

RULES FOR PASSING DECISIONS IN WRITING OUTSIDE GENERAL MEETING

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 (hereinafter referred to as the "**Board of Directors**") hereby, in accordance with Section 19 of Act No. 191/2020 Coll. and in connection with the Announcement of Per Rollam Procedure to pass decisions at the General Meeting (the "Announcement") published on the Company's website on 29 April 2020, sets out the rules for passing decisions by the General Meeting in writing outside the meeting (hereinafter referred to as "**per rollam procedure**").

The General Meeting will adopt decisions in two rounds of voting:

A. FIRST ROUND OF VOTES NOT REQUIRING A NOTARIAL DEED; voting ends on 17 June 2020

1. **Approval of the Company's standalone financial statements for the year 2019**
2. **Approval of the Company's consolidated financial statements for the year 2019**
3. **Decision on the distribution of the Company's profit for the year 2019**
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 2020**
6. **Measures related to the optimization of the capital structure: the decision to acquire the Company's own shares**
7. **Approval of the remuneration policy for members of the Board of Directors and the Supervisory Board of the Company**
8. **Election of a member of the Audit Committee**

B. SECOND ROUND OF VOTES REQUIRING A NOTARIAL DEED; voting ends on 2 July 2020

9. **Measures related to the optimization of the capital structure: decision to reduce the Company's share capital by cancelling its own shares**
10. **Decision to amend the Company's Articles of Association**

For items 9 and 10, a notarial deed made by a Czech notary is required for to record a positive vote of shareholders.

(matters under items **Error! Reference source not found.** to **Error! Reference source not found.** referred to below collectively as „**order of decisions**“).

I. Preamble

- I.1. A summary of all events which led to the invocation of the per rollam procedure is described in the Announcement published on the Company's website on 29 April 2020.
- I.2. In short, the emergency measures taken in connection with the detection of the occurrence of the coronavirus SARS-CoV-2 prevented the General Meeting from taking place as convened on 16 April 2020. The Company informed about this on 9 April 2020.
- I.3. Circumstances that make it significantly more difficult to hold the General Meeting in the physical presence of shareholders continue to persist. This is compounded by the risk of possible tightening of measures in the event of a "second wave" of infection.
- I.4. Due to the uncertainty, which is likely to be of a longer-term nature, Act No. 191/2020 Coll., On certain measures to mitigate the effects of the SARS CoV-2 coronavirus epidemic on litigants, injured parties, victims of crime and legal persons and on amending the Insolvency Act and the Enforcement Code (hereinafter referred to as "Lex COVID"), which has already entered into force and, inter alia, allows – compared to the current situation - legal entities to pass decisions exclusively in writing or by remote means, even though this is not expressly provided for in their articles of association.
- I.5. On 28 April 2020, the state of emergency was extended by the Chamber of Deputies until (at least) 17 May 2020.

- I.6. Given that the Board of Directors has once been forced to conclude that the General Meeting cannot be held for objective reasons, it does not consider it appropriate for this situation to be repeated with regard to the future uncertainty.
- I.7. After careful consideration of all circumstances, the Board of Directors has concluded that in a situation where it is not clear by which date it will be possible to hold a General Meeting without unreasonable restrictions, with Lex COVID in place prevents any reasonable way of holding the General Meeting in the physical presence of shareholders. Therefore, on 29 April 2020, the Board of Directors published on its website the Announcement of Per Rollam Procedure.
- I.8. According to the Board of Directors, there is no reason to fundamentally change the agenda of the General Meeting originally convened for 16 April 2020 or postpone any of the proposed items, as the consequences which would result from postponing these matters indefinitely are not clear, which the Board considers unacceptable with regard to legal certainty.
- I.9. The Board of Directors has determined the conditions of the per rollam procedure in keeping with the above-mentioned provision of Section 19 Lex COVID, as well as the provisions of Sections 418 to 420 of the Business Corporations Act.

II. General commentary on the per rollam procedure

- II.1. Although per rollam procedure takes place outside the General Meeting, it is still a decision of the Company's supreme body. The time frame for voting and the space for questions will be significantly longer per rollam than a physical session, which usually lasts only a few hours.
- II.2. The difference from a physical session 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. Details of the process are set out in Articles III to X of these Rules.
- II.3. In order to ensure the propriety of the procedure and to compute the result of the per rollam procedure, the Board of Directors authorized 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 make arrangements for all actions related to the per rollam procedure.

III. Until when does is the vote open? Deadlines for the per rollam voting

- III.1. The per rollam voting of shareholders is open from 11 May 2020 and ends
 - (a) **17 June 2020 at 5:00 pm** for Round A (items **Error! Reference source not found. - Error! Reference source not found.**) on the order of decisions; proposals will be voted by way of ballot papers which the Company distributes to shareholders and makes available on its website; and
 - (b) **2 July 2020 at 5:00 pm** for Round B (items 9 and 10) on the order of decisions; proposals will be voted FOR by way of notarial deed made by a Czech public notary, which carries the associated cost according to the Notary Tariff.
- III.2. Votes received before the publication of these Rules (i.e. 11 May 2020) will not be counted.

IV. Who is eligible to vote? Voting record date

- IV.1. Persons who are listed as shareholders on 5 May 2020 (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. 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 Art. **Error! Reference source not found.** below)

V.3. If the documents referred to in above Art. **Error! Reference source not found.** or **Error! Reference source not found.** 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. Special provisions concerning powers of attorney:

- (a) Unless otherwise stated below, the Company will also admit shareholder representation in per rollam decisions on the basis of a power of attorney, which was issued for the purposes of representation at the General Meeting convened for 16 April 2020:
 - (i) if the power of attorney had been granted at any time prior to the publication of the Announcement on the Company's website; and
 - (ii) whether such authorization was derived from a power of attorney form published on the Company's website, from another power of attorney, or was notified to the Company electronically by any of the methods previously specified by the Company in connection with the Company's previous General Meetings.

However, the Company will not allow the above representation if, at the latest on the day on which the relevant proxy delivers a shareholder voting statement to the Company, the shareholder's will is delivered to the Company, revoking or limiting the proxy vote.

- (b) Shareholders may also use the form published by the Company on its website to grant a written power of attorney. However, the use of the form is not obligatory.
- (c) Unless otherwise stated below, shareholders may also:
 - (i) notify the Company at o2valnahromada@per-rollam.cz of the granting of a power of attorney to a proxy to represent the shareholder in per rollam decisions, as well as of its revocation. If such notification does not allow the Company to assess the compliance of the power of attorney with legal requirements or unambiguous identification of the signatory (especially if it is not provided with a recognized electronic signature), the Company is entitled, but not obliged, to request additional information to prove shareholder representation; or
 - (ii) notify the Company of the granting of a power of attorney to represent it in per rollam decisions, as well as its revocation through a data box whose address (ID) is j3sjbnj; such notification must also make it possible to assess the compliance of the power of attorney with the legal requirements and, in the interests of smooth processing, the matter must be duly identified in the message (dmAnnotation) as "Power of attorney for per rollam decisions".

If the shareholder's representation is proven in any of the above ways, the Company will not require the submission of a written power of attorney.

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.

V.6. Special provision concerning representation when voting on items **Error! Reference source not found.** and **Error! Reference source not found.** on the order of decisions:

- (a) The identification of shareholders and their representatives for the purposes of voting on matters where a notarial deed is required for such voting will be carried out directly by the public notary who will be making the relevant notarial deed. As a result, the Company cannot anticipate what in such a case the requirements for identification of persons and proof of authorization to vote as a shareholder's proxy will be, however, with regard to the usual practice of Czech public notaries, it can be assumed that they will require similar proofs of identification as described in previous paragraphs of this Art. V.
- (b) While the Company is aware of the restrictions resulting from the measures taken by the competent national authorities in connection with the occurrence of SARS-CoV-2 coronavirus (and is aware that certain restrictions result from the measures taken by the relevant foreign public authorities), the aim of the Company was to facilitate voting to the maximum extent possible. For this reason, the Company is prepared to provide shareholders, at their written request, contact information of the person who will represent, subject to the meeting of specific conditions, shareholders at the expense of the Company when voting as a proxy. The written request must be sent to the data box whose address (ID) is: j3sjbnj, or by e-mail to the e-mail address o2valnahromada@per-rollam.cz.

VI. Voting procedure

- VI.1. Voting is by ballot papers ("Ballot Papers"), which are distributed together with these Rules. A shareholder is entitled to modify Ballot Papers only in a manner that is envisaged by their structure and content requirements. Ballot Papers arbitrarily altered or completed in an unsatisfactory or confusing manner or in a manner not envisaged by the Ballot Paper will not be taken into account.
- VI.2. There is a different set of Ballot Papers for each round of voting:
 - (a) **ballot papers for the first round of voting** – i.e. for items 1 to 8 on the order of decisions, together with the draft Remuneration Policy for Members of the Board of Directors and the Supervisory Board (item 7)
 - ballot papers for this round will contain both "FOR" and "AGAINST" variants, whereby "AGAINST" may be voted in such a way that the shareholder does not submit any vote,
 - (b) **ballot papers for the second round of voting** – i.e. items 9 to 10 on the order of decisions, together with a proposal for amendments to the Company's Articles of Association (item 10),
 - ballot papers for this round will contain "AGAINST" variant, whereby "AGAINST" may be voted in such a way that the shareholder does not submit any vote,
 - the "FOR" vote takes the form of a notarial deed as required by law;

If shareholders or their proxies are required to submit certain documents (in particular a power of attorney or an extract from the Commercial Register) when voting, these documents must be delivered to the Company no later than the relevant deadline according to Art. VI.4 below. Until the required documents have been delivered to the Company, the vote of the given shareholder will not be counted, even if it had been already duly delivered.

- VI.3. Voting on the first Round of Proposals (items **Error! Reference source not found.** - **Error! Reference source not found.** on the order of decisions) will proceed as follows:
 - (a) Shareholders who decide to vote "FOR" a Proposal will fill in the Ballot Papers in the manner indicated on them and shall send them in one of the following ways:
 - (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 verified and the same applies to foreign verification clauses as in Art. V.3 above;
 - (ii) to the e-mail address o2valnahromada@per-rollam.cz;
 - in this case, a simple electronic copy of the signed Ballot Papers will suffice (without the need for official verification of signatures), but the relevant e-mail message must be signed with a recognized electronic signature; or
 - (iii) to a data box whose address (ID) is: j3sjbnj
 - in this case, a simple electronic copy of the signed Ballot Papers will also suffice (without the need for official verification of signatures and a recognized electronic signature on the Ballot Paper).
 - (b) Shareholders who decide to vote "AGAINST" the Proposal may fill in the Ballot Papers in the manner indicated on them and send them in the same ways as above or not submit a vote (Section 419 (1) of the Business Corporations Act).

In order to be counted, Ballot Papers for the first round of voting must be delivered to the Company in one of the ways according to this Article VI.4 no later than **17 June 2020 by 5:00 pm**.

- VI.4. The voting on the second round of proposals will proceed as follows:
- (a) Shareholders who decide to vote "FOR" a Proposal must, by law, have a public notary to draw up a notarial deed (hereinafter referred to as the "Notarial Deed") and send it in the same ways as in Art. VI.4. (a) above, using electronic mail or data box. The Notarial Deed must be converted in an authorized way in accordance with Act No. 300/2008 Coll.
 - (b) For the purpose of drawing up Notarial Deeds, the Company will publish on the Company's Website a reference template so that shareholders (or their proxies) can easily use it in their Notarial Deeds as required by Section 419 (2) of the Business Corporations Act. A Notarial Deed for the vote on the Proposal relating to item 10 on the order of decisions must contain a draft of the full text of the Articles of Association which is the subject of the vote.
 - (c) The making of a notarial deed attracts a notary fee; before visiting a public notary, it is recommended to check by telephone the circumstances of the appointment (office hours) as well as the terms for making a notarial deed, including identification requirements and the cost.
 - (d) Shareholders who elect to vote "AGAINST" a proposal may complete the Ballot Papers in the manner indicated on them and send them in the same manner as above or they can elect not cast a vote (Section 419 (1) of the Business Corporations Act); a notarial deed is not drawn up in this case.
 - (e) In order to be counted, Ballot Papers or Notarial Deeds for the second round of voting must be delivered to the Company in the manner specified in this Announcement and in the prescribed form no later than **26 June 2020 by 5:00 pm**.
 - (f) In any other case, unless expressly stated otherwise in this Announcement, voting on Proposals for items **Error! Reference source not found.** and **Error! Reference source not found.** on the order of decisions similarly applies to voting on items **Error! Reference source not found.** - **Error! Reference source not found.** on the order of decisions, as described in Art. VI.3 above.
- VI.5. Special provision on the conflict of voting of a shareholder and proxy: 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 the 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 cast (i.e. on Ballot Papers or through Notarial Deeds) 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 Business Corporations Act). Therefore, in order for Proposals to be approved (a) in the first round (items 1 - 8 on the order of decisions), a simple majority of votes of all shareholders eligible to vote is required; and in (b) the second round (items 9 and 10 on the order of decisions), a two-thirds majority of votes of all shareholders eligible to vote is required. The Company may not exercise voting rights that are attached to the Company's own shares (it is not entitled to vote itself).
- VII. Information on the number of shares and voting rights**
- The share capital of the Company amounts to CZK 3,102,200,670 (in words: three billion one hundred two million two hundred thousand six hundred and seventy Czech crowns) and is divided into 310,220,057 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 nominal value of shares represents one vote; the total number of votes attached to the Company's shares is therefore 310 220 067.
- VIII. Information on documents available to shareholders**
- Together with these Rules and with the Proposals, the documents listed in the Announcement (Article VIII) have been published on the Company's website. The English version of the Announcement is also available to shareholders here: www.o2.cz/spolecnost/en/general-meetings.
- IX. Information on other shareholder rights**
- IX.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 ready to provide shareholders with answers to requests for explanation if they are delivered to the Company from the date of publication of this notice until 8 June 2020. Requests must be delivered to the company in one of the ways specified in Article VI.4 (a); For the avoidance of doubt, the Board of Directors confirms that requests for explanation do not require a certified signature when using any of the methods of delivery. It must be clear from the request for explanation that it is a request of a shareholder or their proxy for an explanation in connection with a per rollam decision and who is making it. Responses to valid requests for explanation will be provided by publication on the Company's Website no later than **10 June 2020**. If it is not possible to respond within the specified period, the Board of Directors will react no later than 15 days thereafter. The Board of Directors further points out that the provision of explanations may be refused in whole or in part for the reasons and under the conditions specified in Section 359 and Section 360 of the Business Corporations Act.

IX.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.

IX.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.

X. Information on the results of voting

X.1. Results of voting: The Board of Directors will announce the results of the per rollam decisions of the General Meeting in the same way as results of a General Meeting with shareholder presence.

X.2. Reporting running count of votes cast: However, in order for each investor to be able to assess the current standing of a particular Proposal during voting period and at the same time to prevent the Company from using any inside information from the per rollam procedure and its current situation, the Board of Directors will further ensure that every business day at 5:00 pm, the Company's website will feature up-to-date information on the number of votes that the Board of Directors has received so far in relation to individual Proposals. The number of votes will be stated both in absolute numbers and as a percentage of the total number of votes of all shareholders.

X.3. 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 327 588 356.