



# BALLOT PAPER

## for voting in writing outside the General Meeting of O2 Czech Republic a.s. pursuant to Section 19 Lex COVID

If you want to exercise your right to vote, please tick the appropriate variants of your choice and please send with an officially verified handwritten signature to O2 Czech Republic a.s., P.O. BOX 16, Kutná Hora, postal code: 284 01, or otherwise according to the Rules for Passing Decisions in Writing Outside General Meeting.

► **ATTENTION:** Disagreement can be expressed by simply checking the AGAINST option on the ballot paper and by remaining silent (by not submitting the ballot paper). Any expression of will other than "FOR", abstaining from the vote, will be considered a vote against the proposal and will not be to the detriment of the shareholders in any way.

**voting period from 28 May 2021 to 14 June 2021 at 5:00 pm**

Identification number of shareholder or proxy

**DO NOT FILL IN – space reserved for internal purposes of the Company**

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	FOR	AGAINST										
<p><b>Decision on item 1 on the order of decisions</b></p> <p>I vote on approval of the standalone financial statements of the Company for the year 2020 according to the draft resolution, which is set out in the proposal presented by the Board of Directors and reads as follows:</p> <p>DRAFT RESOLUTION:</p> <p><b>Outside the meeting, the General Meeting approves in writing the regular financial statements of the Company for 2020 verified by an auditor, which were presented by the Board of Directors in the form of publication on the Company's website (<a href="http://www.ico60193336.cz">www.ico60193336.cz</a>) under the tab Investor Relations, section Annual and Half-year Reports as part of the Company's Annual Report for the year 2020.</b></p>	<input type="checkbox"/>	<input type="checkbox"/>										
<p><b>Decision on item 2 on the order of decisions</b></p> <p>I vote on approval of the consolidated financial statements of the Company for the year 2020 according to the draft resolution, which is set out in the proposal presented by the Board of Directors and reads as follows:</p> <p>DRAFT RESOLUTION:</p> <p><b>Outside the meeting, the General Meeting approves in writing the consolidated financial statements of the Company for 2020 verified by an auditor, which were presented by the Board of Directors in the form of publication on the Company's website (<a href="http://www.ico60193336.cz">www.ico60193336.cz</a>) under the tab Investor Relations, section Annual and Half-year Reports as part of the Company's Annual Report for the year 2020.</b></p>	<input type="checkbox"/>	<input type="checkbox"/>										
<p><b>Decision on item 3 on the order of decisions</b></p> <p>I vote on distribution of the profit of the Company for the year 2020 according to the draft resolution, which is set out in the proposal presented by the Board of Directors and reads as follows:</p> <p>DRAFT RESOLUTION:</p> <p><b>Outside the meeting, the General Meeting in writing approves the distribution of the Company's unconsolidated profit for the year 2020 in the amount of CZK 5,790,018,980.95 after tax as follows:</b></p> <table style="width: 100%; border: none;"> <tr> <td style="width: 80%;">1) contribution to the reserve fund</td> <td style="text-align: right;">CZK 0.00</td> </tr> <tr> <td>2) contribution to the social fund</td> <td style="text-align: right;">CZK 8,000,000.00</td> </tr> <tr> <td>3) royalties</td> <td style="text-align: right;">CZK 0.00</td> </tr> <tr> <td>4) dividends</td> <td style="text-align: right;">CZK 5,114,996,669.00</td> </tr> <tr> <td>5) retained earnings of previous years</td> <td style="text-align: right;">CZK 667,022,311.95</td> </tr> </table> <p><b>Each share with a nominal value of CZK 10 receives a pre-tax dividend of CZK 17, and a share with a nominal value of CZK 100 receives a pre-tax dividend of CZK 170. The</b></p>	1) contribution to the reserve fund	CZK 0.00	2) contribution to the social fund	CZK 8,000,000.00	3) royalties	CZK 0.00	4) dividends	CZK 5,114,996,669.00	5) retained earnings of previous years	CZK 667,022,311.95	<input type="checkbox"/>	<input type="checkbox"/>
1) contribution to the reserve fund	CZK 0.00											
2) contribution to the social fund	CZK 8,000,000.00											
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4) dividends	CZK 5,114,996,669.00											
5) retained earnings of previous years	CZK 667,022,311.95											

*Text of the draft resolution*



<p>relevant tax is to be withheld (deducted) by the Company under the conditions arising from Czech legislation within the approved Advances.</p> <p>Those persons who are the shareholders of the company as at the record date shall have the right to a dividend (hereinafter the “Record Date”), 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 Record Date in an extract from the statutory register provided by the Company (unless the records in the register differ from the actual reality).</p> <p>The dividend payment date will be 21 July 2021. 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.</p> <p>In accordance with the company’s Articles of Association, the Record Date will be 21 June 2021.</p>	<p><i>continues overleaf</i></p>	
<p>Outside the meeting, the General Meeting approves in writing the distribution of a part of the Company’s share premium in the actual amount of CZK 4,806,069,651.19 to shareholders as follows:</p> <ul style="list-style-type: none"> <li>- the Company's share premium will be distributed (reduced) in the amount of CZK 1,203,528,628.00,</li> <li>- for each share with a nominal value of CZK 10, an amount of CZK 4 before tax will be paid,</li> <li>- the amount of CZK 40 before tax will be paid for the share with a nominal value of CZK 100,</li> <li>- under the conditions arising from Czech legislation, the relevant tax will be deducted (deducted) by the Company before the payment is made,</li> <li>- the payment will be made on the basis of a statement from the statutory register, which will be procured by the Company on 21 June 2021 (unless it is proven that the date in the register does not correspond to the factual situation as of that date),</li> <li>- the amount to be paid will become due on 21 July 2021. The Board of Directors is responsible for the payment of the share of the share premium and the payment will be made at the Company's expense through Česká spořitelna, a.s. In matters not regulated by this resolution, the payment will be carried out in particular in accordance with legal regulations and the Company's articles of association.</li> </ul>	<p>FOR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>
<p><b>Decision on item 5 on the order of decisions</b></p> <p>I vote on appointment of an auditor to perform the statutory audit of the Company for the year 2021 according to the draft resolution, which is set out in the proposal presented by the Board of Directors and reads as follows:</p> <p>DRAFT RESOLUTION:</p> <p>Outside the meeting and on the basis of a proposal from the Supervisory Board and the Audit Committee, the General Meeting appoints the audit firm KPMG Česká republika Audit, s.r.o., Company ID No. 49619187, with its registered office in Prague 8, Pobřežní 648 / 1a, Postal Code 186 00, to perform a statutory audit of the Company for accounting period corresponding to the calendar year 2020 and that the audit contract of KPMG Česká republika Audit, s.r.o. be extended accordingly.</p>	<p>FOR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>
<p><b>Decision on item 6 on the order of decisions</b></p> <p>I vote on Approval of the Remuneration Report on remuneration paid to members of the Board of Directors and the Supervisory Board, which is set out in the proposal presented by the Board of Directors and reads as follows:</p> <p>DRAFT RESOLUTION:</p> <ul style="list-style-type: none"> <li>- Outside the meeting, the General Meeting approves in writing the Remuneration Report on the remuneration paid to members of the Board of Directors and the Supervisory Board as proposed by the Company's Board of Directors and published together with this proposal.</li> </ul>	<p>FOR</p> <p><input type="checkbox"/></p>	<p>AGAINST</p> <p><input type="checkbox"/></p>

Decision on item 7 on the order of decisions	FOR	AGAINST
<p>I vote on proposal to amend the Company's Articles of Association, according to the proposal written in the form of a notarial record NZ 604/2021 dated on 19 May 2021, which was published on 28 May 2021 on the Company's website and published in the Commercial Bulletin and reads as follows:</p> <p>DRAFT RESOLUTION:</p> <p><b>The General Meeting decides in writing outside the meeting, with effect from 1 July 2021, on partial amendments to the Company's Articles of Association as follows:</b></p> <p>(i) in Part III. <b>COMPANY BODIES AND THEIR REMUNERATION</b>, Article 7 The General Meeting and Its Status, new paragraphs 3. and 4. are added as follows:</p> <p>3. The General Meeting may also take decisions within its competence by means of a decision outside the meeting pursuant to Sections 418 to 420 of the Business Corporations Act (hereinafter referred to as "per rollam decision"), whereby per rollam decision is permissible if the General Meeting is required by law or the Articles of Association of the Company to be held or if, in the opinion of the Board of Directors, its holding is justified by the interests of the Company or the shareholders and at the same time:</p> <p>a) a decision or other binding measure has been issued by a public authority which prevents or, in the opinion of the Board of Directors, substantially impedes the holding of a General Meeting of the Company; or</p> <p>b) the holding of the General Meeting (session) is or, in the opinion of the Board of Directors, is imminently prevented or substantially impeded by an emergency or situation, including, a natural emergency (in particular a flood, atmospheric disturbance or earthquake), a civilisational emergency (in particular an accident involving the release of hazardous substances or a terrorist attack) or an emergency caused by other influences (in particular an epidemic or pandemic), or as a result of the recovery from the consequences of such an event (including a situation where, as a result of any of those emergencies, critical infrastructure is substantially disrupted or the availability of premises adequate for the holding of a General Meeting is substantially restricted); or</p> <p>c) in the opinion of the Board of Directors, it is in the interest of the Company (while respecting the rights and interests of the shareholders) that the relevant matter be decided by means of a per rollam decision.</p> <p>4. The following rules shall apply to per rollam decisions:</p> <p>a) the Board of Directors or any other person authorized to convene the General Meeting shall submit the draft resolution(s) to all shareholders of the Company in the manner in which the General Meeting of the Company is convened (Error! Reference source not found. (Error! Reference source not found.));</p> <p>b) the person authorised to convene a General Meeting shall ensure that at least 15 days before the date of submission of the proposal(s) for the resolution(s) referred to in point (a) of this paragraph (such date being hereinafter referred to as the "date of submission"), a notice of such intention is published on the Company's website, setting out, in particular, information about the date of submission, the proposals themselves and the relevant documents relating to such proposals, or the manner in which shareholders may view such proposals and documents (such notice being hereinafter referred to as the "per rollam notice");</p> <p>c) the record date for per rollam decisions shall be the seventh day preceding the date of submission;</p> <p>d) no later than the date of submission, the ballot papers must be available to the shareholders;</p> <p>e) the deadline for receipt of shareholder comments on the draft resolutions shall be specified in the per rollam notice and shall be at least 15 days from the date of submission;</p> <p>f) the per rollam notice shall also specify, in accordance with the law and these Articles of Association, the other conditions of the per rollam decision, in particular the manner in which the shareholder may indicate their approval of the proposed decision (information on the ballot papers and how to obtain them); and</p> <p>g) all draft resolutions delivered to the shareholders pursuant to point (a) of this paragraph, as well as the per rollam notice, shall be available on the Company's website at least until the results of the per rollam</p>	<input data-bbox="1217 197 1300 264" type="checkbox"/>	<input data-bbox="1364 197 1447 264" type="checkbox"/>

<p style="text-align: center;">decision are announced in accordance with the procedure under Section 420 (1) of the Business Corporations Act.</p> <p>(ii) in Part V. FINANCIAL MANAGEMENT OF THE COMPANY, Article 35 Distribution of Profit or Any Other Company Funds and Coverage of Losses, the wording of paragraph 5 is amended to read as follows:</p> <p>5. The Company will pay the share of the profit or other own resources to those persons who were shareholders or otherwise entitled persons on the record date for the exercise of their claim. This record day precedes the due date by 30 days, unless otherwise specified in accordance with the law. At the same time, the Company will make every effort to take into account other rules that apply to it when determining this record date, in particular stock exchange rules (e.g., if required by stock exchange rules, then this record date will not be earlier than the third trading day of the stock exchange following the day on which the General Meeting of the Company approved the disbursement, and that the Company publishes on the Company's website a notice of a decision to that effect at least two trading days before the record date). Unless otherwise specified in accordance with the law, the Company will pay the shareholder or other entitled person a share in the profit or other own resources at its own expense and risk through a Czech or foreign bank, or a savings or credit union or a securities dealer.</p>		
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First name and surname / name or business name of shareholder

.....  
Date of birth / identification number of shareholder

.....  
Address / registered address of shareholder

.....  
Number and nominal value of shares held\*

\* If left empty, the number of shares of the shareholder registered in the statement from the register of book-entered shares of O2 Czech Republic a.s. as of the record date will be used

***In the event the shareholder has a proxy, complete the proxy's details below:***

.....  
First name and surname / name or business name of shareholder's proxy

.....  
Date of birth / identification number of shareholder's proxy

.....  
Address / registered address of shareholder's proxy

.....  
certified signature of shareholder or proxy