

**ANNOUNCEMENT OF PER ROLLAM PROCEDURE TO PASS DECISIONS
at the General Meeting of the joint-stock company O2 Czech Republic a.s.
pursuant to Section 19 of Act No. 191/2020 Coll. ("Lex COVID")**

with voting period from 28 May 2021 to 14 June 2021

O2 Czech Republic a.s. with its registered office in Prague 4, Za Brumlovkou 266/2,
postal code 140 22, company ID number 60193336, entered in the Commercial Register kept by the
Municipal Court in Prague under file number B 2322
(hereinafter referred to as the "Company")

The Board of Directors of the Company (the "Board of Directors"), taking into account the still uncertain epidemiological situation and in relation to the current legislative framework, hereby announces that, under the conditions set out below, a written decision of the General Meeting of the Company will be taken outside the meeting ("per rollam decision").

The following matters will be voted on:

- 1. Approval of the Company's standalone financial statements for the year 2020**
- 2. Approval of the Company's consolidated financial statements for the year 2020**
- 3. Decision on the distribution of the Company's profit for the year 2020**
- 4. Decision on the distribution of the Company's share premium**
- 5. Appointment of an auditor to perform the statutory audit of the Company for the year 2021**
- 6. Approval of the Remuneration Report on remuneration paid to members of the Board of Directors and the Supervisory Board**
- 7. Decision to amend the Company's Articles of Association**

(hereinafter the "order of decisions").

I. Preamble

- I.1. For more than a year now, the Czech Republic has been facing the impact of the SARS CoV-2 coronavirus epidemic, which causes the disease COVID-19. Public authorities have issued a number of different regulations or restrictions since March 2020, and the predictability of the impact of such measures or restrictions is very low due to the rate of their promulgation. These measures also affect the ability to hold mass events or to assemble. Ensuring a physical general meeting as the supreme corporate body is challenging both in terms of organisation and time, which requires a high degree of predictability. At the same time, as a result of the rules in force for holding mass events, the number of participants is still limited in the long term, and strict rules apply to the organisers with regard to ensuring sufficient distancing, disinfection and other technical and organisational matters. Given the usual number of shareholders present at company General Meetings in earlier years, it is clear that, notwithstanding the ever-changing conditions, the possibility of holding a physical General Meeting is still substantially more difficult. While the measures are presently less tight, the experience of 2020 suggests that there

remains a real risk that the measures could be tightened again within days and that the holding of a physical meeting would be frustrated. This is due to the necessary time lag between the convening and the actual meeting. Therefore, after careful consideration of the situation and after the experience of the previous year, the Company has chosen to make use of the legal option under Section 19 of Act No. 191/2020 Coll., *on certain measures to mitigate the impact of the SARS CoV-2 coronavirus epidemic on persons involved in court proceedings, aggrieved persons, victims of crime and legal persons and on amendments to the Insolvency Act and the Code of Civil Procedure* ("Lex COVID").

- I.2. In view of the above, the Board of Directors deems it necessary to use the procedure under Lex COVID and to make a per rollam decision at the General Meeting. Pursuant to Section 19 of the Lex COVID, it is temporarily permitted, until 30 June 2021, for the Company's shareholders to take decisions in writing outside the General Meeting, i.e. to take decisions per rollam, even if this is not permitted by the Company's Articles of Association, provided that in such a case the Board of Directors is to determine the terms of the per rollam decision in accordance with this provision. At the same time, the Board of Directors, following the experience of 2020 and 2021, proposes to the General Meeting to introduce the possibility of per rollam voting directly into the Articles of Association, as it has been shown that relying on special legislation allowing per rollam decision-making may negatively interfere with the internal processes of the Company.
- I.3. The Board of Directors established the conditions for per rollam decisions with regard to the aforementioned provisions of Section 19 of the Lex COVID as well as the provisions of Sections 418 to 420 of Act No. 90/2012 Coll., on business corporations (hereinafter referred to as the "BCA"). The legislation addresses the issue of per rollam decisions by shareholders of joint stock companies only in general terms, and therefore the detailed conditions for per rollam decisions, which is also required by Section 19(2) of the Lex COVID, are set out in this Announcement.
- I.4. The Board of Directors therefore invites and recommends that shareholders become sufficiently familiar with the per rollam decision-making rules set out below in order to avoid any misunderstandings. For these reasons, the Board of Directors has also decided to make the necessary information available to shareholders (investors) well in advance of the Record Date (see Article IV.1 below) and the date of publication of Proposals (see Article VI.1 et seq. below).
- I.5. The procedure will be similar to that of the 2020 General Meeting; however, the following differences resulting from the amendments to the legislation and the new wording of the Articles of Association approved by the 2020 AGM should be noted:
 - a) Ballot papers and other voting documents will be posted on the Company's website in lieu of physical distribution (Article 42 (1) in conjunction with Article 9 (5) of the Company's Articles of Association).
 - b) Announcement of the voting period beginning, as well as relevant draft resolutions and voting rules will also be published in the Commercial Bulletin (Article 42(1) in conjunction with Article 9(5) of the Articles of Association).
 - c) For voting on the amendment to the Articles of Association, a ballot paper identical to that used for other items will be sufficient. A notarial deed will not be required for the vote.
 - d) Act No. 37/2021 Coll., on the registration of beneficial owners, will come into force on 1 June 2021. In this context, we would like to draw the attention of shareholders, who are legal entities based in the Czech Republic or trustees of so-called legal arrangements (i.e. trust funds) subject to that law – in particular to the following two provisions:

- Section 54(3): In decisions of a supreme body of a business corporation, voting rights may not be exercised by, or its matters decided by, in the capacity of a sole shareholder, a legal person or any person who acts on behalf of a legal arrangement that has no beneficial owner registered in the register of beneficial owners.
- Section 53(2): A business corporation shall not also pay a share of any benefit to a legal person or legal arrangement which has no beneficial owner entered in the register of beneficial owners.

II. General commentary on the per rollam procedure

- II.1. While the per rollam procedure takes place outside the General Meeting, it is still a decision of the General Meeting as the supreme governing body of the Company. It differs from the standard decision-making process of the General Meeting of the Company mainly in that the shareholders or their proxies do not vote on the proposals in personal attendance at the General Meeting, but the decision is taken if a sufficient number of shareholders' votes for the proposal (positive votes) is cast in writing within the period specified for the proposal of the Board of Directors distributed to the shareholders.
- II.2. The per rollam procedure is thus, in essence, only an alternative way of passing decisions at the General Meeting. It does have, however, certain specifics and limitations resulting mainly from the fact that there is no on-site discussion of individual items on the agenda of the General Meeting. The fundamental difference, it should be noted at the outset, is that the statutory rule "who keeps silent votes against" applies in per rollam voting. A shareholder can therefore vote "against" a proposal simply by not submitting a vote (Section 419 (1) of the Business Corporations Act). The quorum for voting on submitted proposals (decisive majority) is calculated from the total number of votes of all shareholders Section 419 (3) of the Business Corporations Act). Therefore, no proposals can be enforced by a minority of votes. Detailed rules are set out further below in Article III - XI of this Announcement.
- II.3. The scope and methods of exercising shareholder rights may vary from the situation when they are exercised at a physical General Meeting for the reasons stated above (for more detailed information, see below).
- II.4. The Board of Directors commissioned ADMINISTER, spol. s r.o., Company ID No. 47551054, with its registered office at Husova 109/19, Kutná Hora-Vnitřní Město, 284 01 Kutná Hora, to organize the per rollam voting of shareholders and to ensure all steps that enable, prevent, follow or in any way relate to adopting decisions, in order to ensure the proper procedure and determination of the outcome of the decision.

III. Dates of the per rollam voting

- III.1. The shareholders' vote in the framework of the per rollam decision will take place in writing during the period beginning on **28 May 2021** and ending on **14 June 2021 at 5:00 p.m.**

IV. Voting Record Date

- IV.1. Persons who are be listed as shareholders on **21 May 2021** (hereinafter referred to as the "**Voting Record Date**") in the extract from the statutory register held by Central Securities Depository ("CDCP") where the Company's book-entered shares are registered (hereinafter referred to as the "Statement from the CDCP") will be eligible to vote. The Statement from the CDCP will be procured by the Company. This is a procedure similar to the determination of

persons authorized to participate in the General Meeting and to exercise shareholders rights at the meeting, including the right to vote pursuant to Article 9 (6) of the Company's Articles of Association.

V. Identifying shareholders and their proxies

- V.1. The Statement from the CDCP as of the Voting Record Date will be procured by the Company.
- V.2. Unless otherwise stated below, shareholders will be identified for the purposes of per rollam voting by means of the following documents:
- (a) Shareholders – natural persons, if they vote without a proxy, will be identified according to the Statement from the CDCP and do not have to provide any other documents when voting.
 - (b) Shareholders – legal entities must deliver the original or an officially certified copy of the document proving the existence of the legal entity and the manner of acting of the member of the statutory body on its behalf.
 - (c) Shareholders' proxies must, in addition, deliver the original or an officially certified copy of the written power of attorney with the officially certified signature of the principal when voting (for details and exceptions, see Article V.4 below).
- V.3. If the documents referred to in above Article V.2(b) or V.2(c) are made by foreign authorities or institutions or provided with their verification clauses, they must be provided with an apostille or other clause or verification, which are required in official communication by the Czech authorities for similar foreign documents. If such documents, clauses or verifications are made in a foreign language, an official translation into Czech must be attached to them. Documents in Slovak language constitute an exception.
- V.4. Provisions concerning powers of attorney:
- (a) Shareholders may also use the power of attorney form (see also Article V.2(c) above) which the Company publishes together with this Announcement on its website. The use of the form is not mandatory when granting a proxy.
 - (b) Shareholders may give notice of the granting of a power of attorney to represent them in a per rollam decision, as well as of its revocation, by mail to the address as set out in Article VI.3.
 - (c) Shareholders may also notify the Company at o2valnahromada@per-rollam.cz of the granting of a proxy to represent them in a per rollam decision as well as of its revocation. If such notification does not enable the Company to assess the compliance of the proxy with the legal requirements or to identify the signatory unambiguously (in particular a verified electronic signature based on a qualified certificate issued by an accredited certification service provider is not attached), the Company is entitled, but not obliged, to request additional information to prove the shareholder's representation.
 - (d) Shareholders may also notify the Company of the granting of a proxy to represent them in per rollam decision, as well as of its revocation, by means of a data mailbox, the

address (ID) of which is: j3sjbnj; such notification must also allow for the assessment of the proxy's compliance with the legal requirements and, in the interests of smooth processing, it is requested that the relevant message appropriately identifies the matter (dmAnnotation), in the form of "Power of attorney for per rollam decisions O2".

- (e) The Company will also allow the representation of shareholders in per rollam decisions on the basis of a written power of attorney which has been submitted to the Company in the past and which allows representation in the current per rollam decision or at the General Meeting, if held no later than 14 June 2021. The following applies to representation on the basis of such a power of attorney:
 - (i) In lieu of a written power of attorney, the proxy will submit either (A) a signed written statement identifying himself or herself as proxyholder and identify the shareholder and the date the proxy was given, stating that the power of attorney had previously been filed with the Company, or (B) a copy of a "registered copy" of a power of attorney issued in the past pursuant to the rules under which the Company issued such registered copies.
 - (ii) The Company will verify, on the basis of the documents referred to in the preceding paragraph, that the relevant power of attorney has been filed with it in the past, and the impossibility of such verification shall be to the detriment of the proxy or the shareholder represented by him. This is without prejudice to the possibility that the proxy may subsequently be proven by any of the other means described in this Announcement.
 - (iii) However, the Company will not accept the representation referred to above if, not later than the date on which the proxy in question delivers to the Company the shareholder's vote by proxy, the Company receives an expression of intent from the shareholder revoking or limiting that proxy so as not to permit representation in respect of a per roll call decision to the extent applicable.

V.5. Special provision concerning representation by an administrator:

- (a) The Company also admits representation of shareholders by a person registered in the Statement from the CDCP as an administrator or as a person authorized to exercise the rights associated with the share. If the shareholder's representation is proved in this way, the Company will not require the submission of the documents referred to in Art. V.2 (b) or V.2 (c) above when voting.
- (b) However, the Company will not allow the above representation if, at the latest on the day on which the relevant administrator delivers a shareholder voting statement to the Company, the shareholder's will is delivered to the Company, revoking or limiting the representation so that it does not allow appropriate representation in per rollam voting.

VI. Voting procedure

- VI.1. In accordance with Article 42(1) of the Articles of Association, the Company will publish both the draft resolutions (hereinafter referred to as "**Proposals**") and **the ballot papers** for download and printing on the website www.ico60193336.cz under the Investor Relations link in section of the General Meeting on **28 May 2021**. On the same day, Proposals and voting rules will be published in the Commercial Bulletin.

- VI.2. Voting on the Proposals will be enabled from the day of the ballot papers publication. Votes cannot be sent before this date.
- VI.3. With regard to the ballot papers, the shareholders will proceed in accordance with Article VI.3 (signatures and delivery).
- VI.4. Voting will be by ballot as follows:
- (a) Shareholders who wish to vote "FOR" the proposal shall complete their ballot papers in the manner indicated thereon and return them by one of the following methods:
 - (i) by post to the address O2 Czech Republic a.s., P.O. BOX 16, 284 01 Kutná Hora;
 - in this case, the signatures on the ballot papers must be officially certified, and the same applies to foreign certification clauses as in Article V.3 above;
 - (ii) to the email address o2valnahromada@per-rollam.cz;
 - in this case, the ballot paper must be signed with a verified electronic signature based on a qualified certificate issued by an accredited certification service provider; or
 - (iii) to the data mailbox whose address (ID) is: j3sjbnj
 - in this case the ballot paper must be signed with a verified electronic signature based on a qualified certificate issued by an accredited certification service provider).
 - (b) Shareholders who choose to vote "AGAINST" a proposal may complete the ballot papers in the manner indicated thereon and return them in the same manner as set out above or cast no vote (Section 419(1) of the BCA).

To be counted, ballot papers must be delivered to the Company by one of the methods provided for in this Article VI.3 no later than **5:00 p.m. on 14 June 2021**. If shareholders or their proxies are required to submit certain documents (e.g., a power of attorney or an extract from the commercial register) in order to vote, such documents must be delivered to the Company no later than the applicable deadline under this Article. Until the required documents have been delivered to the Company, the vote of the shareholder concerned shall not be counted, even if it has been duly delivered previously.

- VI.5. Special provisions on conflict of shareholder and proxy votes: If a shareholder and his proxy vote for a Proposal, only the vote that is submitted (delivered to the Company) first will be counted in the result of the voting.
- VI.6. Special provision on voting by a proxy representing more than one shareholder: In the event that a proxy represents more than one shareholder in a voting, they shall attach to the ballot paper completed in accordance with the rules set out in this Announcement a list of shareholders for whom they are voting and their identification. A sample ballot paper for voting by a proxy who represents several shareholders will be published on the Company's website.
- VI.7. Votes already cast (on ballot papers) cannot be changed or revoked.
- VI.8. The majority decisive for determining whether the relevant Proposal has been approved is calculated from the total number of votes of all shareholders entitled to vote (see Section 419(3) of the BCA). Accordingly, an absolute majority of the votes of all shareholders entitled to vote is

required for the approval of the Proposals; a two-thirds majority of the votes of all shareholders entitled to vote is required for a resolution to amend the Articles of Association.

VII. Information on draft resolutions to be submitted to shareholders for decision

The Board of Directors intends to submit Proposals for decision per rollam, the wording and justification of which are set out at the end of this Announcement. For the avoidance of doubt, the Board of Directors warns that it is possible to vote for Proposals only after the Proposals have been distributed and only in the manner described in Article VI.1 above, i.e. the publication of the Proposals under this notice is not in itself a call for shareholders to vote for the Proposals.

VIII. Information on the number of shares and voting rights

The Company's share capital amounts to CZK 3,008,821,570 (in words: three billion eight million eight hundred and twenty-one thousand five hundred and seventy Czech crowns) and is divided into 300,882,147 registered ordinary shares with a nominal value of CZK 10 per share and 1 registered ordinary share with a nominal value of CZK 100. Each CZK 10 of the nominal value of the shares represents one vote; the total number of votes attached to the Company's shares is therefore 300,882,157.

IX. Information on documents available to shareholders

IX.1. Along with this Announcement, the following documents have been published on the Company's website:

- (a) the Company's 2020 Annual Report (the "2020 Annual Report")

The Company has prepared the Annual Report 2020 in accordance with the obligations set out in the legislation (in particular Act No. 563/1991 Coll., on Accounting and Act No. 256/2004 Coll., on Capital Market Undertakings). The Board of Directors also presents the following reports and information to the shareholders:

- (i) a summary explanatory report pursuant to Section 118(9) of the Capital Market Undertakings Act regarding the basic data and information referred to in Section 118(5)(a) to (k) of the Capital Market Undertakings Act, which report (including such data) is contained in the 2020 Annual Report in Section 4;
- (ii) a relationship report prepared in accordance with Section 82 et seq. of the BCA, which forms an annex to the 2020 Annual Report.

The Annual Report also includes:

- (iii) the Company's standalone financial statements for the year 2020, which are included in the Annual Report as part of Chapter 5; and
- (iv) the Company's consolidated financial statements for the year 2020, which are included in the Annual Report as part of Chapter 5,

the approval of both sets of financial statements of the Company will be the subject of draft decisions which the Board of Directors intends to submit for approval per rollam under items 1 and 2 on the order of decisions.

The entire 2020 Annual Report, including its appendices, has previously been published on the Company's website and is accessible to all shareholders. It is available here: (www.ico60193336.cz) under tab Investor Relations, section Annual and Half-year Reports, 2020 Annual Report, and also here: www.o2.cz/spolecnost/en/annual-and-half-year-reports/

(b) Report by the Supervisory Board

Through this report, the Board of Directors informs shareholders of the results of the Company's supervisory activities within the meaning of Section 447 (3) and Section 449 (1) of the Business Corporations Act, including the results of the review of the report on relations for the year 2019 as required by Section 83 (1) of the Business Corporations Act.

The Board of Directors further states that the Supervisory Board did not raise any issues concerning about the standalone financial statements for the year 2020, the proposal for the distribution of profit for the year 2020, the consolidated financial statements for the year 2019 and the report on relations for the year 2020 as presented by the Board of Directors.

It is available here: www.o2.cz/spolecnost/en/general-meetings/.

(c) Draft Remuneration Report on the remuneration of members of the Board of Directors and Supervisory Board

The Board of Directors intends to propose the approval of the Remuneration Report on the remuneration of the members of the Board of Directors and the Supervisory Board of the Company for a per roll call decision under item 6.

It is available here: www.o2.cz/spolecnost/en/general-meetings/.

(d) Draft amendment to the Company's Articles of Association

The Board of Directors intends to propose an amendment to the Company's Articles of Association for per rollam decision under item 7 of the agenda.

The following are available to shareholders:

- (i) the full text of the Articles of Association with a proposed effective date of 1 July 2021 (here: www.o2.cz/spolecnost/en/general-meetings/);
- (ii) the amended version of the statutes – working draft version with marked changes (here: www.o2.cz/spolecnost/en/general-meetings/); and
- (iii) proposed amendments to the Articles of Association (as part of the draft resolution at item 7 of the agenda, as stated below in this announcement).

The aforementioned documents are also available for inspection free of charge to shareholders from 17 May 2021 on working days from 9:00 a.m. to 4:00 p.m. at the company's registered office.

(e) Power of attorney form

In accordance with what is set out in Article V.4(a) above, the Company is publishing with this Announcement a power of attorney form for use by shareholders in voting in the context of the per rollam decision. The form is available here: www.o2.cz/spolecnost/en/general-meetings and also from 17 May 2021 on working days from 9:00 a.m. to 4:00 p.m. at the company's registered office.

Each shareholder also has the right to request that the form be sent to him or her at his or her own expense and risk in paper form or electronically by requesting it at o2valnahromada@per-rollam.cz or the telephone number 840 114 114.

IX.2. An English translation of this Announcement is also available to shareholders here: www.o2.cz/spolecnost/en/general-meetings.

X. Information on other shareholder rights

X.1. Right to explanation

The Board of Directors fully intends to allow all shareholders to exercise their right to an answer to their request for an explanation of matters concerning the Company, or the persons controlling it, which are necessary for the assessment of proposals for the adoption of decisions submitted by the Board of Directors or for the exercise of shareholder rights in the context of the per rollam procedure.

The Board of Directors is thus prepared to provide shareholders with answers to requests for explanation if they are received by the Company between the date of publication of this Announcement and **4 June 2021**. Requests must be delivered to the Company by one of the methods set out in Article VI.3(a); for the avoidance of doubt, the Board of Directors confirms that requests for explanation do not require a certified signature or a verified electronic signature based on a qualified certificate issued by an accredited certification service provider when using any of the methods of delivery.

It must be clear from the request for explanation that it is a request for explanation by the shareholder or his proxy in connection with the per rollam decision and who is making the request.

Responses to legitimate requests for explanation will be provided by way of publication on the Company's website no later than **7 June 2021**. If it is not possible to provide any response by that date, the Board of Directors will provide it no later than 15 days thereafter.

The Board of Directors further notes that the provision of explanations may be refused in whole or in part for the reasons and under the conditions set out in Sections 359 and 360 of the BCA.

X.2. Right to submit proposals and counterproposals

In view of the nature and structure of the per rollam procedure and the provisions of Section 418 of the Business Corporations Act, only the draft resolution presented sent by the convener of the General Meeting is voted on in this procedure.

X.3. Rights of qualified shareholders in connection with the per rollam procedure

Qualified shareholders of the Company, i.e. shareholders who have shares with an aggregate nominal value of at least 1% of the Company's share capital, have not exercised the right to propose an item to be included in the order of decisions prior to the commencement of the per rollam procedure. Due to the structure of the per rollam procedure, they can no longer exercise such a right.

XI. Information on the results of voting

XI.1. Information on the results of voting

The Board of Directors will announce the results of per rollam decisions in the same manner as it announces the results of decisions taken at the General Meeting.

XI.2. Information regarding whether a particular shareholder's votes have been counted

You can check whether your ballot paper has been delivered, registered and has been counted by enquiring at the telephone number +420 327 588 356.

Draft proposals to be submitted to shareholders

The Board of Directors intends to submit Proposals for decision per rollam, the wording and justification of which are set out below. For the avoidance of any doubt, the Board of Directors warns that it is possible to vote for the Proposals only after the Proposals have been distributed and only in the manner described in Article VI. above. The publication of Proposals in this Announcement is not in itself a call for shareholders to vote in favour of the Proposals.

Concerning item 1 on the order of decisions: Approval of the Company's standalone financial statements for the year 2020

DRAFT RESOLUTION:

Outside the meeting, the General Meeting approves in writing the standalone 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 (www.ico60193336.cz) under the tab Investor Relations, section Annual and Half-year Reports as part of the Company's Annual Report for the year 2020.

Justification: The Company is obliged to prepare standalone financial statements for the past accounting period pursuant to applicable laws, and the Board of Directors presents them to the General Meeting for approval in accordance with the Business Corporations Act. The standalone financial statements are part of the Annual Report for the year 2020 and are available to shareholders on the Company's website. Standalone financial statements provide a true and fair view of the state and movement of property and other assets, payables and other liabilities, as well as costs and revenues and the Company's financial results. The auditor gave an unqualified opinion on the standalone financial statements. The standalone financial statements have been also reviewed by the Supervisory Board, which did not find any irregularities, and therefore recommends them for approval.

In connection with the approval of the Company's annual financial statements for 2020 in the context of per rollam decision-making, shareholders are provided with reports and other documents that are normally presented to shareholders at General Meetings of the Company prior to the approval of the financial statements.

Concerning item 2 on the order of decisions: Approval of the Company's consolidated financial statements for the year 2020

DRAFT RESOLUTION:

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 (www.ico60193336.cz) under the tab Investor Relations, section Annual and Half-year Reports as part of the Company's Annual Report for the year 2020.

Justification: The Company is obliged to prepare consolidated financial statements for the past accounting period pursuant to applicable laws, and the Board of Directors presents them to the General Meeting for approval in accordance with the Business Corporations Act. The consolidated financial statements are part of the Annual Report for the year 2020 and are available to shareholders on the Company's website. Consolidated financial statements provide a true and fair view of the state and movement of property and other assets, payables and other liabilities, as well as costs and revenues and the financial results for the consolidated whole. The auditor gave an unqualified opinion on the consolidated financial statements. The consolidated financial statements have been also reviewed by the Supervisory Board, which did not find any irregularities, and therefore recommends them for approval.

In connection with the approval of the Company's consolidated financial statements for the year 2020 within the per rollam procedure, reports and other documents are available to shareholders, which are as standard presented to shareholders at General Meetings of the Company before the approval of financial statements.

Concerning item 3 on the order of decisions: Decision on the distribution of the Company's profit for the year 2020

DRAFT RESOLUTION:

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:

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

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 relevant tax is to be withheld (deducted) by the Company under the conditions arising from Czech legislation within the approved Advances.

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).

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.

In accordance with the company's Articles of Association, the Record Date will be 21 June 2021.

Justification: According to the Business Corporations Act and the Company's Articles of Association, the decision on the distribution of the Company's profit and retained earnings from previous years falls within the competence of the General Meeting. Therefore, the shareholders of the Company may also decide on it by means of a per rollam decision, in accordance in particular with the provisions of Section 19 (1) of the Act on Measures to Mitigate the Impact of the Coronavirus Epidemic and in connection with Section 418 et seq. of the Business Corporations Act. The share of the profit is derived from the standalone financial statements. The Board of Directors proposes the distribution of profit for 2020 in an amount that meets the requirements of the Business Corporations Act and the Company's Articles of Association. The amount of the Company's distributed profit is stated in the proposed resolution. In the opinion of the Board of Directors, the proposed distribution of profit corresponds to the financial situation and needs of the Company. The proposed dividend is in the same amount as last year. The Supervisory Board has reviewed the proposal of the Board of Directors and recommends it to shareholders for approval.

Concerning item 4 on the order of decisions: Decision on the distribution of the Company's share premium

DRAFT RESOLUTION:

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:

- **the Company's share premium will be distributed (reduced) in the amount of CZK 1,203,528,628.00,**
- **for each share with a nominal value of CZK 10, an amount of CZK 4 before tax will be paid,**
- **the amount of CZK 40 before tax will be paid for the share with a nominal value of CZK 100,**
- **under the conditions arising from Czech legislation, the relevant tax will be deducted (deducted) by the Company before the payment is made,**
- **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),**
- **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.**

Justification: According to the Company's audited standalone financial statements for 2020, the Company's share premium is part of the Company's equity. As of 31 December 2020, its amount reached a total of CZK 4,806,069,651.19. Based on thorough analysis, the Board of Directors of the Company concluded that the distribution of part of the share premium among the shareholders is justified in the given case. The proposal is also based on analysis of the Company's results in the previous period, the current situation of the balance sheet and expected future results of the Company performed by the Company's Board of Directors, including investment plans and an estimate of cash flow generation. With regard to the foregoing, the Board of Directors came to the conclusion that the proposed payment of part of the share premium corresponds to the financial situation and needs of the Company, and will not limit the current or intended future operations of the Company. At the same time, the payment of part of the share premium represents another source of income for all shareholders.

Concerning item 5 on the order of decisions: Appointment of an auditor to perform the statutory audit of the Company for the year 2021

DRAFT RESOLUTION:

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

Justification: According to the Act on Auditors and the Company's Articles of Association, the appointment of the Company's auditor to perform the statutory audit falls within the competence of the General Meeting. In keeping with the provisions of Section 44 (a)(d) of the Act on Auditors, the Audit Committee, recommended to the Supervisory Board to propose the appointment of KPMG Česká republika Audit, s.r.o. as an external auditor, and thus to extend the audit contract of the said audit firm. In its recommendation, the Audit Committee stated that KPMG Česká republika Audit, s.r.o., which performed the statutory audit of the Company for the accounting period corresponding to the calendar year 2020, had performed all statutory audit services properly, met all requirements for statutory auditor independence, has sufficient expertise in the field telecommunications and in the field of audit of companies whose shares are listed for trading on a regulated market, and thus, by appointing KPMG Czech Republic Audit, s.r.o., proper conduct of the statutory audit for the accounting period corresponding to the calendar year 2021 will be ensured. The Audit Committee further stated that the extension of the audit contract of KPMG Česká republika Audit, s.r.o. for the said accounting period is in accordance with the limits for the duration of an audit contract pursuant to Regulation (EU) No. 537/2014 of the European Parliament and of the Council on specific requirements regarding statutory audit of public-interest entities. Based on this recommendation, the Supervisory Board proposes to appoint KPMG Česká republika Audit, s.r.o. as the auditor for the accounting period corresponding to the calendar year.

Concerning item 6 on the order of decisions: Approval of the Remuneration Report on remuneration paid to members of the Board of Directors and the Supervisory Board

DRAFT RESOLUTION:

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.

Justification: In accordance with Section 121o (1) of Act No. 256/2004 Coll., the Company has prepared a report on the remuneration of the members of the Board of Directors and the Supervisory Board. In accordance with Article 20(3)(m) of the Articles of Association, the Board of Directors submitted the Report to the Supervisory Board for examination, which found no deficiencies. Pursuant to Article 121(o)(3) of Art. of the Act, the Board of Directors presents this Remuneration Report to the General Meeting at the same time as the proposal to approve the financial statements for the financial year for which the Remuneration Report is prepared.

Concerning item 7 on the order of decisions: Decision to amend the Company's Articles of Association

DRAFT RESOLUTION:

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:

(i) in Part III. COMPANY BODIES AND THEIR REMUNERATION, Article 7 *The General Meeting and Its Status*, new paragraphs 3. and 4. are added as follows:

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:

- 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**
 - 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**
 - 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.**
- 4. The following rules shall apply to per rollam decisions:**
- 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.));**
 - 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");**
 - c) the record date for per rollam decisions shall be the seventh day preceding the date of submission;**
 - d) no later than the date of submission, the ballot papers must be available to the shareholders;**
 - 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;**
 - 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**
 - 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 decision are announced in accordance with the procedure under Section 420 (1) of the Business Corporations Act.

- (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:**

- 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.**

Justification: The proposed amendment to Article 7 of the Articles of Association now allows for per rollam decisions to be taken by the General Meeting of the Company in accordance with Section 418 et seq. of the Business Corporations Act. At present, per rollam decisions by the General Meeting are allowed on the basis of Section 19 of Act No 191/2020 Coll., on certain measures to mitigate the impact of the SARS CoV-2 coronavirus epidemic on persons involved in legal proceedings, aggrieved persons, victims of crime and legal persons and on amendments to the Insolvency Act and the Code of Civil Procedure, as amended (hereinafter referred to as 'Lex COVID'). However, according to Article 18(2) of the Lex COVID, passing decisions per rollam is only allowed until 30 June 2021, regardless of the duration of the emergency measures during the pandemic. After this period, the Company's General Meeting would not have a mandate to take decisions per rollam unless the Articles of Association were amended.

The proposed amendment to the Articles of Association (Article 7(3)) therefore defines the cases in which it can be assumed that a General Meeting would be prevented, substantially impeded or could otherwise benefit from a per rollam decision. In addition to the epidemiological situation, it also illustratively lists other situations in which the General Meeting could decide per rollam (e.g. natural emergencies). In order to cover less foreseeable situations, the draft amendment contains a catch-all provision according to which the General Meeting may decide per rollam if such a decision would be in the Company's interest (Article 7(3)(c)).

The proposed amendment to the Articles of Association also specifies the procedure for adopting per rollam decisions (in Article 7(4)). This procedure is based on the experience with per rollam decisions at the 2020 General Meeting and aims to refine the conditions of the decision-making process to ensure timely information and protection of shareholders' (investors') rights.

The proposed new wording of Article 35(5) of the Articles of Association is partly in response to the amendment to Part VI of the Stock Exchange Rules (available at <https://www.pse.cz/pravidla-a-predpisy-burzy-cennych-papiru-praha>), according to which the Company must ensure that the record date for the right to a dividend or dividend advance will not be a date earlier than the third trading day of the Stock Exchange following the date on which the relevant body of the issuer has approved the transaction. In part, the amendments to this provision clarify that the requirements of the Capital Market Undertakings Act require a company to make distributions of profit or other equity through a qualified person.

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