



Documents for shareholders

**Resolutions of the Regular General Meeting
Telefónica O2 Czech Republic, a.s.,
which will be held on April 28, 2011
(Proposal of the Board of Directors)**

Resolution on item 2) of the agenda

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 votes

Resolution No. 2.1

The General Meeting approves the Rules of Procedure of the General Meeting, as proposed by the Board of Directors of the Company.

Resolution No. 2.2

The General Meeting elects Mr. Jan Zelený as Chairman of the General Meeting, Ms. Marcela Ulrichová as Minutes Clerk, Ms. Eva Stočková and Mr. Vladimír Brož as Minutes Verifiers, and Messrs. Václav Novotný and Antonín Králík as persons to count the votes (scrutineers).

Resolution on item 3) of the agenda

Report by the Board of Directors on business activities of the Company and situation of its assets as a part of the annual report of the Company for the year 2010, a summary explanatory report concerning certain matters set out in the Company's 2010 Annual Report

No Resolution to be adopted on this item of the agenda of the General Meeting.

Resolution on item 4) of the agenda

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

No Resolution to be adopted on this item of the agenda of the General Meeting.



Resolution on item 5) of the agenda

Approval of the Company's financial statements for 2010

Resolution No. 5.1

The General Meeting approves the Annual Financial Statements of Telefónica O2 Czech Republic, a.s. for 2010, as audited, and submitted by the Company's Board of Directors.

Resolution No. 5.2

The General Meeting approves the Consolidated Financial Statements of Telefónica O2 Czech Republic, a.s. for 2010, as audited, and submitted by the Company's Board of Directors.

Resolution on item 6) of the agenda

Resolution on distribution of the Company's profit for 2010 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 2010

Resolution No. 6

The Board of Directors proposes to distribute the unconsolidated profit of Telefónica O2 Czech Republic, a.s. (hereinafter "Company") for 2010 in the amount of CZK 12,695,745,921.87 after tax as follows:

1) contribution to the reserve fund	0.00 CZK
2) contribution to the social fund	15,000,000.00 CZK
3) royalties	0.00 CZK
4) dividends	12,680,745,921.87 CZK

Additionally, the Board of Directors proposes to use the unconsolidated retained profits from previous years (in the current total amount of CZK 1,846,046,871.46) in the amount of CZK 202,850,078.13 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	202,850,078.13 CZK

Further, the Board of Directors proposes that the unconsolidated retained profits of previous years in the total amount of CZK 1,643,196,793.33 shall remain undistributed.

A dividend of CZK 40 before tax shall thus be paid to each share with the nominal value of CZK 100, and a dividend of CZK 400 before tax shall be paid to each share with the nominal value of CZK 1,000. Under the conditions arising from the Czech legal regulations, the relevant tax shall be deducted (subtracted) by the Company before effecting the payment.

Those persons will have the title to dividend who will be the shareholders of the Company as at the conclusive day to claim the title to dividend (hereinafter "the conclusive day for dividend"), or their heirs or legal successors, provided that they prove the existence of their title. The respective shareholders shall be identified according to the state as of the conclusive day in the excerpt from the statutory register, which excerpt is to be ensured by the Company (unless it is proven that the record in the register fails to comply with reality).

The conclusive day for dividend shall be September 7, 2011.



The dividend shall be payable on October 6, 2011. The responsibility for the dividend payout rests with the Company's Board of Directors and it shall be carried out at the Company's costs through Česká spořitelna, a.s. and where not regulated by this provision, the payment shall be carried out in compliance with legal regulations and the Company's Articles of Association.

Without any undue delay after the regular General Meeting, the Board of Directors shall send written information on the resulting resolution of the General Meeting regarding the dividend payout, including the information on the dividend payout schedule, the dividend conclusive day, the dividend payout day and the financial institution designated to pay the dividend out, to the shareholders at the addresses of their registered office or their place of residence listed in the securities register administered in accordance with Act No. 256/2004 Coll., the Capital Market Trading Act.

Resolution on item 7) of the agenda

Resolution on an amendment to Company's Articles of Association

Resolution No. 7

The General Meeting approves the amendment to the Company's Articles of Association. The Articles of Association shall be amended as follows:

(A) The letter and digit "O2" shall be expunged from the Company's name in the Introductory Provisions section.

(B) Art. 1 (1) shall be replaced by the following wording:

"1. The company name is: Telefónica Czech Republic, a.s."

(C) In Art. 3, numbering of item 10 shall be changed to 11 and the text "Provision of low-volume financial services" shall be inserted as Item 10.

(D) In Art. 14 (4)(j), the text "or entering into the contract by a person controlled by the company" shall be expunged.

(E) In Art. 26b (1), the text "6" shall be expunged and replaced with the text "5".

(F) In Art. 37 (1), the phrase "www.cz.o2.com" shall be expunged and replaced with the phrase "www.telefonica.cz".

The amendment (F) to the Company's Articles of Association shall take effect on May 1, 2011.

Other amendments to the Company's Articles of Association shall take effect in compliance with legal regulations.

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 2011

Resolution No. 8

The General Meeting, based on recommendation of Audit Committee, appoints the auditing company Ernst & Young Audit, s.r.o., with its registered office at Karlovo náměstí 10, Prague 2, postal code 120 00, to carry out mandatory audit of the company Telefónica O2 Czech Republic, a.s. for the year 2011.

Resolution on item 9) of the agenda

Recall of members of the Supervisory Board except for those elected by the Company employees in accordance with Section 200 of the Commercial Code



No Resolution proposed by the Board of Directors regarding this item.

Resolution on item 10) of the agenda

Election of the Company's Supervisory Board members

Resolution No. 10.1

The General Meeting elects a member of the Company's Supervisory Board Mr. Anselmo Enriquez Linares, born on October 2, 1964, resident at 16 Richardsons Mews, London, W1T 6BS, The United Kingdom of Great Britain and Northern Ireland, with immediate effect.

Resolution No. 10.2

The General Meeting elects a member of the Company's Supervisory Board Mr. Vladimír Dlouhý, born on July 31, 1953, Boženy Hofmeisterové 1430, Praha 5 – Zbraslav, postal code 158 00, with immediate effect.

Resolution on item 11) of the agenda

Approval of agreements on performance of the office of the Company's Supervisory Board members

Resolution No. 11

The General Meeting approves conclusion of the agreement on performance of the office of a member of the Supervisory Board between the Company and Mr. Anselmo Enriquez Linares and Mr. Vladimír Dlouhý.

Resolution on item 12) of the agenda

Recall of members of the Audit Committee

No Resolution proposed by the Board of Directors regarding this item.

Resolution on item 13) of the agenda

Election of members of the Audit Committee

No Resolution proposed by the Board of Directors regarding this item.

Resolution on item 14) of the agenda

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

If Audit Committee members are elected under item 13 of the agenda, the Board of Directors shall propose that the General Meeting shall approve agreements on performance of the office of a member of the Audit Committee with such members.

Otherwise, no Resolution shall be proposed by the Board of Directors regarding this item.

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