



**Resolutions of the Extraordinary General Meeting Telefónica O2 Czech Republic, a.s.,  
which was held on 10 September 2010**

**Resolution on item 2) of the agenda**

**Approval of the Rules of Procedure of the General Meeting, election of the chairman of the General Meeting, the minutes clerk, minutes verifiers and persons to count votes**

**Resolution No. 2.1**

The General Meeting approves the Rules of Procedure of the General Meeting, as proposed by the Board of Directors of the Company.

**Resolution No. 2.2**

The General Meeting elects Mr. Jan Zelený as Chairman of the General Meeting, Ms. Marcela Ulrichová as Minutes Clerk, and Mr. Vladimír Brož and Ondřej Lukáš Machala as Minutes Verifiers, Mr. Antonín Králík and Mr. Václav Novotný as persons to count the votes (scrutineers).

**Resolution on item 3) of the agenda**

**Resolution on change of shares form**

**Resolution No. 3**

In accordance with the provision of Sec. 186 (3) of Act No. 513/1991 Coll., the Commercial Code, as amended, the General Meeting approves the change of a form of shares of Telefónica O2 Czech Republic, a.s.:

- the form of all common shares with a nominal value of CZK 100 (i.e. 322 089 890 pcs) issued as bearer shares shall be transformed in registered shares.

**Resolution on item 4) of the agenda**

**Resolution on an amendment to Company's Articles of Association**

**Resolution No. 4**

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). This amendment to the Articles of Association shall take effect on the day the change of a form of shares is entered in the Commercial Register.

**Resolution on item 5) of the agenda**

**Resolution on providing consent with the contract for deposition of a part of the enterprise (Call-based information services and On-line business catalogue) in a subsidiary**

**Resolution No. 5**

In accordance with the provision of Sec. 67a and Sec. 187 Par.1 letter k) of Act No. 513/1991 Coll., the Commercial Code, as amended ("the Commercial Code"), the General Meeting provides hereby its consent with entering into a contract for deposition of the part of the enterprise to be concluded by and between Telefónica O2 Czech Republic, a.s., as a depositor, and a newly established company (provisional company name: Informační linky, a.s.), having its registered office at Prague 4, Michle, Za Brumlovkou 266/2, Postcode 140 22, not yet recorded with the Commercial Register, as a receiver of the deposit, being represented by the deposit administrator - Telefónica O2 Czech Republic, a.s., empowered in accordance with the provision of Sec. 60 Par. 1 of the Commercial Code. The subject-matter of the contract deals with the deposition of the part of the enterprise of Telefónica O2 Czech Republic, a.s., represented by the autonomous organisational unit Informační a asistenční služby a katalog firem (Call-based information services and On-line business catalogue), in the registered share capital of the company (provisional company name: Informační linky, a.s.).

Jakub Chytil, Company Secretary