

**General Meeting O2 Czech Republic a.s.  
held on 25 June 2014**

**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 verifier 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 of the Company.

The General Meeting elects Mr. Petr Kasík as Chairman of the General Meeting, Ms. Zuzana Dušková as Minutes Clerk, Mr. Josef Pivoňka Minutes Verifier, and Mr. Antonín Králík and Messrs Milan Vácha and Petr Brant as scrutineers.

**Resolution on item 5) of the agenda – Approval of the Company’s financial statements for 2013**

The General Meeting approves the Annual Financial Statements of company for 2013, as audited, and submitted by the Company’s Board of Directors.

The General Meeting approves the Consolidated Financial Statements of company for 2013, 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 2013**

The General Meeting approves to distribute the unconsolidated profit of company for 2013 in the amount of CZK 5,743,131,321.64 after tax as follows:

<b>1) contribution to the reserve fund</b>	<b>0.00 CZK</b>
<b>2) contribution to the social fund</b>	<b>14,000,000.00 CZK</b>
<b>3) royalties</b>	<b>0.00 CZK</b>
<b>4) dividends</b>	<b>5,681,665,836.00 CZK</b>
<b>5) retained profits from previous years</b>	<b>47,465,485.64 CZK</b>

The Company currently owns its ordinary shares. Pursuant to Sec. 309 (2) of the Business Corporations Act, the Company’s entitlement to the dividend attributable to the acquired shares ceases to exist as of its due date. The profit attributable to the Company’s own shares shall be transferred to the account of retained profits from previous years.

A dividend of CZK 18 before tax shall thus be paid to each share with the nominal value of CZK 87, and a dividend of CZK 180 before tax shall be paid to each share with the nominal value of CZK 870. 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).

**In accordance with the Articles of Association, the dividend conclusive date shall be 27 October 2014.**

**The dividend shall be payable on 26 November 2014.** 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 make available on the website and 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 – Determination of an auditor to carry out mandatory audits of the Company's Financial Statements for the year 2014**

The General Meeting, based on recommendation of Audit Committee, appoints the auditing company KPMG Česká republika Audit, s.r.o., ID 496 19 187, with its registered office at Pobřežní 648/1a, Prague 8, postal code 186 00, to carry out mandatory audit of company for the year 2014.