



CLEAN
ENERGY OF
TOMORROW

Decision on the Distribution of Profit of ČEZ, a. s.



Draft resolution (1):

The General Meeting of ČEZ, a. s., approves the distribution of the Company's 2021 profit amounting to CZK 4,406,893,805.66 and a portion of retained earnings amounting to CZK 19,264,655,590.34 as follows:

- Share in profit to be distributed to shareholders (the "dividend") CZK 23,671,549,396.00

The dividend is CZK 44 per share before tax.

The record date for entitlement to the dividend is July 4, 2022. Entities that will be shareholders of the Company as at the record date for entitlement to the dividend will be entitled to the dividend.

The above-mentioned amount of the dividend is calculated from the total number of Company shares issued. The dividend allocated to treasury shares held by the Company as at the record date for entitlement to the dividend will not be paid. The amount corresponding to the dividend on treasury shares held by the Company as at the record date for entitlement to the dividend will be transferred to the retained earnings account.

The dividend is payable on August 1, 2022. The dividend will be paid through Česká spořitelna, a.s., company reg. No. 45244782, having its registered office at Olbrachtova 1929/62, Praha 4, postcode 140 00, in the manner presented to this General Meeting and published on the Company's website at www.cez.cz under the "Investors" link, in the subsection concerning the 2022 General Meeting in the "General Meetings" section. The dividend payment ends on July 31, 2026.

Draft resolution (2):

The General Meeting of ČEZ, a. s., approves a change in the method of payment of profit shares (dividends) approved by the General Meeting of ČEZ, a. s., for distribution to the shareholders of ČEZ, a. s.:

- On the agenda item 5 of June 27, 2019 (Decision on the Distribution of Profit of ČEZ, a. s.);
- On the agenda item 5 of June 29, 2020 (Decision on the Distribution of Profit of ČEZ, a. s.);
- On the agenda item 4 of June 28, 2021 (Decision on the Distribution of Profit of ČEZ, a. s.);

in a way that from August 1, 2022 onwards, dividends approved for distribution to shareholders in the years 2019 to 2021, if the shareholders are still entitled to their payment on August 1, 2022, shall be paid in the manner presented to this General Meeting for the purpose of paying dividend approved for distribution to shareholders at this General Meeting and published on the Company's website at www.cez.cz under the "Investors" link, in the subsection concerning the 2022 General Meeting in the "General Meetings" section. Dividend payment deadlines and the possibility of paying dividends in cash after December 31, 2022, according to individual resolutions of the General Meeting of ČEZ, a. s., approving the distribution of profit to shareholders in 2019 to 2021 remain unaffected.

Rationale:

Pursuant to the applicable provisions of law and the Company's Articles of Association, decisions on the distribution of profit are within the powers of the General Meeting. The proposal for the distribution of the profit of ČEZ, a. s., as presented by the Board of Directors to the General Meeting for approval is in compliance with the applicable provisions of law and the Company's Articles of Association.

The submitted proposal for the distribution of profit to shareholders (hereinafter referred to as the "dividend") is based on the dividend policy in force, defining the dividend payment in the amount derived from CEZ Group's consolidated net income for the past year, and also reflects the proceeds from the sale of Bulgarian assets. Therefore, the submitted proposal has two components of the total dividend—ordinary and extraordinary.

The Company's current dividend policy assumes a dividend of 80–100% of CEZ Group's consolidated net income adjusted for extraordinary effects. CEZ Group's adjusted consolidated net income for 2021 reached CZK 22.3 billion. From this base, an ordinary dividend component of CZK 37 per share, i.e. CZK 19.9 billion was set, corresponding to approximately 90% of the adjusted consolidated net income for 2021. In addition, an extraordinary dividend component of CZK 7 per share, i.e. CZK 3.8 billion, was established to reflect the contribution of the sale of Bulgarian assets to the total debt capacity of CEZ Group.

The Board of Directors proposal for the distribution of the profit of ČEZ, a. s., complies with the legal requirements and reflects the current strategy and accounts for the current outlook for and stability of estimated cash flows with the aim of maintaining CEZ Group's medium-term financial stability.

With regard to the method of dividend payment, there are partial changes, in particular in the possibility for shareholders to submit written requests for dividend payment not only by post, but also (newly) (i) by data box and, under certain conditions, also (ii) electronically to the e-mail address of Česká spořitelna, a.s. There is also an increase in the limit of the amount of dividend due to a shareholder—a natural person with permanent residence in the Czech Republic or Slovak Republic, who is required to have an officially certified signature on the application sent by post, as well as to simplify the procedure in relation to the submission of extracts from public registers for legal entities with a registered office in the Czech Republic and in relation to the register of beneficial owners, since shareholders who are legal entities with a registered office in the Czech Republic or legal arrangements which are obliged to enter the beneficial owner in the relevant register pursuant to Act No. 37/2021 Sb., on the registration of beneficial owners, as amended, will no longer be obliged to submit an extract from the register of beneficial owners together with the application for payment of the dividend. The content of the entry in the Czech Public Register and the Register of Beneficial Owners will be verified by Česká spořitelna, a.s., in the case of these shareholders. At the same time, the cash payment of dividends is being phased out due to the excessive costs consisting in the increase in fees associated with this method of payment. Therefore, cash dividend payment will be possible only until December 31, 2022, at any branch of Česká spořitelna, a.s., with a cash desk in the Czech Republic, and from January 1, 2023, payment will be made only in cashless form upon a written request of the shareholder.

The Board of Directors proposes that the terms and conditions for the payment of profit shares (dividends) submitted for approval at this General Meeting of ČEZ, a. s., be applicable also to the payment of dividends approved for distribution to ČEZ, a. s., shareholders in the years 2019 to 2021 (except for the possibility of cash payment, which will remain the same for these dividends after December 31, 2022). The Board of Directors considers it appropriate to unify the conditions under which the dividend is paid to shareholders, in particular to eliminate the administrative burden associated with the application of different conditions for dividend payments. As a result of the proposed change in the method of payment of dividends approved for distribution to shareholders by the General Meeting of ČEZ, a. s., in the years 2019 to 2021, there is no impact on the rights of third parties. The proposal does not impose any new legal obligations on shareholders nor make them more stringent than the existing terms of payment. If the shareholders meet the original conditions for dividend payments (approved by the General Meeting of ČEZ, a. s., in the years 2019 to 2021), the share of profit approved for distribution to shareholders in those years will be paid to them also on the basis of the amended conditions.

The Supervisory Board reviewed the Board of Directors' presented proposal for the distribution of the profit of ČEZ, a. s., recommending that the General Meeting approve it.

Method of payment of the dividend approved for distribution to shareholders at the 2022 General Meeting

The dividend will be paid through Česká spořitelna, a.s., company reg. No. 45244782, having its registered office at Olbrachtova 1929/62, Praha 4, postcode 140 00 (hereinafter referred to as "Česká spořitelna").

Shareholders—legal entities that are not represented by custodians of securities will receive the dividend to their account with a bank in the Czech Republic based on a written request delivered to Česká spořitelna (i) by post to the address: Česká spořitelna, a.s., A332 Správa produktů finančních trhů, Budějovická 1518/13a,b, 140 00 Praha 4, with an officially certified signature of the person(s) authorized to act for the legal entity, (ii) from a data box established pursuant to Act No. 300/2008 Sb., on electronic acts and authorized conversion of documents (hereinafter referred to as the “**data box**”) for the relevant shareholder—legal entity requesting the payment, to Česká spořitelna’s data box, with the identifier: wx6dkif, or (iii) electronically to the e-mail address of Česká spořitelna: vyplatadividend@csas.cz, whereby such request delivered electronically to the e-mail address must be accompanied by a guaranteed electronic signature of the person(s) authorized to act for the legal entity based on a qualified certificate for electronic signature or a qualified electronic signature of the person(s) authorized to act for the legal entity within the meaning of Act No. 297/2016 Sb., on trust services for electronic transactions (hereinafter referred to as the “**Act on Trust Services for Electronic Transactions**”). Such a written request must contain a solemn declaration of the actual ownership of the income and of the shareholder’s tax residency and include an account number and the identification of the bank residing in the Czech Republic keeping that account. Shareholder—a legal entity with its registered office outside the Czech Republic shall deliver to Česká spořitelna together with the application a documentary original of an extract from a foreign commercial register or similar register (not older than 6 months) concerning this shareholder, or an officially certified copy thereof. In the case of shareholders—legal entities with a registered office in the Czech Republic, Česká spořitelna shall check, in accordance with the relevant public register, whether the application for payment of the dividend on behalf of the shareholder is signed by authorized person(s).

In the case of shareholders—legal entities with a registered office in the Czech Republic and legal arrangements that are obliged to register the beneficial owner pursuant to Act No. 37/2021 Sb., on the registration of beneficial owners (hereinafter referred to as the “**Act on Registration of Beneficial Owners**”), Česká spořitelna shall check the existence of the registration of the beneficial owner under the Act on Registration of Beneficial Owners as at the date of administration of the dividend payment, and the above shareholders who do not have any beneficial owner registered as at the date of administration of the dividend payment by Česká spořitelna under the Act on Registration of Beneficial Owners shall not be paid the dividend.

The dividend shall be paid to the custodians of securities and participants maintaining the subsequent registration to their account held by a bank in the Czech Republic upon their written request delivered to Česká spořitelna (i) by post to the address: Česká spořitelna, a.s., A332 Správa produktů finančních trhů, Budějovická 1518/13a,b, 140 00 Praha 4, with an officially certified signature of the person(s) authorized to act on behalf of such custodian or participant, (ii) from the data box established for the respective custodian or participant—legal entity requesting the payment to Česká spořitelna’s data box, with the identifier: wx6dkif, or (iii) electronically to Česká spořitelna’s e-mail address: vyplatadividend@csas.cz, whereby such request delivered electronically to the e-mail address must be accompanied by a guaranteed electronic signature of the person(s) authorized to act for such custodian or participant based on a qualified certificate for electronic signature or a qualified electronic signature of the person(s) authorized to act for such custodian or participant. Such a written request must contain a summary solemn declaration of the actual ownership of the income and of the tax residency of the final dividend income owners to whom the custodian of securities provides their services or for whom the related records are kept, and include an account number and the identification of the bank keeping that account. A custodian or participant with its registered office outside the Czech Republic shall deliver to Česká spořitelna together with the application a documentary original of an extract from a foreign commercial register or similar register (not older than 6 months) concerning this custodian or participant, or an officially certified copy thereof. In the case of custodians or participants—legal entities with a registered office in the Czech Republic, Česká spořitelna shall check, in accordance with the relevant public register, whether the application for payment of the dividend is signed by the person(s) authorized to act on behalf of the custodian or participant. Česká spořitelna shall check the existence of a beneficial owner registration for shareholders—legal entities with their registered office in the Czech Republic and legal arrangements which are obliged to register a beneficial owner pursuant to the Act on Registration of Beneficial Owners, for which the function of securities custodian is performed or related records are kept, on the date of the administration of the dividend payment and no dividend shall be paid to the custodian or the

participant in respect of the aforementioned shareholder for whom the function of a securities custodian is performed or a related register is kept, in the event that such shareholder has no beneficial owner registered under the Act on Registration of Beneficial Owners on the date of the administration of the dividend payment by Česká spořitelna.

Shareholders—natural persons residing in the Czech Republic who are not represented by a securities custodian shall receive the dividend in cash upon presentation of the identity card of the respective shareholder or, in the case of representation, the identity card of their representative (if the conditions of representation are met below) at any branch of Česká spořitelna with cashier services in the Czech Republic, while cash payment shall be made only until December 31, 2022, and from January 1, 2023 onwards, the payment shall be made only in non-cash means or transferred to an account held by a bank in the Czech Republic upon written request of the relevant shareholder or their representative (subject to the conditions of representation below) delivered to Česká spořitelna (i) by post to the address: Česká spořitelna, a.s., A332 Správa produktů finančních trhů, Budějovická 1518/13a,b, 140 00 Praha 4, (ii) from the data box of the relevant shareholder requesting the payment or their representative to the data box of Česká spořitelna, with the identifier: wx6dkif, or (iii) electronically to the e-mail address of Česká spořitelna: vyplatadividend@csas.cz, whereby such request delivered electronically to the e-mail address must be accompanied by a guaranteed electronic signature of the relevant shareholder or representative based on a qualified certificate for electronic signature or a qualified electronic signature of the relevant shareholder or representative within the meaning of the Act on Trust Services for Electronic Transactions. Such a written request must contain a solemn declaration of the shareholder's tax residency and include an account number and the identification of the bank residing in the Czech Republic keeping that account. When submitting the application, the shareholder's representative must provide a written power of attorney signed by the represented shareholder containing an affidavit of the shareholder's tax residency. In the event that the application for a cashless dividend payment is delivered to Česká spořitelna in paper form by post, the authenticity of the shareholder's signature on such application and, in the case of representation, also on the power of attorney for the shareholder's representative must be officially verified if the total amount of the gross dividend of such shareholder exceeds CZK 3,000. In the event that the request for a cashless dividend payment is delivered to Česká spořitelna by data box or e-mail, the power of attorney for the shareholder's representative, regardless of the amount of the dividend, must bear a guaranteed electronic signature of the relevant shareholder based on a qualified certificate for electronic signature or a qualified electronic signature of the relevant shareholder within the meaning of the Act on Trust Services for Electronic Transactions, or the power of attorney may be delivered in an electronic form obtained by an authorized conversion of a documentary form of the power of attorney meeting the requirements of an officially certified signature referred to in the preceding sentence.

Shareholders—natural persons residing in the Slovak Republic who are not represented by a securities custodian shall receive the dividend in cash upon presentation of the identity card of the respective shareholder or, in the case of representation, the identity card of their representative (if the conditions of representation are met below) as well as proof of the NID (alternate identification number assigned by the person keeping the relevant securities register) of the relevant shareholder at any branch of Česká spořitelna with cashier services in the Czech Republic, while cash payment shall be made only until December 31, 2022, and from January 1, 2023 onwards, the payment shall be made only in non-cash means or transferred to an account held by a bank in the Czech Republic upon written request of the relevant shareholder or their representative (subject to the conditions of representation below) delivered to Česká spořitelna (i) by post to the address: Česká spořitelna, a.s., A332 Správa produktů finančních trhů, Budějovická 1518/13a,b, 140 00 Praha 4, (ii) from the data box of the relevant shareholder requesting the payment or their representative to the data box of Česká spořitelna, with the identifier: wx6dkif, or (iii) electronically to the e-mail address of Česká spořitelna: vyplatadividend@csas.cz, whereby such request delivered electronically to the e-mail address must be accompanied by a guaranteed electronic signature of the relevant shareholder or representative based on a qualified certificate for electronic signature or a qualified electronic signature of the relevant shareholder or representative within the meaning of the Act on Trust Services for Electronic Transactions. Such a written request must contain a solemn declaration of the actual ownership of the income and of the shareholder's tax residency and include an account number and the identification of the bank residing in the Czech Republic keeping that account. When submitting the application, the shareholder's representative must provide a written power of attorney

signed by the represented shareholder containing an affidavit of the shareholder's tax residency. In the event that the application for a cashless dividend payment is delivered to Česká spořitelna in paper form by post, the authenticity of the shareholder's signature on such application and, in the case of representation, also on the power of attorney for the shareholder's representative must be officially verified if the total amount of the gross dividend of such shareholder exceeds CZK 3,000. In the event that the request for a cashless dividend payment is delivered to Česká spořitelna by data box or e-mail, the power of attorney for the shareholder's representative, regardless of the amount of the dividend, must bear a guaranteed electronic signature of the relevant shareholder based on a qualified certificate for electronic signature or a qualified electronic signature of the relevant shareholder within the meaning of the Act on Trust Services for Electronic Transactions, or the power of attorney may be delivered in an electronic form obtained by an authorized conversion of a documentary form of the power of attorney meeting the requirements of an officially certified signature referred to in the preceding sentence.

Shareholders—natural persons that have permanent residence outside the Czech Republic and Slovak Republic and are not represented by a custodian of securities will receive the dividend to their account with a bank in the Czech Republic delivered upon their written request to Česká spořitelna (i) by post to the address: Česká spořitelna, a.s., A332 Správa produktů finančních trhů, Budějovická 1518/13a,b, 140 00 Praha 4, where the signature on the application so delivered must be officially certified, or (ii) from the data box of the respective shareholder requesting the payment to the data box of Česká spořitelna, with the identifier: wx6dkif. Such a written request must contain a solemn declaration of the actual ownership of the income and of the shareholder's tax residency and include an account number and the identification of the bank residing in the Czech Republic keeping that account.

Tax will be withheld under the conditions resulting from applicable Czech tax regulations (in particular Act No. 586/1992 Sb., on income taxes, as amended) and/or under applicable double taxation agreements between the Czech Republic and the state of the final dividend income owner's tax residency. For the purposes of taxation under such applicable double taxation agreements, the shareholder or custodian of securities must deliver to Česká spořitelna, together with the written request, the final owner's declaration of the actual ownership of the dividend income and a current certificate of the final owner's tax residency. If such documents are drawn up in a language other than Czech or Slovak, the shareholder or custodian of securities must have the documents translated into Czech at their own expense (the translation does not have to be officially certified). The shareholder must prove reliably that conditions for the application of a reduced withholding tax rate are met.

A shareholder that is entitled to make an additional request for the application of a reduced withholding tax rate and for the refund of the difference between the withholding tax applied and the reduced withholding tax under the conditions set down in tax legislation must prove that conditions for the application of a reduced rate are met in a timely and reliable manner, in particular in compliance with the time limit set down in Section 38d(12) of Act No. 586/1992 Sb., on income taxes, as amended.

The dividend is payable on August 1, 2022 at the earliest and will be paid to a shareholder's bank account without undue delay as soon as Česká spořitelna receives the shareholder's request within the meaning of the foregoing paragraphs. The dividend will be paid until July 31, 2026.

In the event that a shareholder—a legal entity with its registered office in the Czech Republic or a legal arrangement that is obliged to register a beneficial owner under the Beneficial Owners Registration Act requests payment of a dividend (either directly or by an custodian or participant on its behalf) and, due to the fact that it has no beneficial owner registered in the beneficial owners register under the Beneficial Owners Registration Act, the dividend shall not be paid by December 31, 2022, this shareholder's entitlement to the dividend shall cease as at December 31, 2022.