

INVITATION FOR EXPRESSION OF INTEREST FOR PURCHASE OF CEZ ROMANIAN ASSETS

ČEZ, a. s. ("CEZ"), with its seat at Prague 4, Duhová 2/1444, Czech Republic, is currently evaluating the disposal of its Romanian assets ("CEZ Romanian Assets") as part of its new strategy. CEZ will be seeking bids for all or part of CEZ Romanian Assets, namely, distribution, renewables and supply businesses. The disposal perimeter includes Distribuție Energie Oltenia S.A., Ovidiu Development S.R.L., Tomis Team S.A., MW Team Invest S.R.L., CEZ Vanzare S.A., TMK Hydroenergy Power S.R.L., and CEZ Romania S.A.

CEZ is a leading integrated utility in Romania. The vertically integrated Romanian distribution, generation and supply assets have a significant green power component. CEZ Romanian Assets encompass one of the country's largest distribution networks, Europe's largest onshore windfarm Fantanele-Cogealac, a mini-hydropower platform, and an electricity and gas supply business. CEZ Romanian Assets comprise an electrical network that distributed 6,826 GWh of electricity in 2018, and a renewable electricity portfolio of 622 MW, and serve around 1.4 million customers.

Parties interested in participating in the sale process are invited to submit a written expression of interest via e-mail, to Société Générale, the exclusively advising investment bank to CEZ, at **Interest_CEZ_Romanian_Assets@sgcib.com**, by no later than **25 September 2019, 12pm CET**.

The expression of interest must include

- (i) the name and identification of the interested party and, if such party is controlled by a different entity, group or individual, also the name and identification of such controlling entity or ultimate beneficial owner ("UBO");
- (ii) for interested parties wishing to express interest through a consortium, the identification of the proposed consortium members (and any controlling entities or UBOs) as well as the proposed structure of the consortium;
- (iii) details of the financial capacity of the interested party or, as applicable, the consortium; and
- (iv) the rationale of the party's interest in a potential acquisition of CEZ Romanian Assets or their relevant part.

A teaser regarding the opportunity may be requested at **Interest_CEZ_Romanian_Assets@sgcib.com**. For any enquiries and further information relating to the process for submission of expressions of interest, please exclusively contact Société Générale at **Interest_CEZ_Romanian_Assets@sgcib.com**.



Additional information on the CEZ Group and CEZ Romanian Assets can be found on their respective websites at www.cez.cz and www.cez.ro.

IMPORTANT NOTICE

CEZ reserves the right, at its sole discretion at any time without sending notice to any party and without reason, to change any aspect of the above process or to terminate it. CEZ may decide to provide further information relating to the above process to certain interested parties only and subject to certain confidentiality undertakings. CEZ and its advisers shall have no liability whatsoever to any interested party or third person (including liability for losses, costs or damages of any kind) that may directly or indirectly be incurred by any interested party or any third person as a result of or in connection with the above process or its termination. Each interested party will bear its own costs and expenses in connection with the above process. Nothing in this invitation shall create any binding obligation on CEZ. In particular, neither this invitation nor any other information shall constitute an offer to sell or an invitation to purchase CEZ Romanian Assets, nor is to be taken as any form of commitment on the part of CEZ to proceed with any transaction. This invitation does not contain any express or implied commitment or recommendation, representation or warranty or proposal made by CEZ.

THIS INVITATION IS NOT AN OFFER TO SELL OR A SOLICITATION OF OFFERS TO PURCHASE OR SUBSCRIBE FOR SHARES OF CEZ OR ANY OF ITS AFFILIATES, OTHER SECURITIES OR OTHER FINANCIAL INSTRUMENTS.

This invitation does not constitute a prospectus or a public offer of any shares or other securities within meaning of the Regulation (EU) 2017/1129 of the European Parliament and of the Council, the Prospectus Regulation, as amended.

Copies of this invitation may not be sent to countries, or distributed in or sent from countries, in which this is barred or prohibited by law. Persons into whose possession this invitation comes should inform themselves about and observe all such restrictions. Any failure to comply with these restrictions may constitute a violation of the laws of any such jurisdiction. This document does not constitute a recommendation regarding any securities.

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