

SUPPLEMENT DATED May 24, 2013

ČEZ, a. s.

(Incorporated with limited liability in the Czech Republic)

€8,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Base Prospectus dated April 19, 2013 (the **Base Prospectus**), which comprises a base prospectus, constitutes a prospectus supplement for the purposes of article 13 of Chapter 1 of Part II of the Luxembourg Act dated July 10, 2005 on prospectuses for securities, as amended (the **Prospectus Act**), and is prepared in connection with the €8,000,000,000 Euro Medium Term Note Programme established by ČEZ, a. s. (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Issuer, having made all reasonable enquiries, confirms that the Base Prospectus (as supplemented by this Supplement) contains all information regarding the Issuer, the Issuer and its subsidiaries taken as a whole, the electricity industry in the Czech Republic and the Notes that is (in the context of the issue of the Notes) material; that such information is true and accurate in all material respects and is not misleading in any material respect; that any opinions, estimates, or intentions expressed in the Base Prospectus (as supplemented by this Supplement) on the part of the Issuer are honestly held or made and are not misleading in any material respect; that the Base Prospectus (as supplemented by this Supplement) does not omit to state any material fact necessary to make such information, opinions, estimates or intentions (in such context) not misleading in any material respect; that the Base Prospectus (as supplemented by this Supplement) does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements in the Base Prospectus (as supplemented by this Supplement), in the light of the circumstances under which they were made, not misleading; and that all proper enquiries have been made to ascertain and to verify the foregoing.

Without prejudice to the foregoing, the Issuer accepts responsibility for the information contained in this Supplement. The information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the importance of such information.

Documents Incorporated by Reference

On May 7, 2013, the Issuer published (in two separate documents) its consolidated unaudited interim financial statements and its non-consolidated interim unaudited financial statements, in each case as at and for the three month period ended March 31, 2013 (together the **Interim Financial Statements**). The following extracts from the Interim Financial Statements are incorporated by reference each as a separate document.

<u>Consolidated Financial Statements</u>	Page	<u>Non-Consolidated Financial Statements</u>	Page
Balance Sheet	A-B	Balance Sheet	1
Statement of Income	C	Statement of Income	2
Statement of Comprehensive Income	D	Statement of Comprehensive Income	3

Statement of Changes in Equity	E	Statement of Changes in Equity	4
Statement of Cash Flows	F-G	Statement of Cash Flows	5
Notes to the Consolidated Financial Statements	1-14		

Copies of the Interim Financial Statements of the Issuer have been filed with the *Commission de Surveillance du Secteur Financier* and, by virtue of this Supplement, the above referenced extracts of the Interim Financial Statements are incorporated by reference in, and form part of, the Base Prospectus. The information incorporated by reference that is not included in the above cross-reference list is considered as additional information and is not required by the relevant schedules of Commission Regulation (EC) No. 809/2004. Copies of all documents incorporated by reference in the Base Prospectus and this Supplement can be obtained from the registered office of the Issuer and from the specified offices of the Paying Agents for the time being in London and Luxembourg. Copies of this Supplement, the Base Prospectus and all documents incorporated by reference are also available on the website of the Luxembourg Stock Exchange, www.bourse.lu.

The paragraph “*Significant or Material Change*” on page 188 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

“There has been no significant change in the financial or trading position of the Issuer or the Issuer and its subsidiaries since March 31, 2013 and there has been no material adverse change in the financial position or prospects of the Issuer and its subsidiaries since December 31, 2012.”

Rating

All the references in the Base Prospectus to the „*stable outlook*“ for ČEZ’s rating or the rating of the Programme, each of them, assigned by Moody’s Investors Service Ltd. shall be deleted and replaced by „*negative outlook*“.

Electricity Generation

The fourth paragraph on page 97 of the Base Prospectus in section “*Description of the Issuer - Overview*”, the table below this paragraph and the paragraph after the table shall be deleted and replaced by the following:

“The table below sets forth certain information relating to our generation, distribution and sales businesses for the year ended December 31, 2012.

	As of and for the year ended December 31, 2012							
	Installed capacity		Electricity generated		Electricity distributed to end-consumers		Electricity sold to end-consumers	
	(MW)	(%)	(GWh)	(%)	(GWh)	(%)	(GWh)	(%)
Central Europe:.....								
Czech Republic.....	13,168.1	83.5	64,035	93.0	32,840	62.2	21,345	51.2
Poland.....	730	4.6	2,259	3.3	--	--	217	0.5
Other.....	--	--	--	--	--	--	2,725	6.5
Total.....	13,898.1	88.1	66,294	96.3	32,840	62.2	24,287	58.2
South East Europe:....								
Albania.....	--	--	--	--	3,771	7.2	3,771	9.0
Bulgaria.....	1,265	8.0	1,541	2.2	9,186	17.4	10,098	24.2

Romania.....	618	3.9	997	1.5	6,978	13.2	3,576	8.6
Total.....	1,883	11.9	2,538	3.7	19,935	37.8	17,445	41.8
Total.....	15,781.1	100	68,832	100	52,775	100	41,732	100

The total installed capacity of our generation facilities is 15,781.1 MW, of which 83.5% is in the Czech Republic, 8.0% is in Bulgaria, 4.6% is in Poland and 3.9% is in Romania. In the year ended December 31, 2012, we generated 68,832 GWh of electricity, of which 93% was generated in the Czech Republic. In the same year, 49% of our total electricity generated in the Czech Republic was generated by our coal-fired power plants, 47% was generated by our nuclear power plants and the remaining 4% was generated by our hydroelectric, solar and wind power plants.”

In the sentence immediately preceding the last sentence of the paragraph “*Stable Domestic Market without Regulatory Excesses Seen in Some Other Parts of Europe*” on page 104 of the Base Prospectus in section “*Description of the Issuer – Our Strengths*”, the words “approximately 76.1 tons of CO₂ emission allowances” shall be deleted and replaced by the words “approximately 76.1 million tons of CO₂ emission allowances”.

The last sentence of the first paragraph on page 109 of the Base Prospectus in section “*Description of the Issuer - Electricity Generation*” shall be deleted and replaced by the following:

“The total installed capacity of our generation facilities is 15,781 MW, of which 83.5% is in the Czech Republic, 8.0% is in Bulgaria, 4.6% is in Poland and 3.9% is in Romania.”

The third paragraph on page 109 of the Base Prospectus in section “*Description of the Issuer - Electricity Generation*” and the table below this paragraph shall be deleted and replaced by the following:

“The following table sets forth a breakdown of the total installed capacity of our power plants for the years ended December 31, 2010, 2011 and 2012.

	As of December 31, 2012					
	2010		2011		2012	
	(MW)	(%)	(MW)	(%)	(MW)	(%)
Coal-fired power plants⁽¹⁾:						
<i>Central Europe</i>						
Czech Republic.....	6,758	45.0	6,773	44.8	7,057	44.7
Poland.....	728	4.8	728	4.8	728	4.6
Central Europe total.....	7,486	49.8	7,501	49.6	7,785	49.3
<i>South East Europe</i>						
Bulgaria.....	1,260	8.4	1,260	8.3	1,260	8.0
Total.....	8,746	58.2	8,761	57.9	9,045	57.3
Nuclear power plants:						
Czech Republic.....	3,900	26.0	3,970	26.3	4,040	25.6
Hydro, solar, wind and biogas power plants:						
<i>Central Europe</i>						
Czech Republic.....	2,070	13.8	2,070	13.7	2,071	13.1
Poland.....	2	0.0	2	0.0	2	0.0
Central Europe total.....	2,072	13.8	2,072	13.7	2,073	13.1
<i>South East Europe</i>						
Bulgaria.....	0	0	0	0	5	0.0
Romania.....	300	2.0	318	2.1	618	3.9
Total.....	2,372	15.8	2,390	15.8	2,696	17.0
Total installed capacity⁽²⁾.....	15,018	100	15,121	100	15,781	100

(1) Includes 818 MW, 833 MW and 1,005.5 MW of installed capacity of our coal-, gas- and biomass-fired heat plants in the Czech Republic for the years ended December 31, 2010, 2011 and 2012, respectively.

(2) Some of our power plants are operated under joint venture agreements which are not fully consolidated. The installed capacity of these power plants was therefore not included in our total installed capacity. For the year ended December 31, 2012, these amounts included:

- 174 MW of installed capacity of our oil-fired power plant in Slovakia;

- 357.2 MW of installed capacity of our gas-fired power plants in Turkey;
- 15 MW of installed capacity of our wind power plant in Turkey; and
- 365.7 MW of installed capacity of our hydroelectric power plants in Turkey.”

The last paragraph on page 109 of the Base Prospectus in section “*Description of the Issuer - Electricity Generation*” shall be deleted and replaced by the following:

“As of December 31, 2012, the total installed capacity of our generation facilities was 15,781 MW, representing an increase of 660 MW, or 4.4%, from 15,121 MW as of December 31, 2011. As of December 31, 2012, 13,168 MW, or 83.4% of our total installed capacity, was in the Czech Republic, of which 53.6% was coal-fired, 30.7% was nuclear and 15.7% was hydroelectric, solar and wind power combined.”

The last sentence of the last paragraph on page 110 of the Base Prospectus in section “*Description of the Issuer - Electricity Generation*” shall be deleted and replaced by the following:

“Our coal-fired power plants in the Czech Republic accounted for 53.6% of our total installed capacity in Central Europe and 44.7% of our total installed capacity as of December 31, 2012.”

In the last sentence of the last paragraph on page 118 of the Base Prospectus in section “*Description of the Issuer – Distribution and Sale of Electricity*”, the words “representing a decrease” shall be deleted and replaced by the words “representing an increase”.

The paragraph immediately below the table on page 123 of the Base Prospectus in section “*Description of the Issuer - Trading*” shall be deleted and replaced by the following:

“In the year ended December 31, 2011, we procured a total of 250,869 GWh of electricity (208,023 GWh of electricity in the wholesale market and 42,846 GWh of our electricity generated (net of own consumption and distribution losses)) and we sold a total of 263,234 GWh of electricity (220,388 GWh of electricity in the wholesale market and 42,846 GWh of electricity to end-consumers). In the year ended December 31, 2012, we purchased a total of 259,706 GWh of electricity (217,974 GWh of electricity in the wholesale market and 41,732 GWh of our electricity generated (net of own consumption and distribution losses)) and we sold a total of 271,989 GWh of electricity (230,257 GWh of electricity in the wholesale market and 41,732 GWh of electricity sold to end-consumers).”

Recent Developments

The following shall be added at the end of the seventh paragraph headed “*Transfer of Shares of Akcez Enerji Yatı*” on page 100 of the Base Prospectus in section “*Recent Developments*”:

“The transaction was completed on April 26, 2013.”

The following section shall be added on page 101 at the end of section “*Albania Matter*”:

“On May 16, 2013 we notified the Republic of Albania of our decision to seek compensation for damage incurred due to our non-protected investment in the power distribution company of CEZ Shpërndarje Sh.a., with the International Arbitration Tribunal according to the Energy Charter Treaty. The arbitration proceedings have been formally initiated by sending a “notice of arbitration”. For more information on our local disputes in Albania, please see “*Our Business—Legal Proceedings — Local Court and Related Proceedings in Albania*”.”

The third sentence and the last sentence of the first sub-paragraph in the eighth paragraph headed “*Divestment of Coal Power Plants*” on page 100 of the Base Prospectus in section “*Recent Developments*” shall be deleted.

The following section shall be added on page 102 at the end of section “*Recent Developments*”:

“Change of rating outlook assigned by Moody’s Investors Service

As of May 13, 2013, Moody’s Investors Service Ltd. affirmed the A2 senior unsecured rating of ČEZ; however, it changed the outlook for such senior unsecured rating from stable to negative. Moody’s Investors Service Ltd. has also changed the outlook for the (P) A2 long-term provisional rating of the Programme from stable to negative.

According to Moody’s Investors Service Ltd., the change in outlook for ČEZ’s ratings reflects the ongoing decline in the outlook for electricity generation in Central Europe and Moody’s Investors Service Ltd.’s expectation that power prices will not recover in the near-to-medium term. Given the fact that ČEZ’s generation fleet in the Czech Republic is predominantly fixed-costs in nature (with around 80% of the total capacity represented by lignite, nuclear and hydro) the company is particularly exposed to changes in the overall power price. Moody’s Investors Service Ltd. also stated in its report that while ČEZ’s liquidity is satisfactory, underpinned by robust cash flow generation and around CZK 27 billion of undrawn committed facilities, the CEZ Group’s expected capital expenditure and dividend distribution will provide more of a funding challenge from 2013 onwards.

Distribution of Profit Proposed by Board of Directors of ČEZ

The Board of Directors of ČEZ approved a proposal regarding the distribution of profit, which will be proposed for approval at the Annual General Meeting of ČEZ to be held on June 19, 2013. The Board of Directors proposes to distribute a gross dividend amounting to CZK 40 per share which corresponds to a total amount of CZK 21.5 billion to be distributed among shareholders of ČEZ. If the Annual General Meeting approves such distribution of profit, the Czech Republic, as majority shareholder, will receive approximately CZK 15 billion. The dividend proposal is in accordance with ČEZ’s dividend policy, i.e. the dividend payout ratio corresponding to 50 - 60 % of the net profit, without the effect of extra income. The 2012 dividend pay-out ratio, under the proposal of the Board of Directors, corresponds to 53.6 % of consolidated net income.

Annual General Meeting

The Annual General Meeting of ČEZ will be held on June 19, 2013. The detailed agenda of the Annual General Meeting was published by ČEZ in accordance with the applicable law.”

Legal Proceedings

The following shall be added at the end of the first paragraph on page 143 of the Base Prospectus at the end of section headed “*Local Court and Related Proceedings in Albania*”:

“On May 16, 2013 we notified the Republic of Albania of our decision to seek compensation for damage incurred due to our non-protected investment in the power distribution company of CEZ SH, with the International Arbitration Tribunal according to the Energy Charter Treaty. The arbitration proceedings have been formally initiated by sending a “notice of arbitration”. However, this does not prevent a potential out-of-court settlement between the parties.

The Energy Charter Treaty, negotiated in 1995 and ratified by both the Czech Republic and the Republic of Albania, governs the protection of international investments in the energy sector.”

The second last sentence of the section headed “*Electrica S.A. Arbitration*” on page 144 of the Base Prospectus in section “*Legal Proceedings*” shall be deleted and replaced by the following sentence:

“The sole arbitrator was appointed by the International Chamber of Commerce on January 24, 2013.”

Regulation

The last sentence of the fifth paragraph on page 162 and headed “*Integrated Pollution Prevention and Control (including the Integrated Pollution Register)*” of the Base Prospectus in section “*Regulation*” shall be deleted and replaced by the following:

“An amendment to the Czech IPPC Act which should, among other things, implement certain parts of the Industrial Emissions Directive, was adopted by the Czech Parliament.”

General

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Base Prospectus.