

Final Terms dated 2 December 2016

CETIN Finance B.V.

(incorporated as a private limited liability company (Besloten Vennootschap) in The Netherlands, having its corporate seat in Amsterdam)

Issue of CZK 4,866,000,000 1.250 per cent. Guaranteed Notes due 2023

**Guaranteed by ČESKÁ TELEKOMUNIKAČNÍ INFRASTRUKTURA A.S.
under the EUR 2,000,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Base Prospectus dated 17 November 2016 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus.

Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the offices of the Issuer at Strawinskylaan 933, 1077XX Amsterdam, the Netherlands and the Guarantor at Olšanská 2681/6, 130 00 Praha 3, Czech Republic.

The expression “**Prospectus Directive**” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and the expression “**2010 PD Amending Directive**” means Directive 2010/73/EU *provided, however, that* all references in this document to the “Prospectus Directive” in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive), and include any relevant implementing measure in the relevant Member State.

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| 1. | (i) | Issuer: | CETIN Finance B.V. |
| | (ii) | Guarantor: | Česká telekomunikační infrastruktura a.s. |
| 2. | (i) | Series Number: | 3 |
| | (ii) | Tranche Number: | 1 |
| | (iii) | Date on which the Notes become fungible: | Not Applicable |
| 3. | | Specified Currency or Currencies: | Czech koruna (“ CZK ”) |
| 4. | | Aggregate Nominal Amount: | |
| | (i) | Series: | CZK 4,866,000,000 |
| | (ii) | Tranche: | CZK 4,866,000,000 |
| 5. | | Issue Price: | 99.151 per cent. of the Aggregate Nominal Amount |
| 6. | (i) | Specified Denominations: | CZK 3,000,000 and integral multiples of CZK 1,000,000 in excess thereof. |
| | (ii) | Calculation Amount: | CZK 1,000,000 |
| 7. | (i) | Issue Date: | 6 December 2016 |

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| | (ii) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 6 December 2023 |
| 9. | | Interest Basis: | 1.250 per cent. Fixed Rate

(further particulars specified below in paragraph 14) |
| 10. | | Redemption/Payment Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. |
| 11. | | Change of Interest or Redemption/Payment Basis: | Not Applicable |
| 12. | | Put/Call Options: | Change of Control Put

(See paragraph 19 below) |
| 13. | (i) | Status of the Notes: | Senior |
| | (ii) | Status of the Guarantee: | Senior |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | | Fixed Rate Note Provisions | Applicable |
| | (i) | Rate of Interest: | The Initial Rate of Interest is 1.250 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) | Interest Payment Date(s): | 6 December in each year up to and including the Maturity Date as adjusted in accordance with the Following Business Day Convention |
| | (iii) | Fixed Coupon Amount(s): | CZK 12,500 per Calculation Amount |
| | (iv) | Broken Amount(s): | Not Applicable |
| | (v) | Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) | Determination Dates: | Not Applicable |
| | (vii) | Adjustment of Interest Rate | Condition 6(e) is Applicable |
| | (viii) | Step Up Margin: | 1.25 per cent. per annum |
| 15. | | Floating Rate Note Provisions | Not Applicable |
| 16. | | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 17. | | Call Option | Not Applicable |
| 18. | | Put Option | Not Applicable |
| 19. | | Change of Control Put Option: | Applicable |
| 20. | | Final Redemption Amount of each | CZK 1,000,000 per Calculation Amount |

Note

21. **Early Redemption Amount**

Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: CZK 1,000,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22. Form of Notes:

Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note

23. New Global Note:

Yes

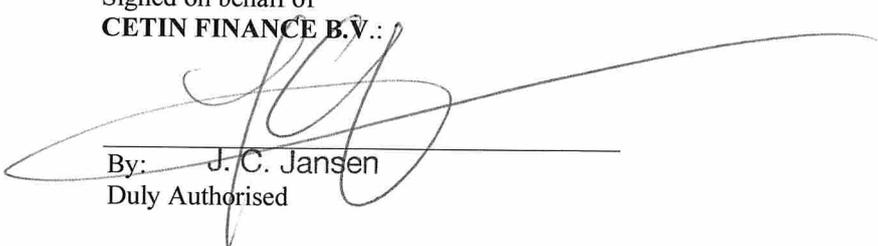
24. Additional Financial Centre(s) or other special provisions relating to payment dates:

TARGET 2

25. Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):

No.

Signed on behalf of
CETIN FINANCE B.V.:



By: J. C. Jansen
Duly Authorised

Signed on behalf of
ČESKÁ TELEKOMUNIKAČNÍ INFRASTRUKTURA A.S.:

By:
Duly Authorised

By:
Duly Authorised

Signed on behalf of
CETIN FINANCE B.V.:

By:
Duly Authorised

Signed on behalf of
ČESKÁ TELEKOMUNIKAČNÍ INFRASTRUKTURA A.S.:



By: *Petr Storaček, Vice-chairman of the BoD*
Duly Authorised



By: *Michal Frankl, Member of the BoD*
Duly Authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Securities Market of the Irish Stock Exchange with effect from 6 December 2016.
- (ii) Estimate of total expenses related to admission to trading: EUR 600

2. RATINGS

- Ratings: The Notes have been rated:
- Moody's Investors Service España, S.A.: Baa2 (Stable)
- Fitch: BBB (Stable)
- Moody's and Fitch are established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "CRA Regulation").

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER

See "Use of Proceeds" in the Base Prospectus

5. YIELD

- Indication of yield: 1.378 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

7. OPERATIONAL INFORMATION

- ISIN: XS1529936335
- Common Code: 152993633
- Delivery: Delivery against payment
- Names and addresses of additional Paying Agent(s) (if any): Not applicable

Intended to be held in a manner which would allow Eurosystem eligibility:

No. Whilst the designation is specified as “no” at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

8. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
 - (a) Names of Dealers: HSBC Bank plc
PPF Banka a.s.
 - (b) Date of subscription agreement: 2 December 2016
 - (c) Stabilising Manager(s) (if any): Not Applicable
- (iii) If non-syndicated, name Dealer: Not Applicable
- (iv) US Selling Restrictions: Reg. S Compliance Category 1; TEFRA D