



VOTING RULES

within passing decisions in writing outside general meeting
pursuant to Section 19 Lex COVID

of 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"),

with voting period from 28 May 2021 to 14 June 2021

I. Announcement and agenda

I.1. On 21 May 2021, the Company's Board of Directors (hereinafter referred to as the "Board of Directors") on the Company's web page <https://www.o2.cz/spolecnost/en/general-meetings/> Announcement of per rollam general meeting (hereinafter referred to as the "announcement") with voting on the following items:

- 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 referred to as the "agenda" “).

In line with the rules stated in the announcement, the Board of Directors sets following rules for the voting on items forming the agenda (hereinafter referred to as the "Rules").

I.2. Register of beneficial owners

As of 1 June 2021, new Act No. 37/2021 Coll., on registry of beneficial owners will come into force. In this context, we draw the attention of shareholders who are legal entities domiciled in the Czech Republic or trust administrators of so-called legal arrangements (i.e. trust funds) subject to the said Act, in particular to the following 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.

II. Dates and conditions of the per rollam voting

- II.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.**
- II.2. Persons who were 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.
- II.3. The Company procured Statement from the CDCP as of the Voting Record Date.
- II.4. 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).
- II.5. If the documents referred to in above Article II.4(b) or II.4(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.
- II.6. Provisions concerning powers of attorney
 - (i) Shareholders may also use the power of attorney form (see also Article II.4(c) above) which the Company published on **21 May 2021** together with this Announcement on its website. The use of the form is not mandatory when granting a proxy.
 - (ii) 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 III.4.

- (iii) 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.
- (iv) 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".
- (v) 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.

II.7. Special provision concerning representation by an administrator

- (a) 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. II.4 (b) or II.4 (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.

III. Voting procedure

III.1. In accordance with Article 42(1) of the Articles of Association, the Company published 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 were published in the Commercial Bulletin.

III.2. Voting on the Proposals will be enabled from the day of the ballot papers publication on 28 May 2021. Votes could not be sent before this date.

III.3. With regard to the ballot papers, the shareholders will proceed in accordance with Article III.4 (signatures and delivery).

III.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 Business Corporations Act).

To be counted, **ballot papers must be delivered** to the Company by one of the methods provided for in this Article III.4 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.**

III.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.

- III.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.
- III.7. Votes already cast (on ballot papers) cannot be changed or revoked.
- III.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 business Corporations Act). 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.**
- III.9. For voting on the amendment to the Articles of Association, a ballot paper identical to that used for other items will be sufficient. In contrast to 2020, a notarial deed will not be required for the vote.
- III.10. 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. 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).

IV. 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.

V. Information on other shareholder rights

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 the Announcement (**21 May 2021**) and **4 June 2021**. Requests must be delivered to the Company by one of the methods set out in Article III.4(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 Business Corporations Act.

V.1. 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.

V.2. 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.

VI. Information on the results of voting

VI.1. 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.

VI.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.

VII. Information in the announcement and on the Company's web pages

VII.1. The Board of Directors expressly points out that other documents, information and details necessary for per rollam decision-making at the General Meeting of the Company and information on the rights and obligations of the Company's shareholders related to per rollam decision-making on matters forming the agenda are **stated in the announcement** published on 21 May 2021 on the Company's website and in other documentation which was published there or in the Commercial Bulletin in accordance with the Company's Articles of association.

Board of Directors of O2 Czech Republic a.s.