

On item No. 7) of the agenda of the regular General Meeting of Telefónica Czech Republic, a.s. to be held on 22 April 2013

Resolution on an amendment to the Company's Articles of Association

Resolution No. 7.1

The General Meeting resolves on an amendment to the Company's Articles of Association whereby the current text (containing Basic Provisions and Articles 1 through 41) shall be replaced with amended text (containing Basic Provisions and Articles 1 through 41) included in the Annex to this resolution.

The resolution No.7.1 on the amendment to the Company's Articles of Association shall take effect as of 23 April 2013.

Resolution No. 7.2

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

- A) In Art. 21(1), the text "The Supervisory Board of the Company shall have 12 members." shall be expunged and replaced with the text "The Supervisory Board of the Company shall have 9 members."**

- B) In Art. 26(2), the text "The Nomination and Remuneration Committee consists of 5 members." shall be expunged and replaced with the text "The Nomination and Remuneration Committee consists of 3 members."**

The resolution No. 7.2 on the amendment to the Company's Articles of Association shall take effect as of 30 June 2013.