

**General Meeting O2 Czech Republic a.s.  
held on 4 June 2019**

**ADOPTED RESOLUTIONS**

**Resolution on item 2) of the agenda – 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.

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 Milan Vácha, Martin Hlaváček and Zuzana Dušková as scrutineers.

**Resolution on item 5) of the agenda – Approval of the company's 2018 Financial Statements**

Resolution No 3: The General Meeting approves the annual financial statements of the company for 2018 verified by the auditor and submitted by the company's Board of Directors.

Resolution No 4: The General Meeting approves the consolidated financial statements of the company for 2018 verified by the auditor and submitted by the company's Board of Directors.

**Resolution on item 6) of the agenda – Decision on the distribution of the company's profit for 2018 and distribution of the company's share premium**

Resolution No 5: The General Meeting approves the following distribution of the unconsolidated profit of CZK 5,366,082,198.53 (after tax), which was generated by the company in 2018:

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 84,341,059.53

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 2019. 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 2019.

Resolution No 6: The General Meeting approves the following distribution of a portion of the Company's share premium among the shareholders in the current amount of CZK 9,469,872,293.91:

- 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 2019 (unless the records in the register differ from the actual reality),
- the share premium amount intended for payment shall be payable on 4 July 2019. 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.

#### **Resolution on item 7) of the agenda – Appointment of an auditor to conduct the mandatory audit of the company in 2019**

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 2019 and correspondingly decides to renew the auditor engagement with KPMG Česká republika Audit, s.r.o.

#### **Resolution on item 8) of the agenda – Election / Recall of the Audit Committee member and election of the Audit Committee substitute member**

Resolution No 8: The General Meeting elects Mr Radek Neužil, born on 22 April 1970, residing at Chmelnice 2789/45, Brno, Postal Code 628 00, as a member of the Audit Committee, effective as of adoption of this resolution.

Resolution No 9: The General Meeting elects Mr Ondřej Chaloupecký, born on 5 December 1972, residing at Chuchelna 55, 513 01 Semily, as the first substitute member of the Audit Committee, effective as of adoption of this resolution.