



## **RESOLUTION AND RESULT OF VOTING OF THE GENERAL MEETING HELD PER ROLLAM 3 JANUARY 2022 – 26 JANUARY 2022**

### **on the transfer of all other participating securities of O2 Czech Republic a.s. to the principal shareholder**

*The votes FOR proposal are quantified after adopted resolution. The number of votes AGAINST the proposal includes all votes that were not cast for the individual proposal, i.e. not only votes actually cast AGAINST the proposal, but also invalid votes and votes that were not delivered, i.e. number of votes AGAINST the proposal is the difference between the total number of votes of all shareholders entitled to vote at this General Meeting in accordance with Sec. 382, Article 1 of Act No. 90/2012 Coll., which is 300,882,157 and the number of votes cast FOR that proposal.*

***The General Meeting, whereas:***

- (A) PPF Telco B.V., a company with registered office at Strawinskylaan 933, Amsterdam, The Netherlands, registered in the commercial register maintained by the Chamber of Commerce for Amsterdam under identification number 65167902 (“Principal Shareholder”), is the principal shareholder of the Company within the meaning of Section 375 of the Business Corporations Act,***
- (B) the Company has received a request by the Principal Shareholder in accordance with Section 375 of the Business Corporations Act to convene a General Meeting to resolve on the transfer of all other participating securities of the Company to the Principal Shareholder, where in the case of the Company, the participating securities are only shares;***
- (C) the Company has been provided with (i) the justification of the proposed amount of consideration prepared by the Principal Shareholder on 18 November 2021 (subsequently supplemented on 25 November 2021) and (ii) the final consent of the Czech National Bank to the adoption the resolution of the General Meeting of the Company to transfer all other participating securities of the Company to the Principal Shareholder, which means that the conditions set out in Sections 376(1) and 391(1) of the Business Corporations Act have been satisfied,***
- (D) the agent authorized to pay the consideration within the meaning of Section 378 of the Business Corporations Act is PPF banka a.s., ID No.: 471 16 129, with its registered office at Prague 6, Evropská 2690/17, Postal Code 160 41, registered in the Commercial Register kept by the Municipal Court in Prague under file number B 1834 (the “Authorized Agent”), which is a bank licensed by the Czech National Bank; and***

***(E) prior to the adoption of this resolution, the Board of Directors of the Company has been shown evidence of the deposit of the relevant amount with the Authorized Agent,***

**in accordance with Section 375 et seq. of the Business Corporations Act, it hereby:**

- (1) decides on the compulsory transfer of ownership of all participating securities of the Company owned by shareholders of the Company other than the Principal Shareholder (i.e. shares of the Company with a nominal value of CZK 10 (in words: ten Czech Crowns) each; hereinafter referred to as "Shares") to the Principal Shareholder,***
- (2) determines that the Principal Shareholder shall provide all other shareholders of the Company with a consideration of CZK 270 (in words: two hundred and seventy Czech Crowns) per Share; and***
- (3) determines that the Principal Shareholder shall provide the consideration at its expense through the Authorized Agent within the time period specified in Section 389(1) of the Corporations Act without undue delay from the date of registration of the ownership of the Shares in the Principal Shareholder's property account in the relevant book-entry securities register (the "Entry Date"), commencing no later than on the 5th business day after the Entry Date. Pursuant to Section 378(3) in conjunction with Section 382(2) of the Business Act, it is further determined that the Authorised Agent shall ensure the pay-out of the consideration on behalf of the Principal Shareholder for a period of two months from the Entry Date; the time of transfer of the Shares to the Principal Shareholder, the Entry Date and other details of the payment of the consideration shall be published on the Company's website.***

*FOR this draft resolution, 276,471,600 votes were cast by the end of voting on this draft resolution, which represents 91.887004% of total number of votes of all shareholders entitled to vote. The resolution has been ADOPTED.*