

**Annual General Meeting O2 Czech Republic a.s.
held on 4 June 2018**

ADOPTED RESOLUTIONS

Resolution on item 2) of the agenda – Approval of the Rules of Procedure of the Annual General Meeting, and the election of the chairman of the Annual General Meeting, the minutes clerk, the minutes verifiers and the scrutineers

Resolution No 1: The General Meeting approves the Rules of Procedure of the Annual General Meeting as submitted by the Board of Directors.

Resolution No 2: The General Meeting elects Petr Kasík as chairman of the Annual General Meeting, Michaela Kršková as the minutes clerk, Eva Stočková and Petr Kubík as the minutes verifiers and Messrs Petr Brant, Josef Nuhlíček and Martin Hlaváček as scrutineers.

Resolution on item 5) of the agenda – Approval of the company’s 2017 Financial Statements

Resolution No 3: The General Meeting approves the annual financial statements of the company for 2017 verified by the auditor and submitted by the company’s Board of Directors.

Resolution No 4: The General Meeting approves the consolidated financial statements of the company for 2017 verified by the auditor and submitted by the company’s Board of Directors.

Resolution on item 6) of the agenda – Decision on the distribution of the company’s profit for 2017 and distribution of the company’s share premium

Resolution No 5:

The General Meeting approves the following distribution of the unconsolidated profit of CZK 5,395,650,064.34 (after tax), which was generated by the company in 2017:

1) contributions to reserve fund	CZK 0.00
2) contributions to social fund	CZK 8,000,000.00
3) royalties	CZK 0.00
4) dividends	CZK 5,273,741,139.00
5) retained earnings from previous years	CZK 113,908,925.34

The company assets also include treasury shares. Pursuant to § 309 Para. 2 of the Business Corporations Act, the company’s entitlement to profit share from this type of share shall expire on the payment date. The company will transfer this unpaid share of profit to the account of the retained earnings from the previous years.

A dividend of CZK 17 (before tax) will be paid on each share with the nominal value of CZK 10. A dividend of CZK 170 (before tax) will be paid to each share with the nominal value of CZK 100. Under the terms & conditions pursuant to Czech law, the relevant tax will be deducted (subtracted) from the above sum before the dividend is paid out.

Those persons who are the shareholders of the company as at the conclusive day shall have the right to a dividend (hereinafter “Conclusive day for dividend”), including any heirs and/or legal successors who can prove their entitlements. The respective shareholders will be identified on the basis of the dividend status registered as of the Conclusive day for dividend in an extract from the statutory register provided by the company (unless the records in the register differ from the actual reality).

The dividend payment date will be 4 July 2018. The responsibility for the payment of dividends rests with the company's Board of Directors. The payment transaction will be carried out at the expense of the company by Česká spořitelna a.s. and, where not regulated by this resolution, the payment shall be carried out in compliance with legal regulations and the company's Articles of Association.

In accordance with the company's Articles of Association, the Conclusive day for dividend will be 4 June 2018.

Resolution No 6:

The General Meeting approves the following distribution of a portion of the Company's share premium in the current amount of CZK 10,675,971,253.91:

- the share premium of the Company shall be distributed (reduced) in the total amount of up to CZK 1,240,880,268.00,
- the company assets also include treasury shares. The company's entitlement to the payment related to the share premium distribution will not arise; the relevant amount (i.e. the relevant part of the aforementioned maximum amount) shall be kept on the share premium account,
- an amount of CZK 4 before tax shall be distributed to each share with the nominal value of CZK 10,
- an amount of CZK 40 before tax shall be distributed to the share with the nominal value of CZK 100,
- given the aforementioned provisions of this resolution, the final total amount distributed to the shareholders as well as the amount of the remaining share premium will depend on the actual number of treasury shares owned by the company,
- under the conditions pursuant to Czech legal regulations, the relevant tax shall be deducted (subtracted) by the company before payment execution,
- the payment shall be carried out on the basis of the extract from the statutory register, provided by the company as of 4 June 2018 (unless the records in the register differ from the actual reality),
- the share premium amount intended for payment shall be payable on 4 July 2018. The company's Board of Directors is responsible for the payment and it shall be exercised through Česká spořitelna, a.s. at the company's expense; any aspects not covered by this resolution will be effected in compliance with legal regulations and the Articles of Association.

Resolution on item 7) of the agenda – Appointment of an auditor to conduct the mandatory audit of the company in 2018

Resolution No 7: Based on the proposal from the Supervisory Board and recommendations from the Audit Committee, the General Meeting appoints the auditor KPMG Česká republika Audit, s.r.o. (ID No. 49619187, registered office Praha 8, Pobřežní 648/1a, Post code 186 00) to conduct the mandatory audit of the company in the accounting period corresponding to the calendar year 2018 and correspondingly decides to renew the auditor engagement with KPMG Česká republika Audit, s.r.o.

Resolution on item 8) of the agenda – Decision on an amendment to the company's Articles of Association

Resolution No 8: The General Meeting resolves to amend Articles 8, 14, 21, 25, 27 and 28 of the Articles of Association as proposed to the General Meeting by the Board of Directors in the draft, which was included as Annex No. 2 to the invitation to the General Meeting. Amendments to Articles 8, 14, 21 and 25 shall take effect as of 1 October 2018 and amendments to Articles 27 and 28 shall take effect by the decision of the General Meeting to amend the Articles of Association.

Resolution No 9: The General Meeting resolves to amend Articles 14 and 20 of the Articles of Association pursuant to the draft proposal by PPF Telco B.V. as a qualified shareholder to amend the Articles of Association of O2 Czech Republic a.s., which was submitted to the General Meeting and which was also included as Annex No. 3 to the invitation to the General Meeting.

Resolution on item 9) of the agenda – Decision on a change in the Rules for remuneration of the members of the Supervisory Board

Resolution No 10: The General Meeting approves the change in the Rules for remuneration of the members of the Supervisory Board of O2 Czech Republic a.s. (as approved at the General Meeting held on 3 April 2009), consequently, the new wording of point 3.1 of the Rules is as follows:

The Lump-sum Amount for individuals who perform the individual offices of the members of the Supervisory Board is the aggregate of the amount in Section 3.2 and the following amounts:

- Supervisory Board member, who is the Chairman of the Supervisory Board: CZK 10,000 per month
- other members of the Supervisory Board: CZK 8,000 per month
- in addition each member: CZK 5,000 per each attendance at a Supervisory Board meeting:

This resolution shall take effect as of 1 July 2018.

Resolution on item 10) of the agenda – Approval of the new Rules for provision of additional perquisites to members of the Supervisory Board

Resolution No 11: The General Meeting approves the Rules for provision of additional perquisites to members of the Supervisory Board as submitted by the Board of Directors, which replace existing Rules for the provision of additional perquisites to members of the Supervisory Board.

Resolution on item 11) of the agenda – Approval of the Supervisory Board member's Executive Service Agreements

Resolution No 12: The General Meeting approves the draft template of the Executive Service Agreement of the Supervisory Board member to be concluded with the members of the Supervisory Board, as submitted by the Board of Directors.

Resolution on item 12) of the agenda – Election of the Supervisory Board member

Resolution No 13: The General Meeting elects Mrs Kateřina Pospíšilová, born on 11 April 1982, residing at Jiráskova 825/4, 767 01 Kroměříž, as a member of the Supervisory Board, effective as of adoption of this resolution.

Resolution on item 13) of the agenda – Approval of the new Rules for provision of additional perquisites to members of the Audit Committee

Resolution No 14: The General Meeting approves the Rules for provision of additional perquisites to members of the Audit Committee as submitted by the Board of Directors, which replace existing Rules for provision of additional perquisites to members of the Audit Committee.

Resolution on item 14) of the agenda – Approval of the Audit Committee member's Executive Service Agreements

Resolution No 15: The General Meeting approves the draft template of the Executive Service Agreement of the Audit Committee member to be concluded with the members of the Audit Committee, as submitted by the Board of Directors.

Resolution on item 15) of the agenda – Election of the Audit Committee member and election of the Audit Committee substitute members

Resolution No 16: The General Meeting elects Mr Michal Krejčík, born on 4 January 1978, residing at Marty Krásové 920/4, 196 00 Praha - Čakovice, as a member of the Audit Committee, effective as of adoption of this resolution.

Resolution No 17: The General Meeting elects Mr Ondřej Chaloupecký, born on 5 December 1972, residing at Chuchelná 55, 513 01 Semily, as the first substitute member of the Audit Committee, effective as of adoption of this resolution.