



## Documents for shareholders

### Regarding item 15) 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 AUDIT COMMITTEE 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 Audit Committee (hereinafter the "AC") 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 AC 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 AC member shall receive the items in the amount of up to the maximum acquisition costs of CZK 90,000	all AC members
3	Liability insurance for damages related to performance of the office	all AC members
4	Health care	all AC members
5	Credit card for business purposes	Chair and Vice-Chair of the AC

Where it is impossible to determine the amount to be paid by the Company for the calendar year for liability insurance of an individual AC member for damages, the aggregate annual insurance premium for all AC members whose liability is so insured shall be divided proportionately among these AC members so that a pro-rata portion of the aggregate annual insurance premium shall be determined for each insured person (who is an AC member); the aggregate annual insurance premium shall be determined by taking into account the number of the AC members and the period for which the relevant AC 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 Supervisory Board of the Company, 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.

Regardless of what is mentioned above in these Rules, AC members cannot request any non-claim perquisite to the extent that they are entitled to receive such perquisite in connection with the performance of office as member of another body of the Company.

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*