

**General Meeting O2 Czech Republic a.s.  
held on 19 April 2016**

**ADOPTED RESOLUTIONS**

**Resolution on item 2) of the agenda – Approval of 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 approves the Rules of Procedure of the General Meeting as submitted by the Board of Directors.

The General Meeting elects Petr Kasík as chairman of the General Meeting, Michaela Kršková as minutes clerk, Eva Stočková and Michael Granát as minutes verifiers and Messrs Petr Brant, Josef Nuhlíček and Martin Hlaváček as scrutineers.

**Resolution on item 5) of the agenda – Approval of the company’s 2015 Financial Statements**

The General Meeting approves the regular financial statements of the company for 2015 verified by the auditor and submitted by the company’s Board of Directors.

The General Meeting approves the consolidated financial statements of the company for 2015 verified by the auditor and submitted by the company’s Board of Directors.

**Resolution on item 6) of the agenda – Decision on the distribution of company’s profit for 2015 and retained earnings from the previous years**

The General Meeting approves the distribution of unconsolidated profit generated by the company in 2015 worth CZK 4,710,828,846.08 (after tax) as follows:

1) contributions to reserve fund	CZK 0.00
2) contributions to social fund	CZK 8,000,000.00
3) royalties	CZK 0.00
4) dividends	CZK 4,702,828,846.08
5) retained earnings from previous years	CZK 0.00

The General Meeting approves that CZK 260,692,225.92 of the unconsolidated retained earnings from the previous years (in current total amount of CZK 656,877,608.00) should be used as follows:

1) dividends	CZK 260,692,225.92
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The company assets also include treasury shares. Pursuant to § 309 Para. 2 of the Business Corporations Act, the entitlement to share some of the profit from this type of shares shall extinct on the payment date. The company will transfer this unpaid share of profit to the account of the retained earnings from the previous years.

A dividend of CZK 16 (before tax) will be paid to each share with the nominal value of CZK 10. A dividend of CZK 160 (before tax) will be paid to the each share with the nominal value of CZK 100. Under the terms & conditions arising from the Czech law, the relevant tax will be deducted (subtracted) from the above sum before the dividend is paid out.

Those persons who will be the shareholders of the company as at the conclusive day shall have the right for a dividend (hereinafter “Conclusive day for dividend”) including their heirs and/or legal successors showing evidence of their entitlements. The respective shareholders will be identified based on the

dividend status registered as of the Conclusive day for dividend in an extract from the statutory register enabled by the company (unless the records in the register differ from the actual).

The dividend payment date will be 19 May 2016. The responsibility for the payment of dividends rests with the company's Board of Directors. The costs of the payment transaction will be borne by Česká spořitelna, a.s. and where not regulated by this resolution, the payment shall be carried out in compliance with legal regulations and the company's Articles of Association.

The Conclusive day for dividend will be, in accordance with the company's Articles of Association, 19 April 2016.

Without any undue delay after the General Meeting, the Board of Directors shall publish on the company's web site and mail to the shareholders the resulting resolution of the General Meeting on the dividend payment of including the information on the dividend pay-out schedule, the Conclusive day for dividend, the dividend payment date and the financial institution designated to pay the dividend out. This information must be mailed to the shareholder's at the address of their registered office or their place of residence listed in the securities register administrated in accordance with Act No. 256/2004 Coll., on Business Activities on Capital Market, as amended.

### **Resolution on item 7) of the agenda – Appointment of an auditor to conduct mandatory audit of the company in 2016**

Based on the proposal from the Supervisory Board and recommendation from the Audit Committee, the General Meeting appoints the auditor KPMG Česká republika Audit, s.r.o. (ID No. 49619187, registered seat Praha 8, Pobřežní 648/1a, Post code 186 00) to conduct mandatory audit of the company for 2016.

### **Resolution on item 8) of the agenda – Resolution on the amendment to the company's Articles of Association**

The General Meeting resolves to amend the Articles of Association as follows:

1. In Art. 3 the new point 11A will be added after point 11 with the following wording:

„11A. Performance of the activity of a non-bank provider of consumer credit or an independent intermediary or a tied agent who mediates in the consumer credit.”

2. In Art. 3 the dot at the end of point 12 will be deleted and new points 13 and 14 will be added with the following wording:

„13. Insurance mediation.

14. Performance of the activity of a tied insurance intermediary, a subordinated insurance intermediary, an insurance agent or an exclusive insurance agent.”

3. Art. 8 (1) (m) shall now read:

“approve transfer or pledging or mortgaging of a business establishment or any such part thereof that would result in a material change in the structure of the establishment or a material change in the subject of the business or operations of the Company,”

4. Art. 10 (2) shall now read:

“The attending shareholders shall be registered in an attendance list which contains the business name and the registered office of the legal entity or the name and the domicile of the natural person who is a shareholder, or also his proxy, the nominal value of the shares which authorize their holders to vote, or indication that no voting rights are attached to the shares. The convener shall provide for the registration of the shareholders the attendance list. If the convener refuses to enter a certain person in the attendance list, such fact shall be stated in the attendance list, with the reasons for

refusal. The accuracy of the attendance list shall be confirmed by the signatures of the convener of the General Meeting or by a person nominated by him.”

5. Art. 13 (2) shall now read:

“Proposals and declarations submitted to the General Meeting for discussion and the list of attendance at the General Meeting shall be attached to the record.”

6. In Art. 20 (3) (m) the dot at the end will be replaced by comma and new letter (n) will be added, which shall now read: “propose an auditor to the General Meeting.”

7. Art. 28 (7) shall now read:

“If a member of the Audit Committee dies, resigns from office, is dismissed or the term of office expires otherwise, a substitute member of the Audit Committee in the predetermined rank order will become ordinary member of the Audit Committee. If the vacant office cannot be manned with the substitute member of the Audit Committee as described above, the Audit Committee continues to be quorate and requirements for the Audit Committee’s composition and members stemming from legal regulations are fulfilled, the General Meeting shall not be obliged to elect a new member of the Audit Committee.”

8. Art. 28 (8) shall now read:

“If a member of the Audit Committee dies, resigns from his/her office, is dismissed or the term of his/her office expires otherwise, the vacant office cannot be manned with the substitute member of the Audit Committee (see point (7) above) and the Audit Committee is at the same time no longer quorate or the requirements for the Audit Committee’s composition and members stemming from legal regulations are not fulfilled, the General Meeting shall elect new members of the Audit Committee within three months.”

9. In Art. 42 current para (4) will be deleted, current para (5) will be newly marked (4) and current para (6) will be newly marked (5) , while reference included to “para (3) to (5)” will be replaced by reference to “para (3) and (4)”.