



Documents for shareholders

Regarding item 11) of the agenda of the Regular General Meeting of Telefónica O2 Czech Republic, a.s., which will be held on April 3, 2009

RULES FOR PROVISION OF NON-CLAIM PERQUISITES TO MEMBERS OF THE SUPERVISORY BOARD OF TELEFÓNICA O2 CZECH REPUBLIC, A.S. (as amended at the regular General Meeting held on 3 April 2009)

Telefónica O2 Czech Republic, a.s. (hereinafter the “**Company**”) provides (or procures at its own costs) the following non-claim perquisites to the members of its Supervisory Board (hereinafter the “**SuB**”) on the basis of their individual requests:

Item Number	Form of Perquisite	Beneficiaries
1	The Company's voice and data services and products for business and private purposes (except for private entrepreneurial activities)	all SuB members
2	Communication and computer technology (mobile phones, PCs or notebooks, PDAs etc., including accessories) for business and private purposes (except for private entrepreneurial activities); each SuB member shall receive the items in the amount of up to the maximum acquisition costs of CZK 90,000	all SuB members
3	Liability insurance for damages related to performance of the office	all SuB members
4	Health care	all SuB members
5	Credit card for business purposes	Chair and Vice-Chairs of the SuB
6	Higher mid-range car category for both business and private purposes (except for private entrepreneurial activities)	Chair and Vice-Chairs of the SuB

Where it is impossible to determine the amount to be paid by the Company for the calendar year for liability insurance of an individual SuB member for damages, the aggregate annual insurance premium for all SuB members whose liability is so insured shall be divided proportionately among these SuB members so that a pro-rata portion of the aggregate annual insurance premium shall be determined for each insured person (who is an SuB member); the aggregate annual insurance premium shall be determined by taking into account the number of the SuB members and the period for which the relevant SuB member performed his/her office in the year in question. The aggregate annual insurance premium must be calculated in accordance with standard procedures applicable in the insurance industry.

The SuB, based on recommendation of its Nomination and Remuneration Committee may determine detailed rules and conditions for requesting perquisites pursuant to these Rules or, as the case may be, for provision of the perquisites.

The organization of rendering the perquisites on the basis of these Rules shall be procured by the Company's secretary.

Prague, April 3, 2009

The Board of Directors of Telefónica O2 Czech Republic, a.s.

A *Telefónica* company