

**Draft amendment to the Articles of Association of O2 Czech Republic a.s. based on the proposal by Telco B.V. as a qualified shareholder**

1. Existing wording of Art. 14 Paras 4 and 5 of the Articles of Association shall newly read:

„4. Based on the decision by the Supervisory Board the Board of Directors is obliged to make available all documents and records on the Company’s activities to the Supervisory Board, and enable it to exercise its authority pursuant to law and these Articles of Association. The Board of Directors fulfils these obligations so it provides the Chairman of the Supervisory Board, based on the resolution by the Supervisory Board, with relevant information, eventually relevant documents or, based on the resolution by the Supervisory Board, allow the Chairman of the Supervisory Board or any other designated member to attend the Board of Directors' meetings or other meetings attended by members of the Board of Directors.

5. The Board of Directors is obliged to provide the Supervisory Board, prior to convening the General Meeting, a draft of its agenda, including materials for the General Meeting; the Supervisory Board may give its opinion on any such proposals and materials. However, the Board of Directors does not have to wait for such an opinion before convening the General Meeting and any such opinion is not binding for the Board of Directors.“
2. Art. 14 of the Articles of Association deletes existing Paras 6 to 9 and existing Paras 10 and 11 shall read as Paras 6 and 7.
3. Introductory part of Art. 20 Para 2 shall read:

„In line with the decision of the Supervisory Board or its Rules of Procedure, the Supervisory Board shall especially be authorized to:“
4. Art. 20 Para 3 of the Articles of Association deletes (i) and (m), existing (k) and (l) shall read (j) and (k) and existing (n) shall read (l).
5. Art. 20 Para 3 of the Articles of Association existing (j) shall read (i) and its new wording is as follows:

„to be informed by the Board of Directors pursuant to Article 14 (4) or (5),“