

Ad hoc release: CEZ MH B.V. launches an invitation to holders to offer to sell outstanding EUR 470.2 million guaranteed exchangeable bonds and announces an equity placing

Publication of inside information pursuant to Article 17 of the EU regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 (Market Abuse Regulation)

Amsterdam, 29th March 2017, 17:06 CET

CEZ MH B.V., a wholly owned subsidiary of ČEZ, a. s., has launched today an invitation to holders of its outstanding EUR 470.2 million guaranteed exchangeable bonds due 2017 (ISIN: XS1027633434) (the “Bonds”), exchangeable into ordinary shares of MOL Hungarian Oil and Gas Plc (“MOL”) (ISIN: HU0000068952), to offer to sell their Bonds to CEZ MH B.V. for cash (the “Invitation”). The Bonds were issued by CEZ MH B.V. and guaranteed by ČEZ, a. s. on 4 February 2014 and are listed on the open market (*Freiverkehr*) of the Frankfurt Stock Exchange.

The purchase price per EUR 100,000 principal amount of Bonds offered and accepted for sale will be EUR 109,000. The Invitation is expected to be open until 5.00 p.m. (London time) on 30th March 2017. Announcement of the final aggregate principal amount of the Bonds accepted for purchase pursuant to the Invitation will be made as soon as reasonably practicable thereafter. Any Bonds that are not successfully offered for sale pursuant to the Invitation will remain outstanding. CEZ MH B.V. may, in its discretion, extend, re-open, amend, waive any condition of, or terminate the Invitation at any time (subject to applicable law).

CEZ MH B.V. has also launched today an offering of up to 7,651,168 MOL shares addressed only to qualifying investors (the “Equity Placing”). The number and placing price of the MOL shares sold in the Equity Placing will be determined following a bookbuilding process carried out by the joint bookrunners.

The Invitation and the Equity Placing are subject to terms and conditions specified in the related term sheet dated 29th March 2017.

Settlement of the Invitation and the Equity Placing is expected to occur on or around 4th April 2017.

Barclays Bank PLC, Citigroup Global Markets Limited and Deutsche Bank AG, London Branch are acting as joint dealer managers with respect to the Invitation and joint bookrunners with respect to the Equity Placing. Citigroup Global Markets Limited will act as settlement agent.

Contact:

Name: Jan Brožík
Position: managing director
Fax: + 420 211 042 040
E-mail: investor.relations@cez.cz

CEZ MH B.V.
Hogehilweg 5 D
1101 CA Amsterdam
Company ID No 24426342

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THE INVITATION AND EQUITY PLACING ARE ONLY ADDRESSED TO, AND DIRECTED IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE “EEA”) AT PERSONS WHO ARE “QUALIFIED INVESTORS” WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE (“QUALIFIED INVESTORS”).

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RELATES IS AVAILABLE ONLY TO (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA (OTHER THAN THE UNITED KINGDOM).

ANY DECISION TO SELL ANY OF THE BONDS OR PURCHASE ANY OF THE SHARES SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE OFFEROR'S, THE GUARANTOR'S AND MOL'S PUBLICLY AVAILABLE INFORMATION. NEITHER THE JOINT DEALER MANAGERS NOR ANY OF THEIR RESPECTIVE AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS RELEASE OR THE OFFEROR'S, THE GUARANTOR'S OR MOL'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS RELEASE IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE SETTLEMENT DATES.

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THE JOINT DEALER MANAGERS AND THE JOINT BOOKRUNNERS ARE ACTING ON BEHALF OF THE OFFEROR AND THE GUARANTOR AND NO ONE ELSE IN CONNECTION WITH THE INVITATION AND THE EQUITY PLACING AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE JOINT DEALER MANAGERS OR THE JOINT BOOKRUNNERS OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.