



Documents for shareholders

Regarding item 14) 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 AUDIT COMMITTEE OF TELEFÓNICA O2 CZECH REPUBLIC, A.S.

1. Introduction

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

2. Amount of Remuneration

- 2.1. Audit Committee members who meet requirements imposed by law, Company Articles of Association and these Rules shall have the right to receive the remuneration.
- 2.2. The remuneration for individuals who perform the individual offices of the members of the Audit Committee is the aggregate of the amount in Section 2.4 and the following amounts:
 - (a) Audit Committee member: CZK 20,000;
 - (b) Vice-Chairman of the Audit Committee: the amount as per subsection (a) increased by CZK 12,000;
 - (c) Chairman of the Audit Committee: the amount as per subsection (b) increased by CZK 15,000.
- 2.3. The remuneration of an individual Audit Committee member shall be calculated as follows: first, the relevant amounts stipulated in Section 2.2 shall be multiplied by the number of meetings attended by a particular member in the relevant position within a half-year, and the amount as per Section 2.4 shall be further added. The position of the Audit Committee member as per Section 2.2 shall be assessed at the moment of termination of an individual Audit Committee meeting.



2.4. The remuneration of an individual Audit Committee member includes mandatory payments (such as tax, health insurance, etc.) which an Audit Committee member is obliged to pay or bear on the grounds that insurance is agreed upon against damage (if any) resulting from the Audit Committee 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 Audit Committee member and the total amount of the insurance premium must be calculated in accordance with standard procedures applicable in the insurance industry.

2.5. The remuneration shall be due twice per year by the 15th day of the first calendar month of the next half-year.

3. *Payment of the Remuneration*

3.1. Audit Committee members shall have the right to receive the remuneration provided that they claim it no later than two business days prior to the date on which it falls due hereunder (see Section 2.5). If an Audit Committee member fails to claim his/her right to the entire amount of remuneration by the deadline imposed in the previous sentence, he/she shall receive only the amount which he/she did claim. The Supervisory Board of the Company may set forth details regarding the manner in which to claim the remuneration.

3.2. The manner of payment of the remuneration shall be agreed upon between an Audit Committee member and the Company in accordance with applicable law.

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

Prague, April 3, 2009

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

A Telefónica company