



## Documents for shareholders

### Regarding item 10) of the agenda of the Regular General Meeting of Telefónica O2 Czech Republic, a.s., which will be held on April 3, 2009

## RULES FOR REMUNERATION TO MEMBERS OF THE SUPERVISORY BOARD OF TELEFÓNICA O2 CZECH REPUBLIC, A.S.

### 1. *Introduction*

- 1.1. These rules for remuneration to members of the Supervisory Board of Telefónica O2 Czech Republic, a.s. (hereinafter referred to as the "**Rules**") apply to the manner of, and the terms and conditions for, remunerating members of the Supervisory Board of Telefónica O2 Czech Republic, a.s. (hereinafter referred to as the "**Supervisory Board**", and the "**Company**").
- 1.2. These rules shall apply to the remuneration to all members of the Supervisory Board, unless the Company General Meeting resolves otherwise or determines remuneration for a certain member or members of the Supervisory Board higher than that stipulated hereunder.
- 1.3. Unless these Rules indicate otherwise, a member of the Supervisory Board shall be deemed to include the Chairman or Vice-Chairman of the Supervisory Board and a member of the Supervisory Board Committee shall be deemed to include the chairman or vice-chairman of the Supervisory Board Committee.

### 2. *Types of Remuneration*

- 2.1. Supervisory Board members who meet requirements imposed by law, Company Articles of Association and these Rules shall have the right to receive the following types (components) of remuneration:
  - (a) lump-sum amount as per section 3 of these Rules (hereinafter referred to as the "**Lump-sum Amount**") and
  - (b) remuneration for working in Supervisory Board Committees under Section 4 of these Rules (hereinafter referred to as the "**Fee for Work in Committees**").
- 2.2. The total remuneration for a member of the Supervisory Board for a certain period of time is the aggregate of the Lump-sum Amount and the Fee for Work in Committees to which the particular member is entitled for such period in accordance with these Rules.
- 2.3. Supervisory Board members shall have the right to receive the relevant component of the remuneration provided that they claim it no later than two business days prior to the date on which the component falls due hereunder (see sections 3.4. and 4.4.). If the Supervisory Board members fail to claim their right to the entire relevant component by the deadline imposed in the previous sentence, they shall receive only the amount which they did claim. The Supervisory Board may set forth details regarding the manner in which to claim the remuneration or the components thereof.

### 3. *Lump-sum Amount*

- 3.1. 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:
  - (a) Supervisory Board member: CZK 40,000 per month;
  - (b) Vice-Chairman of the Supervisory Board: the monthly amount as per subsection (a) increased by CZK 20,000 per month;



(c) Chairman of the Supervisory Board: the monthly amount as per subsection (b) increased by CZK 20,000 per month.

3.2. The Lump-sum Amount includes mandatory payments (such as tax, health insurance, etc.) which a Supervisory Board member is obliged to pay or bear on the grounds that insurance is agreed upon against damage (if any) resulting from the Supervisory Board member's performance of his/her office, as well as mandatory payments arising from the payment of the amount under this sentence. The amount under the preceding sentence depends on the amount of the insurance premiums falling on a particular Supervisory Board member and the total amount of the insurance premium must be calculated in accordance with standard procedures applicable in the insurance industry.

3.3. A Supervisory Board member shall have the right to receive the Lump-sum Amount, provided that he/she performed their office under Section 3.1 for over 15 calendar days in a calendar month. If a Supervisory Board member performed several offices under Section 3.1 for over 15 calendar days in total in a calendar month but none of them for more than 15 calendar days, he/she shall receive the remuneration under Section 3.1 for the office which they performed last in the calendar month in question.

3.4. The Lump-sum Amount shall be due on a monthly basis by the 15<sup>th</sup> day of the calendar month following the month to which it pertains.

#### 4. **Fee for Work in Committees**

4.1. The amount of the Fee for Work in Committees for the individuals who perform the individual offices of members of Supervisory Board Committees shall be based on the following amounts:

- (a) Supervisory Board Committee member: CZK 10,000;
- (b) Supervisory Board Committee vice-chairman: the amount as per subsection (a) increased by CZK 12,000;
- (c) Supervisory Board Committee chairman: the amount as per subsection (b) increased by CZK 15,000.

4.2. The Fee for Work in Committees of an individual Supervisory Board member shall be calculated as follows: the relevant amounts stipulated in Section 4.1 shall be multiplied by the number of meetings attended by a particular member in the relevant position within a relevant half-year. The Committee member's position as per Section 4.1 shall be assessed at the moment of termination of an individual Committee meeting.

4.3. If a Supervisory Board member is a member of several Supervisory Board Committees, he/she shall receive the Fee for Work in Committees under the rules imposed in Sections 4.1 through 4.2 separately for each such Supervisory Board Committee; such Supervisory Board member's total Fee for Work in Committees for a certain period of time is the aggregate of all Fee for Work in Committees due to such member for such period of time depending on the Supervisory Board Committees of which such Supervisory Board member is a member.

4.4. The Fee for Work in Committees shall be due twice per year by the 15<sup>th</sup> day of the first calendar month of the next half-year.

#### 5. **Payment of the Remuneration**

5.1. The manner of payment of the remuneration shall be agreed upon between a Supervisory Board member and the Company in accordance with applicable law.

5.2. The Company Secretary shall be the party in charge of payment of the remuneration hereunder.

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Deleted: in the case of members of the Audit and Control Committee, the amounts as per subsections (a) to (c) shall be further increased by CZK 10,000.¶

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Prague, April 3, 2009

The Board of Directors of Telefónica O2 Czech Republic, a.s.

