

**On item No. 6) of the agenda of the regular General Meeting  
of Telefónica Czech Republic, a.s.  
to be held on 22 April 2013**

**Resolution on distribution of the Company's profit for 2012 and  
retained Company's profit from previous years, distribution of  
the share premium and, as the case may be, other available  
funds of the Company**

**Resolution No. 6.1**

The General Meeting approves to distribute the unconsolidated profit of Telefónica Czech Republic, a.s. (hereinafter "Company") for 2012 in the amount of CZK 5,925,412,358.38 after tax as follows:

1) contribution to the reserve fund	0.00 CZK
2) contribution to the social fund	14,000,000.00 CZK
3) royalties	0.00 CZK
4) dividends	5,911,412,358.38 CZK

The General Meeting approves to use the unconsolidated retained profit from previous years (in the current total amount of CZK 867,032,114.68) in the amount of CZK 530,385,641.62 as follows:

1) contribution to the reserve fund	0.00 CZK
2) contribution to the social fund	0.00 CZK
3) royalties	0.00 CZK
4) dividends	530,385,641.62 CZK

The Company currently owns its ordinary shares. Pursuant to the Section 161d Para 1 Commercial Code, the Company shall not be entitled to a dividend attributable to the acquired shares. The profit (i.e. total of the above-mentioned amounts designated for dividends) attributable to the Company's own shares shall remain on the account of retained profits from previous years.

A dividend of CZK 20 before tax shall thus be paid to each share with the nominal value of CZK 87, and a dividend of CZK 200 before tax shall be paid to each share with the nominal value of CZK 870. Under the conditions arising from the Czech legal regulations, the relevant tax shall be deducted (subtracted) by the Company before effecting the payment.

Those persons will have the title to dividend who will be the shareholders of the Company as at the conclusive day to claim the title to dividend (hereinafter "the conclusive day for dividend"), or their heirs or legal successors, provided that they prove the existence of their title. The respective shareholders shall be identified according to the state as of the conclusive day in the excerpt from the statutory register, which excerpt is to be ensured by the Company (unless it is proven that the record in the register fails to comply with reality).

**The conclusive day for dividend shall be 14 October 2013.**

**The dividend shall be payable on 11 November 2013.** The responsibility for the dividend payout rests with the Company's Board of Directors and it shall be carried out at the Company's costs through Česká spořitelna, a.s. and where not regulated by this provision, the payment shall be carried out in compliance with legal regulations and the Company's Articles of Association.

Without any undue delay after the regular General Meeting, the Board of Directors shall send written information on the resulting resolution of the General Meeting regarding the dividend payout, including the information on the dividend payout schedule, the dividend conclusive day, the dividend payout day and the financial institution designated to pay the dividend out, to the shareholders at the addresses of their registered office or their place of residence listed in the securities register administered in accordance with Act No. 256/2004 Coll., the Capital Market Trading Act.

## Documents for shareholders

### Resolution No. 6.2

The General Meeting approves distribution of a portion of the Company's share premium as follows:

- The share premium of the Company shall be distributed (reduced) by the total amount of up to **CZK 3,220,899,000.00**.
- The Company currently owns its ordinary shares. The Company's own shares shall not bear the right to payment related to the share premium distribution; the respective amount (i.e. the respective portion out of the above-mentioned maximum amount) shall be kept on the respective equity account.
- An amount of **CZK 10** before tax shall be paid to each share, with the nominal value of CZK 87.
- An amount of **CZK 100** before tax shall be paid to the share, with the nominal value of CZK 870.
- Given the above-mentioned provisions of this resolution, the final aggregate amount distributed to the shareholders as well as the amount of the remaining share premium will depend on the actual number of own shares owned by the Company.
- Under the conditions arising from the applicable legal regulations, the relevant tax shall be deducted (subtracted) by the Company before executing the payment. Shareholders will be informed of details, as appropriate.
- The payment shall be effectuated based on the extract from the securities register administered in accordance with Act No. 256/2004 Coll., the Capital Market Trading Act, prepared as of **14 October 2013**.
- The share premium distribution shall be payable on **11 November 2013**. The responsibility for the payout stays with the Company's Board of Directors and it shall be exercised through Česká spořitelna, a.s. at the Company's costs and in compliance with legal regulations and the Articles of Association. Without any undue delay after the regular General Meeting, the Board of Directors shall send the written information on the resolution of the General Meeting to the shareholders at the addresses of their registered office or their place of residence listed in the statutory register, where Company's shares are registered and which replaces the list of shareholders administered in accordance with Act No. 256/2004 Coll., the Capital Market Trading Act. The written information shall include information about payment schedule, the date decisive for identification of shareholders entitled to receive the payment, share premium payment date and financial institution designated to effectuate the payment.