

**General Meeting of Telefónica Czech Republic, a.s.,
held on 12 March 2014**

ADOPTED RESOLUTIONS

Resolution on item 2) of the agenda

Approval of Rules of Procedure of the General Meeting, election of the chairman of the General Meeting, the minutes clerk, minutes verifiers and persons to count the votes

Resolution No. 2.1:

The General Meeting approved the Rules of Procedure of the General Meeting as submitted by the Board of Directors.

Resolution No. 2.2:

The General Meeting elects JUDr. Petr Kasík Ph.D. as Chairman of the General Meeting, Ms Zuzana Dušková as Minutes Clerk, JUDr. Jakub Chytil and Mgr. Eva Stočková as Minutes Verifiers and Messrs Milan Vácha and Martin Hlaváček as scrutineers.

Resolution on item 3) of the agenda

Recall of the Supervisory Board members

Resolution No. 3.1:

The General Meeting recalls Mr. Lubomír Vinduška from the Supervisory Board of the Company.

Resolution No. 3.2:

The General Meeting recalls Mr. Antonín Botlík from the Supervisory Board of the Company.

Resolution No. 3.3:

The General Meeting recalls Mr. Jiří Trupl from the Supervisory Board of the Company.

Resolution on item 4) of the agenda

Election of the Supervisory Board members

Resolution No. 4.1:

The General Meeting elects Mr. Martin Štefunko, born on 23 June 1977, residing at SNP 968/43, 92400 Galanta, Slovakia, as a member of the Supervisory Board of the Company.

Resolution No. 4.2:

The General Meeting elects Mr. Ladislav Bartoníček, born on 27 May 1964, residing at Věžeňská 859/9, Staré Město, 110 00 Praha 1, as a member of the Supervisory Board of the Company.

Resolution No. 4.3:

The General Meeting elects Mr. Vladimír Mlynář, born on 15 January 1966, residing at Jindrova 911, Stodůlky, 155 00 Praha 5, as a member of the Supervisory Board of the Company.

Resolution on item 5) of the agenda

Approval of the Supervisory Board members' Executive Service Agreements

Resolution No. 5.1:

Considering his membership in the Supervisory Board, the General Meeting approves entering into the Executive Service Agreement with Mr. Martin Štefunko, born on 23 June 1977, residing at SNP 968/43, 92400 Galanta, Slovakia, as submitted to the General Meeting.

Resolution No. 5.2:

Considering his membership in the Supervisory Board, the General Meeting approves entering into the Executive Service Agreement with Mr. Ladislav Bartoníček, born on 27 May 1964, residing at Věžeňská 859/9, Staré Město, 110 00 Praha 1, as submitted to the General Meeting.

Resolution No. 5.3:

Considering his membership in the Supervisory Board, the General Meeting approves entering into the Executive Service Agreement with Mr. Vladimír Mlynář, born on 15 January 1966, residing at Jindrova 911, Stodůlky, 155 00 Praha 5, as submitted to the General Meeting.

Resolution on item 6) of the agenda

Election of the Audit Committee members

Resolution No. 6.1:

The General Meeting elects Mr. Martin Štefunko, born on 23 June 1977, residing at SNP 968/43, 92400 Galanta, Slovakia, as a member of the Audit Committee of the Company.

Resolution No. 6.2:

The General Meeting elects Mr. Ondřej Chaloupecký, born on 5 December 1972, residing in Semily, Chuchelna 5, Postcode 513 01, as a member of the Audit Committee of the Company.

Resolution No. 6.3:

The General Meeting elects Mr. Radek Neužil, born on 22 April 1970, residing in Brno, Chmelnice 2789/45, Postcode 628 00, as a member of the Audit Committee of the Company.

Resolution on item 7) of the agenda

Approval of the Audit Committee members' Executive Service Agreements

Resolution No. 7.1:

Considering his membership in the Audit Committee, the General Meeting approves entering into the Executive Service Agreement with Mr. Martin Štefunko, born on 23 June 1977, residing at SNP 968/43, 92400 Galanta, Slovakia, as submitted to the General Meeting.

Resolution No. 7.2:

Considering his membership in the Audit Committee, the General Meeting approves entering into the Executive Service Agreement with Mr. Ondřej Chaloupecký, born on 5 December 1972, residing in Semily, Chuchelna 5, Postcode 513 01, as submitted to the General Meeting.

Resolution No. 7.3:

Considering his membership in the Audit Committee, the General Meeting approves entering into the Executive Service Agreement with Mr. Radek Neužil, born on 22 April 1970, residing in Brno, Chmelnice 2789/45, Postcode 628 00, as submitted to the General Meeting.

Resolution on item 8) of the agenda

Resolution on the amendment to the Company's Articles of Association

Resolution No. 8:

The General Meeting resolves on amending the Articles of Association consisting in replacing the current wording (containing fundamental provisions and Art. 1 to 41) with amended wording (containing fundamental provision and Art. 1 to 46), as submitted to the General Meeting.