



## **Announcement on the results of Telefónica O2 Czech Republic's Regular General Meeting held on 3 April 2009 in Prague**

### **Ad item 1. - Opening:**

The shareholders with the vote right owning some 75% of the company's shares attended the General Meeting; therefore the meeting had a quorum.

### **Ad item 2. - Approval of the 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:**

The General Meeting approved the Rules of Procedure of the General Meeting, as proposed by the Board of Directors of the Company. The General Meeting elected Mr. Jan Zelený as Chairman of the General Meeting, Mr. Marcela Ulrichová as Minutes Clerk, and Mr. Richard Klouček and Mr. Vladimír Brož as Minutes Verifiers, and Mr. Václav Novotný and Mr. Antonín Králík as persons to count the votes (scrutineers).

### **Ad item 3. - Report by the Board of Directors on business activities of the Company and state of its assets as part of the annual report of the Company for the year 2008:**

Mr. Salvador Anglada, the Chairman of the Board of Directors and company's CEO presented the Board of Directors' report on the business activity of the company and the status of its assets for the year 2008.

### **Ad item 4. - Information on the results of inspection activities of the Company's Supervisory Board, including information on review of the report on relations among interconnected entities:**

Mr. Jaime Smith, the Chairman of the Supervisory Board presented the report on the results of inspection activities of the company's Supervisory Board including information on review of the report on relations between interconnected entities.

### **Ad item 5. - Approval of the Company's Financial Statements for the year 2008:**

The General Meeting approved the company's unconsolidated and consolidated financial statements for 2008 prepared in accordance to International Financial Reporting Standards (IFRS), recommended for approval by the company's Board of Directors. Both financial statements were audited by Ernst & Young, which expressed unqualified opinion to both financial statements. According to the financial statements for 2008, the company recorded a consolidated profit of CZK 11,628 million and an unconsolidated net profit of CZK 13,093 million.

### **Ad item 6. - Resolution on distribution of the Company profit for 2008 and retained Company profit from previous years or, as the case may be, other available funds of the Company, and determination of royalties for 2008:**

The General Meeting approved the unconsolidated profit for 2008 in the amount of CZK 13,092,928,908.44 after tax to be distributed as follows:

1) contribution to the reserve fund	0.00 CZK
2) contribution to the social fund	23,000,000.00 CZK
3) royalties	0.00 CZK
4) dividends	13,069,928,908.44 CZK

Further, the General Meeting approved the unconsolidated retained profits from previous years (in the current amount of CZK 5,309,102,151.87) in the amount of CZK 3,034,566,091.56 to be used as follows:

1) contribution to the reserve fund	0.00 CZK
2) contribution to the social fund	0.00 CZK
3) royalties	0.00 CZK
4) dividends	3,034,566,091.56 CZK





Sunar, Anselmo Enriquez Linares, Pavel Herštk, Tomáš Fírbach, Petr Gazda, Dušan Stareček, Lubomír Vinduška.

**Ad item 13. – Election of members and substitute members of the Audit Committee:**

The General Meeting elected the members of the company's Audit Committee Ms. Maria Pilar López Álvarez, Mr. Alfonso Alfonso Durán, Ángel Vilá Box, Jaime Smith Basterra, Pavel Herštk, Enrique Used Aznar.

**Ad item 14. – Resolution on approval of the rules for remuneration of members of the Audit Committee:**

The General Meeting approved the rules for remuneration of members of the Audit Committee as proposed by the Board of Directors of the Company.

**Ad item 15. – Resolution on approval of the rules for provision of non-claim perquisites to members of the Audit Committee:**

The General Meeting approved the rules for provision of non-claim perquisites to members of the Audit Committee as proposed by the Board of Directors of the Company.

**Ad item 16. – Approval of agreements on performance of the office of the Audit Committee members:**

The General Meeting approved conclusion of the agreement on the performance of the office of a member of the Audit Committee between the Company and Ms. Maria Pilar López, Álvarez, Mr. Alfonso Alfonso Durán, Ángel Vilá Box, Jaime Smith Basterra, Pavel Herštk and Enrique Used Aznar.

**Ad item 17. – Conclusion:**

The chairman of the General Meeting briefly summarized the course of the General Meeting and informed the General Meeting of the final voting results.