

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 EUR 625,000,000 1.423 per cent. Guaranteed Notes due 2021

**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 Strawinskylaan 933, 1077XX Amsterdam, the Netherlands and 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.

1. (i) Issuer: CETIN Finance B.V.
- (ii) Guarantor: Česká telekomunikační infrastruktura a.s.
2. (i) Series Number: 1
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable.
3. Specified Currency or Currencies: Euro (“**EUR**”)
4. Aggregate Nominal Amount:
 - (i) Series: EUR 625,000,000
 - (ii) Tranche: EUR 625,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000
- (ii) Calculation Amount: EUR 1,000

7.	(i)	Issue Date:	6 December 2016
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	6 December 2021
9.		Interest Basis:	1.423 per cent. per annum 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

14.		Fixed Rate Note Provisions	Applicable
	(i)	Rate of Interest:	The Initial Rate of Interest is 1.423 per cent. per annum payable in arrear on each Interest Payment Date
	(ii)	Interest Payment Date(s):	6 December in each year from and including 6 December 2017 up to and including the Maturity Date. Following Business Day Convention applies.
	(iii)	Fixed Coupon Amount(s):	EUR 14.23 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

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

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: EUR 1,000 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

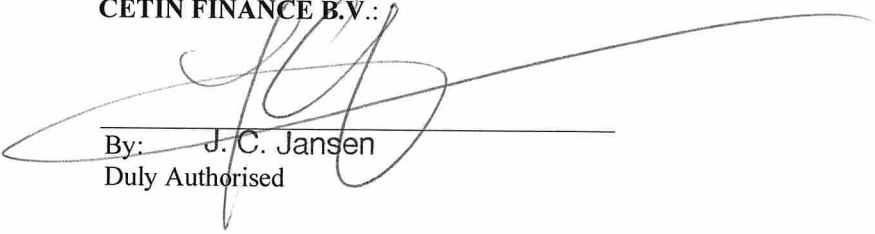
24. Additional Financial Centre(s) or other special provisions relating to payment dates:

Not Applicable

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.:

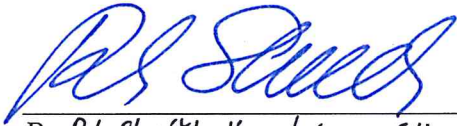
By:
Duly Authorised

By:
Duly Authorised

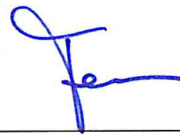
Signed on behalf of
CETIN FINANCE B.V.:

By:
Duly Authorised

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



By: *Petr Slovaček, 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

The Notes to be issued have been rated:

Ratings:

Moody's Investors Service España, S.A.: Baa2

Fitch: BBB

Each of Moody's and Fitch is 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” wording in Base Prospectus

5. YIELD

Indication of yield: 1.423 per cent. per annum

6. OPERATIONAL INFORMATION

ISIN: XS1529934801

Common Code: 152993480

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:

Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated:
- (a) Names of Dealers: **Joint Bookrunning Managers:**
BNP Paribas, Citigroup Global Markets Limited, HSBC Bank plc, ING Bank N.V., London Branch and Société Générale
- Passive Bookrunners:**
Banca IMI S.p.A., Erste Group Bank AG and KBC Bank N.V.
- Co-Manager:**
SMBC Nikko Capital Markets Limited
- (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