

**General Meeting of Telefónica Czech Republic, a.s.,
held on 19 April 2012**

Results of voting on the General Meeting 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

263 566 288 votes attached to 263 566 279 shares representing 81,83 % of the Company's registered capital were collected.

263 414 267 votes were in favour of the approval of the rules of procedure, which corresponds to 99,89 % of all votes, 0 votes were against and 152 021 votes abstained.

Resolution No. 2.2

263 527 970 votes attached to 263 527 961 shares representing 81,82 % of the Company's registered capital were collected.

263 378 949 votes were in favour of the election of the General Meeting Chairman, which corresponds to 99,88 % of all votes, 518 votes were against and 148 503 votes abstained.

263 527 970 votes attached to 263 527 961 shares representing 81,82 % of the Company's registered capital were collected.

263 379 302 votes were in favour of the election of the Minutes Clerk, which corresponds to 99,88 % of all votes, 0 votes were against and 148 668 votes abstained.

263 527 452 votes attached to 263 527 443 shares representing 81,82 % of the Company's registered capital were collected.

263 373 949 votes were in favour of the election of the Minutes Verifiers, which corresponds to 99,87 % of all votes, 0 votes were against and 153 503 votes abstained.

263 527 970 votes attached to 263 527 961 shares representing 81,82 % of the Company's registered capital were collected.

263 373 949 votes were in favour of the election of the persons to count votes (scrutineers), which corresponds to 99,87 % of all votes, 0 votes were against and 154 021 votes abstained.

Resolution on item 5) of the agenda

Approval of the Company's financial statements for 2011

Resolution No. 5.1

263 527 847 votes attached to 263 527 838 shares representing 81,82 % of the Company's registered capital were collected.

263 341 074 votes were in favour of the approval of the annual financial statements for 2011, which corresponds to 99,86 % of all votes, 400 votes were against and 186 373 votes abstained.

Resolution No. 5.2

263 549 277 votes attached to 263 549 268 shares representing 81,82 % of the Company's registered capital were collected.

263 372 086 votes were in favour of the approval of the consolidated financial statements for 2011, which corresponds to 99,87 % of all votes, 918 votes were against and 176 273 votes abstained.

Resolution on item 6) of the agenda

Resolution on distribution of the Company's profit for 2011 and retained Company's profit from previous years and, as the case may be, other available funds of the Company, and determination of royalties for 2011

Resolution No. 6

263 546 454 votes attached to 263 546 445 shares representing 81,82 % of the Company's registered capital were collected.

263 342 601 votes were in favour of the proposal, which corresponds to 99,86 % of all votes, 14 136 votes were against and 189 717 votes abstained.

Resolution on item 7) of the agenda

Resolution on an amendment to Company's Articles of Association

Resolution No. 7

263 469 875 votes attached to 263 469 866 shares representing 81,80 % of the Company's registered capital were collected.

231 418 414 votes were in favour of the approval of the resolution on an amendment to the Company's Articles of Association, which corresponds to 87,75 % of all votes, 29 523 035 votes were against and 2 528 426 votes abstained.

Resolution on item 8) of the agenda

Determination of an auditor to carry out mandatory audits of the Company's Financial Statements for the year 2012

Resolution No. 8

263 469 065 votes attached to 263 469 056 shares representing 81,80 % of the Company's registered capital were collected.

263 294 261 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 2012, which corresponds to 99,84 % of all votes, 30 504 votes were against and 144 300 votes abstained.

Resolution on item 9) of the agenda

Resolution on reduction of the registered capital

Resolution No. 9.1

263 462 973 votes attached to 263 462 964 shares representing 81,80 % of the Company's registered capital were collected.

263 217 170 votes were in favour of the approval of the resolution on reduction of the registered capital, which corresponds to 99,81 % of all votes, 91 817 votes were against and 153 986 votes abstained.

Resolution No. 9.2

263 462 973 votes attached to 263 462 964 shares representing 81,80 % of the Company's registered capital were collected.

263 217 170 votes were in favour of the approval of the amendment to the Articles of Association related to the reduction of the registered capital, which corresponds to 99,81 % of all votes, 91 817 votes were against and 153 986 votes abstained.

Resolution on item 10) of the agenda

Resolution on purchase of the Company's own shares

Resolution No. 10

256 765 477 votes attached to 256 765 468 shares representing 79,72 % of the Company's registered capital were collected.

256 479 130 votes were in favour of the approval of the Resolution on purchase of the Company's own shares, which corresponds to 97,26 % of all votes, 119 661 votes were against and 166 686 votes abstained.

Resolution on item 11) of the agenda

An approval of the transfer of a part of business in the subsidiary Internethome, s.r.o.

Resolution No. 11

256 694 817 votes attached to 256 694 808 shares representing 79,70 % of the Company's registered capital were collected.

256 245 624 votes were in favour of the approval of the transfer of a part of business in the subsidiary Internethome, s.r.o., which corresponds to 97,17 % of all votes, 277 688 votes were against and 171 505 votes abstained.

Resolution on item 13) of the agenda

Election of the Company's Supervisory Board members

Resolution No. 13.1

255 666 911 votes attached to 255 666 902 shares representing 79,38 % of the Company's registered capital were collected.

254 501 549 votes were in favour of the election of Mr. José María Álvarez-Pallete López, which corresponds to 96,51 % of all votes, 1 032 125 votes were against and 133 237 votes abstained.

Resolution No. 13.2

255 666 861 votes attached to 255 666 852 shares representing 79,38 % of the Company's registered capital were collected.

254 526 401 votes were in favour of the election of Mr. Enrique Medina Malo, which corresponds to 96,52 % of all votes, 1 006 585 votes were against and 133 875 votes abstained.

Resolution No. 13.3

255 666 343 votes attached to 255 666 334 shares representing 79,38 % of the Company's registered capital were collected.

254 526 521 votes were in favour of the election of Ms. Patricia Cobian Gonzalez, which corresponds to 96,52 % of all votes, 1 006 585 votes were against and 133 237 votes abstained.

Resolution No. 13.4

255 666 861 votes attached to 255 666 852 shares representing 79,38 % of the Company's registered capital were collected.

254 536 439 votes were in favour of the election of Mr. Javier Santiso Guimaras, which corresponds to 96,52 % of all votes, 997 065 votes were against and 133 357 votes abstained.

Resolution No. 13.5

255 666 861 votes attached to 255 666 852 shares representing 79,38 % of the Company's registered capital were collected.

254 534 039 votes were in favour of the election of Ms. Maria Pilar López Álvarez, which corresponds to 96,52 % of all votes, 999 585 votes were against and 133 237 votes abstained.

Resolution on item 14) of the agenda**Approval of agreements on performance of the office of the Company's Supervisory Board members****Resolution No. 14**

256 364 848 votes attached to 256 364 839 shares representing 79,59 % of the Company's registered capital were collected.

256 231 100 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. José María Álvarez-Pallete López, which corresponds to 97,17 % of all votes, 1 018 votes were against and 132 730 votes abstained.

256 364 848 votes attached to 256 364 839 shares representing 79,59 % of the Company's registered capital were collected.

256 231 498 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. Enrique Medina Malo, which corresponds to 97,17 % of all votes, 620 votes were against and 132 730 votes abstained.

256 364 848 votes attached to 256 364 839 shares representing 79,59 % of the Company's registered capital were collected.

256 230 980 votes were in favour of the approval of the agreement on the performance of the office of a member of the Supervisory Board with Ms. Patricia Cobian Gonzalez, which corresponds to 97,17 % of all votes, 500 votes were against and 133 368 votes abstained.

256 364 330 votes attached to 256 364 321 shares representing 79,59 % of the Company's registered capital were collected.

256 230 980 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. Javier Santiso Guimaras, which corresponds to 97,17 % of all votes, 620 votes were against and 132 730 votes abstained.

256 364 848 votes attached to 256 364 839 shares representing 79,59 % of the Company's registered capital were collected.

256 231 100 votes were in favour of the approval of the agreement on the performance of the office of a member of the Supervisory Board with Ms. Maria Pilar López Álvarez, which corresponds to 97,17 % of all votes, 1 018 votes were against and 132 730 votes abstained.

Resolution on item 16) of the agenda

Election of members and substitute members of the Audit Committee

Resolution No. 16

256 304 228 votes attached to 256 304 219 shares representing 79,58 % of the Company's registered capital were collected.

256 166 245 votes were in favour of the election of Mr. Vladimír Dlouhý a member of the Audit Committee, which corresponds to 97,14 % of all votes, 137 583 votes were against and 400 votes abstained.

256 303 588 votes attached to 256 303 579 shares representing 79,58 % of the Company's registered capital were collected.

256 301 920 votes were in favour of the election of Mr. Javier Santiso Guimaras a substitute member of the Audit Committee, which corresponds to 97,19 % of all votes, 1 568 votes were against and 100 votes abstained.

Resolution on item 17) of the agenda

Approval of agreements on performance of the office of the Audit Committee members

Resolution No. 17

256 349 480 votes attached to 256 349 471 shares representing 79,59 % of the Company's registered capital were collected.

256 218 032 votes were in favour of the approval of the agreement on the performance of the office of a member of the Audit Committee with Mr. Vladimír Dlouhý, which corresponds to 97,16 % of all votes, 1 443 votes were against and 130 005 votes abstained.