



VOTING RULES AND INFORMATION FOR SHAREHOLDERS

**as part of passing decisions of the General Meeting
of O2 Czech Republic a.s.,**

with registered office at Prague 4, Za Brumlovkou 266/2, Postal Code 140 22, ID No. 60193336,
registered in the Commercial Register kept by the Municipal Court in Prague under file number B
2322 ("the Company"), within the meaning of Article 7(3) and (4) of the Articles of Association
90/2012 Coll. ("Per rollam"),
in writing outside the meeting

**with the voting commencing on 3 January 2022, 12:00 p.m., and ending on 26 January 2022, 12:00
p.m.**

I. **Announcement and the order of decisions**

- I.1. On 17 December 2021, the Board of Directors of the Company (the "Board of Directors") published on the Company's website <https://www.o2.cz/spolecnost/valne-hromady/> an announcement of a per rollam procedure to pass decision at the General Meeting at the request of the Company's principal shareholder PPF Telco, B.V , a company with registered office at Strawinskylaan 933, Amsterdam, Kingdom of the Netherlands, registered in the Commercial Register maintained by the Amsterdam Chamber of Commerce under identification number 65167902 (the "Announcement"), to a vote on a single item of the **proposal to transfer all other participating securities of the Company to the principal shareholder.**

The Board of Directors, in accordance with the rules set out in the Announcement, sets out the following rules for voting on the proposed resolution at the General Meeting.

I.2. Register of beneficial owners

On 1 June 2021, Act No. 37/2021 Coll., on the registration of beneficial owners, entered into force. In this context, the Company draws the attention of shareholders who are legal entities with their registered office in the Czech Republic or trustees of so-called legal arrangements (i.e. trusts) which fall into the remit of this 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.

The Company will check compliance with these terms when evaluating the voting results.

II. Voting period and conditions for voting

- II.1. The shareholders' vote per rollam will take place in writing during the period beginning on **3 January 2022 at 12:00 p.m.** and ending on **26 January 2022 at 12:00 p.m.**
- II.2. According to Article 7(4)(c) of the Articles of Association of the Company, persons who are listed as shareholders on **27 December 2021** (hereinafter referred to as the "Voting Record Date") in the extract from the statutory register CDCP where the Company's book-entered shares are registered (hereinafter referred to as the "Statement from the CDCP") will be eligible to vote per rollam. The Statement from the CDCP has been procured by the Company.
- II.3. The Company has procured the 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 (typically for Czech corporations, an extract from the Commercial Register).
 - (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 II.6 and II.7 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
 - (a) Shareholders may also use the form published by the Company on 17 December 2021 on its website together with the Announcement to grant a written proxy (see also Article II.4(c) above). The use of the form is not mandatory when granting a proxy.
 - (b) Shareholders may send the proxy for representation at the Per Rollam as well as its revocation by mail to **O2 Czech Republic a.s., P.O. BOX 16, 284 01 Kutná Hora.**
 - (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 recognized



electronic signature¹), 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 on the day the proxy signs the ballot paper on behalf of the shareholder. 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 these Rules.
 - (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 rollam decision to the extent applicable.
- (f) If a shareholder's proxy is evidenced by any of the methods set out in Articles II.6(c) to II.6(e) above, the Company will not require a power of attorney to vote in accordance with the requirements of Article II.4(c) above.

II.7. 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 Article II.4(b) or II.4(c) above when voting.

¹ For the purposes of this Announcement, recognized electronic signature means a signature within the meaning of Section 6(2) of Act No. 297/2016 Coll.



- (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. On 3 January 2022, in accordance with Article 42(1) of the Articles of Association, the Company published the all necessary information and documents for shareholders, i.e. in particular the draft resolution of the General Meeting (in the form of a notarial record), these Voting Rules and ballot papers in the Commercial Bulletin. Furthermore, on 3 January 2022 12:00 p.m., the Company also publishes in accordance with Article 42(1) of the Articles of Association, the draft resolution of the General Meeting (in the form of a notarial record), these Voting Rules and ballot papers for download and printing on the website www.ico60193336.cz under the tab Investor Relations, section General Meeting. At the same time, the Company is obliged to publish on its website whether the condition pursuant to section 378(2) of Act 19/2012 Coll., i.e. the deposit of funds in the amount required for the payment of the consideration, has been met, and the evidence of this provided to the Company.
- III.2. **In this respect, the start of voting (the first time at which a valid ballot paper can be delivered) is set at 12.00 noon on 3 January 2022; voting before this date is not (and was not) permitted.**
- III.3. With regard to the ballot papers, the shareholders shall proceed in accordance with Article 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 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 II.5 above;
 - (ii) **to the e-mail address o2valnahromada@per-rollam.cz;**
in which case the ballot paper must be signed with a recognised electronic signature; or
 - (iii) **to a mailbox whose address (ID) is: j3sjbnj**
in which case the ballot paper must be signed with a recognised electronic signature;
- (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 Act 19/2012 Coll.).

To be counted, ballots must be delivered to the Company by one of the methods specified in this Article III.4 **no earlier than 12:00 p.m. on 3 January 2022 and no later than 12:00 p.m. on 26 January 2022.** 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.** In all cases where ballot papers are not completed "FOR" and delivered in accordance with the requirements under (a) above or are not delivered by the deadline specified, they will be treated in the same way as if the shareholder had voted "AGAINST".

- III.4. Special provisions on conflict of shareholder and proxy votes: If a shareholder and his proxy vote in the matter of the draft resolution of the General Meeting, only the vote that is submitted (delivered to the Company) first will be counted in the result of the voting.
- III.5. 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.6. Votes already cast (on ballot papers) cannot be changed or revoked.
- III.7. To approve the Proposal, 90% of the votes of all shareholders is required (see Section 382 (2) and Section 419 (3) of Act No. 90/2012 Coll.).
- III.8. III.8. When voting on a draft resolution of the General Meeting, the **shareholder's signature on the ballot paper must be officially certified** (see Section 419(2) of Act No. 90/2012 Coll.).
- III.9. A resolution is adopted if at the General Meeting, a sufficient number of votes in favour of the draft resolution are cast in writing within the time allowed for voting. In the case of a per rollam vote, the legal rule of "silence means disagreement" shall apply. **Therefore, for a vote to be counted "AGAINST" the proposal, the shareholder does not need to send in a vote** (Section 419(1) of Act No. 90/2012 Coll.).

IV. Information on the number of shares and voting rights

The Company's share capital amounts to CZK 3,008,821,570 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

V.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 the proposal 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 responses to requests for clarification, in two rounds (see below). 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 neither a certified signature nor a recognised electronic signature is required for requests for clarification using either method of delivery.

It must be clear from the request for clarification that it is a request for clarification by the shareholder or their representative in connection with the per rollam and who is making it.

Requests for clarification in the first round may be submitted by shareholders until 10 January 2022; explanations to these requests will be provided by publication on the Company's website no later than 12 January 2022. Requests for clarification in the second round (typically supplementary requests for clarification to explanations already submitted) may be submitted by shareholders until 18 January 2022; explanations to these requests will be provided by publication on the Company's website no later than 20 January 2022.

The Board of Directors further notes that the provision of explanations, including their possible refusal, will be handled in accordance with Sections 357 to 360 of Act No. 90/2012 Coll.

V.1.

V.2. Right to submit proposals and counterproposals

In view of the nature and construction of the per rollam process within the meaning of Section 418 of Act No. 90/2012 Coll. and, in this case in particular, the nature and construction of the compulsory transfer of participating securities described in Section 375 of Act No. 90/2012 Coll., only the draft resolution of the General Meeting is voted on during the per rollam.

VI. Information on the vote

VI.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.

VI.2. Information on whether votes from a particular shareholder have been counted

A shareholder can check whether their ballot paper has been delivered, registered and counted by enquiring at the telephone number 327 588 356.

VII. Information in the Announcement and on the Company's website

VII.1. The Board of Directors expressly points out that additional documents, information and details required for the per rollam voting and information on the rights and obligations of the Company's shareholders related to the per rollam procedure are **also provided to the shareholders in the Announcement** and other documentation that has been published on the Company's website or published in the Commercial Bulletin in accordance with the Company's Articles of Association. In the following paragraphs, the Board of Directors draws particular attention to the information concerning the pledged shares (Article VII.2) and the information made available to shareholders with the notice (Article VII.3 et seq.).



The Company invites the pledgees in whose favour a pledge has been established over the Company's shares to notify the Company of the existence of such pledge. They may do so in writing at the Company's registered office or by e-mail at o2valnahromada@per-rollam.cz. The holders of the pledged shares are obliged to inform the Company, without undue delay after they have learnt of this Announcement, of the fact of the pledge of the shares and the identity of the pledgee.

VII.2. Along with this Announcement, the following documents have been published on the Company's website:

- (a) Details of the person of the principal shareholder;
- (b) the justification of the proposed Consideration prepared by the principal shareholder on 18 November 2021 (subsequently supplemented on 25 November 2021);
- (c) Decision of the Czech National Bank No. 2021/121698/CNB/570 dated 1 December 2021 issued pursuant to Section 391 of the Czech Business Corporations Act, in which the Czech National Bank gave its consent to the adoption of a resolution of the General Meeting on the transfer of all other participating securities of the Company (whose participating securities are admitted to trading on a European regulated market) to the Principal Shareholder.

Commencing on the date of publication of this notice, on business days between 9:00 a.m. and 4:00 p.m., these documents will also be available to shareholders for viewing free of charge at the Company's registered office.

- (d) Power of attorney form

the Company is publishing, together with this Announcement, a form of a power of attorney (proxy) for use by Shareholders in voting per rollam. The form is available here: <http://www.o2.cz/spolecnost/valne-hromady> and also, as of the day of publication of this Announcement, and on weekdays from 9:00 a.m. until 4:00 p.m., at the registered office of the Company.

Each shareholder also has the right to request that the form be sent to them at their own expense and risk in paper form or electronically by contacting <mailto:o2valnahromada@per-rollam.cz> or by calling 271 462 076 or 271 462 169.

The company has published information on the procedure pursuant to Section 375 of the Business Corporations Act within the meaning of Section 379(2) of the Business Corporations Act.

VII.3. An English translation of this Announcement is also available to shareholders under the following link: www.o2.cz/spolecnost/en/general-meetings.

Board of Directors of O2 Czech Republic a.s.

For publication in the Commercial Bulletin
and on the Company's website on 3 January 2022