

VOTING RESULTS TO THE RESOLUTIONS OF GENERAL MEETING

of O2 Czech Republic a.s.
held on 4 June 2018

At the beginning of the General meeting, in total 465 shareholders who own shares with total nominal value of CZK 2,513,476,760 representing 83,36% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

On item 2) – Approval of the Rules of Procedure of the Annual General Meeting, and the election of the chairman of the Annual General Meeting, the minutes clerk, the minutes verifiers and the scrutineers

Resolution no. 1:

The General Meeting approves the Rules of Procedure of the Annual General Meeting as submitted by the Board of Directors.

Information on quorum:

At the time of voting, 490 shareholders who own shares with total nominal value of CZK 2,513,587,200 representing 83.36% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,358,670 valid votes (attached to 251,358,661 shares) were cast, representing an 81.03% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,343,940	99.994120
AGAINST	6,379	0.002538
ABSTAINED	8,351	0.003322
Invalid votes	50	0.000020

Resolution no. 2:

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

Information on quorum:

At the time of voting, 490 shareholders who own shares with total nominal value of CZK 2,513,587,200 representing 83.36% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,358,720 valid votes (attached to 251,358,711 shares) were cast, representing an 81.03% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,329,455	99.988357
AGAINST	20,099	0.007996
ABSTAINED	9,166	0.003647
Invalid votes	0	0.000000

On item 5) – Approval of the company’s 2017 Financial Statements

Resolution no. 3:

The General Meeting approves the annual financial statements of the company for 2017 verified by the auditor and submitted by the company’s Board of Directors.

Information on quorum:

At the time of voting, 495 shareholders who own shares with total nominal value of CZK 2,513,683,870 representing 83.37% of company’s shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,368,387 valid votes (attached to 251,368,378 shares) were cast, representing an 81.03% share on the company’s registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,152,829	99.914246
AGAINST	6,801	0.002706
ABSTAINED	208,757	0.083048
Invalid votes	0	0.000000

Resolution no. 4:

The General Meeting approves the consolidated financial statements of the company for 2017 verified by the auditor and submitted by the company’s Board of Directors.

Information on quorum:

At the time of voting, 495 shareholders who own shares with total nominal value of CZK 2,513,683,870 representing 83.37% of company’s shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,368,387 valid votes (attached to 251,368,378 shares) were cast, representing an 81.03% share on the company’s registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,128,931	99.904739
AGAINST	30,599	0.012173
ABSTAINED	208,857	0.083088
Invalid votes	0	0.000000

Item 6) – Decision on the distribution of the company’s profit for 2017 and distribution of the company’s share premium

Resolution no. 5:

The General Meeting approves the following distribution of the unconsolidated profit of CZK 5,395,650,064.34 (after tax), which was generated by the company in 2017:

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 5,273,741,139.00
5) retained earnings from previous years	CZK 113,908,925.34

The company assets also include treasury shares. Pursuant to § 309 Para. 2 of the Business Corporations Act, the company’s entitlement to profit share from this type of share shall expire 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 17 (before tax) will be paid on each share with the nominal value of CZK 10. A dividend of CZK 170 (before tax) will be paid to each share with the nominal value of CZK 100. Under the terms & conditions pursuant to Czech law, the relevant tax will be deducted (subtracted) from the above sum before the dividend is paid out.

Those persons who are the shareholders of the company as at the conclusive day shall have the right to a dividend (hereinafter “Conclusive day for dividend”), including any heirs and/or legal successors who can prove their entitlements. The respective shareholders will be identified on the basis of the dividend status registered as of the Conclusive day for dividend in an extract from the statutory register provided by the company (unless the records in the register differ from the actual reality).

The dividend payment date will be 4 July 2018. The responsibility for the payment of dividends rests with the company’s Board of Directors. The payment transaction will be carried out at the expense of the company 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.

In accordance with the company’s Articles of Association, the Conclusive day for dividend will be 4 June 2018.

Information on quorum:

At the time of voting, 492 shareholders who own shares with total nominal value of CZK 2,513,682,510 representing 83.37% of company’s shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,368,251 valid votes (attached to 251,368,242 shares) were cast, representing an 81.03% share on the company’s registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,235,071	99.947018
AGAINST	112,134	0.044609
ABSTAINED	21,046	0.008373
Invalid votes	0	0.000000

Resolution no. 6:

The General Meeting approves the following distribution of a portion of the Company's share premium in the current amount of CZK 10,675,971,253.91:

- the share premium of the Company shall be distributed (reduced) in the total amount of up to CZK 1,240,880,268.00,
- the company assets also include treasury shares. The company's entitlement to the payment related to the share premium distribution will not arise; the relevant amount (i.e. the relevant part of the aforementioned maximum amount) shall be kept on the share premium account,
- an amount of CZK 4 before tax shall be distributed to each share with the nominal value of CZK 10,
- an amount of CZK 40 before tax shall be distributed to the share with the nominal value of CZK 100,
- given the aforementioned provisions of this resolution, the final total amount distributed to the shareholders as well as the amount of the remaining share premium will depend on the actual number of treasury shares owned by the company,
- under the conditions pursuant to Czech legal regulations, the relevant tax shall be deducted (subtracted) by the company before payment execution,
- the payment shall be carried out on the basis of the extract from the statutory register, provided by the company as of 4 June 2018 (unless the records in the register differ from the actual reality),
- the share premium amount intended for payment shall be payable on 4 July 2018. The company's Board of Directors is responsible for the payment and it shall be exercised through Česká spořitelna, a.s. at the company's expense; any aspects not covered by this resolution will be effected in compliance with legal regulations and the Articles of Association.

Information on quorum:

At the time of voting, 492 shareholders who own shares with total nominal value of CZK 2,513,682,510 representing 83.37% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,368,251 valid votes (attached to 251,368,242 shares) were cast, representing an 81.03% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,216,177	99.939502
AGAINST	126,329	0.050257
ABSTAINED	25,745	0.010242
Invalid votes	0	0.000000

Item 7) – Appointment of an auditor to conduct the mandatory audit of the company in 2018

Resolution no. 7:

Based on the proposal from the Supervisory Board and recommendations from the Audit Committee, the General Meeting appoints the auditor KPMG Česká republika Audit, s.r.o. (ID No. 49619187, registered office Praha 8, Pobřežní 648/1a, Post code 186 00) to conduct the mandatory audit of the company in the accounting period corresponding to the calendar year 2018 and correspondingly decides to renew the auditor engagement with KPMG Česká republika Audit, s.r.o.

Information on quorum:

At the time of voting, 483 shareholders who own shares with total nominal value of CZK 2,513,510,870 representing 83.36% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,351,087 valid votes (attached to 251,351,078 shares) were cast, representing an 81.02% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,128,787	99.911558
AGAINST	210,971	0.083935
ABSTAINED	11,329	0.004507
Invalid votes	0	0.000000

Item 8) – Decision on an amendment to the company's Articles of Association

Resolution no. 8:

The General Meeting resolves to amend Articles 8, 14, 21, 25, 27 and 28 of the Articles of Association as proposed to the General Meeting by the Board of Directors in the draft, which was included as Annex No. 2 to the invitation to the General Meeting. Amendments to Articles 8, 14, 21 and 25 shall take effect as of 1 October 2018 and amendments to Articles 27 and 28 shall take effect by the decision of the General Meeting to amend the Articles of Association.

Information on quorum:

At the time of voting, 476 shareholders who own shares with total nominal value of CZK 2,513,309,730 representing 83.35% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,330,973 valid votes (attached to 251,330,964 shares) were cast, representing an 81.02% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	251,142,007	99.924814
AGAINST	177,304	0.070546
ABSTAINED	11,662	0.004640
Invalid votes	0	0.000000

Resolution no. 9:

The General Meeting resolves to amend Articles 14 and 20 of the Articles of Association pursuant to the draft proposal by PPF Telco B.V. as a qualified shareholder to amend the Articles of Association of O2 Czech Republic a.s., which was submitted to the General Meeting and which was also included as Annex No. 3 to the invitation to the General Meeting.

Information on quorum:

At the time of voting, 476 shareholders who own shares with total nominal value of CZK 2,513,309,730 representing 83.35% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 251,330,973 valid votes (attached to 251,330,964 shares) were cast, representing an 81.02% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	238,050,462	94.715927
AGAINST	13,266,242	5.278395
ABSTAINED	14,269	0.005677
Invalid votes	0	0.000000

Item 9) – Decision on a change in the Rules for remuneration of the members of the Supervisory Board

Resolution no. 10:

The General Meeting approves the change in the Rules for remuneration of the members of the Supervisory Board of O2 Czech Republic a.s. (as approved at the General Meeting held on 3 April 2009), consequently, the new wording of point 3.1 of the Rules is as follows:

The Lump-sum Amount for individuals who perform the individual offices of the members of the Supervisory Board is the aggregate of the amount in Section 3.2 and the following amounts:

- Supervisory Board member, who is the Chairman of the Supervisory Board: CZK 10,000 per month
- other members of the Supervisory Board: CZK 8,000 per month
- in addition each member: CZK 5,000 per each attendance at a Supervisory Board meeting.

This resolution shall take effect as of 1 July 2018.

Information on quorum:

At the time of voting, 242 shareholders who own shares with total nominal value of CZK 2,502,318,810 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,231,660 valid votes (attached to 250,231,651 shares) were cast, representing an 80.66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	237,089,824	94.748049
AGAINST	13,107,452	5.238122
ABSTAINED	34,384	0.013741
Invalid votes	221	0.000088

Item 10) – Approval of the new Rules for provision of additional perquisites to members of the Supervisory Board

Resolution no. 11:

The General Meeting approves the Rules for provision of additional perquisites to members of the Supervisory Board as submitted by the Board of Directors, which replace existing Rules for the provision of additional perquisites to members of the Supervisory Board.

Information on quorum:

At the time of voting, 240 shareholders who own shares with total nominal value of CZK 2,502,316,320 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,231,632 valid votes (attached to 250,231,623 shares) were cast, representing an 80.66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	250,191,954	99.984143
AGAINST	6,130	0.002450
ABSTAINED	33,548	0.013407
Invalid votes	0	0.000000

Item 11) – Approval of the Supervisory Board member's Executive Service Agreements

Resolution no. 12:

The General Meeting approves the draft template of the Executive Service Agreement of the Supervisory Board member to be concluded with the members of the Supervisory Board, as submitted by the Board of Directors.

Information on quorum:

At the time of voting, 234 shareholders who own shares with total nominal value of CZK 2,502,290,810 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,229,081 valid votes (attached to 250,229,072 shares) were cast, representing an 80.66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	250,043,471	99.925824
AGAINST	153,971	0.061532
ABSTAINED	31,639	0.012644
Invalid votes	0	0.000000

Item 12) – Election of the Supervisory Board member

Resolution no 13:

The General Meeting elects Mrs Kateřina Pospíšilová, born on 11 April 1982, residing at Jiráskova 825/4, 767 01 Kroměříž, as a member of the Supervisory Board, effective as of adoption of this resolution.

Information on quorum:

At the time of voting, 234 shareholders who own shares with total nominal value of CZK 2,502,290,810 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,229,081 valid votes (attached to 250,229,072 shares) were cast, representing an 80.66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	239,085,180	95.546520
AGAINST	11,109,497	4.439731
ABSTAINED	34,404	0.013749
Invalid votes	0	0.000000

Item 13) – Approval of the new Rules for provision of additional perquisites to members of the Audit Committee

Resolution no. 14:

The General Meeting approves the Rules for provision of additional perquisites to members of the Audit Committee as submitted by the Board of Directors, which replace existing Rules for provision of additional perquisites to members of the Audit Committee.

Information on quorum:

At the time of voting, 232 shareholders who own shares with total nominal value of CZK 2,502,289,980 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,227,884 valid votes (attached to 250,227,875 shares) were cast, representing an 80.66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	250,191,170	99.984886
AGAINST	5,075	0.002028
ABSTAINED	31,639	0.012644
Invalid votes	1,105	0.000442

Item 14) – Approval of the Audit Committee member's Executive Service Agreements

Resolution no. 15:

The General Meeting approves the draft template of the Executive Service Agreement of the Audit Committee member to be concluded with the members of the Audit Committee, as submitted by the Board of Directors.

Information on quorum:

At the time of voting, 230 shareholders who own shares with total nominal value of CZK 2,502,269,740 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,225,869 valid votes (attached to 250,225,860 shares) were cast, representing an 80.66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	250,191,181	99.985696
AGAINST	5,064	0.002024
ABSTAINED	29,624	0.011839
Invalid votes	1,105	0.000442

Item 15) – Election of the Audit Committee member and election of the Audit Committee substitute members

Resolution no. 16:

The General Meeting elects Mr Michal Krejčík, born on 4 January 1978, residing at Marty Krásové 920/4, 196 00 Praha - Čakovice, as a member of the Audit Committee, effective as of adoption of this resolution.

Information on quorum:

At the time of voting, 230 shareholders who own shares with total nominal value of CZK 2,502,269,740 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,226,924 valid votes (attached to 250,226,915 shares) were cast, representing an 80,66% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	249,590,751	99.745742
AGAINST	606,549	0.242400
ABSTAINED	29,624	0.011839
Invalid votes	50	0.000020

Resolution no. 17:

The General Meeting elects Mr Ondřej Chaloupecký, born on 5 December 1972, residing at Chuchelná 55, 513 01 Semily, as the first substitute member of the Audit Committee, effective as of adoption of this resolution.

Information on quorum:

At the time of voting, 230 shareholders who own shares with total nominal value of CZK 2,502,269,740 representing 82.99% of company's shares entitled to vote, were present in person, represented by a statutory body or by a proxy based on power of attorney.

Final voting results:

At the voting, 250,044,365 valid votes (attached to 250,044,356 shares) were cast, representing an 80.60% share on the company's registered capital.

Votes	Number of Votes	Share of votes present (in %)
FOR	249,371,781	99.658233
AGAINST	642,960	0.256951
ABSTAINED	29,624	0.011839
Invalid votes	182,609	0.072977