

THE RULES OF PROCEDURE

1. Either in person or through a proxy, shareholders may execute their rights, i.e. vote on the proposed items on the agenda, lawfully request and obtain explanation regarding issues relating either to the Company or entities controlled by the Company, provided that the explanation is vital for them to assess issues to be discussed at the General Meeting or to exercise shareholders' rights at the General Meeting, without prejudice to the possibility of providing ex post explanation pursuant to Section 358(1) of the Business Corporations Act. Under conditions laid down in the law, shareholders may also submit proposals and counterproposals at the General Meeting directly. Shareholders, Board of Directors members and Supervisory Board members may also lodge a protest against General Meeting resolutions and demand to have their protest noted down in the Minutes of the General Meeting.
2. Shareholders, or, as the case may be, Board of Directors members, or Supervisory Board members may submit to the Chairman their requests for explanation and protests in writing by delivering them to the Information Centre. Upon submission, it is necessary to distinguish whether it is a request for explanation or a protest. Written requests for explanation and protests shall be legible and signed by the shareholder or their proxy. This provision applies also to shareholders in the scope in which they may, under conditions provided by law, submit proposals and counterproposals at the General Meeting.
3. In accordance with law and the Company's Articles of Association, the Company's Board of Directors shall be obliged to provide an explanation which the shareholders have requested.
4. The General Meeting shall vote at first on the proposal of the person who has convened the General Meeting, and provided that the proposal is not approved, other proposals and counterproposals to the discussed item shall be voted on in the order of their submission. As soon as the submitted proposal is approved, other counterproposals regarding the discussed item shall no longer be voted on. The General Meeting Chairman is obliged to make sure that shareholders have become acquainted with all proposals and counterproposals that have been filed in a due and timely manner regarding the item that shall be voted on.
5. Shareholders or their proxies shall vote with signed ballots. They express their will by crossing a respective box next to the question that is voted on. Provided that they approve of the proposal, they shall cross the box "IN FAVOUR". If the shareholders or their proxy disagrees with the proposal, they shall cross "AGAINST". If they want to abstain from voting, they shall cross "ABSTAINED" from voting on the item. If they fail to hand the ballot in, they are considered not to have taken part in voting.

The General Meeting staff register each shareholder or their proxy, who arrives after the General Meeting has started and indicated the time of their arrival, and each shareholder or their proxy is registered in the case that they leave the General Meeting early. Such shareholders or their proxies shall sign next to the time of their departure in

the attendance list so that it is later possible to identify who was present to voting, if necessary.

An unsigned ballot shall be deemed invalid. Ballots that are torn, filled in differently than presented herein or otherwise invalidated, so that the will of the shareholder cannot be determined, shall be considered invalid.

The votes "IN FAVOUR" exclude invalid votes and votes citing "ABSTAINED".

Should somebody make a mistake and cross a wrong box, they must ask a scrutineer for assistance. The scrutineer shall make a star out of the cross and sign the ballot along with the shareholder /proxy in order to confirm the modification.

If the ballot is lost, scrutineers may be asked for a duplicate. A note on issuing a duplicate must be taken.

6. Having expressed their will on the respective ballot, shareholders or their proxies shall deposit them in a ballot box.

Scrutineers collect ballots after every vote and start counting the votes immediately. As soon as they find out that the decisive number of votes on the respective item has been reached, or that the decisive number can never be reached, they notify Chairman about the interim voting result, and he/she presents it to the General Meeting and it continues to discuss other items.

Assessment of the remaining votes cast by shareholders or their proxies goes on and the final results shall be specified in the Minutes of the General Meeting.

Should other proposals or counterproposals be voted on, substitute ballots shall be used. Voting on substitute ballots is described in Art. 5.

7. Chairman or a person delegated to chair the General Meeting until Chairman is voted makes sure that the course of the General Meeting is dignified and undisturbed. In addition, he/ she is also obliged to preside the meeting so that the Minutes of the meeting, or as the case may be, the notarial deed, can be made in a lawful manner.

The Company or persons authorised to perform tasks in relation to the organisation and running of the General Meeting may, within the limits of the law, prevent persons from attending the General Meeting if it is suspected that their attendance would dishonour or disrupt the procedure of the General Meeting, i.e. persons whose turn-out or manners contravene common decency, or persons carrying weapons.

8. Provided that the interpretation of any provision hereof is ambiguous, or that a situation occurs that in general is not anticipated by law, the Company's Articles of Association or these Rules of Procedure, further steps shall be resolved upon by Chairman of the General Meeting in accordance with the mandatory principles of a joint-stock company.

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