



## The General Meeting of Telefónica O2 Czech Republic, a.s., of 28 April 2011

### Results of voting on the General Meeting resolutions

#### Item 2)

#### **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**

255 952 036 votes attached to 255 952 027 shares representing 79.47 % of the Company's registered capital were collected.

255 861 092 votes were in favour of the approval of the rules of procedure, which corresponds to 99.96 % of all votes, 958 votes were against and 10 110 votes abstained.

##### **Resolution No. 2.2**

255 952 036 votes attached to 255 952 027 shares representing 79.47 % of the Company's registered capital were collected.

255 811 862 votes were in favour of the election of the General Meeting Chairman, which corresponds to 99.94 % of all votes, 6 862 votes were against and 52 040 votes abstained.

255 952 036 votes attached to 255 952 027 shares representing 79.47 % of the Company's registered capital were collected.

255 796 538 votes were in favour of the election of the Minutes Clerk, which corresponds to 99.93 % of all votes, 15 241 votes were against and 58 987 votes abstained.

255 952 036 votes attached to 255 952 027 shares representing 79.47 % of the Company's registered capital were collected.

255 796 403 votes were in favour of the election of the Minutes Verifiers, which corresponds to 99.93 % of all votes, 2 000 votes were against and 54 363 votes abstained.

255 952 036 votes attached to 255 952 027 shares representing 79.47 % of the Company's registered capital were collected.

255 828 864 votes were in favour of the election of the persons to count votes (scrutineers), which corresponds to 99.95 % of all votes, 518 votes were against and 40 882 votes abstained.

#### Item 5)

#### **APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR 2010**

##### **Resolution No. 5.1**

255 843 583 votes attached to 255 843 574 shares representing 79.43 % of the Company's registered capital were collected.

255 693 016 votes were in favour of the approval of the annual financial statements for 2010, which corresponds to 99.94 % of all votes, 11 020 votes were against and 16 520 votes abstained.



### **Resolution No. 5.2**

255 843 583 votes attached to 255 843 574 shares representing 99.93 % of the Company's registered capital were collected.

255 689 112 votes were in favour of the approval of the consolidated financial statements for 2010, which corresponds to 99.93 % of all votes, 11 524 votes were against and 16 520 votes abstained.

### **Item 6)**

### **RESOLUTION ON DISTRIBUTION OF THE COMPANY PROFIT FOR 2010 AND RETAINED COMPANY PROFIT FROM PREVIOUS YEARS AND, AS THE CASE MAY BE, OTHER AVAILABLE FUNDS OF THE COMPANY, AND DETERMINATION OF ROYALTIES FOR 2010**

### **Resolution No. 6**

255 840 431 votes attached to 255 840 422 shares representing 79.43 % of the Company's registered capital were collected.

255 673 990 votes were in favour of the proposal, which corresponds to 99.93 % of all votes, 22 687 votes were against and 12 637 votes abstained.

### **Item 7)**

### **RESOLUTION ON AN AMENDMENT TO THE COMPANY'S ARTICLES OF ASSOCIATION**

### **Resolution No. 7**

255 827 426 votes attached to 255 827 417 shares representing 79.43 % of the Company's registered capital were collected.

255 618 286 votes were in favour of the approval of the resolution on an amendment to the Company's Articles of Association, which corresponds to 99.91 % of all votes, 2 200 votes were against and 42 168 votes abstained.

### **Item 8)**

### **DETERMINATION OF AN AUDITOR TO CARRY OUT MANDATORY AUDITS OF THE COMPANY'S FINANCIAL STATEMENTS FOR THE YEAR 2011**

### **Resolution No. 8**

255 827 186 votes attached to 255 827 177 shares representing 79.43 % of the Company's registered capital were collected.

255 631 868 votes were in favour of the approval of the resolution on a determination of an auditor to carry out mandatory audits of the Company's Financial Statements for the year 2011, which corresponds to 99.92 % of all votes, 21 026 votes were against and 3 999 votes abstained.

### **Item 10)**

### **ELECTION OF THE COMPANY'S SUPERVISORY BOARD MEMBERS**

### **Resolution No. 10.1**

255 822 222 votes attached to 255 822 213 shares representing 79.43 % of the Company's registered capital were collected.

255 490 766 votes were in favour of the election of Mr. Anselmo Enriquez Linares, which corresponds to 99.87 % of all votes, 2 321 votes were against and 17 143 votes abstained.



### **Resolution No. 10.2**

255 822 222 votes attached to 255 822 213 shares representing 79.43 % of the Company's registered capital were collected.

255 494 530 votes were in favour of the election of Mr. Vladimír Dlouhý, which corresponds to 99.87 % of all votes, 4 328 votes were against and 11 352 votes abstained.

### **Item 11)**

#### **APPROVAL OF AGREEMENTS ON PERFORMANCE OF THE OFFICE OF THE COMPANY'S SUPERVISORY BOARD MEMBERS**

### **Resolution No. 11**

255 822 222 votes attached to 255 822 213 shares representing 79.43 % of the Company's registered capital were collected.

255 484 868 votes were in favour of the approval of the agreement on the performance of the office of a member of the Supervisory Board with Mr. Anselmo Enriquez Linares, which corresponds to 99.86 % of all votes, 64 votes were against and 22 236 votes abstained.

255 822 222 votes attached to 255 822 213 shares representing 79.43 % of the Company's registered capital were collected.

255 483 485 votes were in favour of the approval of the agreement on the performance of the office of a member of the Supervisory Board with Mr. Vladimír Dlouhý, which corresponds to 99.86 % of all votes, 1 029 votes were against and 19 281 votes abstained.

### **Item 13)**

#### **ELECTION OF MEMBERS OF THE AUDIT COMMITTEE**

### **Resolution No. 13**

255 809 255 votes attached to 255 809 246 shares representing 79.42 % of the Company's registered capital were collected.

255 477 151 votes were in favour of the election of Mr. Vladimír Dlouhý a substitute member of the Audit Committee, which corresponds to 99.87 % of all votes, 11 114 votes were against and 8 251 votes abstained.