

**General Meeting O2 Czech Republic a.s.
held on 10 May 2017**

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 1: The General Meeting approves the Rules of Procedure of the General Meeting as submitted by the Board of Directors.

Resolution No 2: The General Meeting elects Petr Kasík as chairman of the General Meeting, Michaela Kršková as minutes clerk, Eva Stočková and Petr Kubík as minutes verifiers and Messrs. Petr Brant, Josef Nuhlíček and Martin Hlaváček as scrutineers.

Resolution on item 5) of the agenda – Approval of the company’s 2016 Financial Statements

Resolution No 3: The General Meeting approves the regular financial statements of the company for 2016 verified by the auditor and submitted by the company’s Board of Directors.

Resolution No 4: The General Meeting approves the consolidated financial statements of the company for 2016 verified by the auditor and submitted by the company’s Board of Directors.

Resolution on item 6) of the agenda – Decision on the distribution of company’s profit for 2016 and share premium

Resolution No 5:

The General Meeting approves the distribution of unconsolidated profit generated by the company in 2016 worth CZK 5,393,886,560.62 (after tax) as follows:

1) contributions to reserve fund	CZK 0.00
2) contributions to social fund	CZK 8,000,000.00
3) royalties	CZK 0.00
4) dividends	CZK 5,273,741,139.00
5) retained earnings from previous years	CZK 112,145,421.62

The company assets also include treasury shares. Pursuant to § 309 Para. 2 of the Business Corporations Act, the company’s entitlement to profit share from this type of shares shall extinct on the payment date. The company will transfer this unpaid share of profit to the account of the retained earnings from the previous years.

A dividend of CZK 17 (before tax) will be paid to each share with the nominal value of CZK 10. A dividend of CZK 170 (before tax) will be paid to the each share with the nominal value of CZK 100. Under the terms & conditions arising from the Czech law, the relevant tax will be deducted (subtracted) from the above sum before the dividend is paid out.

Those persons who will be the shareholders of the company as at the conclusive day shall have the right for a dividend (hereinafter “Conclusive day for dividend”) including their heirs and/or legal successors proving their entitlements. The respective shareholders will be identified based on the dividend status registered as of the Conclusive day for dividend in an extract from the statutory register provided by the company (unless the records in the register differ from the actual reality).

The dividend payment date will be 9 June 2017. The responsibility for the payment of dividends rests with the company's Board of Directors. The payment transaction will be carried out at the costs of the company by Česká spořitelna, a.s. and where not regulated by this resolution, the payment shall be carried out in compliance with legal regulations and the company's Articles of Association.

The Conclusive day for dividend will be, in accordance with the company's Articles of Association, 10 May 2017.

Resolution No 6:

The General Meeting approves the distribution of a portion of the Company's share premium in the current amount of CZK 11,893,802,821.91 as follows:

- the share premium of the Company shall be distributed (reduced) in the total amount of up to CZK 1,240,880,268.0,
- the company assets also include treasury shares. The company's entitlement to the payment related to the share premium distribution will not arise; the relevant amount (i.e. the relevant part of the above stated maximum amount) shall be kept on share premium account,
- an amount of CZK 4 before tax shall be distributed to each share with the nominal value of CZK 10,
- an amount of CZK 40 before tax shall be distributed to the share with the nominal value of CZK 100,
- given the above-mentioned provisions of this resolution, the final total amount distributed to the shareholders as well as the amount of the remaining share premium will depend on the actual number of treasury shares owned by the company,
- under the conditions arising from the Czech legal regulations, the relevant tax shall be deducted (subtracted) by the company before payment execution,
- the payment shall be carried out based on the extract from the statutory register, provided by the company as of 10 May 2017 (unless the records in the register differ from the actual reality),
- the share premium amount intended for payment shall be payable on 9 June 2017. The responsibility for the payout stays with the company's Board of Directors and it shall be exercised through Česká spořitelna, a.s. at the company's costs and aspects not covered by this resolution will be effectuated mainly in compliance with legal regulations and the Articles of Association.

Resolution on item 7) of the agenda – Appointment of an auditor to conduct mandatory audit of the company in 2017

Resolution No 7: Based on the proposal from the Supervisory Board and recommendation from the Audit Committee, the General Meeting appoints the auditor KPMG Česká republika Audit, s.r.o. (ID No. 49619187, registered seat Praha 8, Pobřežní 648/1a, Post code 186 00) to conduct mandatory audit of the company the accounting period corresponding to the calendar year 2017 and decides to correspondingly renew the auditor engagement with KPMG Česká republika Audit, s.r.o.

Resolution on item 8) of the agenda – Election of the Supervisory Board member

Resolution No 8: The General Meeting elects Mr. Ladislav Bartoníček, born on 27 May 1964, residing at Věžeňská 859/9, Staré Město, 110 00 Praha 1, who has been a member of the Supervisory Board appointed by the Supervisory Board since 19 October 2016, as a member of the Supervisory Board, effective as of adoption of this resolution.

Resolution on item 9) of the agenda – Approval of the Supervisory Board member's Executive Service Agreement

Resolution No 9: The Board of Directors approves entering into the Executive Service Agreement of the Supervisory Board member between the company and Ladislav Bartoníček, born on 27 May 1964, residing at Věžeňská 859/9, Staré Město, 110 00 Praha 1, as submitted to the General Meeting.