

**Wording of counterproposal of resolution relating to item No. 5 of agenda
of Annual General Meeting of ČEZ, a. s. which will take place on 27 June 2014.**

The general meeting of ČEZ, a. s. decides on an amendment to the Articles of Association to replace articles 1 through 36 with a modified text of articles 1 through 33 of the Articles of Association as it was presented by the board of directors to the general meeting with an amended wording of articles and paragraphs as follows:

Article 18 par. 2:

The supervisory board members may review all documents and records related to the company's business and may inspect whether accounting entries are kept correctly and whether the company's business or any other operations are conducted pursuant to the provisions of the law and these Articles of Association. Supervisory board members may exercise such powers granted to them even without decision of the Supervisory Board. The supervisory board informs the general meeting of the results of its inspection activities.

Article 18 par. 5 letter h):

h) approve directors' contracts of service and benefits granted to the directors, pursuant to Section 61 of the Corporations Act provided that the supervisory board is not entitled to decide on granting benefits if the service of a board of directors member apparently contributed to the adverse economic result of the company

Article 25 par. 4:

The company may, in accordance with legal regulations, provide to members of the bodies other benefits in line with Section 61 of the Corporations Act, provided that, as board of directors members concern, the supervisory board is not entitled to decide on granting benefits if the service of a board of directors member apparently contributed to the adverse economic result of the company.

Article 20 par. 5:

A supervisory board meeting will be presided over by the supervisory board's chairman or, if absent, either of the vice-chairmen (the order of preference is set forth in the supervisory board's rules of procedure).