commenced the appellate process with the Court of Appeal of Quebec. Our subsidiary also filed a motion to cancel the trial court's order for payment into a trust notwithstanding appeal. In July 2015, the Court of Appeal granted the motion to cancel and overturned the trial court's ruling that our subsidiary make the payment into a trust. In August 2015, plaintiffs filed a motion for security with the Court of Appeal. In October 2015, the Court of Appeal granted the motion and ordered our subsidiary to furnish security totaling, together with the Létourneau case, CAD 226 million (approximately \$178 million). A hearing for the merits appeal is scheduled in November 2016. (See below for further detail.)

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Pending claims related to tobacco products generally fall within the following categories:

Smoking and Health Litigation: These cases primarily allege personal injury and are brought by individual plaintiffs or on behalf of a class or purported class of individual plaintiffs. Plaintiffs' allegations of liability in these cases are based on various theories of recovery, including negligence, gross negligence, strict liability, fraud, misrepresentation, design defect, failure to warn, breach of express and implied warranties, violations of deceptive trade practice laws and consumer protection statutes. Plaintiffs in these cases seek various forms of relief, including compensatory and other damages, and injunctive and equitable relief. Defenses raised in these cases include licit activity, failure to state a claim, lack of defect, lack of proximate cause, assumption of the risk, contributory negligence, and statute of limitations.

As of April 22, 2016, there were a number of smoking and health cases pending against us, our subsidiaries or indemnitees, as follows:

66 cases brought by individual plaintiffs in Argentina (31), Brazil (20), Canada (2), Chile (8), Costa Rica (2), Italy (1), the Philippines (1) and Scotland (1), compared with 61 such cases on April 30, 2015, and 65 cases on May 1, 2014; and

• 11 cases brought on behalf of classes of individual plaintiffs in Brazil (2) and Canada (9), compared with 11 such cases on April 30, 2015 and 11 such cases on May 1, 2014.

In the first class action pending in Brazil, *The Smoker Health Defense Association (ADESF) v. Souza Cruz, S.A. and Philip Morris Marketing, S.A.*, Nineteenth Lower Civil Court of the Central Courts of the Judiciary District of São Paulo, Brazil, filed July 25, 1995, our subsidiary and another member of the industry are defendants. The plaintiff, a consumer organization, is seeking damages for all addicted smokers and former smokers, and injunctive relief. In 2004, the trial court found defendants liable without hearing evidence and awarded "moral damages" of R\$1,000 (approximately \$280) per smoker per full year of smoking plus interest at the rate of 1% per month, as of the date of the ruling. The court did not award actual damages, which were to be assessed in the second phase of the case. The size of the class was not estimated. Defendants appealed to the São Paulo Court of Appeals, which annulled the ruling in November 2008, finding that the trial court had inappropriately ruled without hearing evidence and returned the case to the trial court for further proceedings. In May 2011, the trial court dismissed the claim. Plaintiff appealed the decision. In February 2015, the appellate court unanimously dismissed plaintiff's appeal. In September 2015, plaintiff appealed to the Superior Court of Justice. In addition, the defendants filed a constitutional appeal to the Federal Supreme Tribunal on the basis that plaintiff did not have standing to bring the lawsuit. This appeal is still pending.

In the second class action pending in Brazil, *Public Prosecutor of São Paulo v. Philip Morris Brasil Industria e Comercio Ltda.*, Civil Court of the City of São Paulo, Brazil, filed August 6, 2007, our subsidiary is a defendant. The plaintiff, the Public Prosecutor of the State of São Paulo, is seeking (i) damages on behalf of all smokers nationwide, former smokers, and their relatives; (ii) damages on behalf of people exposed to environmental tobacco smoke nationwide, and their relatives; and (iii) reimbursement of the health care costs allegedly incurred for the treatment of tobacco-related diseases by all Brazilian States and Municipalities, and the Federal District. In an interim ruling issued in December 2007, the trial court limited the scope of this claim to the State of São Paulo only. In December 2008, the Seventh Civil Court of São Paulo issued a decision declaring that it lacked jurisdiction because the case involved issues similar to the ADESF case discussed above and should be transferred to the Nineteenth Lower Civil Court in São Paulo where the ADESF case is pending. The court further stated that these cases should be consolidated for the purposes of judgment. In April 2010, the São Paulo Court of Appeals reversed the Seventh Civil Court's decision that consolidated the cases, finding that they are based on different legal claims and are progressing at different stages of proceedings. This case was returned to the Seventh Civil Court of São Paulo, and our subsidiary filed its closing

arguments in December 2010. In March 2012, the trial court dismissed the case on the merits. In January 2014, the São Paulo Court of Appeals rejected plaintiff's appeal and affirmed the trial court decision. In July 2014, plaintiff appealed to the Superior Court of Justice.

In the first class action pending in Canada, *Cecilia Létourneau v. Imperial Tobacco Ltd., Rothmans, Benson & Hedges Inc. and JTI Macdonald Corp.*, Quebec Superior Court, Canada, filed in September 1998, our subsidiary and other Canadian manufacturers (Imperial Tobacco Canada Ltd. and JTI-MacDonald Corp.) are defendants. The plaintiff, an individual smoker, sought compensatory and punitive damages for each member of the class who is deemed addicted to smoking. The class was certified in 2005. Trial began in March 2012 and concluded in December 2014. The trial court issued its judgment on May 27, 2015. The trial court found our subsidiary and two other Canadian manufacturers liable and awarded a total of CAD 131 million (approximately \$103 million) in punitive damages, allocating CAD 46 million (approximately \$36 million) to our subsidiary. The trial court found that defendants violated the Civil Code of Quebec, the Quebec Charter of Human Rights and Freedoms, and the Quebec Consumer Protection Act by failing to warn adequately of the dangers of smoking. The trial court also found that defendants conspired to

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

prevent consumers from learning the dangers of smoking. The trial court further held that these civil faults were a cause of the class members' addiction. The trial court rejected other grounds of fault advanced by the class, holding that: (i) the evidence was insufficient to show that defendants marketed to youth, (ii) defendants' advertising did not convey false information about the characteristics of cigarettes, and (iii) defendants did not commit a fault by using the descriptors light or mild for cigarettes with a lower tar delivery. The trial court estimated the size of the addiction class at 918,000 members but declined to award compensatory damages to the addiction class because the evidence did not establish the claims with sufficient accuracy. The trial court ordered defendants to pay the full punitive damage award into a trust within 60 days and found that a claims process to allocate the awarded damages to individual class members would be too expensive and difficult to administer. The trial court ordered a briefing on the proposed process for the distribution of sums remaining from the punitive damage award after payment of attorneys' fees and legal costs. In June 2015, our subsidiary commenced the appellate process by filing its inscription of appeal of the trial court's judgment with the Court of Appeal of Quebec. Our subsidiary also filed a motion to cancel the trial court's order for payment into a trust within 60 days notwithstanding appeal. In July 2015, the Court of Appeal granted the motion to cancel and overturned the trial court's ruling that our subsidiary make the payment into a trust within 60 days. In August 2015, plaintiffs filed a motion with the Court of Appeal seeking security in both the Létourneau case and the Blais case described below. In October 2015, the Court of Appeal granted the motion and ordered our subsidiary to furnish security totaling CAD 226 million (approximately \$178 million), in the form of cash into a court trust or letters of credit, in six equal consecutive quarterly installments of approximately CAD 37.6 million (approximately \$29.7 million) beginning in December 2015 through March 2017. See the Blais description for further detail concerning the security order. The Court of Appeal has scheduled a hearing for the merits appeal in November 2016. Our subsidiary and PMI believe that the findings of liability and damages were incorrect and should ultimately be set aside on any one of many grounds, including the following: (i) holding that defendants violated Quebec law by failing to warn class members of the risks of smoking even after the court found that class members knew, or should have known, of the risks, (ii) finding that plaintiffs were not required to prove that defendants' alleged misconduct caused injury to each class member in direct contravention of binding precedent, (iii) creating a factual presumption, without any evidence from class members or otherwise, that defendants' alleged misconduct caused all smoking by all class members, (iv) holding that the addiction class members' claims for punitive damages were not time-barred even though the case was filed more than three years after a prominent addiction warning appeared on all packages, and (v) awarding punitive damages to punish defendants without proper consideration as to whether punitive damages were necessary to deter future misconduct.

In the second class action pending in Canada, Conseil Québécois Sur Le Tabac Et La Santé and Jean-Yves Blais v. Imperial Tobacco Ltd., Rothmans, Benson & Hedges Inc. and JTI Macdonald Corp., Quebec Superior Court, Canada, filed in November 1998, our subsidiary and other Canadian manufacturers (Imperial Tobacco Canada Ltd. and JTI-MacDonald Corp.) are defendants. The plaintiffs, an anti-smoking organization and an individual smoker, sought compensatory and punitive damages for each member of the class who allegedly suffers from certain smoking-related diseases. The class was certified in 2005. Trial began in March 2012 and concluded in December 2014. The trial court issued its judgment on May 27, 2015. The trial court found our subsidiary and two other Canadian manufacturers liable and found that the class members' compensatory damages totaled approximately CAD 15.5 billion, including pre-judgment interest (approximately \$12.2 billion). The trial court awarded compensatory damages on a joint and several liability basis, allocating 20% to our subsidiary (approximately CAD 3.1 billion, including pre-judgment interest (approximately \$2.4 billion)). In addition, the trial court awarded CAD 90,000 (approximately \$71,000) in punitive damages, allocating CAD 30,000 (approximately \$23,700) to our subsidiary and found that defendants violated the Civil Code of Quebec, the Quebec Charter of Human Rights and Freedoms, and the Quebec Consumer Protection Act by failing to warn adequately of the dangers of smoking. The trial court also found that defendants conspired to prevent consumers from learning the dangers of smoking. The trial court further held that these civil

faults were a cause of the class members' diseases. The trial court rejected other grounds of fault advanced by the class, holding that: (i) the evidence was insufficient to show that defendants marketed to youth, (ii) defendants' advertising did not convey false information about the characteristics of cigarettes, and (iii) defendants did not commit a fault by using the descriptors light or mild for cigarettes with a lower tar delivery. The trial court estimated the disease class at 99,957 members. The trial court ordered defendants to pay CAD 1 billion (approximately \$789 million) of the compensatory damage award into a trust within 60 days, CAD 200 million (approximately \$158 million) of which is our subsidiary's portion and ordered briefing on a proposed claims process for the distribution of damages to individual class members and for payment of attorneys' fees and legal costs. In June 2015, our subsidiary commenced the appellate process by filing its inscription of appeal of the trial court's judgment with the Court of Appeal of Quebec. Our subsidiary also filed a motion to cancel the trial court's order for payment into a trust within 60 days notwithstanding appeal. In July 2015, the Court of Appeal granted the motion to cancel and overturned the trial court's ruling that our subsidiary make an initial payment within 60 days. In August 2015, plaintiffs filed a motion with the Court of Appeal seeking an order that defendants place irrevocable letters of credit totaling CAD 5 billion (approximately \$3.9 billion) into trust, to secure the judgments in both the Létourneau and Blais cases. Plaintiffs subsequently withdrew their motion for security against JTI-MacDonald Corp. and proceeded only against our subsidiary and Imperial Tobacco Canada Ltd. In October 2015, the Court of Appeal granted the motion and ordered our subsidiary to furnish security totaling CAD

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

226 million (approximately \$178 million) to cover both the Létourneau and Blais cases. Such security may take the form of cash into a court trust or letters of credit, in six equal consecutive quarterly installments of approximately CAD 37.6 million (approximately \$29.7 million) beginning in December 2015 through March 2017. The Court of Appeal ordered Imperial Tobacco Canada Ltd. to furnish security totaling CAD 758 million (approximately \$598 million) in seven equal consecutive quarterly installments of approximately CAD 108 million (approximately \$85 million) beginning in December 2015 through June 2017. In March 2016, our subsidiary made its second quarterly installment of security for approximately CAD 37.6 million (approximately \$29.7 million) into a court trust. This payment is included in other assets on the condensed consolidated balance sheets and in cash used in operating activities in the condensed consolidated statements of cash flows. The Court of Appeal ordered that the security is payable upon a final judgment of the Court of Appeal affirming the trial court's judgment or upon further order of the Court of Appeal. The Court of Appeal has scheduled a hearing for the merits appeal in November 2016. Our subsidiary and PMI believe that the findings of liability and damages were incorrect and should ultimately be set aside on any one of many grounds, including the following: (i) holding that defendants violated Quebec law by failing to warn class members of the risks of smoking even after the court found that class members knew, or should have known, of the risks, (ii) finding that plaintiffs were not required to prove that defendants' alleged misconduct caused injury to each class member in direct contravention of binding precedent, (iii) creating a factual presumption, without any evidence from class members or otherwise, that defendants' alleged misconduct caused all smoking by all class members, (iv) relying on epidemiological evidence that did not meet recognized scientific standards, and (v) awarding punitive damages to punish defendants without proper consideration as to whether punitive damages were necessary to deter future misconduct.

In the third class action pending in Canada, *Kunta v. Canadian Tobacco Manufacturers' Council, et al.*, The Queen's Bench, Winnipeg, Canada, filed June 12, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and chronic obstructive pulmonary disease ("COPD"), severe asthma, and mild reversible lung disease resulting from the use of tobacco products. She is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers, their estates, dependents and family members, as well as restitution of profits, and reimbursement of government health care costs allegedly caused by tobacco products. In September 2009, plaintiff's counsel informed defendants that he did not anticipate taking any action in this case while he pursues the class action filed in Saskatchewan (see description of Adams, below).

In the fourth class action pending in Canada, *Adams v. Canadian Tobacco Manufacturers' Council, et al.*, The Queen's Bench, Saskatchewan, Canada, filed July 10, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and COPD resulting from the use of tobacco products. She is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers who have smoked a minimum of 25,000 cigarettes and have allegedly suffered, or suffer, from COPD, emphysema, heart disease, or cancer, as well as restitution of profits. Preliminary motions are pending.

In the fifth class action pending in Canada, *Semple v. Canadian Tobacco Manufacturers' Council, et al.*, The Supreme Court (trial court), Nova Scotia, Canada, filed June 18, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges his own addiction to tobacco products and COPD resulting from the use of tobacco products. He is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers, their estates, dependents and family members, as well as restitution of profits, and reimbursement of government health care costs allegedly caused by tobacco products. No activity in this case is anticipated while plaintiff's counsel pursues the class action filed in Saskatchewan (see description of Adams, above).

In the sixth class action pending in Canada, *Dorion v. Canadian Tobacco Manufacturers' Council, et al.*, The Queen's Bench, Alberta, Canada, filed June 15, 2009, we, our subsidiaries, and our indemnitees (PM USA and Altria), and

other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and chronic bronchitis and severe sinus infections resulting from the use of tobacco products. She is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers, their estates, dependents and family members, restitution of profits, and reimbursement of government health care costs allegedly caused by tobacco products. To date, we, our subsidiaries, and our indemnitees have not been properly served with the complaint. No activity in this case is anticipated while plaintiff's counsel pursues the class action filed in Saskatchewan (see description of Adams, above).

In the seventh class action pending in Canada, *McDermid v. Imperial Tobacco Canada Limited, et al.*, Supreme Court, British Columbia, Canada, filed June 25, 2010, we, our subsidiaries, and our indemnitees (PM USA and Altria), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges his own addiction to tobacco products and heart disease resulting from the use of tobacco products. He is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers who were alive on June 12, 2007, and who suffered from heart disease allegedly caused by smoking,

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

their estates, dependents and family members, plus disgorgement of revenues earned by the defendants from January 1, 1954, to the date the claim was filed.

In the eighth class action pending in Canada, *Bourassa v. Imperial Tobacco Canada Limited, et al.*, Supreme Court, British Columbia, Canada, filed June 25, 2010, we, our subsidiaries, and our indemnitees (PM USA and Altria), and other members of the industry are defendants. The plaintiff, the heir to a deceased smoker, alleges that the decedent was addicted to tobacco products and suffered from emphysema resulting from the use of tobacco products. She is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers who were alive on June 12, 2007, and who suffered from chronic respiratory diseases allegedly caused by smoking, their estates, dependents and family members, plus disgorgement of revenues earned by the defendants from January 1, 1954, to the date the claim was filed. In December 2014, the plaintiff filed an amended statement of claim.

In the ninth class action pending in Canada, *Suzanne Jacklin v. Canadian Tobacco Manufacturers' Council, et al.*, Ontario Superior Court of Justice, filed June 20, 2012, we, our subsidiaries, and our indemnitees (PM USA and Altria), and other members of the industry are defendants. The plaintiff, an individual smoker, alleges her own addiction to tobacco products and COPD resulting from the use of tobacco products. She is seeking compensatory and punitive damages on behalf of a proposed class comprised of all smokers who have smoked a minimum of 25,000 cigarettes and have allegedly suffered, or suffer, from COPD, heart disease, or cancer, as well as restitution of profits. Plaintiff's counsel has indicated that he does not intend to take any action in this case in the near future.

Health Care Cost Recovery Litigation: These cases, brought by governmental and non-governmental plaintiffs, seek reimbursement of health care cost expenditures allegedly caused by tobacco products. Plaintiffs' allegations of liability in these cases are based on various theories of recovery including unjust enrichment, negligence, negligent design, strict liability, breach of express and implied warranties, violation of a voluntary undertaking or special duty, fraud, negligent misrepresentation, conspiracy, public nuisance, defective product, failure to warn, sale of cigarettes to minors, and claims under statutes governing competition and deceptive trade practices. Plaintiffs in these cases seek various forms of relief including compensatory and other damages, and injunctive and equitable relief. Defenses raised in these cases include lack of proximate cause, remoteness of injury, failure to state a claim, adequate remedy at law, "unclean hands" (namely, that plaintiffs cannot obtain equitable relief because they participated in, and benefited from, the sale of cigarettes), and statute of limitations.

As of April 22, 2016, there were 16 health care cost recovery cases pending against us, our subsidiaries or indemnitees in Canada (10), Korea (1) and Nigeria (5), compared with 16 such cases on April 30, 2015 and 15 such cases on May 1, 2014.

In the first health care cost recovery case pending in Canada, *Her Majesty the Queen in Right of British Columbia v. Imperial Tobacco Limited, et al.*, Supreme Court, British Columbia, Vancouver Registry, Canada, filed January 24, 2001, we, our subsidiaries, our indemnitee (PM USA), and other members of the industry are defendants. The plaintiff, the government of the province of British Columbia, brought a claim based upon legislation enacted by the province authorizing the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, resulting from a "tobacco related wrong." The Supreme Court of Canada has held that the statute is constitutional. We and certain other non-Canadian defendants challenged the jurisdiction of the court. The court rejected the jurisdictional challenge. Pre-trial discovery is ongoing.

In the second health care cost recovery case filed in Canada, *Her Majesty the Queen in Right of New Brunswick v. Rothmans Inc., et al.*, Court of Queen's Bench of New Brunswick, Trial Court, New Brunswick, Fredericton, Canada, filed March 13, 2008, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of New Brunswick based on legislation enacted in the province. This legislation is similar to the law introduced in British Columbia that authorizes the

government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Pre-trial discovery is ongoing.

In the third health care cost recovery case filed in Canada, *Her Majesty the Queen in Right of Ontario v. Rothmans Inc., et al.*, Ontario Superior Court of Justice, Toronto, Canada, filed September 29, 2009, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Ontario based on legislation enacted in the province. This legislation is similar to the laws introduced in British Columbia and New Brunswick that authorize the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants are scheduled to file their defenses in April 2016.

In the fourth health care cost recovery case filed in Canada, *Attorney General of Newfoundland and Labrador v. Rothmans Inc., et al.*, Supreme Court of Newfoundland and Labrador, St. Johns, Canada, filed February 8, 2011, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Newfoundland and Labrador based on legislation enacted in the province that is similar to the laws introduced in

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

British Columbia, New Brunswick and Ontario. The legislation authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants are scheduled to file their defenses in May 2016.

In the fifth health care cost recovery case filed in Canada, Attorney General of Quebec v. Imperial Tobacco Limited, et al., Superior Court of Quebec, Canada, filed June 8, 2012, we, our subsidiary, our indemnitee (PM USA), and other members of the industry are defendants. The claim was filed by the government of the province of Quebec based on legislation enacted in the province that is similar to the laws enacted in several other Canadian provinces. The legislation authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants filed their defenses in December 2014 and July 2015. Pre-trial discovery is ongoing.

In the sixth health care cost recovery case filed in Canada, Her Majesty in Right of Alberta v. Altria Group, Inc., et al., Supreme Court of Queen's Bench Alberta, Canada, filed June 8, 2012, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Alberta based on legislation enacted in the province that is similar to the laws enacted in several other Canadian provinces. The legislation authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants filed their defenses in March 2016.

In the seventh health care cost recovery case filed in Canada, Her Majesty the Queen in Right of the Province of Manitoba v. Rothmans, Benson & Hedges, Inc., et al., The Queen's Bench, Winnipeg Judicial Centre, Canada, filed May 31, 2012, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Manitoba based on legislation enacted in the province that is similar to the laws enacted in several other Canadian provinces. The legislation authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants filed their defenses in September 2014. Discovery is scheduled to begin in 2017.

In the eighth health care cost recovery case filed in Canada, The Government of Saskatchewan v. Rothmans, Benson & Hedges Inc., et al., Queen's Bench, Judicial Centre of Saskatchewan, Canada, filed June 8, 2012, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Saskatchewan based on legislation enacted in the province that is similar to the laws enacted in several other Canadian provinces. The legislation authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants filed their defenses in February 2015. Discovery is scheduled to begin in 2017.

In the ninth health care cost recovery case filed in Canada, Her Majesty the Queen in Right of the Province of Prince Edward Island v. Rothmans, Benson & Hedges Inc., et al., Supreme Court of Prince Edward Island (General Section), Canada, filed September 10, 2012, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Prince Edward Island based on legislation enacted in the province that is similar to the laws enacted in several other Canadian provinces. The legislation authorizes the government to file a direct action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants filed their defenses in February 2015. Discovery is scheduled to begin in 2017.

In the tenth health care cost recovery case filed in Canada, Her Majesty the Queen in Right of the Province of Nova Scotia v. Rothmans, Benson & Hedges Inc., et al., Supreme Court of Nova Scotia, Canada, filed January 2, 2015, we, our subsidiaries, our indemnitees (PM USA and Altria), and other members of the industry are defendants. The claim was filed by the government of the province of Nova Scotia based on legislation enacted in the province that is similar to the laws enacted in several other Canadian provinces. The legislation authorizes the government to file a direct

action against cigarette manufacturers to recover the health care costs it has incurred, and will incur, as a result of a “tobacco related wrong.” Defendants filed their defenses in July 2015. Discovery is scheduled to begin in 2017. In the first health care cost recovery case in Nigeria, The Attorney General of Lagos State v. British American Tobacco (Nigeria) Limited, et al., High Court of Lagos State, Lagos, Nigeria, filed March 13, 2008, we and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. We are in the process of making challenges to service and the court's jurisdiction. Currently, the case is stayed in the trial court pending the appeals of certain co-defendants relating to service objections.

- 25-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

In the second health care cost recovery case in Nigeria, *The Attorney General of Kano State v. British American Tobacco (Nigeria) Limited, et al.*, High Court of Kano State, Kano, Nigeria, filed May 9, 2007, we and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. We are in the process of making challenges to service and the court's jurisdiction. Currently, the case is stayed in the trial court pending the appeals of certain co-defendants relating to service objections.

In the third health care cost recovery case in Nigeria, *The Attorney General of Gombe State v. British American Tobacco (Nigeria) Limited, et al.*, High Court of Gombe State, Gombe, Nigeria, filed October 17, 2008, we and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. In February 2011, the court ruled that the plaintiff had not complied with the procedural steps necessary to serve us. As a result of this ruling, plaintiff must re-serve its claim. We have not yet been re-served.

In the fourth health care cost recovery case in Nigeria, *The Attorney General of Oyo State, et al., v. British American Tobacco (Nigeria) Limited, et al.*, High Court of Oyo State, Ibadan, Nigeria, filed May 25, 2007, we and other members of the industry are defendants. Plaintiffs seek reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. We challenged service as improper. In June 2010, the court ruled that plaintiffs did not have leave to serve the writ of summons on the defendants and that they must re-serve the writ. We have not yet been re-served.

In the fifth health care cost recovery case in Nigeria, *The Attorney General of Ogun State v. British American Tobacco (Nigeria) Limited, et al.*, High Court of Ogun State, Abeokuta, Nigeria, filed February 26, 2008, we and other members of the industry are defendants. Plaintiff seeks reimbursement for the cost of treating alleged smoking-related diseases for the past 20 years, payment of anticipated costs of treating alleged smoking-related diseases for the next 20 years, various forms of injunctive relief, plus punitive damages. In May 2010, the trial court rejected our service objections. We have appealed.

In the health care cost recovery case in Korea, *the National Health Insurance Service v. KT&G, et. al.*, filed April 14, 2014, our subsidiary and other Korean manufacturers are defendants. Plaintiff alleges that defendants concealed the health hazards of smoking, marketed to youth, added ingredients to make their products more harmful and addictive, and misled consumers into believing that Lights cigarettes are safer than regular cigarettes. The National Health Insurance Service seeks to recover approximately \$53.7 million allegedly incurred in treating 3,484 patients with small cell lung cancer, squamous cell lung cancer, and squamous cell laryngeal cancer from 2003 to 2012. The case is now in the evidentiary phase.

Lights Cases: These cases, brought by individual plaintiffs, allege that the use of the term "lights" constitutes fraudulent and misleading conduct. Plaintiffs' allegations of liability in these cases are based on various theories of recovery including misrepresentation, deception, and breach of consumer protection laws. Plaintiffs seek various forms of relief including restitution, injunctive relief, and compensatory and other damages. Defenses raised include lack of causation, lack of reliance, assumption of the risk, and statute of limitations.

As of April 22, 2016, there were 3 lights cases brought by individual plaintiffs pending against our subsidiaries or indemnitees in Chile (2) and Italy (1), compared with 2 such cases on April 30, 2015, and 2 such cases on May 1, 2014.

Public Civil Actions: Claims have been filed either by an individual, or a public or private entity, seeking to protect collective or individual rights, such as the right to health, the right to information or the right to safety. Plaintiffs' allegations of liability in these cases are based on various theories of recovery including product defect, concealment, and misrepresentation. Plaintiffs in these cases seek various forms of relief including injunctive relief such as banning cigarettes, descriptors, smoking in certain places and advertising, as well as implementing communication campaigns and reimbursement of medical expenses incurred by public or private institutions.

As of April 22, 2016, there were 3 public civil actions pending against our subsidiaries in Argentina (1), Romania (1) and Venezuela (1), compared with 2 such cases on April 30, 2015, and 2 such cases on May 1, 2014.

In the public civil action in Argentina, Asociación Argentina de Derecho de Danos v. Massalin Particulares S.A., et al., Civil Court of Buenos Aires, Argentina, filed February 26, 2007, our subsidiary and another member of the industry are defendants. The plaintiff, a consumer association, seeks the establishment of a relief fund for reimbursement of medical costs associated with diseases allegedly caused by smoking. Our subsidiary filed its answer in September 2007. In March 2010, the case file was transferred to

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

the Federal Court on Administrative Matters after the Civil Court granted the plaintiff's request to add the national government as a co-plaintiff in the case. The case is currently in the evidentiary stage.

In a newly filed action in Romania, Foundation for the Defense of Citizens against Abuses of the State (FACIAS) v. the State of Romania, Philip Morris România (PMR) and Philip Morris Trading SLR (PMTR), et al., Administrative and Fiscal Litigation Section of the Bucharest Tribunal, filed November 20, 2015, our subsidiaries, several other members of the industry, and the State of Romania through various of its institutions are defendants. The plaintiff, a non-governmental organization, asks the court to compel the government to enact legislation as directed by the 2014 EU Tobacco Product Directive and to establish a fund for the treatment of smoking-related diseases and promotion of tobacco control efforts. The plaintiff also seeks an order directing that 1% of the excise taxes collected from tobacco manufacturers, "as well as an amount representing 1% of the turnover" of tobacco manufacturers and distributors, be used to finance the fund. It is unclear whether the "1% of turnover" is sought from the tobacco company defendants or the government. Our subsidiaries answered the complaint in December 2015. In January 2016, the Tribunal ruled that it lacked jurisdiction. The case was transferred to the Bucharest Court of Appeals, which has jurisdiction to hear administrative cases involving the central government. In March 2016, the Bucharest Court of Appeal announced its dismissal of plaintiff's claims as inadmissible. A written ruling is expected in the second quarter 2016. The plaintiff may appeal.

In the public civil action in Venezuela, Federation of Consumers and Users Associations ("FEVACU"), et al. v. National Assembly of Venezuela and the Venezuelan Ministry of Health, Constitutional Chamber of the Venezuelan Supreme Court, filed April 29, 2008, we were not named as a defendant, but the plaintiffs published a notice pursuant to court order, notifying all interested parties to appear in the case. In January 2009, our subsidiary appeared in the case in response to this notice. The plaintiffs purport to represent the right to health of the citizens of Venezuela and claim that the government failed to protect adequately its citizens' right to health. The claim asks the court to order the government to enact stricter regulations on the manufacture and sale of tobacco products. In addition, the plaintiffs ask the court to order companies involved in the tobacco industry to allocate a percentage of their "sales or benefits" to establish a fund to pay for the health care costs of treating smoking-related diseases. In October 2008, the court ruled that plaintiffs have standing to file the claim and that the claim meets the threshold admissibility requirements. In December 2012, the court admitted our subsidiary and BAT's subsidiary as interested third parties. In February 2013, our subsidiary answered the complaint.

Other Litigation

The Department of Special Investigations of the government of Thailand has been conducting an investigation into alleged underpayment by our subsidiary, Philip Morris (Thailand) Limited ("PM Thailand"), of customs duties and excise taxes relating to imports from the Philippines covering the period 2003-2007. On January 18, 2016, the Public Prosecutor filed charges against our subsidiary and seven former and current employees in the Bangkok Criminal Court alleging that PM Thailand and the individual defendants jointly and with the intention to defraud the Thai government, under declared import prices of cigarettes to avoid full payment of taxes and duties in connection with 272 import entries of cigarettes from the Philippines during the period of July 2003 to June 2006. The government is seeking a fine of approximately THB 80.8 billion (approximately \$2.30 billion). The first hearing, held in April 2016, focused on preliminary procedural matters. The case is now in the pre-trial evidentiary phase. PM Thailand contends that its declared import prices are in compliance with the Customs Valuation Agreement of the World Trade Organization and Thai law and that the allegations of the Public Prosecutor are inconsistent with several decisions already taken by Thai Customs and other Thai governmental agencies.

We are also involved in additional litigation arising in the ordinary course of our business. While the outcomes of these proceedings are uncertain, management does not expect that the ultimate outcomes of other litigation, including any reasonably possible losses in excess of current accruals, will have a material adverse effect on our consolidated results of operations, cash flows or financial position.

Note 10. Income Taxes:

Income tax provisions for jurisdictions outside the United States of America, as well as state and local income tax provisions, were determined on a separate company basis and the related assets and liabilities were recorded in PMI's condensed consolidated balance sheets.

PMI's effective tax rates for the three months ended March 31, 2016 and 2015 were 28.3% and 30.2%, respectively. PMI estimates that its full-year 2016 effective tax rate will be approximately 28%. The effective tax rate for the three months ended March 31, 2015, was unfavorably impacted by changes to repatriation assertions on certain foreign subsidiary historical earnings (\$58 million).

- 27-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Excluding the effect of the 2015 repatriation assertion changes, the change in the effective tax rate for the three months ended March 31, 2016, as compared to the three months ended March 31, 2015, was primarily due to earnings mix by taxing jurisdiction and repatriation cost differences.

The effective tax rates are based on PMI's full-year earnings mix projections by taxing jurisdiction and cash repatriation plans. Changes in earnings mix by taxing jurisdiction or in cash repatriation plans could have an impact on the effective tax rates, which PMI monitors each quarter. Significant judgment is required in determining income tax provisions and in evaluating tax positions.

PMI is regularly examined by tax authorities around the world and is currently under examination in a number of jurisdictions. The U.S. federal statute of limitations remains open for the years 2012 and onward. Foreign and U.S. state jurisdictions have statutes of limitations generally ranging from three to five years.

It is reasonably possible that within the next twelve months certain tax examinations will close, which could result in a change in unrecognized tax benefits, along with related interest and penalties. An estimate of any possible change cannot be made at this time.

Note 11. Indebtedness:

Short-term Borrowings:

At March 31, 2016 and December 31, 2015, PMI's short-term borrowings, consisting of bank loans to certain PMI subsidiaries, had a carrying value of \$673 million and \$825 million, respectively. The fair value of PMI's short-term borrowings, based on current market interest rates, approximates carrying value.

Long-term Debt:

At March 31, 2016 and December 31, 2015, PMI's long-term debt consisted of the following:

(in millions)	March 31, December 31, 2016 2015	
U.S. dollar notes, 1.125% to 6.375% (average interest rate 3.612%), due through 2044	\$ 20,079	\$ 18,091
Foreign currency obligations:		
Euro notes, 1.750% to 3.125% (average interest rate 2.433%), due through 2033	6,844	7,423
Swiss franc notes, 0.750% to 2.000% (average interest rate 1.217%), due through 2024	1,737	1,690
Other (average interest rate 3.126%), due through 2024	460	451
	29,120	27,655
Less current portion of long-term debt	2,437	2,405
	\$ 26,683	\$ 25,250

Other foreign currency debt above includes mortgage debt in Switzerland, capital lease obligations and a bank loan in the Philippines.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

PMI's debt issuances in the first three months of 2016 were as follows:
(in millions)

Type	Face Value	Interest Rate	Issuance	Maturity
U.S. dollar notes ^(a)	\$500	1.375%	February 2016	February 2019
U.S. dollar notes ^(a)	\$750	1.875%	February 2016	February 2021
U.S. dollar notes ^(a)	\$750	2.750%	February 2016	February 2026

^(a) Interest on these notes is payable semi-annually in arrears beginning in August 2016.

The net proceeds from the sale of the securities listed in the table above will be used for general corporate purposes.
Credit Facilities:

On January 27, 2016, PMI entered into an agreement to amend and extend its existing \$2.0 billion 364-day revolving credit facility from February 9, 2016 to February 7, 2017. On January 27, 2016, PMI also entered into an agreement to extend the term of its existing \$2.5 billion multi-year revolving credit facility from February 28, 2020 to February 28, 2021.

At March 31, 2016, PMI's total committed credit facilities were as follows:

(in billions)

Type	Committed Credit Facilities
364-day revolving credit, expiring February 7, 2017	\$ 2.0
Multi-year revolving credit, expiring February 28, 2021	2.5
Multi-year revolving credit, expiring October 1, 2020	3.5
Total facilities	\$ 8.0

At March 31, 2016, there were no borrowings under these committed credit facilities, and the entire committed amounts were available for borrowing.

Note 12. Fair Value Measurements:

The authoritative guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The guidance also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of input that may be used to measure fair value, which are as follows:

Level 1 - Quoted prices in active markets for identical assets or liabilities;

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Table of Contents

Philip Morris International Inc. and Subsidiaries
 Notes to Condensed Consolidated Financial Statements
 (Unaudited)

PMI's policy is to reflect transfers between hierarchy levels at the end of the reporting period.

Derivative Financial Instruments

PMI assesses the fair value of its foreign exchange contracts and interest rate contracts using standard valuation models that use, as their basis, readily observable market inputs. The fair value of PMI's foreign exchange forward contracts is determined by using the prevailing foreign exchange spot rates and interest rate differentials, and the respective maturity dates of the instruments. The fair value of PMI's currency options is determined by using a Black-Scholes methodology based on foreign exchange spot rates and interest rate differentials, currency volatilities and maturity dates. PMI's derivative financial instruments have been classified within Level 2 in the table shown below. See Note 6. Financial Instruments for an additional discussion of derivative financial instruments.

Debt

The fair value of PMI's outstanding debt, which is utilized solely for disclosure purposes, is determined using quotes and market interest rates currently available to PMI for issuances of debt with similar terms and remaining maturities. The aggregate carrying value of PMI's debt, excluding short-term borrowings and \$14 million of capital lease obligations, was \$29,106 million at March 31, 2016. The fair value of PMI's outstanding debt, excluding the aforementioned short-term borrowings and capital lease obligations, has been classified within Level 1 and Level 2 in the table shown below.

The aggregate fair values of PMI's derivative financial instruments and debt as of March 31, 2016, were as follows:

(in millions)	Fair Value at March 31, 2016	Quoted Prices in Active Markets for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Foreign exchange contracts	\$511	\$ —	\$ 511	\$ —
Total assets	\$511	\$ —	\$ 511	\$ —
Liabilities:				
Debt	\$31,912	\$ 31,432	\$ 480	\$ —
Foreign exchange contracts	299	—	299	—
Total liabilities	\$32,211	\$ 31,432	\$ 779	\$ —

Note 13. Accumulated Other Comprehensive Losses:

PMI's accumulated other comprehensive losses, net of taxes, consisted of the following:

(in millions)	At March 31, 2016	At December 31, 2015	At March 31, 2015
Currency translation adjustments	\$(5,617)	\$(6,129)	\$(5,247)
Pension and other benefits	(3,287)	(3,332)	(2,964)
Derivatives accounted for as hedges	(10)	59	121
Total accumulated other comprehensive losses	\$(8,914)	\$(9,402)	\$(8,090)

Reclassifications from Other Comprehensive Earnings

The movements in accumulated other comprehensive losses and the related tax impact, for each of the components above, that are due to current period activity and reclassifications to the income statement are shown on the condensed consolidated statements of comprehensive earnings for the three months ended March 31, 2016 and 2015. For additional information, see Note 4. Benefit Plans and Note 6. Financial Instruments for disclosures related to PMI's pension and other benefits, and derivative financial instruments, respectively.

Note 14. Balance Sheet Offsetting:

Derivative Financial Instruments

PMI uses foreign exchange contracts and interest rate contracts to mitigate its exposure to changes in exchange and interest rates from third-party and intercompany actual and forecasted transactions. Substantially all of PMI's derivative financial instruments are subject to master netting arrangements, whereby the right to offset occurs in the event of default by a participating party. While these contracts contain the enforceable right to offset through close-out netting rights, PMI elects to present them on a gross basis in the condensed consolidated balance sheets. Collateral associated with these arrangements is in the form of cash and is unrestricted. See Note 6. Financial Instruments for disclosures related to PMI's derivative financial instruments.

The effects of these derivative financial instrument assets and liabilities on PMI's condensed consolidated balance sheets were as follows:

(in millions)	Gross Amounts Recognized	Gross	Net Amounts	Gross	Amounts Not		Net Amount
		Offset in the	Presented in	Offset in the	Consolidated		
		Condensed Consolidated Balance Sheet	the Condensed Consolidated Balance Sheet	Condensed Balance Sheet	Financial Instruments	Cash Received	
At March 31, 2016							
Assets							
Foreign exchange contracts	\$ 511	\$	—\$ 511	\$(209)	\$ (273)	\$ 29
Liabilities							
Foreign exchange contracts	\$ 299	\$	—\$ 299	\$(209)	\$ (63)	\$ 27
At December 31, 2015							
Assets							
Foreign exchange contracts	\$ 574	\$	—\$ 574	\$(131)	\$ (432)	\$ 11
Liabilities							
Foreign exchange contracts	\$ 172	\$	—\$ 172	\$(131)	\$ (30)	\$ 11

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 15. Investments in Unconsolidated Subsidiaries:

At March 31, 2016 and December 31, 2015, PMI had total investments in unconsolidated subsidiaries of \$942 million and \$890 million, respectively, which were accounted for under the equity method of accounting. Equity method investments are initially recorded at cost. Under the equity method of accounting, the investment is adjusted for PMI's proportionate share of earnings or losses and movements in currency translation adjustments. The carrying value of our equity method investments at March 31, 2016 and December 31, 2015 exceeded our share of the unconsolidated subsidiaries' book value by \$824 million and \$806 million, respectively. The difference between the investment carrying value and the amount of underlying equity in net assets, excluding \$765 million and \$744 million attributable to goodwill as of March 31, 2016 and December 31, 2015, respectively, is being amortized on a straight-line basis over the underlying assets' estimated useful lives of 3 to 20 years. At March 31, 2016, PMI received no dividends from unconsolidated subsidiaries. At December 31, 2015, PMI received year-to-date dividends from unconsolidated subsidiaries of \$127 million.

PMI holds a 49% equity interest in United Arab Emirates-based Emirati Investors-TA (FZC) ("EITA"), formerly Arab Investors-TA (FZC). As a result of this transaction, PMI holds an approximate 25% economic interest in Société des Tabacs Algéro-Emiratie ("STAEM"), an Algerian joint venture that is 51% owned by EITA and 49% by the Algerian state-owned enterprise Société Nationale des Tabacs et Allumettes SpA. STAEM manufactures and distributes under license some of PMI's brands. The initial investment in EITA was recorded at cost and is included in investments in unconsolidated subsidiaries on the condensed consolidated balance sheets.

PMI acquired in 2013 from Megapolis Investment BV a 20% equity interest in Megapolis Distribution BV, the holding company of CJSC TK Megapolis ("Megapolis"), PMI's distributor in Russia, for a purchase price of \$760 million. An additional payment of up to \$100 million, which is contingent on Megapolis's operational performance over the four fiscal years following the closing of the transaction, will also be made by PMI if the performance criteria are satisfied. PMI has also agreed to provide Megapolis Investment BV with a \$100 million interest-bearing loan. PMI and Megapolis Investment BV have agreed to set off any future contingent payments owed by PMI against the future repayments due under the loan agreement. Any loan repayments in excess of the contingent consideration earned by the performance of Megapolis are due to be repaid, in cash, to PMI on March 31, 2017. At December 31, 2013, PMI had recorded a \$100 million asset related to the loan receivable and a discounted liability of \$86 million related to the contingent consideration. The initial investment in Megapolis was recorded at cost and is included in investments in unconsolidated subsidiaries on the condensed consolidated balance sheets.

PMI's earnings activity from unconsolidated subsidiaries was as follows:

	For the	
	Three	
	Months	
	Ended	
	March 31,	
(in millions)	2016	2015
Net revenues	\$ 777	\$ 896

PMI's balance sheet activity related to unconsolidated subsidiaries was as follows:

	At	At
(in millions)	March	December
	31,	31, 2015
	2016	
Receivables	\$ 319	\$ 64

Notes receivable \$ 102 \$ 100
Other liabilities \$ 100 \$ 100

The activity primarily related to agreements with PMI's unconsolidated subsidiaries within the Eastern Europe, Middle East & Africa segment. These agreements, which are in the ordinary course of business, are primarily for distribution, contract manufacturing and licenses. PMI eliminated its respective share of all significant intercompany transactions with the equity method investees.

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 16. Acquisitions and Other Business Arrangements:

As announced in June 2015, PMI's subsidiary PT HM Sampoerna Tbk. ("Sampoerna"), of which PMI held a 98.18% interest, was required to comply with the January 30, 2014, Indonesian Stock Exchange ("IDX") regulation requiring all listed public companies to have at least a 7.5% public shareholding by January 30, 2016. In order to comply with this requirement, Sampoerna conducted a rights issue (the "Rights Issue"). The exercise price for the rights was set at Rp. 77,000 per share, a 1.349% premium to the closing price on the IDX as of September 30, 2015. In connection with the Rights Issue, PT Philip Morris Indonesia ("PMID"), a fully consolidated subsidiary of PMI, sold 264,209,711 of the rights to third-party investors. Delivery of the rights sold took place on October 26, 2015. The total net proceeds from the Rights Issue were \$1.5 billion at prevailing exchange rates on the closing date. The sale of the rights resulted in an increase to PMI's additional paid-in capital of \$1.1 billion during the fourth quarter of 2015.

In June 2014, PMI acquired 100% of Nicocigs Limited, a leading U.K.-based e-vapor company, for the final purchase price of \$103 million, net of cash acquired, with additional contingent payments of up to \$77 million, primarily relating to performance targets over a three-year period. As of March 31, 2016, PMI does not anticipate that the performance targets will be met.

In September 2013, Grupo Carso, S.A.B. de C.V. ("Grupo Carso") sold to PMI its remaining 20% interest in PMI's Mexican tobacco business for \$703 million. As a result, PMI now owns 100% of its Mexican tobacco business. A former director of PMI, whose term expired at the Annual Meeting of Shareholders in May 2015, had an affiliation with Grupo Carso. The final purchase price was subject to an adjustment based on the actual performance of the Mexican tobacco business over the three-year period ending two fiscal years after the closing of the purchase. In May 2015, PMI received a payment of \$113 million from Grupo Carso as the final purchase price adjustment. This resulted in a total net purchase price of \$590 million. In addition, PMI agreed to pay a dividend of approximately \$38 million to Grupo Carso related to the earnings of the Mexican tobacco business for the nine months ended September 30, 2013. In March 2014, the dividend was declared and paid. The purchase of the remaining 20% interest resulted in a net decrease to PMI's additional paid-in capital of \$559 million.

The effects of these acquisitions were not material to PMI's condensed consolidated financial position, results of operations or operating cash flows in any of the periods presented.

Note 17. Sale of Accounts Receivable:

To mitigate risk and enhance cash and liquidity management PMI sells trade receivables to unaffiliated financial institutions. These arrangements allow PMI to sell, on an ongoing basis, certain trade receivables without recourse. The trade receivables sold are generally short-term in nature and are removed from the condensed consolidated balance sheets. PMI sells trade receivables under two types of arrangements, servicing and non-servicing. For servicing arrangements, PMI continues to service the sold trade receivables on an administrative basis and does not act on behalf of the unaffiliated financial institutions. When applicable, a servicing liability is recorded for the estimated fair value of the servicing. The amounts associated with the servicing liability were not material as of March 31, 2016 and March 31, 2015. Under the non-servicing arrangements, PMI does not provide any administrative support or servicing after the trade receivables have been sold to the unaffiliated financial institutions.

Cumulative trade receivables sold for the three months ended March 31, 2016 and March 31, 2015, were \$1.9 billion and \$0.3 billion, respectively. PMI's operating cash flows were positively impacted by the amount of the trade receivables sold and derecognized from the condensed consolidated balance sheets, which remained outstanding with

the unaffiliated financial institutions. The trade receivables sold that remained outstanding under these arrangements as of March 31, 2016 and March 31, 2015, were \$589 million, and \$108 million, respectively. The net proceeds received are included in cash provided by operating activities in the condensed consolidated statements of cash flows. The difference between the carrying amount of the trade receivables sold and the sum of the cash received is recorded as a loss on sale of trade receivables within marketing, administration and research costs in the consolidated statements of earnings. For the three months ended March 31, 2016 and 2015, the loss on sale of trade receivables was not material.

- 32-

Table of Contents

Philip Morris International Inc. and Subsidiaries
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 18. New Accounting Standards:

On February 25, 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update ASU 2016-02, “Leases” (“ASU 2016-02”). ASU 2016-02 requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. Additionally, ASU 2016-02 modifies current guidance for lessors' accounting. ASU 2016-02 is effective for interim and annual reporting periods beginning on or after January 1, 2019, with early adoption permitted. PMI is currently assessing the impact that the adoption of ASU 2016-02 will have on its financial position or results of operations.

On January 5, 2016, the FASB issued Accounting Standard Update ASU 2016-01, “Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”). ASU 2016-01 will require equity investments (except those accounted for under the equity method of accounting, or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. Additionally, ASU 2016-01 also changes certain disclosure requirements and other aspects of current U.S. GAAP. ASU 2016-01 is effective for interim and annual reporting periods beginning on or after January 1, 2018. PMI is currently assessing the impact that the adoption of ASU 2016-01 will have on its financial position or results of operations.

On November 20, 2015, the FASB issued Accounting Standard Update ASU 2015-17, “Balance Sheet Classification of Deferred Taxes” (“ASU 2015-17”). ASU 2015-17 requires that all deferred tax assets and liabilities, along with any related valuation allowance, be classified as noncurrent on the balance sheet. ASU 2015-17 is effective for interim and annual reporting periods beginning on or after January 1, 2017 with early adoption permitted. Entities can apply the final standard either prospectively, for all deferred tax assets and liabilities, or retrospectively with disclosures providing qualitative information about the effects of the accounting change on prior periods. The adoption of ASU 2015-17 will not have a material impact on PMI's consolidated results of operations, financial position or cash flows.

On May 28, 2014, the FASB issued Accounting Standards Update ASU 2014-09, “Revenue from Contracts with Customers” (“ASU 2014-09”). ASU 2014-09 contains principles that an entity will need to apply to determine the measurement of revenue and timing of when it is recognized. The underlying principle is that an entity will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services.

Entities can apply the final standard using one of the following two methods:

1. retrospectively to each prior period presented; or
2. retrospectively, with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application, with additional disclosures in reporting periods that include the date of initial application.

ASU 2014-09 is effective for interim and annual reporting periods beginning on or after January 1, 2017. In July 2015, the FASB approved a proposal which allows for a deferral of the implementation until January 1, 2018, and permits early application, but not before the original effective date of January 1, 2017. PMI is currently assessing the impact that the adoption of ASU 2014-09 will have on its financial position or results of operations.

- 33-

Table of Contents

Item 2.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Description of Our Company

We are a holding company whose subsidiaries and affiliates, and their licensees, are engaged in the manufacture and sale of cigarettes, other tobacco products and other nicotine-containing products in markets outside the United States of America. We manage our business in four segments:

European Union;
Eastern Europe, Middle East & Africa ("EEMA");
Asia; and
Latin America & Canada.

Our products are sold in more than 180 markets, and in many of these markets they hold the number one or number two market share position. We have a wide range of premium, mid-price and low-price brands. Our portfolio comprises both international and local brands. We are engaged in the development and commercialization of Reduced Risk Products ("RRPs"). RRP is the term we use to refer to products with the potential to reduce individual risk and population harm in comparison to smoking cigarettes.

We use the term net revenues to refer to our operating revenues from the sale of our products, net of sales and promotion incentives. Our net revenues and operating income are affected by various factors, including the volume of products we sell, the price of our products, changes in currency exchange rates and the mix of products we sell. Mix is a term used to refer to the proportionate value of premium-price brands to mid-price or low-price brands in any given market (product mix). Mix can also refer to the proportion of shipment volume in more profitable markets versus shipment volume in less profitable markets (geographic mix). We often collect excise taxes from our customers and then remit them to governments, and, in those circumstances, we include the excise taxes in our net revenues and in excise taxes on products. Our cost of sales consists principally of tobacco leaf, non-tobacco raw materials, labor and manufacturing costs.

Our marketing, administration and research costs include the costs of marketing and selling our products, other costs generally not related to the manufacture of our products (including general corporate expenses), and costs incurred to develop new products. The most significant components of our marketing, administration and research costs are marketing and sales expenses and general and administrative expenses.

Philip Morris International Inc. is a legal entity separate and distinct from our direct and indirect subsidiaries. Accordingly, our right, and thus the right of our creditors and stockholders, to participate in any distribution of the assets or earnings of any subsidiary is subject to the prior rights of creditors of such subsidiary, except to the extent that claims of our company itself as a creditor may be recognized. As a holding company, our principal sources of funds, including funds to make payment on our debt securities, are from the receipt of dividends and repayment of debt from our subsidiaries. Our principal wholly owned and majority-owned subsidiaries currently are not limited by long-term debt or other agreements in their ability to pay cash dividends or to make other distributions with respect to their common stock.

Certain prior years' amounts have been reclassified to conform with the current year's presentation. In the fourth quarter of 2015, to further align with the Member State composition of the European Union, PMI transferred the management of its operations in Bulgaria, Croatia, Romania and Slovenia from its EEMA segment to its European Union segment, resulting in the reclassification of prior year amounts between the two segments. The changes did not have an impact on our consolidated financial position, results of operations or cash flows in any of the periods presented.

Table of Contents

Executive Summary

The following executive summary provides significant highlights from the "Discussion and Analysis" that follows.

Consolidated Operating Results for the Three Months Ended March 31, 2016 – The changes in our reported diluted earnings per share ("diluted EPS") for the three months ended March 31, 2016, from the comparable 2015 amounts, were as follows:

	Diluted EPS	% Growth
For the three months ended March 31, 2015	\$ 1.16	
2015 Asset impairment and exit costs	—	
2015 Tax items	—	
Subtotal of 2015 items	—	
2016 Asset impairment and exit costs	—	
2016 Tax items	—	
Subtotal of 2016 items	—	
Currency	(0.19)	
Interest	0.01	
Change in tax rate	0.03	
Impact of shares outstanding and share-based payments	(0.01)	
Operations	(0.02)	
For the three months ended March 31, 2016	\$ 0.98	(15.5)%

Currency – The unfavorable currency impact during the reporting period results from the strengthening of the U.S. dollar, especially against the Argentine peso, Australian dollar, Canadian dollar, Egyptian pound, Euro, Indonesian rupiah, Japanese yen, Kazakh tenge, Mexican peso, Russian ruble and Turkish lira. This unfavorable currency movement has impacted our profitability across our primary revenue markets and local currency cost bases.

Income Taxes – Our effective income tax rate for the three months ended March 31, 2016 decreased by 1.9 percentage points to 28.3%. The change in the tax rate increased our diluted EPS by \$0.03 per share in 2016. The effective tax rate during the first quarter of 2015 was unfavorably impacted by changes to repatriation assertions on certain foreign subsidiary historical earnings (\$58 million). Excluding the effect of the 2015 repatriation assertion changes, the change in the effective tax rate for the three months ended March 31, 2016, as compared to the three months ended March 31, 2015, was primarily due to earnings mix by taxing jurisdiction and repatriation cost differences. We estimate that our full-year 2016 effective tax rate will be approximately 28%.

Operations – The decrease in diluted EPS of \$0.02 from our operations in the table above was due primarily to the following segments:

- Asia: Unfavorable volume/mix and higher marketing, administration and research costs, partially offset by lower manufacturing costs and higher pricing; and
- EEMA: Unfavorable volume/mix and higher marketing, administration and research costs, partially offset by higher pricing; partially offset by
- Latin America & Canada: Higher pricing and favorable volume/mix, partially offset by higher manufacturing costs; and
- European Union: Higher pricing and lower manufacturing costs, partially offset by higher marketing, administration and research costs and unfavorable volume/mix.

For further details, see the “Consolidated Operating Results” and “Operating Results by Business Segment” sections of the following “Discussion and Analysis.”

2016 Forecasted Results - On April 19, 2016, we increased our 2016 full-year reported diluted EPS forecast to be in a range of \$4.40 to \$4.50, at prevailing exchange rates at that time, versus \$4.42 in 2015. Excluding an unfavorable currency impact, at then-

- 35-

Table of Contents

prevailing rates, of approximately \$0.45 per share for the full-year 2016, the reported diluted earnings per share range represents an increase of approximately 10% to 12% versus adjusted diluted earnings per share of \$4.42 in 2015. This forecast does not include any share repurchases in 2016. We estimate 2016 international cigarette volume, excluding the People's Republic of China and the U.S., to decline by approximately 2.0% to 2.5%, in line with the estimated decline of 2.4% in 2015.

We calculated 2015 adjusted diluted EPS as reported diluted EPS of \$4.42, plus the \$0.03 per share charge related to asset impairment and exit costs, less the \$0.03 per share benefit related to discrete tax items.

Adjusted diluted EPS is not a measure under accounting principles generally accepted in the United States of America ("U.S. GAAP"). We define adjusted diluted EPS as reported diluted EPS adjusted for asset impairment and exit costs, discrete tax items and unusual items. We believe it is appropriate to disclose this measure as it represents core earnings, improves comparability and helps investors analyze business performance and trends. Adjusted diluted EPS should be considered neither in isolation nor as a substitute for reported diluted EPS prepared in accordance with U.S. GAAP.

This 2016 guidance excludes the impact of any future acquisitions, unanticipated asset impairment and exit cost charges, future changes in currency exchange rates and any unusual events. The factors described in the "Cautionary Factors That May Affect Future Results" section of the following "Discussion and Analysis" represent continuing risks to this forecast.

Table of Contents

Discussion and Analysis

Consolidated Operating Results

See pages 64-68 for a discussion of our "Cautionary Factors That May Affect Future Results." Our cigarette volume, net revenues, excise taxes on products and operating companies income by segment were as follows:

	For the Three Months Ended March 31,	
(in millions)	2016	2015
Cigarette volume:		
European Union	45,993	44,810
Eastern Europe, Middle East & Africa	63,126	62,632
Asia	65,222	70,125
Latin America & Canada	21,700	21,190
Total cigarette volume	196,041	198,757
Net revenues:		
European Union	\$6,143	\$6,222
Eastern Europe, Middle East & Africa	3,997	4,147
Asia	4,689	4,764
Latin America & Canada	1,959	2,219
Net revenues	\$16,788	\$17,352
Excise taxes on products:		
European Union	\$4,280	\$4,271
Eastern Europe, Middle East & Africa	2,395	2,363
Asia	2,721	2,609
Latin America & Canada	1,309	1,493
Excise taxes on products	\$10,705	\$10,736
Operating income:		
Operating companies income:		
European Union	\$906	\$927
Eastern Europe, Middle East & Africa	633	866
Asia	778	934
Latin America & Canada	229	230
Amortization of intangibles	(18)	(22)
General corporate expenses	(46)	(41)
Less:		
Equity (income)/loss in unconsolidated subsidiaries, net	(9)	(23)
Operating income	\$2,473	\$2,871

As discussed in Note 8. Segment Reporting to our condensed consolidated financial statements, we evaluate segment performance and allocate resources based on operating companies income, which we define as operating income, excluding general corporate expenses and amortization of intangibles, plus equity (income)/loss in unconsolidated subsidiaries, net. We believe it is appropriate to disclose this measure to help investors analyze the business performance and trends of our various business segments.

References to total international cigarette market, defined as worldwide cigarette volume excluding the United States, total cigarette market, total market and market shares throughout this "Discussion and Analysis" reflect our best estimates of tax-paid volumes based on a number of internal and external sources.

Table of Contents

Consolidated Operating Results for the Three Months Ended March 31, 2016

The following discussion compares our consolidated operating results for the three months ended March 31, 2016, with the three months ended March 31, 2015.

Our cigarette shipment volume decreased by 1.4%, or by 1.7% excluding favorable net estimated inventory movements, reflecting declines in:

•Asia, principally Indonesia, Pakistan and the Philippines, partly offset by Korea;

partially offset by growth in:

•European Union, driven notably by France, Italy, Poland and Spain, partly offset by the United Kingdom;

•EEMA, driven by Egypt and Tunisia in North Africa, Turkey and Ukraine, partly offset by Algeria and Russia; and

•Latin America & Canada, driven mainly by Mexico, partly offset by Argentina.

The decrease was further offset by the favorable estimated impact of the leap year.

Our cigarette shipment volume by brand is shown in the table below:

PMI Cigarette Shipment Volume by
Brand (Million Units)

	First-Quarter			
	2016	2015	Change	
Marlboro	67,985	67,247	1.1	%
L&M	23,690	22,678	4.5	%
Parliament	10,137	9,570	5.9	%
Bond Street	9,721	9,180	5.9	%
Chesterfield	10,176	9,540	6.7	%
Philip Morris	9,209	7,762	18.6	%
Lark	6,501	6,444	0.9	%
Others	58,622	66,336	(11.6)	%
Total PMI	196,041	198,757	(1.4)	%

Cigarette shipment volume of Marlboro increased, reflecting growth in: the European Union, notably Germany, Italy and Spain, partly offset by the United Kingdom; Asia, driven by Korea and the Philippines, partly offset by Indonesia and Vietnam; and Latin America & Canada, driven by Mexico, partly offset by Argentina. The growth was partly offset by declines in EEMA, mainly due to North Africa, partly offset by Saudi Arabia and Turkey.

Cigarette shipment volume of L&M increased, driven by: the European Union, notably Poland and Portugal, partly offset by Germany; and EEMA, notably Egypt and Ukraine, partly offset by Russia and Saudi Arabia. The growth was partly offset by Asia, mainly Thailand.

Cigarette shipment volume of Parliament increased, driven mainly by Korea and Turkey. Cigarette shipment volume of Bond Street increased, driven mainly by Ukraine, partly offset by Russia. Cigarette shipment volume of Chesterfield increased, mainly driven by the morphing of Red & White in the Czech Republic, and Italy, partly offset by Russia. Cigarette shipment volume of Philip Morris increased, mainly driven by Italy, benefiting from the morphing of Diana, partly offset by Argentina. Cigarette shipment volume of Lark increased, principally driven by Turkey, partly offset by Japan.

Our cigarette market share increased in a number of key markets, including Australia, Belgium, Canada, Egypt, France, Germany, Kuwait, the Netherlands, Mexico, the Philippines, Poland, Saudi Arabia, Spain, Switzerland, Turkey and the United Kingdom.

Our other tobacco products ("OTP") primarily include tobacco for roll-your-own and make-your-own cigarettes, pipe tobacco, cigars and cigarillos. Total shipment volume of OTP, in cigarette equivalent units, increased by 2.8%.

Total shipment volume for cigarettes and OTP, in cigarette equivalent units, decreased by 1.2%, excluding acquisitions.

- 38-

Table of Contents

Our net revenues and excise taxes on products were as follows:

	For the Three Months Ended March 31,			
(in millions)	2016	2015	Variance	%
Net revenues	\$16,788	\$17,352	\$(564)	(3.3)%
Excise taxes on products	10,705	10,736	(31)	(0.3)%
Net revenues, excluding excise taxes on products	\$6,083	\$6,616	\$(533)	(8.1)%

Net revenues, which include excise taxes billed to customers, decreased by \$564 million. Excluding excise taxes, net revenues decreased by \$533 million due to:

- unfavorable currency (\$691 million) and
- unfavorable volume/mix (\$114 million), partly offset by
- price increases (\$272 million).

The unfavorable currency was due primarily to the Argentine peso, Australian dollar, Brazilian real, Canadian dollar, Egyptian pound, Euro, Indonesian rupiah, Japanese yen, Kazakh tenge, Mexican peso, Russian ruble and Turkish lira.

Net revenues include \$427 million in 2016 and \$443 million in 2015 related to sales of OTP. These net revenue amounts include excise taxes billed to customers. Excluding excise taxes, net revenues for OTP were \$153 million in 2016 and \$164 million in 2015.

Excise taxes on products decreased by \$31 million (0.3)%, due to:

- favorable currency (\$1.5 billion), partly offset by
- higher excise taxes resulting from changes in retail prices and tax rates (\$990 million) and
- higher excise taxes resulting from volume/mix (\$503 million).

Governments have consistently increased excise taxes in most of the markets in which we operate. As discussed in Business Environment, we expect excise taxes to continue to increase.

Our cost of sales; marketing, administration and research costs; and operating income were as follows:

	For the Three Months Ended March 31,			
(in millions)	2016	2015	Variance	%
Cost of sales	\$2,096	\$2,229	\$(133)	(6.0)%
Marketing, administration and research costs	1,496	1,494	2	0.1%
Operating income	2,473	2,871	(398)	(13.9)%

Cost of sales decreased by \$133 million (6.0%), due to:

- favorable currency (\$178 million) and
- lower manufacturing costs (\$24 million), partly offset by
- higher cost of sales resulting from volume/mix (\$69 million).

Marketing, administration and research costs were essentially flat as:

higher expenses (\$135 million, primarily higher marketing and selling expenses) were offset by favorable currency (\$133 million).

- 39-

Table of Contents

Operating income decreased by \$398 million (13.9%), due primarily to:

- unfavorable currency (\$378 million),
- unfavorable volume/mix (\$183 million) and
- higher marketing, administration and research costs (\$135 million), partly offset by
- price increases (\$272 million) and
- lower manufacturing costs (\$24 million).

Our effective tax rate decreased by 1.9 percentage points to 28.3%. We estimate that our full-year 2016 effective tax rate will be approximately 28%. The effective tax rate for the three months ended March 31, 2015, was unfavorably impacted by changes to repatriation assertions on certain foreign subsidiary historical earnings (\$58 million). The effective tax rate is based on our full-year earnings mix by taxing jurisdiction and cash repatriation plans. Changes in earnings mix by taxing jurisdiction or in our cash repatriation plans could have an impact on the effective tax rate, which we monitor each quarter. Significant judgment is required in determining income tax provisions and in evaluating tax positions.

We are regularly examined by tax authorities around the world, and we are currently under examination in a number of jurisdictions. It is reasonably possible that within the next twelve months certain tax examinations will close, which could result in a change in unrecognized tax benefits along with related interest and penalties. An estimate of any possible change cannot be made at this time.

Net earnings attributable to PMI of \$1.5 billion decreased by \$265 million (14.8%). This decrease was due primarily to lower operating income as discussed above, partially offset by a lower effective tax rate. Diluted and basic EPS of \$0.98 decreased by 15.5%. Excluding an unfavorable currency impact of \$0.19, diluted EPS increased by 0.9%.

Operating Results by Business Segment

Business Environment

Taxes, Legislation, Regulation and Other Matters Regarding the Manufacture, Marketing, Sale and Use of Tobacco Products

The tobacco industry and our business face a number of challenges that may adversely affect our business, volume, results of operations, cash flows and financial position. These challenges, which are discussed below and in “Cautionary Factors That May Affect Future Results,” include:

- fiscal challenges, such as excise tax increases and discriminatory tax structures;
- actual and proposed extreme regulatory requirements, including regulation of the packaging, marketing and sale of tobacco products, as well as the products themselves, that may reduce our competitiveness, eliminate our ability to communicate with adult smokers, ban certain of our products, limit our ability to differentiate our products from those of our competitors, and interfere with our intellectual property rights;
- illicit trade in cigarettes and other tobacco products, including counterfeit, contraband and so-called “illicit whites”;
- intense competition, including from non-tax paid volume by certain local manufacturers;
- pending and threatened litigation as discussed in Note 9. Contingencies; and
- governmental investigations.

FCTC: The World Health Organization's (“WHO”) Framework Convention on Tobacco Control (“FCTC”), an international public health treaty with the objective of reducing tobacco use, drives much of the regulation that shapes the business environment in which we operate. The treaty, to which 179 countries and the European Union are Parties, requires Parties to have in place various tobacco control measures and recommends others.

We support many of the regulatory policies required by the FCTC, including measures that strictly prohibit the sale of tobacco products to minors, limit public smoking, require health warnings on tobacco packaging, and regulate product content to prevent increased adverse health effects of smoking. We advocate measures that establish a regulatory framework for Reduced-Risk

- 40-

Table of Contents

Products. We also support the use of tax and price policies to achieve public health objectives, as long as such policies are not discriminatory or excessive, and do not result in increased illicit trade.

However, the FCTC governing body, the Conference of the Parties (“CoP”), has adopted non-binding guidelines and policy recommendations related to certain articles of the FCTC, some of which we strongly oppose, including extreme measures such as point-of-sale display bans, plain packaging, bans on all forms of communications with adult smokers, ingredient restrictions or bans based on the concepts of palatability or attractiveness and excessive taxation. Among other things, these measures would limit our ability to differentiate our products and disrupt competition, are not based on sound evidence of a public health benefit, are likely to lead to adverse consequences, such as increased illicit trade and, in some cases, result in the expropriation of our trademarks and violate international treaties.

It is not possible to predict whether or to what extent measures recommended in the FCTC guidelines will be implemented. In some instances where these extreme measures have been adopted by national governments, we have commenced legal proceedings challenging them.

Excise, Sales and Other Taxes: Excessive and disruptive tax increases and discriminatory tax structures are expected to continue to have an adverse impact on our profitability, due to lower consumption and consumer down-trading from premium to non-premium, discount, other low-price or low-taxed tobacco products, such as fine cut tobacco and illicit products. In addition, in certain jurisdictions, our products are subject to tax structures that discriminate against premium-price products and manufactured cigarettes. We believe that such tax structures undermine public health by encouraging consumers to turn to the illicit trade for cheaper tobacco products and ultimately undercut government revenue objectives, disrupt the competitive environment, and encourage criminal activity. Other jurisdictions have imposed, or are seeking to impose, levies or other taxes on tobacco companies. We oppose such extreme and discriminatory tax measures.

EU Tobacco Products Directive: In April 2014, the EU adopted the text of a significantly revised EU Tobacco Products Directive that, among other things, provides for:

health warnings covering 65% of the front and back panels of packs with specific health warning dimensions that will in effect prohibit various pack formats, such as certain packs for slim cigarettes, even though the agreed text does not ban slim cigarettes. Member States would also have the option to further standardize tobacco packaging, including, under certain conditions, by introducing plain packaging;

- a ban on packs of fewer than 20 cigarettes;
- a ban on characterizing flavors in some tobacco products, with a transition period for menthol expiring in May 2020;
- security features and tracking and tracing measures, which we support, but also tracking at pack level down to retail units from May 2019, which we believe will most likely not provide any incremental benefit in the fight against illicit trade, but have the potential to increase operational expenses if excessive implementing regulation is enacted; and
- a framework for the regulation of novel tobacco products and e-cigarettes (except for those found to be medicines or medical devices), including requirements for health warnings and information leaflets, prohibiting product packaging text related to reduced risk, and introducing notification requirements in advance of commercialization.

The revised Directive entered into force in May 2014. Member States are required to implement the Directive by May 2016.

In June 2014, two of our subsidiaries filed papers in the English High Court seeking judicial review of whether the Directive complies with existing EU Treaties. In November 2014, the English High Court referred the case to the Court of Justice of the European Union (“CJEU”) and requested that the CJEU issue a judgment by May 2016. In July 2014, the government of Poland filed a complaint with the CJEU challenging the validity of various provisions in the

Directive that ban menthol cigarettes. The CJEU conducted hearings in both proceedings in September and October 2015. In December 2015, the Advocate General of the CJEU issued opinions in both proceedings advising that the Directive complies with EU law. These opinions are not binding on the CJEU, which is expected to issue its judgment on May 4, 2016. It is not possible to predict the outcome of these legal proceedings.

Plain Packaging: Plain packaging regulation bans the use of branding, logos and colors on packaging of tobacco products other than the brand name and variant, which may be printed only in specified locations and in a uniform font. Similarly, the brand name and variant may be printed on individual cigarettes only in specified locations and in a uniform font or not at all.

To date, only Australia has implemented plain packaging.

- 41-

Table of Contents

France, Ireland and the U.K. have adopted plain packaging legislation, with implementation scheduled to begin no later than May 2016 and full compliance at retail required as of November 2016 in France and as of May 2017 in Ireland and the U.K. In Ireland, implementation is subject to a Ministerial Commencement Order, which has yet to be issued.

In May 2015, three of our subsidiaries filed papers in the English High Court seeking judicial review of the U.K.'s plain packaging legislation. The English High Court held a hearing in December 2015 and is expected to issue a judgment in May 2016. It is not possible to predict the outcome of this legal proceeding.

In other countries, including Hungary, New Zealand and Norway, proposals to implement plain packaging are in various stages of the legislative process. Additionally, several countries, including Canada, Finland and Singapore, are considering plain packaging, but no legislative proposals have been published. It is not possible to predict whether any of these countries will implement plain packaging.

Australia's plain packaging legislation triggered three legal challenges. First, major tobacco manufacturers, including our Australian subsidiary, challenged the legislation's constitutionality in the High Court of Australia. Although the High Court found the legislation constitutional, a majority of the Justices concluded that plain packaging deprives tobacco manufacturers of their property, raising serious questions about the legality of similar proposals in other jurisdictions. Second, our Hong Kong subsidiary initiated arbitration proceedings against the Australian government pursuant to the Hong Kong-Australia Bilateral Investment Treaty and sought substantial compensation for the deprivation of its investments in Australia. In December 2015, the tribunal hearing the case declined jurisdiction to hear the merits of our subsidiary's claim. The tribunal's decision, which is final, did not address the legality or effectiveness of Australia's plain packaging legislation. Third, several countries have initiated World Trade Organization ("WTO") dispute settlement proceedings against Australia. It is not possible to predict the outcome of these legal proceedings.

We oppose plain packaging because it expropriates our valuable intellectual property by taking away our trademarks and moves the industry much closer to a commodity business where there is no distinction among brands, and, therefore, the ability to compete for adult smoker market share is greatly reduced. Several studies, including industry-commissioned studies as well as data released by Australian state governments, show that there is no sound basis to conclude that the implementation of plain packaging in Australia has had any impact on smoking prevalence among adults or youth. Data from Australia also appear to confirm that, since the implementation of plain packaging, down-trading to lower price and lower margin brands has accelerated and illicit trade has increased.

In the event any particular jurisdiction adopts plain packaging regulation, we will consider all available options to ensure the protection of our intellectual property and adult smoker access to product information, especially with respect to RRP's.

Restrictions and Bans on the Use of Ingredients: Currently, the WHO and others in the public health community recommend restrictions or total bans on the use of some or all ingredients in tobacco products, including menthol. Some regulators have considered and rejected such proposals, while others have proposed and, in a few cases, adopted restrictions or bans. In particular, as mentioned above, the European Union has banned characterizing flavors in tobacco products, subject to an exemption until May 2020 for menthol. Other countries may follow the EU's approach. For instance, Turkey has banned menthol as of May 2020. More sweeping ingredient bans have been adopted by Canada and Brazil.

While the Canadian ingredient ban exempts menthol on the national level, some Canadian provinces have adopted or are in the process of adopting menthol bans.

The Brazil ingredients ban, which, as originally drafted, would prohibit the use of virtually all ingredients with flavoring or aromatic properties, is not in force due to a legal challenge by a tobacco industry union, of which our Brazilian subsidiary is a member. It is not possible to predict the outcome of this legal proceeding.

Broad restrictions and ingredient bans would require us to reformulate our American Blend tobacco products and could reduce our ability to differentiate these products in the market in the long term. Menthol bans would eliminate the entire category of mentholated tobacco products. We oppose broad bans or sweeping restrictions on the use of ingredients, as they are often based on the subjective and scientifically unsupported notion that ingredients make tobacco products more “attractive” or “palatable” and therefore could encourage tobacco consumption, and also because prohibiting entire categories of cigarettes, such as menthol, is likely to lead to a massive increase in illicit trade.

Many countries have enacted or proposed legislation or regulations that require cigarette manufacturers to disclose to governments and to the public the ingredients used in the manufacture of tobacco products and, in certain cases, to provide toxicological

Table of Contents

information about those ingredients. We have made, and will continue to make, full disclosures where adequate assurances of trade secret protection are provided.

Bans on Display of Tobacco Products at Retail: In a few of our markets, governments have banned or propose to ban the display of tobacco products at the point of retail sale. Other countries have rejected display ban proposals. We oppose display bans because they restrict competition by favoring established brands and encourage illicit trade, while not reducing smoking or otherwise benefiting public health. In some markets, our subsidiaries and, in some cases, individual retailers have commenced legal proceedings to overturn display bans.

Health Warning Requirements: In most countries, governments require large and often graphic health warnings covering at least 30% of the front and back of cigarette packs (the size mandated by the FCTC). A growing number of countries require warnings covering 50% of the front and back of the pack, and a small number of countries require larger warnings, such as Australia (75% front and 90% back), Mexico (30% front and 100% back), Uruguay (80% front and back) and Canada (75% front and back).

In Thailand, litigation challenging excessively large health warnings is pending. It is not possible to predict the outcome of this proceeding.

We support health warning requirements designed to inform consumers of the risks of smoking. Where health warnings are not required, we place them on packaging voluntarily in the official language or languages of the country. We defer to governments on the content of warnings except for content that vilifies tobacco companies or does not fairly represent the actual effects of smoking. However, we oppose excessively large health warnings. The data show that disproportionately increasing the size of health warnings does not effectively reduce tobacco consumption. Yet, such health warnings impede our ability to compete in the market by leaving insufficient space for our distinctive trademarks and pack designs.

Other Packaging Restrictions: Some governments have passed, or are seeking to pass, restrictions on packaging and labeling, including standardizing the shape, format and layout of packaging, as well as imposing broad restrictions on how the space left for branding and product descriptions can be used. Examples include prohibitions on: (1) the use of colors that are alleged to suggest that one brand is less harmful than others, (2) specific descriptive phrases deemed to be misleading, including, for example, “premium,” “full flavor,” “international,” “gold,” “silver,” and “menthol” and (3) in one country, all but one variant per brand. We oppose broad packaging restrictions because they unnecessarily limit brand and product differentiation, are anticompetitive, prevent us from providing adult smokers with information about our products, unduly restrict our intellectual property rights, and violate international trade agreements. In some instances, we have commenced litigation challenging such regulations. It is not possible to predict the outcome of these proceedings.

Bans and Restrictions on Advertising, Marketing, Promotions and Sponsorships: For many years, the FCTC has called for, and countries have imposed, partial or total bans on tobacco advertising, marketing, promotions and sponsorships, including bans and restrictions on advertising on radio and television, in print and on the Internet. The FCTC also requires disclosure of expenditures on advertising, promotion and sponsorship where such activities are not prohibited. The FCTC guidelines recommend that governments adopt extreme and sweeping prohibitions, including all forms of communication to adult smokers. Where restrictions on advertising prevent us from communicating directly and effectively with adult smokers, they impede our ability to compete in the market. For this reason and because we believe that the available evidence does not show that marketing restrictions effectively reduce smoking, we oppose complete bans on advertising and communication that do not allow manufacturers to communicate directly and effectively with adult smokers.

Restrictions on Product Design: Anti-tobacco organizations and some regulators are calling for the further standardization of tobacco products by requiring, for example, that cigarettes have a certain minimum diameter, which amounts to a ban on slim cigarettes, or requiring the use of standardized filter and cigarette paper designs. We oppose such restrictions because they limit our ability to differentiate our products and because we believe that there is no correlation, let alone a causal link, between product design variations and smoking rates, nor is there any scientific evidence that these restrictions would improve public health.

Reduced cigarette ignition propensity (“RCIP”) standards recommended by the FCTC guidelines, have been adopted in several of our markets (e.g., Australia, Canada, South Africa, South Korea, and the EU), and are being considered in several others. While the available evidence (namely, from two provinces in Canada, the State of New York and Sweden) so far suggests that the implementation of RCIP standards did not result in the predicted reduction of smoking-related fires, RCIP standards do increase production costs.

Restrictions on Public Smoking: The pace and scope of public smoking restrictions have increased significantly in most of our markets. Many countries around the world have adopted, or are likely to adopt, regulations that restrict or ban smoking in public and/or work places, restaurants, bars and nightclubs. Some public health groups have called for, and some countries, regional

Table of Contents

governments and municipalities have adopted or proposed, bans on smoking in outdoor places, as well as bans on smoking in cars (typically, when minors are present) and private homes. The FCTC requires Parties to adopt restrictions on public smoking, and the guidelines call for broad bans in all indoor public places but limit their recommendations on private-place smoking, such as in cars and homes, to increased education on the risk of exposure to environmental tobacco smoke.

While we believe outright bans are appropriate in many public places, such as schools, playgrounds, youth facilities, and many indoor public places, governments can and should seek a balance between the desire to protect non-smokers from environmental tobacco smoke and allowing adults who choose to smoke to do so. Owners of restaurants, bars, cafes, and other entertainment establishments should have the flexibility to permit, restrict, or prohibit smoking, and workplaces should be permitted to provide designated smoking rooms for adult smokers. Finally, we oppose bans on smoking outdoors (beyond places and facilities for children) and in private places.

Restrictions on the Sale of Innovative Tobacco Products: Some governments have passed, or are seeking to pass, regulations that ban the sale of e-cigarettes or “emerging” tobacco products, including novel tobacco or nicotine products, such as smokeless tobacco - where no combustion takes place and no smoke is produced - dissolvable tobacco products or nicotine, and nicotine delivery systems (e.g., e-vapor products). These regulations might foreclose adult smoker access even to products that might be shown to present significantly less risk of harm than existing products. We oppose such blanket bans of products that may have the potential to reduce the harm of smoking. By contrast, we support regulation that sets strict standards and propels innovation to benefit adult smokers and public health.

Other Regulatory Issues: Some regulators are considering, or in some cases have adopted, regulatory measures designed to reduce the supply of tobacco products. These include regulations intended to reduce the number of retailers selling tobacco by, for example, reducing the overall number of tobacco retail licenses available or banning the sale of tobacco within arbitrary distances of certain public facilities. We oppose such measures because they stimulate illicit trade and could arbitrarily deprive business owners and their employees of their livelihood with no indication that such restrictions would improve public health.

Regulators in some countries have also called for the exclusion of tobacco from certain basic provisions of trade and investment agreements. The Trans-Pacific Partnership Agreement (“TPP”) includes a provision that denies “investors,” as defined in the TPP, access to the Investor State Dispute Settlement Mechanism to challenge “tobacco control measures.” None of the 12 parties to this agreement has yet ratified it. If this carve-out enters into force, we believe it would constitute unfair discrimination against a legal industry, be at odds with fundamental principles of international investment protection, and constitute a dangerous precedent for many other sectors.

In a limited number of markets, most notably Argentina and Japan, we are dependent on governmental approvals that may limit our pricing flexibility.

Illicit Trade: The illicit tobacco trade creates a cheap and unregulated supply of tobacco products, undermines efforts to reduce smoking, especially among youth, damages legitimate businesses, stimulates organized crime, increases corruption and reduces government tax revenue. Illicit trade may account for as much as 10% of global cigarette consumption; this includes counterfeit, contraband and the growing problem of “illicit whites,” which are cigarettes legally produced in one jurisdiction for the sole purpose of being exported and illegally sold in another jurisdiction where they have no legitimate market. We estimate that illicit trade in the European Union accounted for more than 10% of total cigarette consumption in 2015.

A number of jurisdictions are considering regulatory measures and government action to prevent illicit trade. In November 2012, the FCTC adopted the Protocol to Eliminate Illicit Trade in Tobacco Products (the “Protocol”), which includes supply chain control measures, such as licensing of manufacturers and distributors, enforcement in free trade zones, controls on duty free and Internet sales and the implementation of tracking and tracing technologies. To date, 54 countries have signed the Protocol and 15 countries have ratified it. The Protocol will come into force once the fortieth country ratifies it, after which countries must implement its measures via national legislation. It is not possible to predict whether other countries will sign or ratify the Protocol.

Additionally, we and our subsidiaries have entered into cooperation agreements with governments and authorities to support their anti-illicit trade efforts. For example, in 2004, we entered into a 12-year cooperation agreement with the EU and its member states that provides for cooperation with European law enforcement agencies on anti-contraband and on anti-counterfeit efforts. Under the terms of this agreement we make financial contributions of approximately \$75 million per year (recorded as an expense in cost of sales when product is shipped) to support these efforts. We are also required to pay the excise taxes, VAT and customs duties on qualifying seizures of up to 450 million genuine PMI products in the EU in a given year, and five times the applicable taxes and duties if seizures exceed this threshold in a given year. To date, our payments for product seizures have been immaterial. The agreement is due to expire in July 2016. It is not possible to predict whether the EU will seek a renewal of the agreement.

Table of Contents

In 2009, our Colombian subsidiaries entered into an Investment and Cooperation Agreement with the national and regional governments of Colombia to promote investment in, and cooperation on, anti-contraband and anti-counterfeit efforts. The agreement provides \$200 million in funding over a 20-year period to address issues such as combating the illegal cigarette trade and increasing the quality and quantity of locally grown tobacco.

Reduced-Risk Products: We use the term RRP to refer to products with the potential to reduce individual risk and population harm in comparison to smoking cigarettes. Our RRPs are in various stages of development and commercialization, and we are conducting extensive and rigorous scientific studies to determine whether we can support claims for such products of reduced exposure to harmful and potentially harmful constituents in smoke and, ultimately, claims of reduced disease risk when compared to smoking cigarettes. Before making any such claims, we will rigorously evaluate the full set of data from the relevant scientific studies to determine whether they substantiate reduced exposure or risk. Any such claims may also be subject to government review and authorization, as is the case in the United States today. We draw upon a team of world-class scientists and engineers from a broad spectrum of scientific disciplines, and our efforts are guided by the following three key objectives:

- to develop RRPs that provide adult smokers the taste, sensory experience, nicotine delivery profile and ritual characteristics that are similar to those currently provided by cigarettes;

- to substantiate the reduction of risk for the individual adult smoker and the reduction of harm to the population as a whole, based on robust scientific evidence derived from well-established assessment processes; and

- to advocate for the development of science-based regulatory frameworks for the development and commercialization of RRPs, including the communication to adult smokers of scientifically substantiated reduced exposure or reduced risk claims.

Our product development is based on the elimination of combustion via tobacco heating and other innovative systems for aerosol generation, which we believe is the most promising path to reduce risk.

Our approach to individual risk assessment is to use cessation as the benchmark, because the short-term and long-term effects of smoking cessation on risk reduction are well known.

Four RRP platforms are in various stages of development and commercialization readiness:

Platform 1, as discussed below, uses a precisely controlled heating device that we are commercializing under the iQOS brand name, into which a specially designed tobacco product under the Marlboro, Parliament and HeatSticks brand names is inserted and heated to generate an aerosol. Six short-term clinical studies have been completed. The study results show a substantial reduction in relevant biomarkers of exposure to harmful or potentially harmful constituents (“HPHCs”) in adult consumers who switched to iQOS compared to adult consumers who continued to smoke cigarettes over a five-day period. The conduct phase of two three-month clinical reduced-exposure studies conducted in Japan and the United States of America has also been completed. The final study report for Japan has been issued, and the report for the U.S. study is expected shortly. In these studies, we observed reduction in all 15 biomarkers of exposure to corresponding HPHCs measured in those who switched to iQOS compared to those who either continued to smoke cigarettes or quit smoking for the duration of the study. The reductions measured in those who switched to iQOS approached those that were observed in study participants who quit smoking for the duration of the study. We also initiated a 6+6 month exposure response study in December 2014, and expect the results regarding the first six-month term in the first quarter of 2017.

Platform 2 uses a pressed carbon heat source to generate an aerosol by heating tobacco. Clinical testing of Platform 2 started in the second quarter of 2015.

Platform 3 is based on technology we acquired from Professor Jed Rose of Duke University and his co-inventors in May 2011. This product creates an aerosol of nicotine salt formed by the chemical reaction of nicotine with a weak organic acid and replicates the feel and ritual of smoking. We are exploring two routes for this platform, one with electronics and one without. We have begun pre-clinical and clinical testing of this product.

Platform 4 covers e-vapor products, which are battery-powered devices that produce an aerosol by vaporizing a liquid nicotine solution. Our e-vapor products comprise devices using current generation technology, and we are working on developing the next generation of e-vapor technologies to address the challenges presented by the e-vapor products currently on the market, ranging from consumer satisfaction to manufacturing processes and product consistency.

Table of Contents

We are also developing other potential product platforms.

We are proceeding with the commercialization of RRP. In January 2014, we announced an investment of up to €500 million over three years in our first manufacturing facility in the European Union and an associated pilot plant near Bologna, Italy, to produce our RRP. The factory is designed to produce up to 30 billion units and started commercial production in the first quarter of 2016. It will initially manufacture Platform 1 tobacco sticks (HeatSticks).

In the United States of America, an established regulatory framework for assessing “Modified Risk Tobacco Products” exists under the jurisdiction of the Food and Drug Administration (“FDA”). We expect that future FDA actions are likely to influence the regulatory approach of other interested governments. Our assessment approach and the studies conducted to date reflect the rigorous evidentiary package contemplated in the FDA’s Draft Guidance for Modified Risk Tobacco Product Applications (2012). We have shared our approach and studies with the FDA’s Center for Tobacco Products. In parallel, we are engaging with regulators in several EU member states, as well as in a number of other countries. We plan to submit a Modified Risk Tobacco Product application for Platform 1 late in 2016.

As we work to develop evidence to substantiate the risk reduction potential of our products, we will review our ability to make claims of reduced exposure or risk based on applicable laws and regulations and, as we are already doing, engage with regulators and share the evidence with them. We are also engaging with the scientific community, sharing our assessment approach and the results we have generated. There can be no assurance that we will succeed in our efforts or that regulators will permit the marketing of our RRP with substantiated claims of reduced exposure or risk as compared with smoking cigarettes.

In 2014, we introduced the iQOS system in pilot city launches in Nagoya, Japan, and in Milan, Italy. We commenced national expansion in Japan in September 2015. We launched iQOS in Switzerland in August 2015 and started pilot city launches in Moscow, Lisbon and Bucharest in November 2015. We also started our gradual expansion in Italy, beginning with Rome and Turin in December 2015. We started a pilot city launch in Kiev in February 2016. To date, the product has not been marketed with claims of reduced risk.

In December 2013, we established a strategic framework with Altria Group, Inc. (“Altria”) under which Altria will make available its e-vapor products exclusively to us for commercialization outside the United States of America, and we will make available two of our RRP exclusively to Altria for commercialization in the United States of America. In March 2015, we launched Solaris, a Platform 4 e-vapor product licensed from Altria, in Spain. In December 2015, we introduced Solaris in Israel.

In July 2015, we extended the strategic framework with Altria to include a Joint Research, Development and Technology Sharing Agreement. The additional agreement provides the framework under which PMI and Altria will collaborate to develop the next generation of e-vapor products for commercialization in the United States of America by Altria and in markets outside the United States of America by PMI. The collaboration between PMI and Altria in this endeavor is enabled by exclusive technology cross licenses and technical information sharing. The agreements also provide for cooperation on the scientific assessment of, and for the sharing of improvements to, the existing generation of licensed products.

In June 2014, we acquired 100% of Nicocigs Limited, a leading U.K.-based e-vapor company whose principal brand is Nicolites. This acquisition provided PMI with immediate access to, and a significant presence in, the U.K. e-vapor market.

Other Legislation, Regulation or Governmental Action: In Argentina, the National Commission for the Defense of Competition issued a resolution in May 2010 in which it found that our affiliate's establishment in 1997 of a system of

exclusive zonified distributors (“EZDs”) in Buenos Aires city and region was anticompetitive, despite having issued two prior decisions (in 1997 and 2000) in which it had found the establishment of the EZD system was not anticompetitive. In February 2016, the Commission closed the investigation without finding any fault on the part of our affiliate. This decision has been appealed.

In Germany, in October 2013, the Administrative District Office Munich, acting under the policy supervision of the Bavarian Ministry of Health and Environment, sent our German affiliate an order alleging that certain components of its Marlboro advertising campaign do not comply with the applicable tobacco advertising law, and requiring our affiliate to stop this particular campaign throughout Germany. Our affiliate filed a challenge in the Munich Administrative Court, which was granted in part and denied in part. At an appeals hearing in April 2014, before the Bavarian Higher Administrative Court, the parties agreed that our affiliate could continue the campaign with certain limitations on image visuals and text slogans for the duration of the court proceedings. In April 2015, the Administrative District Office Munich issued a revised order, which again required our affiliate to stop using core elements of this particular campaign within one to three months from the effective date of the order. Our affiliate again challenged the order in the Munich Administrative Court, and, in September 2015, the first instance court nullified the order. The decision was not appealed and is now final.

Table of Contents

It is not possible to predict what, if any, additional legislation, regulation or other governmental action will be enacted or implemented relating to the manufacturing, advertising, sale or use of tobacco products, or the tobacco industry generally. It is possible, however, that legislation, regulation or other governmental action could be enacted or implemented that might materially affect our business, volume, results of operations, cash flows and financial position.

Governmental Investigations

From time to time, we are subject to governmental investigations on a range of matters. The Department of Special Investigations (“DSI”) of the government of Thailand has been conducting an investigation into alleged underpayment by Philip Morris (Thailand) Limited (“PM Thailand”) of customs duties and excise taxes of approximately \$1.8 billion, relating to imports from Indonesia covering the period 2000-2003. PM Thailand has been cooperating with the Thai authorities and believes that its declared import prices are in compliance with the Customs Valuation Agreement of the WTO and Thai law.

Additionally, in November 2010, a WTO panel issued its decision in a dispute relating to facts that arose from August 2006 between the Philippines and Thailand concerning a series of Thai customs and tax measures affecting cigarettes imported by PM Thailand into Thailand from the Philippines (see Note 9. Contingencies for additional information). The WTO panel decision, which was upheld by the WTO Appellate Body, concluded that Thailand had no basis to find that PM Thailand's declared customs values and taxes paid were too low, as alleged by the DSI in 2009. The decision also created obligations for Thailand to revise its laws, regulations, or practices affecting the customs valuation and tax treatment of future cigarette imports. Thailand agreed in September 2011 to fully comply with the decision by October 2012. The Philippines contends that to date Thailand has not fully complied and is pursuing bilateral discussions with Thailand to address the outstanding issues. The Philippines has repeatedly expressed concerns with ongoing investigations by Thailand of PM Thailand, including those that led to the criminal charges described in Note 9. Contingencies, noting that these investigations appear to be based on grounds not supported by WTO customs valuation rules and inconsistent with several decisions already taken by Thai Customs and other Thai governmental agencies.

Acquisitions and Other Business Arrangements

In July 2015, we dissolved our exclusive joint venture agreement with Swedish Match AB (“SWMA”) to commercialize Swedish snus and other smoke-free tobacco products worldwide, outside of Scandinavia and the United States. The dissolution, mutually agreed with SWMA, means that both companies will now focus on independent strategies for the commercialization of these products, and the trademarks and intellectual property licensed to the joint venture by the companies will revert to their original owners. The dissolution of this agreement was not material to our consolidated financial position, results of operations or cash flows in any of the periods presented.

On January 30, 2014, the Indonesian Stock Exchange (“IDX”) adopted a regulation requiring all listed public companies to have at least a 7.5% public shareholding by January 30, 2016. In order to comply with this requirement, our subsidiary PT HM Sampoerna Tbk. (“Sampoerna”), of which we held a 98.18% interest, conducted a rights issue. The exercise price for the rights was set at Rp. 77,000 per share, a 1.349% premium to the closing price on the IDX as of September 30, 2015. In connection with the rights issue, PT Philip Morris Indonesia (“PMID”), a fully consolidated subsidiary of PMI, sold 264,209,711 of the rights to third-party investors. Delivery of the rights sold took place on October 26, 2015. The total net proceeds from the rights issue were \$1.5 billion at prevailing exchange rates on the closing date. The sale of the rights resulted in an increase to our additional paid-in capital of \$1.1 billion.

In September 2013, Grupo Carso, S.A.B. de C.V. ("Grupo Carso") sold to us its remaining 20% interest in our Mexican tobacco business for \$703 million. As a result, we now own 100% of the Mexican tobacco business. A former director of PMI, whose term expired at the Annual Meeting of Shareholders in May 2015, had an affiliation with Grupo Carso. The final purchase price was subject to an adjustment based on the actual performance of the Mexican tobacco business over the three-year period ending two fiscal years after the closing of the purchase. In May 2015, we received a payment of \$113 million from Grupo Carso as the final purchase price adjustment. This resulted in a total net purchase price of \$590 million. In addition, we agreed to pay a dividend of approximately \$38 million to Grupo Carso related to the earnings of the Mexican tobacco business for the nine months ended September 30, 2013. In March 2014, the dividend was declared and paid. The purchase of the remaining 20% interest resulted in a net decrease to our additional paid-in capital of \$559 million.

Asset Impairment and Exit Costs

In November 2015, we commenced the implementation of a restructuring program within our European Union segment. The program is expected to be completed by the end of 2017. In total, we expect to incur a total pre-tax charge of approximately \$93 million for the program. During 2015, we recorded pre-tax exit costs of \$68 million related to employee separation costs. In addition, as part of the total program, up to \$25 million of pre-tax implementation costs, primarily related to costs for the project

Table of Contents

team and notice period payments, will be reflected in cost of sales and marketing, administration and research costs in our condensed consolidated statement of earnings.

Trade Policy

We are subject to various trade restrictions imposed by the United States of America and countries in which we do business (“Trade Sanctions”), including the trade and economic sanctions administered by the U.S. Department of the Treasury's Office of Foreign Assets Control and the U.S. Department of State. It is our policy to comply fully with these Trade Sanctions.

Tobacco products are agricultural products under U.S. law and are not technological or strategic in nature. From time to time we make sales in countries subject to Trade Sanctions, either where they do not apply to our business or pursuant to either exemptions or licenses granted under the applicable Trade Sanctions.

A subsidiary sells products to distributors that in turn sell those products to duty free customers that supply U.N. peacekeeping forces around the world, including those in the Republic of the Sudan. We do not believe that these exempt sales of our products for ultimate resale in the Republic of the Sudan, which are de minimis in volume and value, present a material risk to our shareholders, our reputation or the value of our shares. We have no employees, operations or assets in the Republic of the Sudan.

To our knowledge, none of our commercial arrangements results in the governments of any country identified by the U.S. government as a state sponsor of terrorism, nor entities controlled by those governments, receiving cash or acting as intermediaries in violation of U.S. laws.

We do not sell products in Cuba, Iran, North Korea and Syria.

Certain states within the U.S. have enacted legislation permitting state pension funds to divest or abstain from future investment in stocks of companies that do business with certain countries that are sanctioned by the U.S. We do not believe such legislation has had a material effect on the price of our shares.

Operating Results – Three Months Ended March 31, 2016

The following discussion compares operating results within each of our reportable segments for the three months ended March 31, 2016, with the three months ended March 31, 2015.

European Union:

	For the Three Months Ended March 31,		
(in millions)	2016	2015	Variance
Net revenues	\$6,143	\$6,222	\$(79) (1.3)%
Excise taxes on products	4,280	4,271	9 0.2 %
Net revenues, excluding excise taxes on products	1,863	1,951	(88) (4.5)%
Operating companies income	906	927	(21) (2.3)%

For the three months ended March 31, 2016, net revenues, which include excise taxes billed to customers, decreased by \$79 million. Excluding excise taxes, net revenues decreased by \$88 million due to:

- unfavorable currency (\$155 million) and
- unfavorable volume/mix (\$6 million), partly offset by

price increases (\$73 million).

The net revenues of the European Union segment include \$335 million in 2016 and \$352 million in 2015 related to sales of OTP. Excluding excise taxes, OTP net revenues for the European Union segment were \$119 million in 2016 and \$124 million in 2015.

Operating companies income decreased by \$21 million during the three months ended March 31, 2016. This decrease was due primarily to:

unfavorable currency (\$54 million),

- 48-

Table of Contents

higher marketing, administration and research costs (\$42 million, reflecting the timing of the marketing support behind our cigarette brand portfolio, notably Marlboro in Germany; investments behind the commercialization of RRP; and the implementation of the EU Tobacco Products Directive) and unfavorable volume/mix (\$12 million), partially offset by price increases (\$73 million) and lower manufacturing costs (\$16 million).

European Union - Industry Volume

The estimated total cigarette market in the European Union of 114.9 billion units increased by 0.6%, primarily reflecting improved macroeconomics, a lower prevalence of illicit trade and e-vapor products and, in certain geographies, the estimated favorable impact of immigration. The net impact of inventory movements in the quarter was immaterial.

The estimated total OTP market in the European Union of 38.4 billion cigarette equivalent units increased by 1.4%, reflecting a larger total fine cut market, up by 1.2% to 33.5 billion cigarette equivalent units.

European Union - PMI Shipment Volume and Market Share

Cigarette shipment volume and market share performance by brand are shown in the tables below:

European Union Cigarette Shipment
Volume by Brand (Million Units)

	First-Quarter			
	2016	2015	Change	
Marlboro	22,700	21,904	3.6	%
L&M	8,188	7,833	4.5	%
Chesterfield	7,148	6,506	9.9	%
Philip Morris	4,054	2,424	67.2	%
Others	3,903	6,143	(36.5))%
Total EU	45,993	44,810	2.6	%

European Union Cigarette Market
Shares by Brand

	First-Quarter			Change
	2016	2015	p.p.	
Marlboro	19.1 %	18.7 %	0.4	
L&M	7.0 %	6.8 %	0.2	
Chesterfield	6.0 %	5.8 %	0.2	
Philip Morris	3.3 %	3.1 %	0.2	
Others	3.3 %	3.7 %	(0.4))
Total EU	38.7 %	38.1 %	0.6	

Our cigarette shipment volume of 46.0 billion units increased by 2.6%, driven notably by France, Italy, Poland and Spain, partly offset by the United Kingdom, or by 2.1% excluding estimated favorable distributor inventory movements, mainly in Spain. Our cigarette market share increased by 0.6 points to 38.7%, with gains notably in France, Germany, Poland and Spain, partly offset by Italy and Portugal.

Our shipments of OTP of 5.6 billion cigarette equivalent units increased by 0.4%. Our total OTP market share decreased by 0.2 points to 14.1%.

- 49-

Table of Contents

European Union - Key Market Commentaries

In France, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

France Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	10.7	10.6	1.0	%
PMI Shipments (million units)	4,778	4,578	4.4	%
PMI Cigarette Market Share				
Marlboro	26.1	% 25.4	% 0.7	
Philip Morris	10.1	% 9.6	% 0.5	
Chesterfield	3.1	% 3.3	% (0.2))
Others	2.8	% 2.9	% (0.1))
Total	42.1	% 41.2	% 0.9	

The estimated total cigarette market increased by 1.0%. Excluding the favorable net impact of estimated trade inventory movements, the total market increased by 0.5%, partly reflecting a lower prevalence of illicit trade and e-vapor products. The increase in our cigarette shipment volume mainly reflected the higher total cigarette market and market share growth, driven by Marlboro, benefiting from the positive performance of Marlboro 25s, launched in March 2015, as well as the launch of Philip Morris 25s and 100s in January 2016. The estimated total industry fine cut category of 3.5 billion cigarette equivalent units increased by 5.4%. Our market share of the category increased by 0.3 points to 25.4%.

In Germany, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Germany Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	17.8	18.2	(1.7))%
PMI Shipments (million units)	6,767	6,745	0.3	%
PMI Cigarette Market Share				
Marlboro	22.9	% 21.8	% 1.1	
L&M	11.8	% 12.1	% (0.3))
Chesterfield	1.6	% 1.7	% (0.1))
Others	1.6	% 1.5	% 0.1	
Total	37.9	% 37.1	% 0.8	

The estimated total cigarette market decreased by 1.7%. Excluding the unfavorable net impact of estimated trade inventory movements, the total market was essentially flat, principally reflecting a lower prevalence of illicit trade. The increase in our cigarette shipment volume mainly reflected higher market share, driven by Marlboro, principally

reflecting the positive impact of the new Architecture 2.0 and marketing support, partly offset by L&M resulting from its moving off the round €5.00/pack price point in mid-2015. The estimated total industry fine cut category of 9.5 billion cigarette equivalent units decreased by 0.1%. Our market share of the category increased by 0.2 points to 12.7%.

- 50-

Table of Contents

In Italy, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Italy Key Market Data First-Quarter				
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	17.1	16.5	3.9	%
PMI Shipments (million units)	9,846	9,650	2.0	%
PMI Cigarette Market Share				
Marlboro	24.4 %	24.8 %	(0.4)
Chesterfield	11.6 %	10.5 %	1.1	
Philip Morris	9.0 %	9.6 %	(0.6)
Others	8.5 %	9.2 %	(0.7)
Total	53.5 %	54.1 %	(0.6)

The estimated total cigarette industry increased by 3.9%. Excluding the unfavorable net impact of estimated trade inventory movements, the total market increased by 4.6%, partly reflecting a lower prevalence of illicit trade and e-vapor products, as well as the estimated favorable impact of immigration. Although our cigarette shipments increased by 2.0%, market share decreased, due notably to Marlboro, largely reflecting its price increase in the first quarter of 2015 to €5.20 per pack from its round retail price point of €5.00 per pack, and low-price Philip Morris, impacted by the growth of the super-low price segment, partly offset by super-low price Chesterfield. The estimated total industry fine cut category of 1.5 billion cigarette equivalent units increased by 5.2%. Our market share of the category decreased by 1.9 points to 39.6%.

In Poland, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Poland Key Market Data First-Quarter				
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	10.1	9.8	3.1	%
PMI Shipments (million units)	4,145	3,757	10.4	%
PMI Cigarette Market Share				
Marlboro	11.2 %	10.6 %	0.6	
L&M	18.5 %	17.6 %	0.9	
Chesterfield	8.6 %	8.0 %	0.6	
Others	2.9 %	2.3 %	0.6	
Total	41.2 %	38.5 %	2.7	

The estimated total cigarette market increased by 3.1%, or by 5.6% excluding the unfavorable net impact of estimated trade inventory movements, driven primarily by a lower prevalence of e-vapor products and non-duty paid products. The increase in our cigarette shipment volume reflected the higher total market and higher market share, driven by Marlboro, reflecting the positive impact of the new Architecture 2.0, L&M, reflecting the positive impact of brand support, and Chesterfield, benefiting from its 100s and super-slims variants. The estimated total industry fine cut

category of 1.1 billion cigarette equivalent units increased by 3.8%. Our market share of the category decreased by 8.2 points to 25.4%, mainly due to increased price competition at the bottom of the market.

- 51 -

Table of Contents

In Spain, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Spain Key Market Data First-Quarter				
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	10.3	10.5	(1.3)%
PMI Shipments (million units)	4,022	3,567	12.7	%
PMI Cigarette Market Share				
Marlboro	17.7	% 16.1	% 1.6	
Chesterfield	9.0	% 9.4	% (0.4)
L&M	5.6	% 6.0	% (0.4)
Others	1.9	% 1.2	% 0.7	
Total	34.2	% 32.7	% 1.5	

The estimated total cigarette market decreased by 1.3%, mainly due to unfavorable estimated trade inventory movements. Excluding these inventory movements, the estimated total cigarette market declined by 0.5%. Excluding the net impact of favorable inventory movements, our cigarette shipment volume increased by 3.1%, driven by higher market share reflecting the strong performance of Marlboro, benefiting from a round price point in the vending channel, the new Architecture 2.0, and an improving economy. The estimated total industry fine cut category of 2.1 billion cigarette equivalent units decreased by 3.9%. Our market share of the fine cut category decreased by 1.3 points to 13.1%.

Eastern Europe, Middle East & Africa:

Eastern Europe, Middle East & Africa (in millions)	For the Three Months Ended March 31,			Variance	€%
	2016	2015			
Net revenues	\$3,997	\$4,147	\$(150)	(3.6)%
Excise taxes on products	2,395	2,363	32	1.4	%
Net revenues, excluding excise taxes on products	1,602	1,784	(182)	(10.2)	%
Operating companies income	633	866	(233)	(26.9)	%

For the three months ended March 31, 2016, net revenues, which include excise taxes billed to customers, decreased by \$150 million. Excluding excise taxes, net revenues decreased by \$182 million due to:

- unfavorable currency (\$203 million) and
- unfavorable volume/mix (\$90 million), partly offset by
- price increases (\$111 million).

Operating companies income decreased by \$233 million during the three months ended March 31, 2016. This decrease was due primarily to:

- unfavorable currency (\$177 million),

• unfavorable volume/mix (\$106 million) and
• higher marketing, administration and research costs (\$58 million, reflecting the timing of marketing and sales
• investments, including those behind the commercialization of iQOS), partly offset by
• price increases (\$111 million).

- 52-

Table of Contents

Eastern Europe, Middle East & Africa - PMI Cigarette Shipment Volume

Despite a difficult comparison with the first quarter of 2015 in which our cigarette shipment volume grew by 4.2%, excluding acquisitions, our cigarette shipment volume of 63.1 billion units in the quarter increased by 0.8%, or by 0.4% excluding the favorable net impact of estimated inventory movements, mainly reflecting growth in Egypt and Tunisia in North Africa, Turkey and Ukraine, partly offset by Algeria and Russia.

Our cigarette shipment volume of premium brands decreased by 2.7%, mainly due to: Marlboro, down by 8.7% to 17.5 billion units, mainly due to North Africa, partly offset by Saudi Arabia and Turkey, partly offset by Parliament, up by 0.7% to 7.3 billion units, primarily driven by Turkey. Our cigarette shipment volume of L&M increased by 8.6% to 12.9 billion units, mainly driven by North Africa, principally Egypt, and Ukraine, partly offset by Russia and Saudi Arabia.

Eastern Europe, Middle East & Africa - Key Market Commentaries

In North Africa (defined as Algeria, Egypt, Libya, Morocco and Tunisia), estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

North Africa Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	34.0	32.4	5.1	%
PMI Shipments (million units)	10,230	9,202	11.2	%
PMI Cigarette Market Share				
Marlboro	7.4	% 14.8	% (7.4)
L&M	14.3	% 10.8	% 3.5	
Others	3.0	% 2.0	% 1.0	
Total	24.7	% 27.6	% (2.9)

The estimated total market increased by 5.1%, principally due to Egypt. Excluding net favorable distributor inventory movements, mainly in Morocco and Tunisia, our cigarette shipment volume decreased by 5.7%. Our market share decreased, mainly due to Marlboro in Algeria, Egypt and Libya, partly offset by L&M in Egypt and Next in "Others" in Morocco.

Table of Contents

In Russia, estimated industry size, our cigarette shipment volume and February quarter-to-date market share performance, as measured by Nielsen, are shown in the table below.

Russia Key Market Data First-Quarter				
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	57.8	61.5	(6.0))%
PMI Shipments (million units)	17,809	19,008	(6.3))%
PMI Cigarette Market Share				
Marlboro	1.4	% 1.4	% —	
Parliament	3.9	% 4.0	% (0.1))
Bond Street	8.4	% 8.0	% 0.4	
Others	14.1	% 14.6	% (0.5))
Total	27.8	% 28.0	% (0.2))

The estimated total cigarette market decreased by 6.0%, mainly due to the impact of excise tax-driven retail price increases. Excluding the unfavorable net impact of estimated distributor inventory movements, our cigarette shipment volume declined by 4.8%, mainly reflecting the lower total market, and lower market share due to a decline of mid-price L&M and Chesterfield, partly offset by super-low Next/Dubliss in "Others."

In Turkey, estimated industry size, our cigarette shipment volume and February quarter-to-date market share performance, as measured by Nielsen, are shown in the table below.

Turkey Key Market Data First-Quarter				
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	22.3	20.0	11.7	%
PMI Shipments (million units)	10,345	9,271	11.6	%
PMI Cigarette Market Share				
Marlboro	10.0	% 8.9	% 1.1	
Parliament	11.5	% 11.5	% —	
Lark	7.8	% 7.3	% 0.5	
Others	14.6	% 15.6	% (1.0))
Total	43.9	% 43.3	% 0.6	

The estimated total cigarette market increased by 11.7%, mainly due to a lower prevalence of illicit trade, as well as the estimated favorable impact of immigration. The increase in our cigarette shipment volume was mainly driven by a higher total market and market share, led by Marlboro, partly offset by L&M and Chesterfield in "Others" reflecting the impact of competitive price repositioning.

In Ukraine, estimated industry size, our cigarette shipment volume and February quarter-to-date market share performance, as measured by Nielsen, are shown in the table below.

Table of Contents

Ukraine Key Market Data First-Quarter				
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	17.3	14.8	17.3	%
PMI Shipments (million units)	5,647	4,608	22.5	%
PMI Cigarette Market Share				
Marlboro	3.2	% 4.7	% (1.5)
Parliament	2.7	% 3.1	% (0.4)
Bond Street	10.2	% 8.0	% 2.2	
Others	13.5	% 16.2	% (2.7)
Total	29.6	% 32.0	% (2.4)

The estimated total market increased by 17.3%, or by 12.5% excluding the favorable net impact of estimated trade inventory movements, mainly driven by a lower prevalence of illicit trade. The increase in our cigarette shipment volume reflected the higher total cigarette market. The decrease in our market share, as measured by Nielsen, was primarily due to Marlboro, reflecting the impact of widened price gaps, and Chesterfield and President in "Others," mainly resulting from competitive price pressure in the low price segment, partially offset by low price Bond Street, and L&M in "Others."

Asia:

Asia (in millions)	For the Three Months Ended March 31,			Variance
	2016	2015		
Net revenues	\$4,689	\$4,764	\$(75)	(1.6)%
Excise taxes on products	2,721	2,609	112	4.3%
Net revenues, excluding excise taxes on products	1,968	2,155	(187)	(8.7)%
Operating companies income	778	934	(156)	(16.7)%

For the three months ended March 31, 2016, net revenues, which include excise taxes billed to customers, decreased by \$75 million. Excluding excise taxes, net revenues decreased by \$187 million due to:

- unfavorable currency (\$150 million) and
- unfavorable volume/mix (\$46 million), partly offset by
- price increases (\$9 million).

Operating companies income decreased by \$156 million during the three months ended March 31, 2016. This decrease was due primarily to:

- unfavorable volume/mix (\$88 million),
- unfavorable currency (\$63 million) and
- higher marketing, administration and research costs (\$27 million, mainly in Indonesia, notably related to cigarette brand support, and Japan, primarily related to the commercialization of iQOS), partly offset by

lower manufacturing costs (\$14 million) and
price increases (\$9 million).

- 55-

Table of Contents

Asia - PMI Cigarette Shipment Volume

Our cigarette shipment volume of 65.2 billion units decreased by 7.0%, mainly due to Indonesia, Pakistan and the Philippines, partly offset by Korea. Net inventory movements in the quarter were immaterial.

Cigarette shipment volume of Marlboro of 18.9 billion units increased by 5.1%, predominantly driven by Korea and the Philippines, partly offset by Indonesia and Vietnam. Cigarette shipment volume of Parliament of 2.4 billion units increased by 28.5%, driven by Korea. Cigarette shipment volume of Lark of 4.3 billion units decreased by 5.6%, mainly due to Japan.

Asia - Key Market Commentaries

In Indonesia, estimated industry size, our cigarette shipment volume, market share and segmentation performance are shown in the table below.

Indonesia Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	73.7	78.3	(5.9)%
PMI Shipments (million units)	25,142	27,684	(9.2)%
PMI Cigarette Market Share				
Sampoerna A	14.6	% 14.9	% (0.3)
Dji Sam Soe	6.8	% 7.0	% (0.2)
U Mild	4.3	% 5.0	% (0.7)
Others	8.4	% 8.5	% (0.1)
Total	34.1	% 35.4	% (1.3)

Indonesia Segmentation Data				
Segment % of Total Market	First-Quarter		Change	
	2016	2015		p.p.
Hand-Rolled Kretek (SKT)	18.3 %	19.2 %	(0.9)
Machine-Made Kretek (SKM)	75.6 %	74.6 %	1.0	
Whites (SPM)	6.1 %	6.2 %	(0.1)
Total	100.0%	100.0%	—	

PMI % Share of Segment

Hand-Rolled Kretek (SKT)	39.8	% 37.7	% 2.1	
Machine-Made Kretek (SKM)	28.9	% 30.9	% (2.0)
Whites (SPM)	81.4	% 81.2	% 0.2	

The estimated total cigarette market decreased by 5.9%, mainly due to a soft economy and the impact of price increases, as well as an unfavorable comparison with the first quarter of 2015 in which the estimated total cigarette market increased by 6.0%. The decrease in our cigarette shipments was principally due to the lower estimated total

cigarette market and lower market share, mainly reflecting the soft performance of our SKM portfolio due to competitors' discounted product offerings, partly offset by share gains in the SKT segment.

- 56-

Table of Contents

In Japan, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

	Japan Key Market Data First-Quarter			
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	43.5	42.5	2.3	%
PMI Shipments (million units)	11,551	11,846	(2.5)%
PMI Cigarette Market Share				
Marlboro	10.6	% 11.5	% (0.9)
Parliament	2.4	% 2.3	% 0.1	
Lark	9.3	% 9.9	% (0.6)
Others	1.7	% 1.9	% (0.2)
Total	24.0	% 25.6	% (1.6)

The estimated total cigarette market increased by 2.3%, driven by estimated retail trade inventory movements and adult smoker purchases ahead of the April 2016 price increase of certain brands of our key competitor. Excluding these favorable inventory movements, the estimated total cigarette market was essentially flat, reflecting a favorable comparison with the first quarter of 2015. The decrease in our cigarette shipments in the quarter was due to lower cigarette market share. This decline in our cigarette market share reflected the unfavorable impact of the inventory movements mentioned above, as well as competitors' differentiated menthol taste product offerings.

Following the September 2015 roll-out of iQOS into a geographic expansion area representing approximately 60% of the adult smoker population at year-end 2015, Marlboro HeatSticks offtake share reached 1.8% in the first quarter of 2016, which equates to a first-quarter estimated national market share of approximately 0.8%. Offtake share represents select C-Store sales volume for HeatSticks as a percentage of the total estimated retail sales volume for cigarettes and HeatSticks. This iQOS volume is not included in the PMI cigarette market share or shipment data shown in the table above.

In Korea, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

	Korea Key Market Data First-Quarter			
	2016	2015	Change % / p.p.	
Total Cigarette Market (billion units)	17.0	12.1	40.9	%
PMI Shipments (million units)	3,543	2,458	44.2	%
PMI Cigarette Market Share				
Marlboro	9.4	% 9.5	% (0.1)
Parliament	7.5	% 6.9	% 0.6	
Virginia S.	3.4	% 3.9	% (0.5)
Others	0.6	% 0.6	% —	
Total	20.9	% 20.9	% —	

The estimated total cigarette market increased by 40.9%, mainly driven by a favorable comparison with the first quarter of 2015 that was negatively impacted by the disruptive excise tax increase of 120% and related price increases, as well as the reversal of estimated trade inventory built up in the fourth quarter of 2014 in anticipation of the tax increase. Excluding the impact of these

- 57-

Table of Contents

estimated inventory movements, the total cigarette market increased by approximately 14.4%. The increase in our cigarette shipment volume mainly reflected these same dynamics.

In the Philippines, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Philippines Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	19.7	22.0	(10.8)%
PMI Shipments (million units)	14,474	15,904	(9.0)%
PMI Cigarette Market Share				
Marlboro	27.5	% 18.7	% 8.8	
Fortune	25.0	% 27.8	% (2.8)
Jackpot	9.0	% 14.2	% (5.2)
Others	12.1	% 11.5	% 0.6	
Total	73.6	% 72.2	% 1.4	

The estimated total cigarette market decreased by 10.8%, mainly due to the impact of price increases, notably in the fourth quarter of 2015 ahead of the January 2016 excise tax increase. The decline in our cigarette shipment volume reflected the impact of these price increases, particularly on our low and super-low price brands, Fortune and Jackpot. The increase in our cigarette market share in the quarter was driven by Marlboro, benefiting from its narrowed price gap with lower-priced brands.

Latin America & Canada:

For the Three				
Months Ended				
March 31,				
(in millions)	2016	2015	Variance%	
Net revenues	\$1,959	\$2,219	\$(260)	(11.7)%
Excise taxes on products	1,309	1,493	(184)	(12.3)%
Net revenues, excluding excise taxes on products	650	726	(76)	(10.5)%
Operating companies income	229	230	(1)	(0.4)%

For the three months ended March 31, 2016, net revenues, which include excise taxes billed to customers, decreased by \$260 million. Excluding excise taxes, net revenues decreased by \$76 million due to:

- unfavorable currency (\$183 million), partly offset by
- price increases (\$79 million) and
- favorable volume/mix (\$28 million).

Operating companies income was essentially flat during the three months ended March 31, 2016 as:

- unfavorable currency (\$89 million) and

higher manufacturing costs (\$13 million), were offset by
price increases (\$79 million) and
favorable volume/mix (\$23 million).

- 58-

Table of Contents

Latin America & Canada - PMI Cigarette Shipment Volume and Market Share

Our cigarette shipment volume of 21.7 billion units increased by 2.4%, mainly driven by Mexico, partly offset by Argentina.

Shipment volume of Marlboro of 8.9 billion units increased by 8.5% and its Regional market share increased by 1.2 points to an estimated 15.9%, primarily driven by Brazil, up by 0.4 points to 10.0%, Colombia, up by 0.4 points to 9.2%, and Mexico, up by 3.2 points to 48.6%, partly offset by Argentina, down by 0.6 points to 24.1%. Shipment volume of Philip Morris of 4.6 billion units decreased by 3.8%, mainly due to Argentina.

Latin America & Canada - Key Market Commentaries

In Argentina, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Argentina Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	9.7	10.3	(5.5)%
PMI Shipments (million units)	7,526	8,123	(7.4)%
PMI Cigarette Market Share				
Marlboro	24.1	% 24.7	% (0.6)
Parliament	2.0	% 2.2	% (0.2)
Philip Morris	44.8	% 44.7	% 0.1	
Others	6.5	% 7.3	% (0.8)
Total	77.4	% 78.9	% (1.5)

The estimated total cigarette market decreased by 5.5%, or by 4.3% excluding the unfavorable net impact of trade inventory movements, mainly due to a soft economic environment and the impact of price increases. The decrease in our shipment volume reflected the impact of the same dynamics as for the total market. Our lower cigarette market share primarily reflected the growth in competitors' super-low priced products that was fueled by in-switching from illicit trade. Our share of the growing capsule segment, up by 2.2 points to represent 18.0% of the total market, increased by 1.3 points to 73.7%.

In Canada, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

Canada Key Market Data				
First-Quarter				
	2016	2015	Change	
			% / p.p.	
Total Cigarette Market (billion units)	5.5	5.5	(0.4)%
PMI Shipments (million units)	2,184	2,053	6.4	%
PMI Cigarette Market Share				
Belmont	3.8	% 3.1	% 0.7	

Edgar Filing: Philip Morris International Inc. - Form 10-Q

Canadian Classics	10.9	%	10.5	%	0.4
Next	11.8	%	10.5	%	1.3
Others	13.4	%	13.3	%	0.1
Total	39.9	%	37.4	%	2.5

- 59-

Table of Contents

The estimated total cigarette market decreased by 0.4%, or increased by 6.0% excluding the unfavorable impact of estimated competitors' trade inventory movements, mainly driven by improved consumer spending. The increase in our cigarette shipment volume was principally driven by higher cigarette market share, largely benefiting from the aforementioned inventory movements.

In Mexico, estimated industry size, our cigarette shipment volume and market share performance are shown in the table below.

	Mexico Key Market Data			
	First-Quarter			Change
	2016	2015	% / p.p.	
Total Cigarette Market (billion units)	8.7	7.5	15.2	%
PMI Shipments (million units)	5,982	4,995	19.7	%
PMI Cigarette Market Share				
Marlboro	48.6	% 45.4	% 3.2	
Delicados	10.1	% 10.9	% (0.8))
Benson & Hedges	4.3	% 4.6	% (0.3))
Others	6.0	% 5.4	% 0.6	
Total	69.0	% 66.3	% 2.7	

The estimated total cigarette market increased by 15.2%, or by 3.2% excluding the favorable net impact of estimated trade inventory movements related to the timing of price increases, primarily reflecting improved market conditions and a lower prevalence of illicit trade. The increase in our cigarette shipment volume and market share benefited from the same dynamics as for the total cigarette market.

Financial Review

Net Cash Provided by (Used in) Operating Activities

During the first quarter of 2016, net cash provided by operating activities was \$462 million, compared with net cash used of \$375 million during the first quarter of 2015. The change was due primarily to favorable currency movements of \$751 million, lower cash payments related to asset impairment and exit costs, and lower working capital requirements, partially offset by higher pension plan contributions.

Excluding currency, the favorable movements in working capital were due primarily to the following:

- less cash used for accrued liabilities and other current assets, primarily due to the timing of payments for excise taxes; mostly offset by
- less cash provided by inventories, primarily due to stock movements related to tax-driven price increases.

Net Cash Provided by (Used in) Investing Activities

During the first quarter of 2016, net cash used in investing activities was \$419 million, compared with net cash provided of \$68 million during first quarter of 2015. This change was due principally to cash collateral movements, primarily from derivatives designated as net investment hedges.

Our capital expenditures were \$226 million and \$203 million during the three months ended March 31, 2016 and 2015, respectively. The 2016 expenditures were primarily related to investments in RRP's, productivity-enhancing programs, and equipment for new products.

Net Cash Provided by (Used in) Financing Activities

During the first quarter of 2016, net cash used in financing activities was \$593 million, compared with net cash provided of \$525 million during the first quarter of 2015. The change was due primarily to lower cash proceeds from short-term borrowing activity (primarily movement of commercial paper), partially offset by higher proceeds from long-term debt (primarily the \$2.0 billion proceeds in the first three months of 2016 from our U.S. dollar debt issuances.)

- 60-

Table of Contents

Dividends paid in the first quarter of 2016 and 2015 were \$1,585 million and \$1,555 million, respectively. The increase primarily reflects a higher dividend rate in 2016.

Debt and Liquidity

We define cash and cash equivalents as short-term, highly liquid investments, readily convertible to known amounts of cash that mature within a maximum of three months and have an insignificant risk of change in value due to interest rate or credit risk changes. As a policy, we do not hold any investments in structured or equity-linked products. Our cash and cash equivalents are predominantly held in short-term bank deposits with institutions that have investment-grade long-term credit rating.

Credit Ratings – The cost and terms of our financing arrangements as well as our access to commercial paper markets may be affected by applicable credit ratings. On March 21, 2016, Standard & Poor's affirmed our long-term credit rating at "A" and short-term at "A-1," but revised our outlook to "Negative" from "Stable." On July 10, 2015, Fitch affirmed our long-term credit rating at "A" and short-term at "F1," but revised our outlook to "Negative" from "Stable." We do not expect the Standard & Poor's and Fitch negative outlooks to impact our borrowing costs. On August 19, 2015, Moody's affirmed our long-term credit rating at "A2" and short-term at "P-1," as well as our "Stable" outlook. At March 31, 2016, our credit ratings and outlook by major credit rating agencies were as follows:

	Short-term	Long-term	Outlook
Moody's	P-1	A2	Stable
Standard & Poor's	A-1	A	Negative
Fitch	F1	A	Negative

Credit Facilities – On January 27, 2016, we entered into an agreement to amend and extend our existing \$2.0 billion 364-day revolving credit facility from February 9, 2016 to February 7, 2017. On January 27, 2016, we also entered into an agreement to extend the term of our existing \$2.5 billion multi-year revolving credit facility from February 28, 2020 to February 28, 2021.

At March 31, 2016, our committed credit facilities and commercial paper outstanding were as follows:

(in billions)

Type	Committed Credit Facilities	Commercial Paper
364-day revolving credit, expiring February 7, 2017	\$ 2.0	
Multi-year revolving credit, expiring February 28, 2021	2.5	
Multi-year revolving credit, expiring October 1, 2020	3.5	
Total facilities	\$ 8.0	

Commercial paper outstanding

\$ —

At March 31, 2016, there were no borrowings under the committed credit facilities, and the entire committed amounts were available for borrowing.

All banks participating in our committed credit facilities have an investment-grade long-term credit rating from the credit rating agencies. We continuously monitor the credit quality of our banking group, and at this time we are not aware of any potential non-performing credit provider.

Each of these facilities requires us to maintain a ratio of consolidated earnings before interest, taxes, depreciation and amortization ("consolidated EBITDA") to consolidated interest expense of not less than 3.5 to 1.0 on a rolling four-quarter basis. At March 31, 2016, our ratio calculated in accordance with the agreements was 10.2 to 1.0. These facilities do not include any credit rating triggers, material adverse change clauses or any provisions that could require us to post collateral. We expect to continue to meet our covenants. The terms "consolidated EBITDA" and "consolidated

interest expense,” both of which include certain adjustments, are defined in the facility agreements previously filed with the U.S. Securities and Exchange Commission.

In addition to the committed credit facilities discussed above, certain of our subsidiaries maintain short-term credit arrangements to meet their respective working capital needs. These credit arrangements, which amounted to approximately \$2.6 billion at

- 61-

Table of Contents

March 31, 2016 and \$2.9 billion at December 31, 2015, are for the sole use of our subsidiaries. Borrowings under these arrangements amounted to \$673 million at March 31, 2016, and \$825 million at December 31, 2015.

Commercial Paper Program – We have commercial paper programs in place in the U.S. and in Europe. Our commercial paper programs in place in the U.S. and in Europe currently have an aggregate issuance capacity of \$8.0 billion.

At March 31, 2016 and December 31, 2015, we had no commercial paper outstanding.

We expect that the existence of the commercial paper program and the committed credit facilities, coupled with our operating cash flows, will enable us to meet our liquidity requirements.

Sale of Accounts Receivable – To mitigate credit risk and enhance cash and liquidity management we sell trade receivables to unaffiliated financial institutions. These arrangements allow us to sell, on an ongoing basis, certain trade receivables without recourse. The trade receivables sold are generally short-term in nature and are removed from the condensed consolidated balance sheets. We sell trade receivables under two types of arrangements, servicing and nonservicing.

PMI's operating cash flows were positively impacted by the amount of the trade receivables sold and derecognized from the condensed consolidated balance sheets, which remained outstanding with the unaffiliated financial institutions. The trade receivables sold that remained outstanding under these arrangements as of March 31, 2016, and March 31, 2015 were \$589 million and \$108 million, respectively. The net proceeds received are included in cash provided by operating activities in the condensed consolidated statements of cash flows.

For further details, see Note 17. Sale of Accounts Receivable to our condensed consolidated financial statements.

Debt – Our total debt was \$29.8 billion at March 31, 2016 and \$28.5 billion at December 31, 2015.

On February 21, 2014, we filed a shelf registration statement with the U.S. Securities and Exchange Commission, under which we may from time to time sell debt securities and/or warrants to purchase debt securities over a three-year period.

Our debt issuances in the first three months of 2016 were as follows:

(in millions)

Type	Face Value	Interest Rate	Issuance	Maturity
U.S. dollar notes ^(a)	\$500	1.375%	February 2016	February 2019
U.S. dollar notes ^(a)	\$750	1.875%	February 2016	February 2021
U.S. dollar notes ^(a)	\$750	2.750%	February 2016	February 2026

^(a) Interest on these notes is payable semi-annually in arrears beginning in August 2016.

The net proceeds from the sale of the securities listed in the table above will be used for general corporate purposes.

Guarantees – At March 31, 2016, we were contingently liable for \$0.7 billion of guarantees of our own performance, which were primarily related to excise taxes on the shipment of our products. There is no liability in the condensed consolidated financial statements associated with these guarantees. At March 31, 2016, our third-party guarantees were insignificant.

Equity and Dividends

In May 2012, our stockholders approved the Philip Morris International Inc. 2012 Performance Incentive Plan (the “2012 Plan”). Under the 2012 Plan, we may grant to eligible employees restricted stock, restricted stock units and deferred stock units (collectively referred to as restricted share units), performance-based cash incentive awards and performance-based equity awards. Up to 30 million shares of our common stock may be issued under the 2012 Plan. At March 31, 2016, shares available for grant under the 2012 Plan were 21,608,980.

- 62-

Table of Contents

As discussed in Note 3. Stock Plans to our condensed consolidated financial statements, during the three months ended March 31, 2016, we granted 1.2 million shares of restricted share units ("RSU") awards to eligible employees at a weighted-average grant date fair value of \$89.02 per share. During the same period, we also granted 0.4 million shares of performance share units ("PSU") awards to certain executives.

On August 1, 2012, we began repurchasing shares under a three-year \$18.0 billion share repurchase program that was authorized by our Board of Directors in June 2012. From August 1, 2012 through December 31, 2014, we repurchased 144.6 million shares of our common stock at a cost of \$12.7 billion under this repurchase program. Our authorized three-year share repurchase program of \$18 billion expired in August 2015. During 2015, we did not repurchase any shares under this program. On February 4, 2016, we announced that we do not plan any share repurchases in 2016. Dividends paid in the first three months of 2016 were \$1.6 billion. During the third quarter of 2015, our Board of Directors approved a 2.0% increase in the quarterly dividend to \$1.02 per common share. As a result, the present annualized dividend rate is \$4.08 per common share.

Market Risk

Counterparty Risk - We predominantly work with financial institutions with strong short- and long-term credit ratings as assigned by Standard & Poor's and Moody's. These banks are also part of a defined group of relationship banks. Non-investment grade institutions are only used in certain emerging markets to the extent required by local business needs. We have a conservative approach when it comes to choosing financial counterparties and financial instruments. As such we do not invest or hold investments in any structured or equity-linked products. The majority of our cash and cash equivalents is currently invested in bank deposits maturing within less than 30 days.

We continuously monitor and assess the credit worthiness of all our counterparties.

Derivative Financial Instruments - We operate in markets outside of the United States of America, with manufacturing and sales facilities in various locations throughout the world. Consequently, we use certain financial instruments to manage our foreign currency and interest rate exposure. We use derivative financial instruments principally to reduce our exposure to market risks resulting from fluctuations in foreign exchange rates by creating offsetting exposures. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes.

See Note 6. Financial Instruments, Note 12. Fair Value Measurements, and Note 14. Balance Sheet Offsetting to our condensed consolidated financial statements for further details on our derivative financial instruments and the related collateral arrangements.

Contingencies

See Note 9. Contingencies to our condensed consolidated financial statements for a discussion of contingencies.

Cautionary Factors That May Affect Future Results

Forward-Looking and Cautionary Statements

We may from time to time make written or oral forward-looking statements, including statements contained in filings with the SEC, in reports to stockholders and in press releases and investor webcasts. You can identify these forward-looking statements by use of words such as "strategy," "expects," "continues," "plans," "anticipates," "believes," "will," "estimates," "intends," "projects," "goals," "targets" and other words of similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts.

We cannot guarantee that any forward-looking statement will be realized, although we believe we have been prudent in our plans and assumptions. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements and whether to invest in or remain invested in our securities. In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we are

identifying important factors that, individually or in the aggregate, could cause actual results and outcomes to differ materially from those contained in any forward-looking statements made by us; any such statement is

- 63-

Table of Contents

qualified by reference to the following cautionary statements. We elaborate on these and other risks we face throughout this document, particularly in the "Business Environment" section. You should understand that it is not possible to predict or identify all risk factors. Consequently, you should not consider the following to be a complete discussion of all potential risks or uncertainties. We do not undertake to update any forward-looking statement that we may make from time to time, except in the normal course of our public disclosure obligations.

Risks Related to Our Business and Industry

Consumption of tax-paid cigarettes continues to decline in many of our markets.

This decline is due to multiple factors, including increased taxes and pricing, governmental actions, the diminishing social acceptance of smoking, continuing economic and geopolitical uncertainty, and the continuing prevalence of illicit products. These factors and their potential consequences are discussed more fully below and in the "Business Environment" section.

Cigarettes are subject to substantial taxes. Significant increases in cigarette-related taxes have been proposed or enacted and are likely to continue to be proposed or enacted in numerous jurisdictions. These tax increases may disproportionately affect our profitability and make us less competitive versus certain of our competitors.

Tax regimes, including excise taxes, sales taxes and import duties, can disproportionately affect the retail price of cigarettes versus other tobacco products, or disproportionately affect the relative retail price of our cigarette brands versus cigarette brands manufactured by certain of our competitors. Because our portfolio is weighted toward the premium-price cigarette category, tax regimes based on sales price can place us at a competitive disadvantage in certain markets. As a result, our volume and profitability may be adversely affected in these markets.

Increases in cigarette taxes are expected to continue to have an adverse impact on our sales of cigarettes, due to resulting lower consumption levels, a shift in sales from manufactured cigarettes to other tobacco products and from the premium-price to the mid-price or low-price cigarette categories, where we may be under-represented, from local sales to legal cross-border purchases of lower price products, or to illicit products such as contraband, counterfeit and "illicit whites."

Our business faces significant governmental action aimed at increasing regulatory requirements with the goal of reducing or preventing the use of tobacco products.

Governmental actions, combined with the diminishing social acceptance of smoking and private actions to restrict smoking, have resulted in reduced industry volume in many of our markets, and we expect that such factors will continue to reduce consumption levels and will increase down-trading and the risk of counterfeiting, contraband, "illicit whites" and legal cross-border purchases. Significant regulatory developments will take place over the next few years in most of our markets, driven principally by the FCTC. The FCTC is the first international public health treaty on tobacco, and its objective is to establish a global agenda for tobacco regulation. The FCTC has led to increased efforts by tobacco control advocates and public health organizations to reduce the palatability and attractiveness of tobacco products to adult smokers. Regulatory initiatives that have been proposed, introduced or enacted include:

- restrictions on or licensing of outlets permitted to sell cigarettes;
- the levying of substantial and increasing tax and duty charges;
- restrictions or bans on advertising, marketing and sponsorship;
- the display of larger health warnings, graphic health warnings and other labeling requirements;
- restrictions on packaging design, including the use of colors, and plain packaging;
- restrictions on packaging and cigarette formats and dimensions;
- restrictions or bans on the display of tobacco product packaging at the point of sale and restrictions or bans on cigarette vending machines;
- requirements regarding testing, disclosure and performance standards for tar, nicotine, carbon monoxide and other smoke constituents;
- disclosure, restrictions, or bans of tobacco product ingredients;
- increased restrictions on smoking in public and work places and, in some instances, in private places and outdoors;
- restrictions on the sale of potentially reduced-risk tobacco products and other nicotine-containing products;

Table of Contents

elimination of duty free sales and duty free allowances for travelers; and
encouraging litigation against tobacco companies.

Our operating income could be significantly affected by regulatory initiatives resulting in a significant decrease in demand for our brands, in particular requirements that lead to a commoditization of tobacco products, as well as any significant increase in the cost of complying with new regulatory requirements.

Litigation related to tobacco use and exposure to environmental tobacco smoke could substantially reduce our profitability and could severely impair our liquidity.

There is litigation related to tobacco products pending in certain jurisdictions. Damages claimed in some tobacco-related litigation are significant and, in certain cases in Brazil, Canada and Nigeria, range into the billions of U.S. dollars. We anticipate that new cases will continue to be filed. The FCTC encourages litigation against tobacco product manufacturers. It is possible that our consolidated results of operations, cash flows or financial position could be materially affected in a particular fiscal quarter or fiscal year by an unfavorable outcome or settlement of certain pending litigation. Please see Note 9. Contingencies to our condensed consolidated financial statements for a discussion of pending litigation.

We face intense competition, and our failure to compete effectively could have a material adverse effect on our profitability and results of operations.

We compete primarily on the basis of product quality, brand recognition, brand loyalty, taste, innovation, packaging, service, marketing, advertising and price. We are subject to highly competitive conditions in all aspects of our business. The competitive environment and our competitive position can be significantly influenced by weak economic conditions, erosion of consumer confidence, competitors' introduction of lower-price products or innovative products, higher tobacco product taxes, higher absolute prices and larger gaps between retail price categories, and product regulation that diminishes the ability to differentiate tobacco products. Competitors include three large international tobacco companies and several regional and local tobacco companies and, in some instances, state-owned tobacco enterprises, principally in Algeria, the People's Republic of China, Egypt, Taiwan, Thailand and Vietnam. Industry consolidation and privatizations of state-owned enterprises have led to an overall increase in competitive pressures. Some competitors have different profit and volume objectives and some international competitors are susceptible to changes in different currency exchange rates.

Because we have operations in numerous countries, our results may be influenced by economic, regulatory and political developments, natural disasters or conflicts.

Some of the countries in which we operate face the threat of civil unrest and can be subject to regime changes. In others, nationalization, terrorism, conflict and the threat of war may have a significant impact on the business environment. Economic, political, regulatory or other developments or natural disasters could disrupt our supply chain, manufacturing capabilities or distribution capabilities. In addition, such developments could lead to loss of property or equipment that are critical to our business in certain markets and difficulty in staffing and managing our operations, which could reduce our volumes, revenues and net earnings.

There is an increasing number of conflicts, including in the Middle East and Ukraine. Political uncertainty, including potential effects from economic sanctions by the U.S. or other governments, could lead to significant disruptions to our business.

In certain markets, we are dependent on governmental approvals of various actions such as price changes, and failure to obtain such approvals could impair growth in our profitability.

In addition, despite our high ethical standards and rigorous control and compliance procedures aimed at preventing and detecting unlawful conduct, given the breadth and scope of our international operations, we may not be able to detect all potential improper or unlawful conduct by our employees and international partners.

We may be unable to anticipate changes in consumer preferences or to respond to consumer behavior influenced by economic downturns.

Our tobacco business is subject to changes in consumer preferences, which may be influenced by local economic conditions. To be successful, we must:

- promote brand equity successfully;
- anticipate and respond to new consumer trends;
- develop new products and markets and broaden brand portfolios;

- 65-

Table of Contents

improve productivity; and

be able to protect or enhance margins through price increases.

In periods of economic uncertainty, consumers may tend to purchase lower-price brands, and the volume of our premium-price and mid-price brands and our profitability could suffer accordingly. Such down-trading trends may be reinforced by regulation that limits branding, communication and product differentiation.

We lose revenues as a result of counterfeiting, contraband, cross-border purchases and non-tax-paid volume produced by local manufacturers.

Large quantities of counterfeit cigarettes are sold in the international market. We believe that Marlboro is the most heavily counterfeited international cigarette brand, although we cannot quantify the revenues we lose as a result of this activity. In addition, our revenues are reduced by contraband, legal cross-border purchases and non-tax-paid volume produced by local manufacturers.

From time to time, we are subject to governmental investigations on a range of matters.

Investigations include allegations of contraband shipments of cigarettes, allegations of unlawful pricing activities within certain markets, allegations of underpayment of customs duties and/or excise taxes, allegations of false and misleading usage of descriptors and allegations of unlawful advertising. We cannot predict the outcome of those investigations or whether additional investigations may be commenced, and it is possible that our business could be materially affected by an unfavorable outcome of pending or future investigations. See “Management's Discussion and Analysis of Financial Condition and Results of Operations-Operating Results by Business Segment-Business Environment-Governmental Investigations” for a description of certain governmental investigations to which we are subject.

We may be unsuccessful in our attempts to introduce Reduced-Risk Products, and regulators may not permit reduced exposure or risk claims or the commercialization of these products.

We continue to seek ways to develop commercially viable new product technologies with the potential to reduce exposure to harmful constituents in smoke and individual risk and population harm, all in comparison to smoking cigarettes. Our goal is to develop and commercialize products whose potential to reduce exposure to harmful and potentially harmful constituents, individual risk and population harm can be substantiated by rigorous scientific studies and that provide adult smokers the taste, sensory experience, nicotine delivery profile and ritual characteristics that are similar to those currently provided by cigarettes. We may not succeed in these efforts. If we do not succeed, but others do, we may be at a competitive disadvantage. Furthermore, we cannot predict whether regulators will permit the marketing of tobacco products or other nicotine-containing products with claims of reduced exposure or risk as compared with smoking cigarettes. A prohibition on any such claims could significantly undermine the commercial viability of these products.

Our reported results could be adversely affected by unfavorable currency exchange rates, and currency devaluations could impair our competitiveness.

We conduct our business primarily in local currency and, for purposes of financial reporting, the local currency results are translated into U.S. dollars based on average exchange rates prevailing during a reporting period. During times of a strengthening U.S. dollar, our reported net revenues and operating income will be reduced because the local currency translates into fewer U.S. dollars. During periods of local economic crises, foreign currencies may be devalued significantly against the U.S. dollar, reducing our margins. Actions to recover margins may result in lower volume and a weaker competitive position.

The repatriation of our foreign earnings, changes in the earnings mix, and changes in U.S. tax laws may increase our effective tax rate. Our ability to receive payments from foreign subsidiaries or to repatriate royalties and dividends could be restricted by local country currency exchange controls.

Because we are a U.S. holding company, our most significant source of funds is distributions from our non-U.S. subsidiaries. Under current U.S. tax law, in general we do not pay U.S. taxes on our foreign earnings until they are repatriated to the U.S. as distributions from our non-U.S. subsidiaries. These distributions may result in a residual U.S.

tax cost. It may be advantageous to us in certain circumstances to significantly increase the amount of such distributions, which could result in a material increase in our overall effective tax rate. Additionally, the Obama Administration has indicated that it favors changes in U.S. tax law that would fundamentally change how our earnings are taxed in the U.S. If enacted and depending upon its precise terms, such legislation could increase our overall effective tax rate. Certain countries in which we operate have adopted or could institute currency exchange controls that limit or prohibit our local subsidiaries' ability to convert local currency into U.S. dollars or to make payments outside the country. This could subject us to the risks of local currency devaluation and business disruption.

- 66-

Table of Contents

Our ability to grow profitability may be limited by our inability to introduce new products, enter new markets or improve our margins through higher pricing and improvements in our brand and geographic mix. Our profit growth may suffer if we are unable to introduce new products or enter new markets successfully, to raise prices or to improve the proportion of our sales of higher margin products and in higher margin geographies.

We may be unable to expand our brand portfolio through successful acquisitions or the development of strategic business relationships.

One element of our growth strategy is to strengthen our brand portfolio and market positions through selective acquisitions and the development of strategic business relationships. Acquisition and strategic business development opportunities are limited and present risks of failing to achieve efficient and effective integration, strategic objectives and anticipated revenue improvements and cost savings. There is no assurance that we will be able to acquire attractive businesses on favorable terms, or that future acquisitions or strategic business developments will be accretive to earnings.

Government mandated prices, production control programs, shifts in crops driven by economic conditions and the impact of climate change may increase the cost or reduce the quality of the tobacco and other agricultural products used to manufacture our products.

As with other agricultural commodities, the price of tobacco leaf and cloves can be influenced by imbalances in supply and demand, and crop quality can be influenced by variations in weather patterns, including those caused by climate change. Tobacco production in certain countries is subject to a variety of controls, including government mandated prices and production control programs. Changes in the patterns of demand for agricultural products could cause farmers to plant less tobacco. Any significant change in tobacco leaf and clove prices, quality and quantity could affect our profitability and our business.

Our ability to implement our strategy of attracting and retaining the best global talent may be impaired by the decreasing social acceptance of cigarette smoking.

The tobacco industry competes for talent with consumer products and other companies that enjoy greater societal acceptance. As a result, we may be unable to attract and retain the best global talent.

The failure of our information systems to function as intended or their penetration by outside parties with the intent to corrupt them could result in business disruption, litigation and regulatory action, and loss of revenue, assets or personal or other sensitive data.

We use information systems to help manage business processes, collect and interpret business data and communicate internally and externally with employees, suppliers, customers and others. Some of these information systems are managed by third-party service providers. We have backup systems and business continuity plans in place, and we take care to protect our systems and data from unauthorized access. Nevertheless, failure of our systems to function as intended, or penetration of our systems by outside parties intent on extracting or corrupting information or otherwise disrupting business processes, could result in loss of revenue, assets or personal or other sensitive data, litigation and regulatory action, cause damage to our reputation and that of our brands and result in significant remediation and other costs to us.

We may be required to replace third-party contract manufacturers or service providers with our own resources.

In certain instances, we contract with third parties to manufacture some of our products or product parts or to provide other services. We may be unable to renew these agreements on satisfactory terms for numerous reasons, including government regulations. Accordingly, our costs may increase significantly if we must replace such third parties with our own resources.

Table of Contents

Item 4. Controls and Procedures.

PMI carried out an evaluation, with the participation of PMI's management, including PMI's Chief Executive Officer and Chief Financial Officer, of the effectiveness of PMI's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based upon that evaluation, PMI's Chief Executive Officer and Chief Financial Officer concluded that PMI's disclosure controls and procedures are effective. There have been no changes in PMI's internal control over financial reporting during the most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, PMI's internal control over financial reporting.

- 68-

Table of Contents

Part II - OTHER INFORMATION

Item 1. Legal Proceedings.

See Note 9. Contingencies of the Notes to the Condensed Consolidated Financial Statements included in Part I – Item 1 of this report for a discussion of legal proceedings pending against Philip Morris International Inc. and its subsidiaries.

Item 1A. Risk Factors.

Information regarding Risk Factors appears in “MD&A – Cautionary Factors That May Affect Future Results,” in Part I – Item 2 of this Form 10-Q and in Part I – Item 1A. Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2015. There have been no material changes to the risk factors disclosed in our Annual Report on Form 10-K.

- 69-

Table of Contents

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

Our share repurchase activity for each of the three months in the quarter ended March 31, 2016 was as follows:

Period	Total Number of Shares Repurchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs
January 1, 2016 – January 31, 2016 (1)	—	\$ —	—	\$ —
February 1, 2016 – February 29, 2016 (1)	—	\$ —	—	\$ —
March 1, 2016 – March 31, 2016 (1)	—	\$ —	—	\$ —
Pursuant to Publicly Announced Plans or Programs	—	\$ —		
January 1, 2016 – January 31, 2016 (3)	807	\$ 87.64		
February 1, 2016 – February 29, 2016 (3)	231,729	\$ 90.98		
March 1, 2016 – March 31, 2016 (3)	3,286	\$ 92.84		
For the Quarter Ended March 31, 2016	235,822	\$ 90.99		

(1) Our authorized three-year share repurchase program of \$18 billion expired in August 2015. During this reporting period, we did not have an authorized share repurchase program.

(2) Aggregate number of shares repurchased under the above-mentioned share repurchase program as of the end of the period presented.

(3) Shares repurchased represent shares tendered to us by employees who vested in deferred stock awards and used shares to pay all, or a portion of, the related taxes.

Table of Contents

Item 6. Exhibits.

3.1	Amended and Restated By-Laws of Philip Morris International Inc., effective as of September 16, 2015 (incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed September 18, 2015).
10.1	Amendment No. 2 to the Credit Agreement, effective February 9, 2016, among Philip Morris International Inc., the lenders named therein and Citibank Europe PLC, UK Branch, as administrative agent (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed January 28, 2016).
10.2	Form of Extension Agreement, effective February 28, 2016, among Philip Morris International Inc., each lender named therein, J.P. Morgan Europe Limited, as facility agent, and JPMorgan Chase Bank, N.A., as swingline agent (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed January 28, 2016).
10.3	Form of Restricted Stock Unit Agreement (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 9, 2016).
10.4	Form of Performance Share Unit Agreement (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed February 9, 2016).
12	Statement regarding computation of ratios of earnings to fixed charges.
31.1	Certification of the Registrant's Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Registrant's Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Registrant's Chief Executive Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Registrant's Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
101.DEF	XBRL Taxonomy Extension Definition Linkbase.
101.LAB	XBRL Taxonomy Extension Label Linkbase.

101.PRE XBRL Taxonomy Extension Presentation Linkbase.

- 71-

Table of Contents

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PHILIP MORRIS INTERNATIONAL INC.

/s/ JACEK OLCZAK

Jacek Olczak
Chief Financial Officer

April 26, 2016

- 72-