

**On item 2) of the agenda of the Regular General Meeting
of Telefónica Czech Republic, a.s.,
which will be held on April 19, 2012**

RULES OF PROCEDURE

- 1. At the General Meeting, the shareholders may either in person or through their representatives execute their rights, i.e. vote on proposed issues on the agenda, request and obtain, in compliance with the Commercial Code, explanations of matters regarding the company or the entities controlled by the company, if such explanation is necessary for assessment of a subject on the agenda of the General Meeting, and implement in compliance with the Commercial Code proposals and counter-proposals. The shareholders, members of the Board of Directors and the Supervisory Board may submit a protest with respect to a decision of the General Meeting and request that it be recorded in the minutes of the General Meeting.**
- 2. Requests for explanations, proposals, counter-proposals and protests are submitted by shareholders or, as the case may be, members of the Board of Directors and the Supervisory Board to the chairman of the General Meeting usually in writing, by submitting to the information centre. Upon submission, it must be specified whether it is a request for an explanation, a proposal, a counter-proposal or a protest. The written requests for explanations, proposals, counter-proposals and protests must contain the legible signature of the shareholder or his/her/its representative below the text.**
- 3. The Board of Directors is obliged for ensuring, in compliance with the Commercial Code and the Company's Articles of Association, that all requests for explanation regarding the agenda of the General Meeting are answered.**
- 4. At the General Meeting voting takes place first on a proposal made by a person who convoked the General Meeting and in the case that this proposal is not approved, voting takes place on other proposals and counter-proposals on the discussed item in the order of submission. As soon as the submitted proposal is approved, no voting takes place on further counter-proposals on the same item. The chairman of the General Meeting is obliged to ensure, before voting takes place, that all the shareholders are acquainted with all the proposals and counter-proposals of the shareholders in regard to the item of the agenda of the General Meeting which is to be the subject of the voting.**
- 5. The shareholders or their representatives vote by voting tickets which they sign. On the voting tickets they express their judgement of the issue on which a vote is being taken by marking it with a cross. If they agree with the submitted proposal, they mark the square "IN FAVOUR" (in Czech "PRO") in the appropriate row with a cross. If a shareholder or his/her/its representative does not agree with a proposal he/she/it places a cross in the square marked "AGAINST" (in Czech "PROTI") and if he/she/it wishes to abstain from voting he/she/it crosses the square marked "ABSTAINED" (in Czech "ZDRŽEL SE") at the item on which a vote is being taken, and if he/she/it does not hand in his/her/its voting ticket then this means that he/she/it has not taken part in the voting.**

Documents for shareholders

Once the General Meeting is opened, the persons in charge of attendance shall write into the attendance list the time of arrival of each shareholder or his/her/its representative who arrives after the commencement of the General Meeting. Each shareholder or his/her/its representative, who will leave the General Meeting before its termination, will confirm his/her/its early departure by placing his/her/its signature on the attendance list so that, if required, the nominal presence of shareholders or their representatives may be ascertained during each vote.

An unsigned voting ticket shall be deemed null and void. Likewise, voting tickets that are torn, or completed otherwise than in compliance herewith or otherwise tampered with, if such tampering results in illegibility of the voting tickets, shall also be deemed null and void.

The "IN FAVOUR" (in Czech "PRO") votes shall not include invalid voting tickets and those marked "ABSTAINED" (in Czech "ZDRŽEL SE").

The person authorized with counting the votes (scrutineer) should be asked to help if a mistake occurs when voting tickets are filled in incorrectly whereby a cross is marked in the wrong box. The scrutineer will change the cross to an asterisk and then he/she and the shareholder (representative) will attach their legible signature to this change.

In case a voting ticket is lost, the scrutineer can be asked to replace it with a duplicate. An entry must be made about the issue of a duplicate.

6. After each vote is taken, the scrutineers must collect the voting tickets and immediately begin with the vote count. As soon as it is ascertained that there are enough votes required for deciding about a proposed item or, as the case may be, that the number of votes required for decision about a proposed item will not be achieved, the chairman is notified by the scrutineers of the preliminary result of the vote, with which he/she acquaints the General Meeting, and the General Meeting continues to discuss further items.

The assessment of the remaining shareholders' or representatives' votes continues and the full results are entered in the minutes of the General Meeting.

If voting takes place on other submitted proposals or counter-proposals, then a vote is taken on supplementary voting tickets and in the order in which they were submitted. The same procedure as described in point 5 is followed when voting with the supplementary voting tickets.

The shareholders or their representatives place their voting tickets in a vote box after having placed their mark against all the issues on the appropriate voting ticket.

7. The chairman and the person authorized to conduct the General Meeting until his/her election must ensure that the General Meeting is conducted in a dignified and undisturbed manner. They shall also conduct the course of the General Meeting in a manner enabling preparation of a notarial record in the prescribed manner.
8. In the case of uncertainty concerning the interpretation of any provisions to these Rules of Procedure, or in the case of a situation which is not governed by generally binding legal regulations, the company's Articles of Association or these Rules of Procedure, the chairman of the General Meeting shall decide on how to proceed in compliance with the principles of a legal regulation of the joint-stock company contained in the Commercial Code.

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