

Internal Information

General Meeting agenda item: Decision on change in the Company's Statute

The board of directors of the company ČEZ proposes to the general meeting the following amendment of the company's Articles of Association:

The sphere of competence of the Board of Directors, or of the General Assembly respectively when making decisions on mergers with trading companies is modified, namely in accordance with the wording of Subparagraph 220e, Paragraph 14) of the Commercial Code

Article 13(1) Letter i) is amended and newly worded as follows:

- i) decisions on mergers, transfers of assets to a single shareholder or split up of the company and/or changes of its legal form; in the case of a merger with a commercial company, whose full volume of shares with voting rights, respectively whose entire commercial share is owned by the company, and where the company is simultaneously the legal successor, the decision on the merger is in the power of the board of directors in lieu of the general meeting (this does not affect the provisions of Section 220a(13) of the Commercial Code),

The new Article 19(9) Letters l) and m) are worded as follows:

- l) merger with a commercial company, whose full volume of shares with voting rights, respectively whose entire commercial share is owned by the company, and where the company is simultaneously the legal successor (this does not affect the provisions of Section 220z(13) of the Commercial Code),
- m) other cases stipulated by law.

The new Article 24(6) Letters l) and m) are worded as follows:

- l) merger with a commercial company, whose full volume of shares with voting rights, respectively whose entire commercial share is owned by the company, and where the company is simultaneously the legal successor (this does not affect the provisions of Section 220z(13) of the Commercial Code),
- m) other cases stipulated by law.

The sphere of competence of the General Assembly when approving of a contract of transfer of the enterprise or a part thereof, of a contract of lease of the enterprise or a part thereof and of a contract on the right of lien for the enterprise or a part thereof is specified in accordance with the valid version of Subparagraph 67a of the Commercial Code

Article 13(1) Letter j) is amended and newly worded as follows:

- j) approval of agreements on transfer of the company or any parts thereof, on lease of the company or any parts thereof, or on the pledging of the company or any parts thereof,

The terminology used for the designation of the trade unions in the provision regulating the sphere of competence of the Board of Directors when approving of some of the Company's internal rules is specified, and the sphere of competence of the Board of Directors when

removing the Company's senior workers is modified in accordance with the wording of the new Labour Code

Article 19(7) Letters f) and g) are amended and newly worded as follows:

- f) approve and amend the Signing Code of ČEZ, a.s. and – with the approval of the trade union bodies active at the company – the Working Regulations of ČEZ, a.s.,
- g) approve the Electoral Regulations of ČEZ, a.s., referring to the election of members of the supervisory board elected by company's employees, in cooperation with the trade union bodies active at the company, and organize such elections,

Article 19(7) Letter h) is amended and newly worded as follows:

- h) recall managers of the company pursuant to the provisions of Section 73 of the Labour Code,

Owing to the proposed liquidation of the social fund, the fact will be reflected in the wording regulating the position and the spheres of competence of the Board of Directors and the Supervisory Board when approving of the rules of the creation and use of the Company's funds, and set forth in the provision regulating the creation and use of the reserve fund and the other funds of the Company

Article 19(10) Letter b) is amended and newly worded as follows:

- b) approval of rules for the creation and application of the company's funds, in accordance with the law and these Articles of Association,

Article 24(7) Letter b) is amended and newly worded as follows:

- b) approval of rules for the creation and application of the company's funds, in accordance with the law and these Articles of Association,

Article 33(6) is deleted.

Article 33(7) is amended and newly worded as follows:

- 6. The company may also establish other funds. The general meeting shall decide on the establishment of these other funds. Should such funds be created or supplemented using profits, the contributions to such funds shall be approved by the general meeting. The board of directors shall decide on the manner of use of such funds according to the approved rules and regulations. Rules for the creation and use of such funds shall be approved by the board of directors based on the discussion of the same by the supervisory board.

The wording of the provision regulating the position of the Board of Directors and the Supervisory Board when discussing the proposal of the concept of the entrepreneurial activity of the controlled entities is specified

Article 19(10) Letter g) is amended and newly worded as follows:

- g) proposal of design of the concept of business activities (including their changes) of controlled persons with registered capital in excess of CZK 500,000,000 (to wit: five hundred million Czech crowns), in accordance with legal regulations and the constitutive documents of the persons controlled by the company,

Article 24(7) Letter g) is amended and newly worded as follows:

- g) proposal of design of the concept of business activities (including their changes) of controlled persons with registered capital in excess of CZK 500,000,000 (to wit: five hundred million Czech crowns), in accordance with legal regulations and the constitutive documents of the persons controlled by the company,

The length of the term of office of the members of the committee of the Supervisory Board is modified in such a way, so that it be identical with the length of their term of office in the Supervisory Board

Article 28(2) is amended and newly worded as follows:

2. Members of supervisory board committees shall be elected and removed by the supervisory board. The term in office of members of supervisory board committees is identical to their term in office as members of the supervisory board. If a member of a supervisory board committee is not removed from the committee or does not give up membership in the committee, the term in office of the member of the supervisory board committee shall terminate at latest on the date of termination of his membership in the supervisory board.

The procedure when completing and changing the Statute is modified in accordance with the Commercial Code

Article 41(2) is amended and newly worded as follows:

2. Should amendments to these Articles of Association be included in the agenda of a general meeting, the notice of such general meeting shall at least characterise the basis of the proposed amendments and the draft amended Articles of Association shall be available to the shareholders for review in the company's registered office within the deadline stipulated by law for convocation of the general meeting. The shareholder may require sending of a copy of the draft amended Articles of Association at its own expense and risk. The shareholders shall be notified of such right in the notice of the general meeting or in the invitation thereto.

The proposal of changes in the Statute is available for all shareholders for inspection in the Company's registered office located at Prague 4, Duhová 2/1444, on the notice board in the lobby of the building, namely from March 21st, 2007 until the day of holding of the General Assembly, on the working days from 8.00 am to 16.00 pm. The shareholders are entitled to request that they be sent a copy of the proposal of changes in the Statute at their expense.