

# AMENDMENT TO THE AGENDA OF THE REGULAR GENERAL MEETING

convened by the Board of Directors of O2 Czech Republic a.s.,  
with its registered seat at Prague 4, Za Brumlovkou 266/2, Postal Code 140 22, recorded in  
the Commercial Register maintained by the Municipal Court in Prague under Section B, File 2322,  
on **28 April 2015 at 10:00 a.m. at the address Forum Karlín, Pernerova 51, 186 00 Praha 8**

on the request of a qualified shareholder, PPF Arena 2 B.V., with the registered seat at Strawinskylaan 933, Amsterdam, The Netherlands, recorded in the Commercial Registered managed by the Chamber of Commerce in Amsterdam under identification number 59029765 (hereinafter „qualified shareholder“).

On 7 April 2015, the Board of Directors received a request from the above mentioned qualified shareholder for amendment to the agenda of the General Meeting. On 7 April 2015, the Board of Directors discussed the request of the qualified shareholder and decided to amend the agenda of the General Meeting in accordance with the request and provision of Sec. 369 of the Act No. 90/2012, on Business Corporations with following items:

- **Election of the Supervisory Board members**, which is put on the agenda of the General Meeting as item No. 9, and
- **Approval of the Supervisory Board members' Executive Service Agreements**, which is put on the agenda of the General Meeting as item No. 10.

Current item No. 9 of the agenda of the General Meeting will thus be newly numbered as item No. 11.

## Amended agenda of the Regular General Meeting

1. **Opening**
2. **Approval of Rules of Procedure of the General Meeting, election of the chairman of the General Meeting, the minutes clerk, minutes verifiers and persons to count the votes**
3. **The Board of Directors' Report on the Company's Performance and the status of its assets (integral part of the 2014 Annual Report), a summary explanatory report concerning certain matters set out in the company's 2014 Annual Report, conclusions of the 2014 Report on Relations**
4. **Presentation of the Supervisory Board's surveillance activities including information on the Report on Relations review**
5. **Approval of the company's 2014 Financial Statements**
6. **Decision on the distribution of company's profit for 2014 and retained earnings from the previous years**
7. **Discussion over and approval of the separation of the company by spin-off with the formation of a new company**
8. **Appointment of an auditor to conduct mandatory audit of the company in 2015**
9. **Election of the Supervisory Board members**
10. **Approval of the Supervisory Board members' Executive Service Agreements**
11. **Conclusion**

## Draft resolutions on amended items of the General Meeting including justification:

**On item 9 of the agenda** (Election of the Supervisory Board members):

### Draft Resolution:

The General Meeting elects Mr. Aleš Minx, born on 25 March 1964, residing at Nad Hradním vodojemem 1083/43, 162 00 Praha 6, as a member of the Supervisory Board, effective as at 1 June 2015.

The General Meeting elects Mr. Ctirad Lolek, born on 19 June 1973, residing at Olomoucká 396, 789 83 Loštice, as a member of the Supervisory Board, effective as at 1 June 2015.

### Justification:

In accordance with the request of the qualified shareholder for the amendment of the agenda of the General Meeting the Board of Directors amended this item on the agenda of the General Meeting and submits a draft resolution on election of the Supervisory Board members in accordance with the request. The Board of Directors became acquainted with professional resumes of the proposed candidates and considers them with respect to their qualification and experience as suitable candidates for members of the Supervisory Board. For both candidates it is proposed the emergence of their functions as of 1 June 2015, which is a day following a moment when currently occupied offices in the Supervisory Board will be released. On 31 May 2015 the offices of two current members of the Supervisory Board, Mr. Vladimír Mlynář, and Mr. Ladislav Bartoníček, will terminate, as it was discussed by the Supervisory Board.

**On item 10 of the agenda** (Approval of the Supervisory Board members' Executive Service Agreements):

### Draft Resolution:

The Board of Directors approves entering into the Executive Service Agreement of the Supervisory Board member between the company and Mr. Aleš Minx, born on 25 March 1964, residing at Nad Hradním vodojemem 1083/43, 162 00 Praha 6, as submitted to the General Meeting.

The Board of Directors approves entering into the Executive Service Agreement of the Supervisory Board member between the company and Mr. Ctirad Lolek, born on 19 June 1973, residing at Olomoucká 396, 789 83 Loštice, as submitted to the General Meeting.

### Justification:

The Executive Service Agreement represents a standard instrument setting out rights and responsibilities of the company and the respective Supervisory Board member and acts as one of the motivation instruments for execution of the office of a member of the Supervisory Board. The Board of Directors presents the proposal in accordance with the request of the qualified shareholder for the amendment of the agenda of the General Meeting. The draft agreement is based on a standard template of the agreement that the company has been using so far, incl. remuneration and other perquisites, and that respects the company's practices. A draft template of the Executive Service Agreement based on which Executive Service Agreements shall be concluded with the respective members of the Supervisory Board (after relevant identification data are filled in), is given in the Annex.

Annex: Draft template of the Executive Service Agreement of the Supervisory Board member.

**The Board of Directors of O2 Czech Republic a.s.**