

Report of Management on Internal Control Over Financial Reporting

Management of Philip Morris International Inc. (“PMI”) is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. PMI’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those written policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of PMI;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America;
- provide reasonable assurance that receipts and expenditures of PMI are being made only in accordance with the authorization of management and directors of PMI; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the consolidated financial statements.

Internal control over financial reporting includes the controls themselves, monitoring and internal auditing practices and actions taken to correct deficiencies as identified.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of PMI’s internal control over financial reporting as of December 31, 2017. Management based this assessment on criteria for effective internal control over financial reporting described in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management’s assessment included an evaluation of the design of PMI’s internal control over financial reporting and testing of the operational effectiveness of its internal control over financial reporting. Management reviewed the results of its assessment with the Audit Committee of our Board of Directors.

Based on this assessment, management determined that, as of December 31, 2017, PMI maintained effective internal control over financial reporting.

PricewaterhouseCoopers SA, an independent registered public accounting firm, who audited and reported on the consolidated financial statements of PMI included in this report, has audited the effectiveness of PMI’s internal control over financial reporting as of December 31, 2017, as stated in their report herein.

February 13, 2018

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

None.

Item 9A. *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.

The Report of Management on Internal Control over Financial Reporting and the Report of Independent Registered Public Accounting Firm are included in Item 8.

Item 9B. *Other Information.*

None.

PART III

Except for the information relating to the executive officers set forth in Item 10 and the information relating to equity compensation plans set forth in Item 12, the information called for by Items 10-14 is hereby incorporated by reference to PMI's definitive proxy statement for use in connection with its annual meeting of stockholders to be held on May 9, 2018, that will be filed with the SEC on or about March 29, 2018 (the "proxy statement"), and, except as indicated therein, made a part hereof.

Item 10. *Directors, Executive Officers and Corporate Governance.*

Executive Officers as of February 9, 2018:

Name	Office	Age
André Calantzopoulos	Chief Executive Officer	60
Massimo Andolina	Senior Vice President, Operations	49
Drago Azinovic	President, Middle East & Africa Region and PMI Duty Free	55
Werner Barth	Senior Vice President, Commercial	53
Charles Bendotti	Senior Vice President, People and Culture	45
Patrick Brunel	Chief Information Officer	52
Frank de Rooij	Vice President, Treasury and Corporate Finance	52
Frederic de Wilde	President, European Union Region	50
Marc S. Firestone	President, External Affairs and General Counsel	58
Paul Janelle	Vice President, Corporate Planning and Business Development	52
Stacey Kennedy	President, South and Southeast Asia Region	45
Martin G. King	Chief Financial Officer	53
Andreas Kurali	Vice President and Controller	52
Marco Mariotti	President, Eastern Europe Region	53
Jacek Olczak	Chief Operating Officer	53
Jeanne Pollès	President, Latin America & Canada Region	52
Paul Riley	President, East Asia and Australia Region	52
Jaime Suarez	Chief Digital Officer	44
Jerry E. Whitson	Deputy General Counsel and Corporate Secretary	62
Mirosław Zielinski	President, Science and Innovation	56

All of the above-mentioned officers have been employed by us in various capacities during the past five years.

Codes of Conduct and Corporate Governance

We have adopted the Philip Morris International Code of Conduct, which complies with requirements set forth in Item 406 of Regulation S-K. This Code of Conduct applies to all of our employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. We have also adopted a code of business conduct and ethics that applies to the members of our Board of Directors. These documents are available free of charge on our website at www.pmi.com.

In addition, we have adopted corporate governance guidelines and charters for our Audit, Finance, Compensation and Leadership Development, Product Innovation and Regulatory Affairs and Nominating and Corporate Governance committees of the Board of Directors. All of these documents are available free of charge on our website at www.pmi.com. Any waiver granted by Philip Morris International Inc. to its principal executive officer, principal financial officer or controller or any person performing similar functions under the Code of Conduct, or certain amendments to the Code of Conduct, will be disclosed on our website at www.pmi.com.

The information on our website is not, and shall not be deemed to be, a part of this Report or incorporated into any other filings made with the SEC.

Also refer to *Board Operations and Governance - Committees of the Board*, *Election of Directors - Process for Nominating Directors* and *Election of Directors - Director Nominees* and *Section 16(a) Beneficial Ownership Reporting Compliance* sections of the proxy statement.

Item 11. *Executive Compensation.*

Refer to *Compensation Discussion and Analysis* and *Compensation of Directors* sections of the proxy statement.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

The number of shares to be issued upon exercise or vesting and the number of shares remaining available for future issuance under PMI's equity compensation plans at December 31, 2017, were as follows:

	Number of Securities to be Issued upon Exercise of Outstanding Options and Vesting of RSUs and PSUs (a)	Weighted Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding Securities reflected in column (a)) (c)
Equity compensation plans approved by stockholders	5,254,460 ⁽¹⁾	\$ —	25,991,850

⁽¹⁾ Represents 3,612,400 shares of common stock that may be issued upon vesting of the restricted share units and 1,642,060 shares that may be issued upon vesting of the performance share units if maximum performance targets are achieved for each performance cycle. PMI has not granted options since the spin-off from Altria on March 28, 2008.

Item 13. *Certain Relationships and Related Transactions, and Director Independence.*

Refer to *Related Person Transactions and Code of Conduct* and *Election of Directors - Independence of Nominees* sections of the proxy statement.

Item 14. *Principal Accounting Fees and Services.*

Refer to *Audit Committee Matters* section of the proxy statement.

PART IV

Item 15. *Exhibits and Financial Statement Schedules.*

(a) Index to Consolidated Financial Statements and Schedules

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Schedules have been omitted either because such schedules are not required or are not applicable.

(b) The following exhibits are filed as part of this Report:

- 2.1 — [Distribution Agreement between Altria Group, Inc. and Philip Morris International Inc. dated January 30, 2008 \(incorporated by reference to Exhibit 2.1 to the Registration Statement on Form 10 filed February 7, 2008\).](#)
- 3.1 — [Amended and Restated Articles of Incorporation of Philip Morris International Inc. \(incorporated by reference to Exhibit 3.1 to the Registration Statement on Form 10 filed February 7, 2008\).](#)
- 3.2 — [Amended and Restated By-laws of Philip Morris International Inc., effective as of January 1, 2018 \(incorporated by reference to Exhibit 3.1 to the Current Report on Form 8-K filed September 28, 2017\).](#)
- 4.1 — [Specimen Stock Certificate of Philip Morris International Inc. \(incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 10 filed February 7, 2008\).](#)
- 4.2 — [Indenture dated as of April 25, 2008, between Philip Morris International Inc. and HSBC Bank USA, National Association, as Trustee \(incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-3, dated April 25, 2008\).](#)
- 4.6 — The Registrant agrees to furnish copies of any instruments defining the rights of holders of long-term debt of the Registrant and its consolidated subsidiaries that does not exceed 10 percent of the total assets of the Registrant and its consolidated subsidiaries to the Commission upon request.
- 10.1 — [Employee Matters Agreement between Altria Group, Inc. and Philip Morris International Inc., dated as of March 28, 2008 \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed March 31, 2008\).](#)
- 10.2 — [Intellectual Property Agreement between Philip Morris International Inc. and Philip Morris USA Inc., dated as of January 1, 2008 \(incorporated by reference to Exhibit 10.4 to the Registration Statement on Form 10 filed March 5, 2008\).](#)
- 10.3 — [Credit Agreement relating to a US\\$3,500,000,000 Revolving Credit Facility \(including a US \\$800,000,000 swingline option\) dated as of October 25, 2011, among Philip Morris International Inc. and the Initial Lenders named therein and Citibank International plc, as Facility Agent, and Citibank, N.A., as Swingline Agent, and Citigroup Global Markets Limited, Barclays Capital, BNP Paribas, Credit Suisse AG, Cayman Islands Branch, Deutsche Bank Securities Inc., Goldman Sachs International, HSBC Bank PLC, J.P. Morgan Limited, RBS Securities Inc. and Société Générale as Mandated Lead Arrangers and Bookrunners \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed October 26, 2011\).](#)
- 10.4 — [Amendment No. 1, dated as of August 31, 2012, to the Credit Agreement, dated as of October 25, 2011, among Philip Morris International Inc., the lenders named therein and Citibank International plc, as Facility Agent \(incorporated by reference to Exhibit 10.6 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012\).](#)
- 10.5 — [Credit Agreement, dated as of February 12, 2013, among Philip Morris International Inc., the lenders named therein and Citibank Europe PLC, UK Branch \(formerly, The Royal Bank of Scotland plc\), as Administrative Agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 15, 2013\).](#)
- 10.6 — [Extension Agreement, effective February 7, 2017, to the Credit Agreement, dated as of February 12, 2013, among Philip Morris International Inc., the lenders party thereto, Citibank Europe PLC, UK Branch \(formerly, Citibank International Limited\), as administrative agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed January 30, 2017\).](#)
- 10.7 — [Extension Agreement, effective January 31, 2014, to Credit Agreement, dated as of February 12, 2013, among Philip Morris International Inc., the lenders party thereto and Citibank Europe PLC, UK Branch \(formerly, The Royal Bank of Scotland plc\), as Administrative Agent \(incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2014\).](#)

- 10.8 — [Credit Agreement, dated as of February 28, 2014, among Philip Morris International Inc., the lenders named therein, J.P. Morgan Europe Limited, as Facility Agent, and JPMorgan Chase Bank, N.A., as Swingline Agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed March 3, 2014\).](#)
- 10.9 — [Extension Agreement, effective as of February 10, 2015, to Credit Agreement dated as of February 12, 2013, among Philip Morris International Inc., the lenders named therein and Citibank Europe PLC, UK Branch \(formerly, The Royal Bank of Scotland plc\), as Administrative Agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed January 29, 2015\).](#)
- 10.10 — [Extension Agreement, effective as of February 28, 2015, to the Credit Agreement, dated as of February 28, 2014, among Philip Morris International Inc., the lenders named therein, J.P. Morgan Europe Limited, as Facility Agent, and JPMorgan Chase Bank, N.A. as Swingline Agent \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed January 29, 2015\).](#)
- 10.11 — [Amendment No. 1, dated as of July 20, 2015, to the Credit Agreement, dated as of February 12, 2013, among Philip Morris International Inc., the lenders named therein, The Royal Bank of Scotland plc, as resigning administrative agent, and Citibank Europe PLC, UK Branch \(formerly, Citibank International Limited\), as successor administrative agent \(incorporated by reference to Exhibit 10.52 to the Annual Report on Form 10-K for the year ended December 31, 2015\).](#)
- 10.12 — [Credit Agreement, dated as of October 1, 2015, among Philip Morris International Inc., the lenders named therein, Citibank Europe PLC, UK Branch \(formerly, Citibank International Limited\), as Facility Agent, and Citibank, N.A., as Swingline Agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed October 5, 2015\).](#)
- 10.13 — [Amendment No. 2, effective as of February 9, 2016, to the Credit Agreement dated as of February 12, 2013, with the lenders named therein and Citibank Europe PLC, UK Branch \(formerly, Citibank International Limited\), as administrative agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed January 28, 2016\).](#)
- 10.14 — [Extension Agreement, effective February 28, 2016, to the Credit Agreement, dated as of February 28, 2014, 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 \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed January 28, 2016\).](#)
- 10.15 — [Extension Agreement, effective as of October 1, 2016, to the Credit Agreement dated as of October 1, 2015, among Philip Morris International Inc., lenders named therein, Citibank Europe PLC, UK Branch \(formerly, Citibank International Limited\), as facility agent, and Citibank, N.A., as swingline agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed August 31, 2016\).](#)
- 10.16 — [Extension Agreement, effective October 1, 2017, to the Credit Agreement, dated as of October 1, 2015, among Philip Morris International Inc., the lenders party thereto and Citibank Europe PLC, UK Branch \(formerly, Citibank International Limited\), as facility agent, and Citibank N.A., as swingline agent \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed August 29, 2017\).](#)
- 10.17 — [Philip Morris International Inc. Automobile Policy \(incorporated by reference to Exhibit 10.8 to the Registration Statement on Form 10 filed February 7, 2008\).*](#)
- 10.18 — [Philip Morris International Benefit Equalization Plan, as amended and in effect on August 6, 2012 \(incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012\).*](#)
- 10.19 — [Philip Morris International Inc. 2012 Performance Incentive Plan, effective May 9, 2012 \(incorporated by reference to Exhibit A to the Definitive Proxy Statement filed on March 30, 2012\).*](#)
- 10.20 — [Philip Morris International Inc. 2017 Performance Incentive Plan, effective May 3, 2017 \(incorporated by reference to Exhibit B to the Definitive Proxy Statement filed on March 23, 2017\).*](#)

10.21	—	Pension Fund of Philip Morris in Switzerland (IC) (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2015).*
10.22	—	Summary of Supplemental Pension Plan of Philip Morris in Switzerland (incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).*
10.23	—	Form of Restated Employee Grantor Trust Enrollment Agreement (Executive Trust Arrangement) (incorporated by reference to Exhibit 10.18 to the Registration Statement on Form 10 filed February 7, 2008).*
10.24	—	Form of Restated Employee Grantor Trust Enrollment Agreement (Secular Trust Arrangement) (incorporated by reference to Exhibit 10.19 to the Registration Statement on Form 10 filed February 7, 2008).*
10.25	—	Philip Morris International Inc. 2017 Stock Compensation Plan for Non-Employee Directors, effective May 3, 2017 (incorporated by reference to Exhibit C to the Definitive Proxy Statement filed on March 23, 2017).*
10.26	—	Philip Morris International Inc. 2017 Stock Compensation Plan for Non-Employee Directors (as amended and restated as of January 1, 2018).*
10.27	—	Philip Morris International Inc. 2008 Deferred Fee Plan for Non-Employee Directors (incorporated by reference to Exhibit 10.21 to the Registration Statement on Form 10 filed February 7, 2008).*
10.28	—	Supplemental Letter to the Employment Agreement (as amended) with André Calantzopoulos (incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017). The Employment Agreement was previously filed as Exhibit 10.22 to the Registration Statement on Form 10 filed February 7, 2008 and is incorporated by reference to this Exhibit 10.28. The Amendment to the Employment Agreement was previously filed as Exhibit 10.1 to the Current Report on Form 8-K/A filed June 13, 2013, and is incorporated by reference to this Exhibit 10.28.*
10.29	—	Supplemental Letter to Employment Agreement with Marc S. Firestone (incorporated by reference to Exhibit 10.5 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017). The Employment Agreement was previously filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and is incorporated by reference to this Exhibit 10.29. The Amendment to the Employment Agreement was previously filed as Exhibit 10.25 to the Annual Report on Form 10-K for the year ended December 31, 2013, and is incorporated by reference to this Exhibit 10.29.*
10.30	—	Employment Agreement as of January 1, 2018 with Martin G. King. The previous Employment Agreement was filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, and is incorporated by reference to this Exhibit 10.30. The Amendments to the previous Employment Agreement were filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 and as Exhibit 10.6 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and are incorporated by reference to this Exhibit 10.30.*
10.31	—	Supplemental Letter to the Employment Agreement (as amended) with Jacek Olczak (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K/A filed December 12, 2017). The Employment Agreement was previously filed as Exhibit 10.4 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2012, and is incorporated by reference to this Exhibit 10.31. The Amendments to the Employment Agreement were previously filed as Exhibit 10.33 to the Annual Report on Form 10-K for the year ended December 31, 2013 and as Exhibit 10.7 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 and are incorporated by reference to this Exhibit 10.31.*
10.32	—	Supplemental Letter to the Employment Agreement (as amended) with Miroslaw Zielinski (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2017). The Employment Agreement was previously filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and is incorporated by reference to this Exhibit 10.32. The Amendments to the Employment Agreement were previously filed as Exhibit 10.28 to the Annual Report on Form 10-K for the year ended December 31, 2013 and as Exhibit 10.8 to the Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, and are incorporated by reference to this Exhibit 10.32.*
10.33	—	Time Sharing Agreement between PMI Global Services Inc. and Louis C. Camilleri dated August 18, 2010 (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed August 19, 2010).*

- 10.34 — [Amendment No. 1 to the Time Sharing Agreement between PMI Global Services Inc. and Louis C. Camilleri, dated August 22, 2012 \(incorporated by reference to Exhibit 10.4 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2012\).](#)*
- 10.35 — [Amendment No. 2 to the Time Sharing Agreement between PMI Global Services Inc. and Louis C. Camilleri, dated October 23, 2012 \(incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K for the year ended December 31, 2012\).](#)*
- 10.36 — [Amendment No. 3 to the Time Sharing Agreement between PMI Global Services Inc. and Louis C. Camilleri, dated December 31, 2014 \(incorporated by reference to Exhibit 10.34 to the Annual Report on Form 10-K for the year ended December 31, 2014\).](#)*
- 10.37 — [Time Sharing Agreement between PMI Global Services Inc. and André Calantzopoulos, dated May 8, 2013 \(incorporated by reference to Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2013\).](#)*
- 10.38 — [Amendment No. 1 to the Time Sharing Agreement between PMI Global Services Inc. and André Calantzopoulos, dated December 23, 2014 \(incorporated by reference to Exhibit 10.36 to the Annual Report on Form 10-K for the year ended December 31, 2014\).](#)*
- 10.39 — [Agreement with Louis C. Camilleri \(incorporated by reference to Exhibit 10.25 to the Registration Statement on Form 10 filed February 7, 2008\).](#)*
- 10.40 — [Amended and Restated Supplemental Management Employees' Retirement Plan \(incorporated by reference to Exhibit 10.27 to the Annual Report on Form 10-K for the year ended December 31, 2008\).](#)*
- 10.41 — [Supplemental Equalization Plan, amended and restated as of June 29, 2015 \(incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2015\).](#)*
- 10.42 — [Form of Supplemental Equalization Plan Employee Grantor Trust Enrollment Agreement \(Secular Trust\) \(incorporated by reference to Exhibit 10.31 to the Annual Report on Form 10-K for the year ended December 31, 2008\).](#)*
- 10.43 — [Form of Supplemental Equalization Plan Employee Grantor Trust Enrollment Agreement \(Executive Trust\) \(incorporated by reference to Exhibit 10.32 to the Annual Report on Form 10-K for the year ended December 31, 2008\).](#)*
- 10.44 — [Philip Morris International Inc. Form of Indemnification Agreement with Directors and Executive Officers \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed September 18, 2009\).](#)*
- 10.45 — [Form of Deferred Stock Agreement \(2014 Grants\) \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 7, 2014\).](#)*
- 10.46 — [Form of Deferred Stock Agreement \(2015 Grants\) \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 10, 2015\).](#)*
- 10.47 — [Philip Morris International Inc. Tax Return Preparation Services Policy \(incorporated by reference to Exhibit 10.51 to the Annual Report on Form 10-K for the year ended December 31, 2014\).](#)*
- 10.48 — [Form of Restricted Stock Unit Agreement \(2016 Grants\) \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 9, 2016\).](#)*
- 10.49 — [Form of Performance Share Unit Agreement \(2016 Grants\) \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed February 9, 2016\).](#)*
- 10.50 — [Form of Restricted Stock Unit Agreement \(2017 Grants\) \(incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed February 7, 2017\).](#)*
- 10.51 — [Form of Performance Share Unit Agreement \(2017 Grants\) \(incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed February 7, 2017\).](#)*

10.52	—	<u>Philip Morris International Inc. 2008 Stock Compensation Plan for Non-Employee Directors (amended and restated as of January 1, 2015) (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed December 15, 2014).</u> *
12	—	<u>Statement regarding computation of ratios of earnings to fixed charges.</u>
21	—	<u>Subsidiaries of Philip Morris International Inc.</u>
23	—	<u>Consent of independent registered public accounting firm.</u>
24	—	<u>Powers of attorney.</u>
31.1	—	<u>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.</u>
31.2	—	<u>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.</u>
32.1	—	<u>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.</u>
32.2	—	<u>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.</u>
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.

* Denotes management contract or compensatory plan or arrangement in which directors or executive officers are eligible to participate.

