

## Notarial Deed

I, JUDr. Marie Malá, a public notary in Prague, made this notarial deed in my notary office in Prague 2, Karlovo náměstí 17, on 3 April 2009 (in words: on the third of April two thousand and nine) -----

Upon the request of **Telefónica O2 Czech Republic, a.s.**, having its registered office in Prague 4, Za Brumlovkou 266/2, Postcode 140 22, Company ID: 601 93 336 (hereinafter referred to as “the Company“), I issue this certificate of the resolutions adopted by the Company’s regular General Meeting (hereinafter referred to as the “General Meeting”) containing: -----

**The certificate according to Sec. 80a et seq. of the Notarial Code,**  
i.e. the certificate of required formalities and legal acts of the Company or its bodies and verification of the content:  
**of the resolutions**  
**of the General Meeting of**  
**Telefónica O2 Czech Republic, a.s.**

Based on the documents presented to me during the preparation process of this General Meeting and considering my presence at this meeting, I testify the formalities and legal acts of corporate bodies relating to the adoption of the said resolutions regarding: -----  
**- the amendment to the Articles of Association -----**  
**- recall of members of the Company’s Supervisory Board -----**  
**- election of members of the Supervisory Board of the Company -----**

**Firstly:** -----

The existence of the legal entity – the aforesaid Company – was verified on the grounds of the extract from the Commercial Register administrated by the Municipal Court in Prague, Section B, Enclosure 2322, issued on 1 April 2009, submitted by the legal entity pursuant to Sec. 80c of the Notarial Code. 1<sup>st</sup> Vice Chairman of the Board of Directors, Ing. Juraj Šedivý (hereinafter also referred to as Ing. Juraj Šedivý) declared before the opening of the General Meeting that the data in the presented extract from the Commercial Register reflect the current status of Company data being recorded in the Commercial Register, save for the amendments that were not recorded by the day of the General Meeting, i.e.: -----  
-----

Changes in composition of the Company’s Supervisory Board: -----

- On 16 February 2009, the Supervisory Board received a letter from Vivek Dev, whereby he resigned from the post of a member of the Supervisory Board. His tenure terminated on 24 February 2009, i.e. on the day the Supervisory Board discussed the resignation at its meeting. -----

At the same Supervisory Board meeting, Enrique Used Aznar, born on 2 June 1941, domiciled at C/Arroyofresno, 24, 280 35, Madrid, the Kingdom of Spain, was co-opted to the Supervisory Board as its substitute member until the regular General Meeting. -----

The General Meeting's competence to adopt a resolution in matters, which are, *inter alia*, on the GM's agenda, i.e. amendment to the Articles of Association, recall and election of the Company's Supervisory Board, was verified on the grounds of Article 8 (1)(b) and (j) of the unabridged Articles of Association of 21 April 2008 presented to me by the Company's Board of Directors, and on the grounds of provisions of Sec. 187 (1)(a) and (e) of Act No. 513/1991 Coll., the Commercial Code, as amended (hereinafter as the "Commercial Code"). -----

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The General Meeting's competence to adopt the respective resolutions was verified as follows: -----

- a) The General Meeting was convened by the Company's Board of Directors in compliance with the provisions of Sec. 184 of the Commercial Code in a period of time set out therein and in Article 9 of the Articles of Association. -----
- b) The announcement on convocation of the General Meeting was published in *Hospodářské noviny* and *Obchodní věstník* on 4 March 2009. The shareholder owning the registered share, i.e. TELEFÓNICA, S.A., was also informed in compliance with the procedure set out by law and the Articles of Association. I verified these facts from the presented announcements on the General Meeting convocation. This manner of convening a General Meeting is in accordance with that specified by provisions of Sec. 184 (4) of the Commercial Code, Article 9 (5) and Article 37 (1) of the Articles of Association. -----  
The decisive day of the presence at the General Meeting was 1 April 2009. -----
- c) According to the statement of Ing. Juraj Šedivý, the draft amendment to the Articles of Association could have been inspected in the Company's registered office for a period of time set out in respect of the General Meeting convocation. In accordance with Sec. 184 (8) of the Commercial Code, as amended, the announcement of the General Meeting convocation and the invitation to the General Meeting outlined the essence of the draft amendment to the Articles of Association and, according to the same provision, reminded shareholders of their right to claim to be mailed a copy of the draft Articles of Association at their own expense and risk. -----
- d) The shareholders present at the General Meeting were registered in the list of shareholders – physical and natural entities present at the General Meeting (hereinafter as the "attendance list") in accordance with provisions of Sec. 185 (2) of the Commercial Code. -----

At the opening of the General Meeting there were 94 shareholders in person, through its statutory body or a proxy registered in the attendance list, who own or represent shares in the total nominal value of CZK 24,085,625,900.-, which corresponds to **74.78** % of the Company's registered capital. -----

All persons registered in the attendance list were persons kept on the registered securities files administrated according to a special legal regulation (the extract from the Issuer's Register in the Prague Securities Centre) as at the decisive date, i.e. on 1 April 2009, and presented to me by the Company's Board of Directors and Centrum hospodářských informací, a.s., having its registered office in Prague 10, K Botiči 1453/6, Company ID: 639 99 897, the General Meeting's co-organiser, and on the shareholders' list kept by the Company in compliance with Sec. 156 (2) of the Commercial Code. -----

Chairman of the General Meeting and Minutes Clerk elected pursuant to Article 11 (1) of the Articles of Association and Sec. 188 (1) of the Commercial Code confirmed the correctness of the attendance list by attaching their signatures in compliance with Sec. 185 (2) of the Commercial Code. -----

The General Meeting's resolutions were adopted on 3 April 2009 (in words: on April the third two thousand and nine), on the spot, Bohemia Congress Hall of the Prague Marriot Hotel, V Celnici 8, Prague 1, Postcode 110 00, during the General Meeting of Telefónica O2 Czech Republic, a.s., that opened at 1.00 p.m. -----

Being empowered by the Board of Directors, 1<sup>st</sup> Vice Chairman of the Board of Directors, Ing. Juraj Šedivý, Birth No. 620223/6447,

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domiciled at Praha 5, Slivenec, Diamantová 743, who proved his identity by presenting me a valid official document – Passport – to me, opened and chaired the General Meeting until the General Meeting bodies were elected. -----

Till the election of the General Meeting bodies, the Company's Board of Directors authorised the personnel of Centrum hospodářských informací, a.s. to perform the offices of Minutes Clerk, Minutes Verifiers and persons to count the votes (scrutineers).-----

Mr. Jan Zelený, Birth No. 551226/0226, domiciled in Prague 10, Nad Olšinami 2480/25, who proved his identity by presenting me a valid official document – Identity Card, was elected as the Chairman of the General Meeting. -----

Ms. Marcela Ulrichová was elected as the General Meeting's Minutes Clerk. Mr. Richard Klouček and Mr. Vladimír Brož were elected as Minutes Verifiers. Mr. Václav Novotný and Mr. Antonín Králík were elected as persons to count the votes (scrutineers). -----

Chairman of the General Meeting declared that the body of a legal entity – **the General Meeting was competent to adopt the resolution**, since the shareholders present at the voting owned the shares in the aggregate nominal value exceeding 50% of the Company's registered capital. This figure is in compliance with provisions of Article 12 (2) of the Articles of Association, since the General Meeting has a quorum, if there are shareholders who own shares or securities replacing shares in the nominal value exceeding 50% of the registered capital. The number of shareholder's votes depends on the nominal values of the shares. Each share with a nominal value of CZK 100 counts as one vote. Each share with a nominal value of CZK 1,000 counts as ten votes. -----

According to the statement of the General Meeting Chairman all present shareholders were entitled to execute the rights to vote. -----

No protests were raised against the General Meeting Chairman's statement that the body of the legal entity was competent to adopt resolutions. -----

**Secondly:** -----

## I.

**Regarding Item 7** of the draft agenda – ***Resolution on the amendment to the Articles of Association:*** -----

Chairman of the Board of Directors stated that the Company's Board of Directors submitted a proposal in respect of this item. Shareholders who would have been willing to submit counterproposals to the Board of Directors' proposal, were obliged to deliver their proposal or counterproposal in writing to the registered office of the Company not later than five business days prior to the General Meeting, according to the provisions of Sec. 180 (5) of the Commercial Code, as amended. -----

The Company received no counterproposal to the proposal presented by the Board of Directors. -----

Chairman of the General Meeting stated that the amendment to the Articles of Association was explained in both the text of the announcement on convocation of the General Meeting and the invitation to the General Meeting. He also said that the draft amendment to the Articles of Association was motivated by the anticipated amendment to legal regulations relating to auditors and auditing. The Company is willing to reflect some of the changes that are implied by the new law. In particular, the Audit Committee shall be established as an independent body of the Company with similar powers as the Audit and Control Committee, a to-date consulting and initiative body of the Supervisory Board, that shall be dissolved. Concurrently, powers of the General Meeting shall be extended accordingly, ----

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especially staffing of the Audit Committee, remunerating and providing other perquisites to the Committee members. The last group of partial amendments could be characterised as minor formulation adjustments that have no factual impact, and e.g. modify minor discrepancies in the Articles of Association, or, as the case may be, are induced by other anticipated amendments to the respective laws. -----

After that the Chairman of the General Meeting stated that the draft amendment to the Articles of Association had been available to shareholders for a period of time set out by law before the today's General Meeting and that all shareholders had received that document on the registration. He also remarked that shareholders had just heard what changes the new version of Articles of Association was supposed to bring. He presented the Board of Directors' recommendation not presenting the entire draft amendment to the Articles of Association verbally for the sake of an effective use of time at the General Meeting. No shareholder required an explanation regarding the draft amendment to the Articles of Association. -----

I testify hereby that the General Meeting of Telefónica O2 Czech Republic, a.s. adopted the following resolution: -----

**Resolution No. 7** -----

**The General Meeting resolves on an amendment to Company's Articles of Association whereby the current text (containing Basic Provisions and Articles 1 through 41) shall be replaced with amended text (containing Basic Provisions and Articles 1 through 41, including Articles 26a through 26f), as proposed by the Company's Board of Directors.**

On presentation of the draft resolution, voting, counting of votes and announcement of results, the General Meeting was chaired by Jan Zelený, whose identity was verified as stated hereabove, who stated that the General Meeting had had a quorum since the

resolution had been voted on by shareholders owning shares in the nominal value representing 74.78% of all votes. -----

In compliance with the approved Code of Procedure, shareholders voted with ballots. Votes were counted by persons authorised to count votes; the chairman then announced the result of voting and the decisive number of votes. Given that, according to Article 12 (6) and Sec. 186 (2) of the Commercial Code, the resolution could have been adopted only by the decisive number of votes - a two-thirds majority of votes of the present shareholders, **the resolution on the amendment to the Articles of Association was adopted**, since the shareholders voted as follows: -----

- Amendment to the Articles of Association -----  
IN FAVOUR.....240,687,895 votes, i.e. 99.93 % of the present number of votes  
AGAINST.....10,235 votes -----  
ABSTAINED.....6,518 votes -----  
REFRAINED FROM VOTING ...147,566 votes -----

I gathered the results from the data presented by the General Meeting Chairman and from the report on the results of voting by Ballot 4 submitted to me by persons authorised by the General Meeting to count votes, which results corresponded to those presented by the General Meeting Chairman. I was present at the voting in person. No objections or protests were raised against the present shareholders' exercise of their rights to vote. -----

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**II.**

**Regarding Item 8** of the draft agenda – *Recall of members of the Supervisory Board save for the members thereof elected by the Company employees in accordance with Section 200 of the Commercial Code:* -----

Chairman of the General Meeting stated that neither the Company's Board of Directors nor any shareholder submitted any draft proposal. -----

**III.**

**Regarding Item 9** of the draft agenda – *Election of members of the Supervisory Board of the Company:* -----

The General Meeting Chairman presented the proposal by the Board of Directors to elect Messrs. Anselmo Enriquez Linares, Eduardo Andres Julio Zaplana Hernández-Soro and Enrique Used Aznar in the offices of members of the Supervisory Board. -----

Moreover, he briefed shareholders on the following facts: -----

Mr. Anselmo Enriques Linares was co-opted as a substitute member of the Supervisory Board until the day of the General Meeting in accordance with Art. 21 (6) of the Articles of Association after resignation of Andrew Harley, who left her post in the Supervisory Board of Telefónica O2 Czech Republic, a.s. and in accordance with Art. 21(4) of the Articles of Association the tenure of her office terminated on the day when it was discussed, i.e. on 24 July 2008. -----

Mr. Eduardo Andres Julio Zaplana Hernández-Soro was co-opted as a substitute member of the Supervisory Board until the day of the General Meeting in accordance with Art. 21 (6) of the Articles of Association after resignation of Mr. Petr Zatloukal, who left his post

in the Supervisory Board of Telefónica O2 Czech Republic, a.s. on 23 June 2008, and in accordance with Art. 21(4) of the Articles of Association, the Supervisory Board discussed his resignation on 21 April 2008. -----

Mr. Enrique Used Aznar was co-opted as a substitute member of the Supervisory Board until the day of the General Meeting in accordance with Art. 21 (6) of the Articles of Association after resignation of Mr. Vivek Dev, who left his post in the Supervisory Board of Telefónica O2 Czech Republic, a.s. and in accordance with Art. 21(4) of the Articles of Association the tenure of his office terminated on the day when it was discussed, i.e. on 24 February 2009. -----

He also informed that all the nominees met all legal qualifications to become Supervisory Board members and had confirmed their consent with being nominated to this body of Telefónica O2 Czech Republic's. -----

He notified shareholders that brief resumes of the candidates could be found on both the information panels, in the Information Centre and in the Company's Annual Report 2008, Chapter 7. -----

I testify hereby that the General Meeting of Telefónica O2 Czech Republic, a.s. adopted the following resolution: -----

**Resolution No. 9.1** -----

**The General Meeting elects a new member of the company's Supervisory Board Eduardo Andres Julio Zaplana Hernández-Soro, born on 3 April 1956, domiciled at Paseo de la Castellana, N° 138-8°, 280 36 Madrid, the Kingdom of Spain.** -----

**Resolution No. 9.2** -----

**The General Meeting elects a new member of the company's Supervisory Board Enrique Used**

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**Aznar, born on 2 June, 1941, domiciled at C/ Arroyofresno, 24, 280 35 Madrid, the Kingdom of Spain.** -----

**Resolution No. 9.3** -----

**The General Meeting elects a new member of the company's Supervisory Board Anselmo Enriquez Linares, born on 2 October 1964, domiciled at 16 Richardsons Mews, London, W1T 6BS, United Kingdom.** -----

On presentation of the draft resolution, voting, counting of votes and announcement of results, the General Meeting was chaired by Jan Zelený, whose identity was verified as stated hereabove, who stated that the General Meeting had had a quorum since the resolution had been voted on by shareholders owning shares in the nominal value representing 74.78% of all votes. -----

In compliance with the approved Code of Procedure, shareholders voted with ballots. Votes were counted by persons authorised to count votes; a chairman then announced the result of voting and the decisive number of votes. Given that, according to Article 12 (5) and Sec. 186 (1) of the Commercial Code, the resolution could have been adopted only by the decisive number of votes - a simple majority of votes of the present shareholders, **the resolutions on the election of members of the Supervisory Board of the Company were adopted**, since the shareholders voted on each resolution separately as follows: -----

- Election of members of the Supervisory Board of the Company save for the members thereof elected by the Company employees in accordance with Section 200 of the Commercial Code -----

- Eduardo Andres Julio Zaplana Hernández-Soro -----

IN FAVOUR .....238,858,718 votes, i.e. 99,17 % of the present number of votes

AGAINST.....1,884,811 votes -----

ABSTAINED .....38,005 votes -----

REFRAINED FROM VOTING...62,566 votes -----

INVALID VOTES .....838 votes -----

- Enrique Used Aznar

IN FAVOUR .....238,862,682 votes, i.e. 99,17 % of the present number of votes

AGAINST.....1,885,098 votes -----

ABSTAINED .....33,754 votes -----

REFRAINED FROM VOTING...62,566 votes -----

INVALID VOTES ..... 838 votes -----

- Anselmo Enriquez Linares

IN FAVOUR .....238,858,214 votes, i.e. 99,17 % of the present number of votes

AGAINST.....1,889,062 votes -----

ABSTAINED .....34,258 votes -----

REFRAINED FROM VOTING...62,566 votes -----

INVALID VOTES ..... 838 votes -----

I gathered the results from the data presented by the General Meeting Chairman and from the report on the results of voting by Ballot 6 submitted to me by persons authorised by the General Meeting to count votes, which results corresponded to those presented by the General Meeting Chairman. I was present at the voting in person. No objections or protests were raised against the present shareholders' exercise of their rights to vote. -----

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**Thirdly:** -----

**I, JUDr. Marie Malá, Public Notary in Prague, testify the existence of legal acts and formalities, which Telefónica O2 Czech Republic, a.s. and its General Meeting were obliged to make and to which I was present. I also testify that they were made in compliance with all legal regulations and that the adopted General Meeting resolutions, which this notarial deed was taken about, and their content, comply with the applicable laws and incorporation documents of Telefónica O2 Czech Republic, a.s.** -----

*The following documents form Annexes 1 – 8 to this Notarial Deed as its inseparable parts:* -----

1. *An extract from the Commercial Register of Telefónica O2 Czech Republic, a.s. ---*
2. *An extract from Obchodní věstník published at <http://ObchodniVestnik.cz> and a copy of the announcement on the convocation of the General Meeting published in Hospodářské noviny, and a copy of the invitation to the General Meeting -----*
3. *A copy of the shareholders list acceptance certificates from the Prague Securities Centre -----*

4. *The list of shareholders present at the General Meeting of Telefónica O2 Czech Republic, a.s.* -----
5. *The attendance list as at 1 p.m.* -----
6. *The report on the results of voting by Ballot 1 and the Rules of Procedure* -----
7. *The report on the results of voting by Ballot 4* -----
8. *The report on the results of voting by Ballot 6*-----

This Notarial Deed was made thereof; persons who chaired the General Meeting declare that they have read it and subsequently approved it to the entire extent. -----

Juraj Šedivý in his own hand

.....  
Ing. Juraj Šedivý  
Chairman of the General Meeting

Jan Zelený in his own hand

.....  
Ing. Jan Zelený  
Chairman of the General Meeting

L.S.

Marie Malá in her own hand



I certify that this counterpart of the Notarial Deed is of an identical wording as the Notarial Deed NZ 184/2009, File No. N 135/2009 and that the Enclosures 1 – 8 hereof are of an identical wording as the Enclosures to the Notarial Deed NZ 184/2009, File No. N 135/2009. Telefónica O2 Czech Republic, a.s. should receive five counterparts hereof. The counterparts were executed on 20 April 2009. -----

L. S. Marie Malá, in her own hand