

CEZ GROUP: THE LEADER IN POWER MARKETS OF CENTRAL AND SOUTHEASTERN EUROPE

Investment story, April 2017

CEZ GROUP

AGENDA



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CEZ GROUP IS AN INTERNATIONAL UTILITY WITH A STRONG POSITION IN CEE

13.051

56.9 68%

35.0

65%

98

0.02**

0.07

681

2.9

1.9%

412

281

20,383 5,584

CEZ Group in the Czech Republic

Electricity generation, gross (TWh)

Installed capacity (MW)

Generation market share Distributed electricity (TWh)

Distribution market share

CEZ Group in Germany* *

Electricity generation, gross (TWh)

Electricity generation, gross (TWh)

Installed capacity (MW)

Sales (EUR million)

CEZ Group in Poland Installed capacity (MW)

Generation market share

Number of employees

Sales (EUR million)

Number of employees

Sales (EUR million)



CEZ Group in Romania	
Installed capacity (MW)	622
Electricity generation, gross (TWh)	1.3
Generation market share	2.2%
Distributed electricity (TWh)	6.4
Distribution market share	12%
Number of employees	1,787
Sales (EUR million)	484

CEZ Group in Bulgaria	
Installed capacity (MW)	1,267*
Electricity generation, gross (TWh)	0.006*
Generation market share	0.0%
Distributed electricity (TWh)	9.3
Distribution market share	28%
Number of employees	3,249
Sales (EUR million)	904

CEZ Group in Turkey	
(50% stake in SEDAS through AkCez, 37.36%	stake
in Akenerji)	
Installed capacity (MW)	1,221
Electricity generation, gross (TWh)	3.7
Generation market share	1.8%
Distributed electricity (TWh)	8.7
Distribution market share	3%

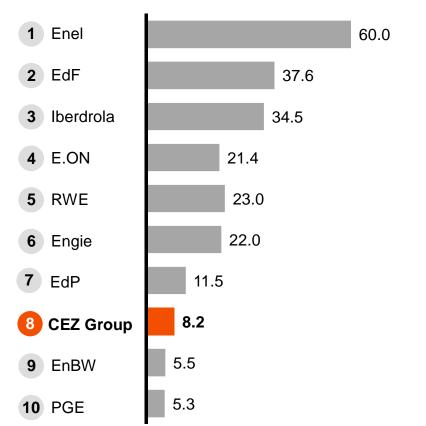
* 1262 MW of installed capacit	y is currently	offline ** Wind	farm acquired	in December 2016

Energy Assets

CEZ GROUP RANKS AMONG THE TOP 10 LARGEST UTILITY COMPANIES IN EUROPE



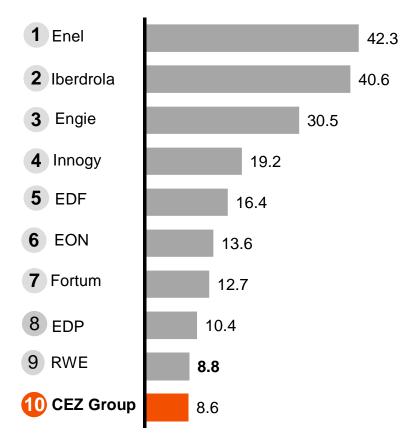
Top 10 European power utilities



Number of customers in 2016, in millions

Top 10 European power utilities

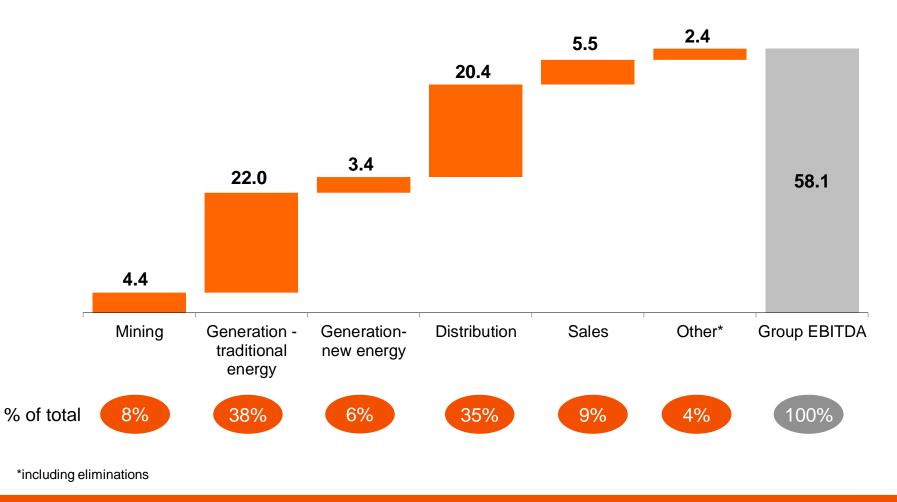
Market capitalization in EUR bn, as of March 15, 2017



SEGMENTAL CONTRIBUTIONS TO EBITDA IN 2016



In CZK bn



CZECH REPUBLIC IS THE MOST IMPORTANT MARKET FOR CEZ GROUP, IT IS VERTICALLY INTEGRATED THERE



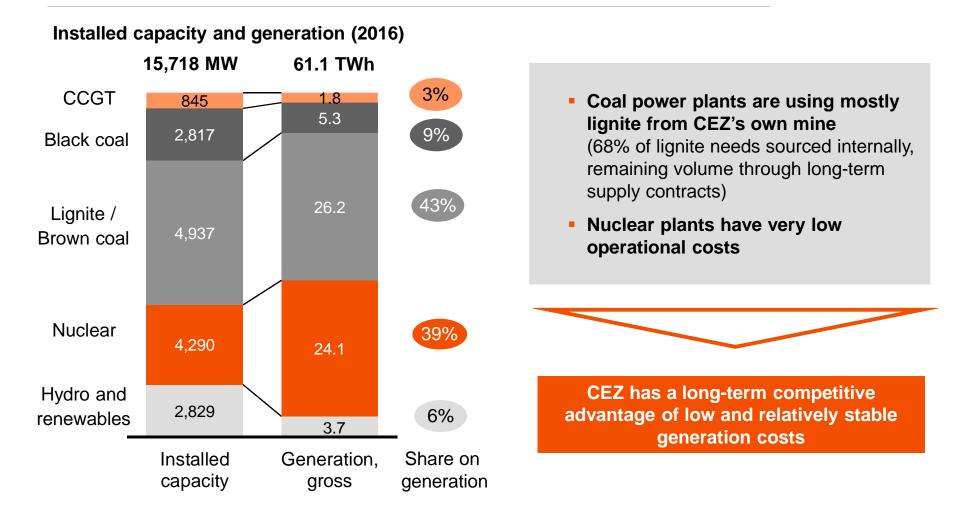
	Lignite mining	Generation	Transmission	Distribution	Supply
CEZ	55% 21.0 million tons	68%		65%	32% 19.6 TWh
	2015*	56.9 TWh	100% 63.9 TWh	35.0 TWh	
Others	45% 17.1 million tons	32% 26.4 TWh		35% 19.2 TWh	68% 41.3 TWh
	 CEZ fully owns the largest Czech mining company (SD) covering 68% of CEZ's lignite needs 	 Other competitors – individual IPPs 	 The Czech transmission grid is owned and operated by CEPS, 100% owned by the Czech state 		 Other competitors – E.ON, PRE (58% held by EnBW), Bohemia Energy, Innogy, Centropol Energy
	 Remaining 3 coal mining companies 				

5 Source: CEZ, ERU, MPO *21.4 million tons in 2016

are privately owned

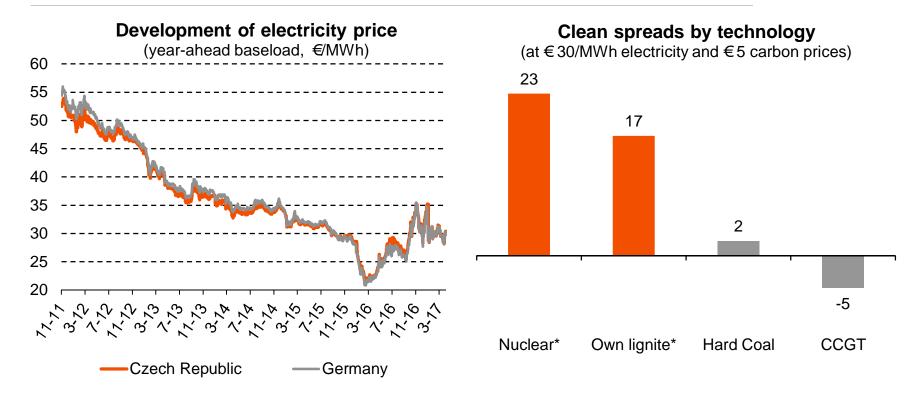
CEZ GROUP OPERATES LOW COST GENERATION FLEET, ...





,... WHICH IS A GREAT ADVANTAGE IN THE CURRENT LOW PRICE ENVIRONMENT



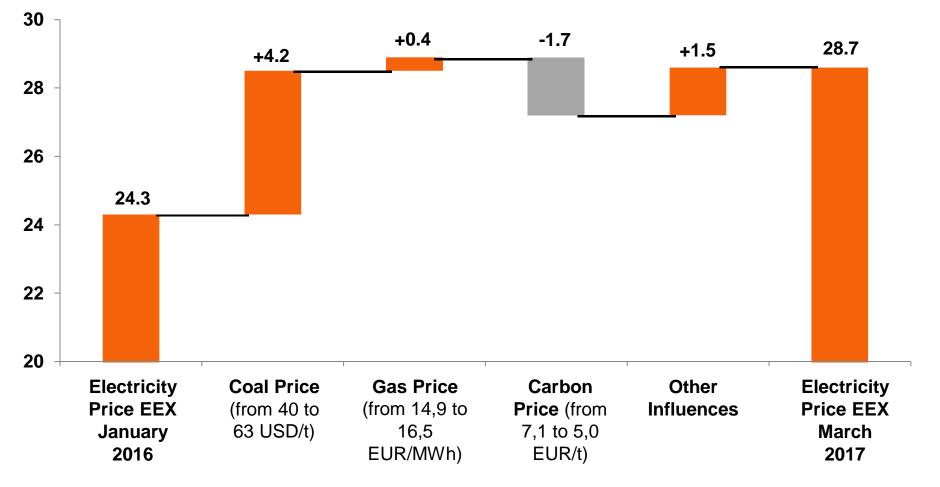


Drivers of electricity price

- hard coal prices being mainly driven by levels of Chinese coal imports and shale gas discoveries in the US
- **Iow carbon prices** due to oversupply as a result of economic slowdown. EU ETS reform might support CO2 price.
- Growing capacity of subsidized renewables
- stagnating electricity demand

SINCE THE BEGINNING OF 2016 THE ELECTRICITY PRICES HAVE RISEN MAINLY DUE TO HIGHER COAL PRICES

Breakdown of factors influencing change in price of electricity since 01/2016 EUR/MWh (EEX, baseload Cal 2018)

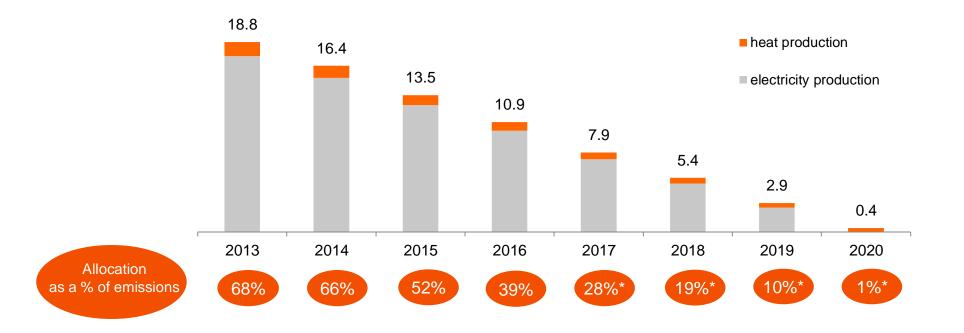


CEZ GROUP CONTINUES TO RECEIVE PART OF EMISSION ALLOWANCES FOR FREE



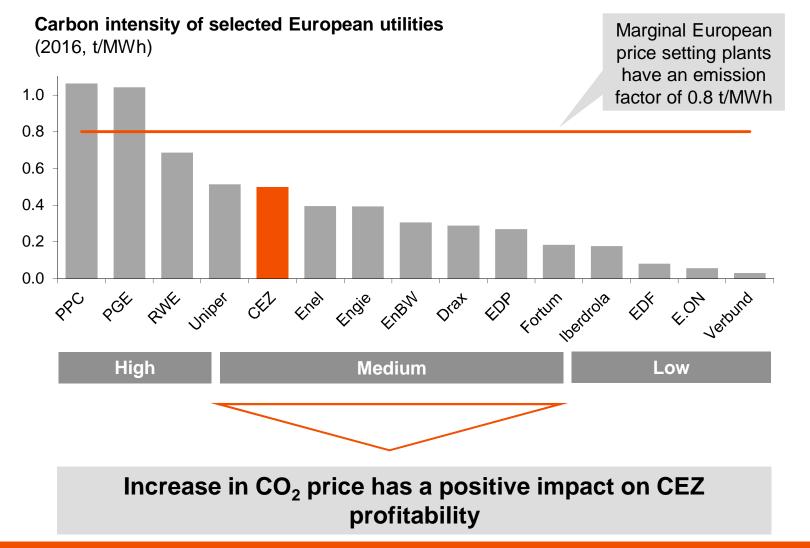
- CEZ Group can get up to 69.6 million emission allowances for electricity production in the Czech Republic in 2013–2019 in exchange for investments reducing greenhouse gas emissions.
- EC Commission has proposed that free allocation of up to 40% of emission allowances will continue post 2020.

Expected allocation of allowances for CEZ Group in the Czech Republic (millions)



CEZ GROUP'S CO₂ INTENSITY IS BELOW INTENSITY OF A EUROPEAN PRICE SETTING PLANT





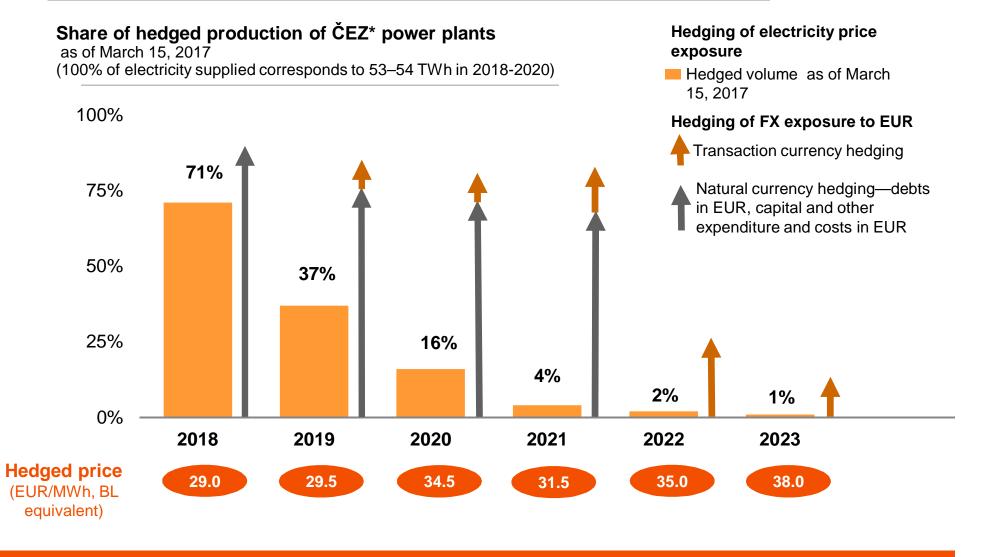
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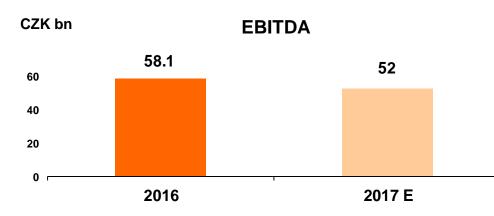


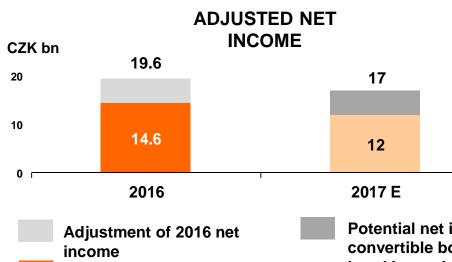
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LARGE PART OF PRODUCTION FOR THE NEXT 3 YEARS IS ALREADY HEDGED



WE EXPECT 2017 EBITDA OF CZK 52BN, ADJUSTED NET INCOME OF CZK 12BN TO CZK 17BN





2016 net income

Selected year-on-year negative effects:

- Trend of declining electricity prices
- Positive effect of unbilled electricity settlement in 2016

Selected year-on-year positive effects:

- Higher electricity production
- Payment of SŽDC debts from 2011

Selected prediction risks and opportunities:

- Availability of generating facilities in the Czech Republic
- Changes in regulatory and legislative conditions for the energy sector in Europe
- Potential income from possible sale of coal-fired Počerady Power Plant

Potential net income of CZK +4.8bn if bondholders of convertible bond exercise their right to redeem the bond by exchange for MOL shares instead of repayment of the bond in cash in 2017

EXPECTED YEAR-ON-YEAR CHANGE IN EBITDA (2017 VS. 2016)—MAIN CAUSES BY SEGMENT

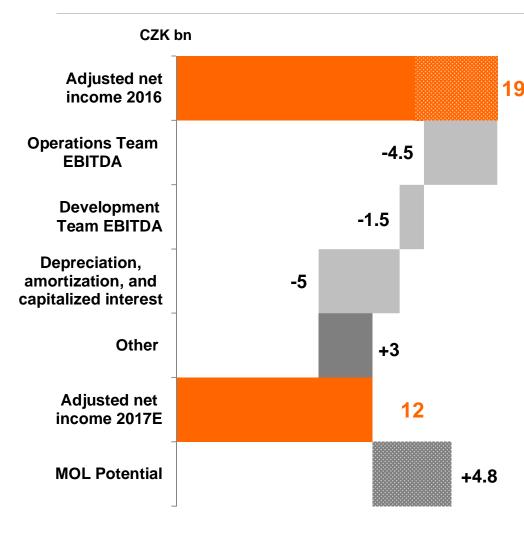


EBITDA 2016		58.1			 Generation—Traditional Energy Lower profit on commodity trading, active dispatching and balancing, and ancillary services Higher expenses on emission allowances
Generation Traditional Energy		-3.7			 Decrease in electricity realization prices incl. hedging offset by increased production at nuclear power plants Higher fixed expenses on safety and long-term operation at nuclear facilities
Mining		-0.4			 Mining Primarily, increased fee for mined minerals and decreased revenues from coal sales
Generation New Energy			+0.8		 Generation—New Energy Allocation of 2013–2015 certificates for wind farms in Romania in 2016 Addition to impairments for EWC 2016 projects
Distribution		-1.5			 RES acquisitions in 2016 and development goals Distribution Positive effect of unbilled electricity settlement in the Czech Republic in 2016
Sales		-0.8			 Effect of correction factors and higher permitted revenues
Other		-0.5			 Sales Positive effect of unbilled electricity settlement in the Czech Republic in 2016 Taking up specific market opportunities in electricity and gas sales in 2016 (especially a significant drop in electricity prices)
EBITDA 2017 E	52				 Expected payment of SŽDC debts from 2011
4	0 45	50	55 C	60 ZK bn	 Other Primarily, expenses relating to Škoda Praha Invest's projects

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EXPECTED YEAR-ON-YEAR CHANGE IN NET INCOME MAIN REASONS





Main reasons of y-o-y change:

Operations Team EBITDA

- Lower profit on business activities and ancillary services
- **19,6** Higher expenses on emission allowances
 - Higher fixed expenses on safety at NPPs
 - Decrease in electricity realization prices including hedging offset by increased production at NPPs

Development Team EBITDA

- Effect of unbilled electricity settlement in the Czech Republic in 2016 and effect of correction factors (CZK -2.7bn)
- Expected payment of SŽDC debts from 2011
- Acquisition of renewables in 2016 (CZK +0.4bn)

Depreciation, amortization, and capitalized interest

 Depreciation and amortization increased by CZK 3bn and interest capitalization decreased by CZK 2bn primarily due to expected completion of new coal-fired unit in Ledvice and due to completion of comprehensive renovation of Prunéřov Power Plant in 2016

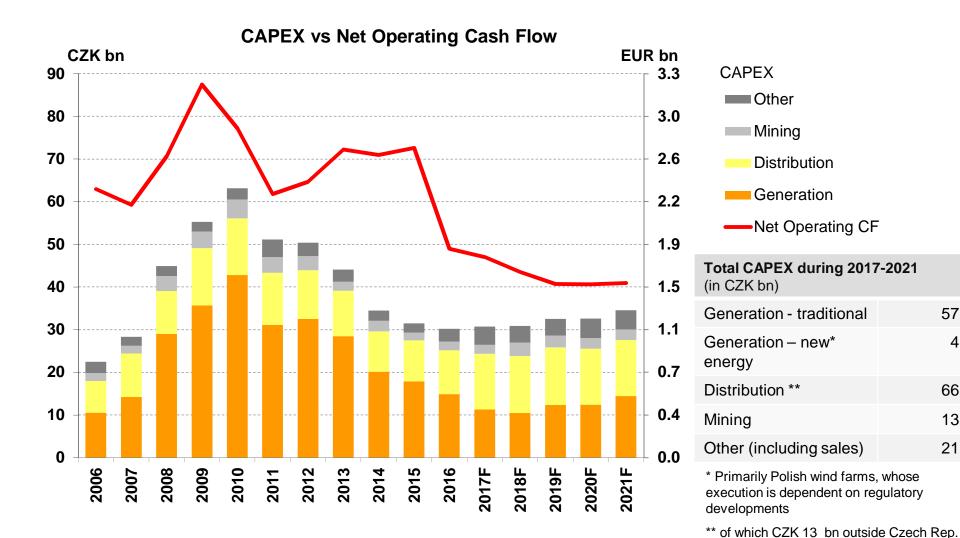
Other

- Sale of residential property (CZK +1.4bn)
- MOL option revaluation in 2016 (CZK +1.0bn)
- Negative effect of USD/TRY exchange rate in 2016

Selected prediction opportunities:

- Hypothetical net income of CZK +4.8bn if bondholders of convertible bond exercise their right to redeem the bond by exchange for MOL shares instead of repayment of the bond in cash in 2017
- Potential income from possible sale of coal-fired Počerady Power Plant

CEZ GROUP WILL BE ABLE TO FINANCE CAPEX FROM **ITS OPERATING CASH FLOWS**



57

4

66

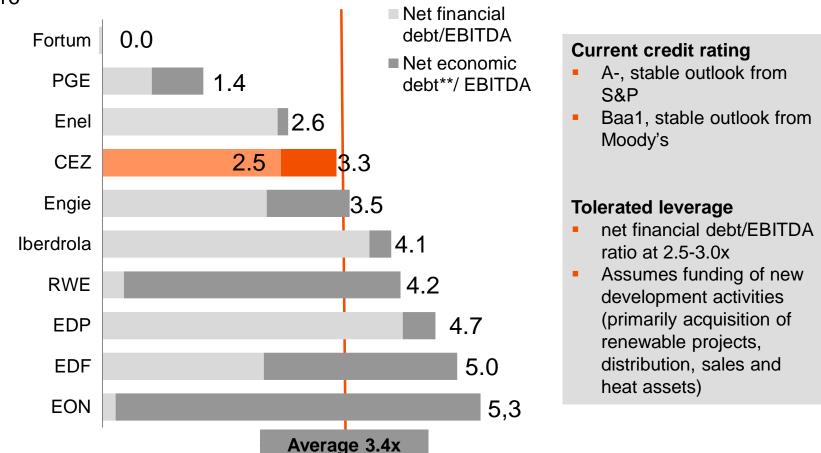
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21

OUR CURRENT LEVERAGE IS BELOW INDUSTRY AVERAGE



Net economic debt/ EBITDA* 2016

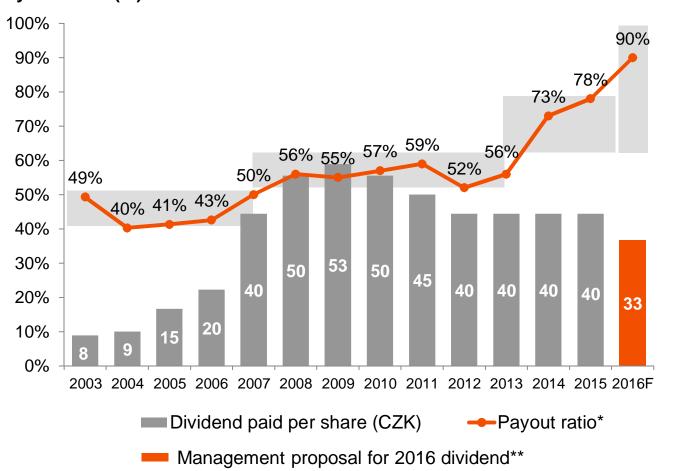


*EBITDA as reported by companies, ** Net economic debt= net financial debt + nuclear provisions + provisions for employee pensions + reclamation provision

DIVIDEND POLICY IS TO DISTRIBUTE 60 – 100 % OF ADJUSTED NET INCOME OF 2016 AND 2017 PROFITS



Payout ratio* (%)



 Board of Directors proposes CZK 33 per share dividend from 2016 earnings

 General meeting will vote on the dividend proposal in May or June 2017.

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CEZ GROUP'S STRATEGY IS BUILT ON THREE PILLARS



Vision: deliver innovative solutions to energy needs and contribute to a better quality of life.

Mission: guarantee safe, reliable and positive energy to our clients and the society as a whole.

Be among the best in the operation of conventional electricity generation and proactively respond to the challenges of the 21st century	Offer a wide range of products and services to customers, which address their energy needs	Strengthen and consolidate our position in the region of Central Europe
 Focus on operational efficiency as a prerequisite for further existence in both conventional and new energy Ensure long-term operation of the Dukovany Nuclear Power Plant Gradually phase out older condensing units Develop projects of new nuclear units at Temelín and Dukovany Continually improve distribution grid efficiency to allow a real decrease in distribution tariffs and simultaneously ensure stable cash flow 	 Achieve the top level in electricity and gas sales and in customer care Develop additional products and make use of synergies with energy commodities Launch new business models—from equipment deliveries to electricity generation and to supply at the customer's point of consumption Invest in opportunities and technologies at an early stage in order to establish promising positions of CEZ in future energy market Prepare distribution grids for operation under the conditions of growing decentralized generation 	 Strive to acquire assets/companies in the Czech Rep and in countries with stable national regulatory environments: RES Distribution companies Sales companies supplying energy and related products to end customers Developing new products and services that are auspicious from the point of view of future energy market Conventional energy Reduce risk profile—optimize capital and ownership structure, including divestment of selected assets

WE ARE GRADUALLY IMPLEMENTING ČEZ STRATEGY



Be among the best in the operation of conventional power facilities and proactively respond to the challenges of the 21st century	 We received an operating license for Unit 1 of the Dukovany Nuclear Power Plant for an indefinite period of time We stabilized the situation caused by the need to inspect welds at nuclear facilities We completed the renovation of the Prunéřov Power Plant and environmental upgrade to the Počerady Power Plant We introduced a more flexible, more profitable process of hydropower dispatch We upgraded high-capacity disposal sites at the Nástup Tušimice Mines We spun off the projects for new nuclear power plants at Dukovany and Temelín into new companies We started the EIA process for a new nuclear unit at Dukovany
Offer customers a wide range of products and services addressing their energy needs	 We are stabilizing our sales portfolio and market position in the Czech Rep. (we are No. 2 in the gas market) We are developing sales of non-commodity products and services for retail customers We are growing successfully also through acquisitions (ENESA, juwi—now ČEZ Solární, AZ Klima) We are completing Czech distribution redesign and preparing for decentralized and digitized energy future We purchased the first alternative electricity and gas seller, Energie2 Prodej.
Strengthen and consolidate our position in Europe	 We are expanding our trading activities to additional European countries, including the Nordic countries We entered the German RES market; CEZ Group acquired 39 operated onshore wind turbines with a total installed capacity of 98 MW We are expanding the INVEN CAPITAL portfolio with attractive new energy companies (sonnen—formerly Sonnenbatterie, SunFire, tado GmbH, fund ETF) We continue to reduce our financial exposure abroad (an agreement made with EBRD allows CEZ Razpredelenie Bulgaria AD to take out a loan of up to EUR 116m without any guarantee by ČEZ, a. s.)

SINCE 2015 STRATEGIC ACTIVITIES ARE ORGANIZED UNDER THE OPERATIONS AND DEVELOPMENT TEAMS



Acquisitions and organic growth in stable countries

OPERATIONS TEAM STRATEGIC AMBITIONS FOR 2020



- Ensure reliability and flexibility of supplies to all customers
- Make the interface between mining and power plants more efficient
- Achieve maximum cost effectiveness in operations
- Optimize investments through "Design-to-Cost"
- Use economically exploitable coal reserves as efficiently as possible



Generation—**Traditional**

Nuclear Facilities

- Continually improve nuclear safety and the level of maintenance of nuclear facilities
- Maintain high facility availability and maximum utilization of our nuclear assets' potential
- Obtain a renewed operating license for Dukovany units and ensure long-term operation for the Dukovany NPP

Other Generating Facilities

- Continually improve the operational efficiency and flexibility of new and refurbished facilities
- Optimize the operations of all coal-fired facilities

Heat Sector

- Strengthen our position in the heat market in the Czech Rep. and maximize the operational efficiency and utilization of existing assets to achieve growth and new revenue
- Optimize investments through "Design-to-Cost"



Finance and Administrative

Finance

Additional *

EBITDA 2020:

+ CZK 3bn

- Ensure proactive funding of development activities and maintain the Group's financial stability (Net Debt/EBITDA ratio at 2.5–3.0)
- Optimize the capital and ownership structure of existing foreign assets

Support and Centralized Activities

- Continually improve efficiency and outperform the market in all services provided
- Continually and systematically promote segment initiative and motivation in order to increase the entire Company's value
- Continually improve the efficiency of purchasing processes and optimize other centralized and support processes to promote growth and increased cost effectiveness

DEVELOPMENT TEAM STRATEGIC AMBITIONS FOR 2020

Additional * EBITDA 2020: + CZK 6bn









Expand the portfolio of innovative products and services according to customers' needs (in the generation, use, and savings of electricity and other kinds of energy) in all markets that we operate in

Sales—ESCO

 Become #1 and a natural choice for businesses, municipalities and the public sector in comprehensive energy services in the Czech Rep. and new markets in Poland and Germany

Trading

 Develop trading, active dispatching, and wholesale of commodities Become a major European player in renewables in terms of installed capacity and profitability

New

Energy

- Invest in wind and solar capacities in the development stage as well as in existing capacities while maintaining the required rate of return
- Efficiently use an optimum mix of internal and external funding for acquisitions

Ambition to grow through acquisitions, primarily in Germany and in countries with a stable regulatory environment

Additional investments of CZK 50–60bn assumed in 2016–2020:



Czech Republic

- Build a leading position in Smart technologies
- Integrate decentralized energy in a cost-effective manner
- Optimize grid renovation and development investments and costs in order to improve the quality of our distribution service without any impact on end-use tariffs
- Increase customer satisfaction

Abroad

 Maximize CF and optimize capital and ownership structure, including divestment of selected assets

Ambition to acquire distribution/transmission assets in countries with a stable regulatory environment



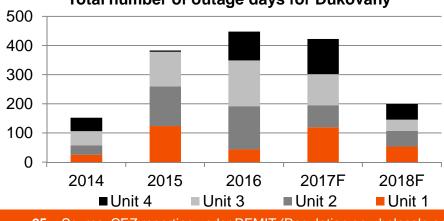
EXTENDED OUTAGES IN NUCLEAR PLANTS RELATE TO WELD CHECKS AND LICENCE RENEWAL



- Regular non-destructive testing of welds carried out in nuclear power plants.
- In 2015 irregularities found in testing documentation provided by outsourced supplier in the past.
- All welds are being re-tested to restore order in testing documentation and correct deficiencies.

Dukovany

- Licences of Dukovany's 4 units coming to expiry and need to be renewed – > higher than regular outages.
- Unit 1 all deficiencies remedied, new license received in 2016
- Re-testing in Units 2,3 and 4 in progress till 2017 increased outages as per the charts below.
- Unit 2 received extension of its license till July 2017.

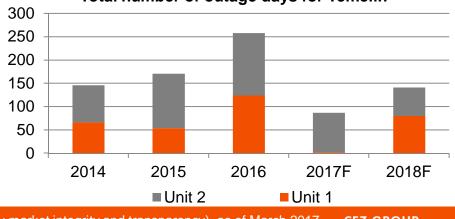


Total number of outage days for Dukovany

- Most of re-testing, mainly in Dukovany, cannot be done during operation – > increased outages
- CEZ internalized significant part of services related to selected tests to minimize risk of problems repetition.
- Testing is pre-emptive. Negative testing result indicates "only" increased probability of future leakage. Nevertheless any deficiencies result in re-welding as a pre-caution.

Temelín

- Re-testing is scheduled into 2017. Unlike in Dukovany, some re-testing can be done during unit's operation.
- Unit 1 2016's unplanned outages mainly re-testing related.
- Unit 2 2016's unplanned outages mainly turbine oil glands fault and replacement, i.e. most of the re-testing to be done in 2017.



Total number of outage days for Temelin

25 Source: CEZ reporting under REMIT (Regulation on wholesale energy market integrity and transparency), as of March 2017 CEZ GROUP

REFURBISHMENT OF LIGNITE PLANT PRUNEROV HAS BEEN COMPLETED



Comprehensive refurbishment of Prunéřov

- Three generating units were accepted for service on June 10, June 30, and July 15, 2016
- Capacity 3x250 MWe (previously 5x210 MW)
- Over 40 % efficiency in combination with heat generation
- Fuel consumption reduced by 18 % compared to existing units
- Improving all emission parameters by average of 60%
- Expected operating life 25 years



New supercritical unit Ledvice

- Unit commissioning and adjustment continues
- Completion and commencement of commercial operation expected in 2017
- Capacity 660 MWe
- 42.5 % efficiency
- Fuel consumption reduced by 27 % compared to existing Ledvice units
- Expected operating life 40 years



CEZ SIGNED A COMPREHENSIVE AGREEMENT WITH SOKOLOVSKÁ UHELNÁ



The agreement with Sokolovská uhelná, a.s. concerns:

- New contract for supplies of Sokolov brown coal until the year 2025
- Selling the Tisová Power Plant to Sokolovská uhelná, a.s.
- Both parties' pledge to take steps to end all pending lawsuits and proceedings before regulatory and other authorities

The agreement will allow CEZ Group to focus on the operation of the upgraded Tušimice, Prunéřov, and Ledvice facilities and mitigate long-term risks posed by changes in coal balance and market prices in the Czech Rep.



Tisová Power Plant

Commissioned	1959–1961
Total installed capacity	288.8 MW
Efficiency	32%
Electricity generated in 2015	1.4 TWh
Share of ČEZ electricity production in Czech Rep.	2%



CEZ ESCO - ENERGY SOLUTIONS FOR LARGE AND MEDIUM-SIZED CUSTOMERS



- all activities relating to tailored customer solutions for heating, air-conditioning, small cogeneration, energy and heat management, energy savings, rooftop photovoltaics installation, energy audits, lighting, e-mobility
 - supply company of CEZ Group for large and medium sized customers (from July 2017)



- competencies gained via acquisition and joint –ventures eg. CEZ Energo, CEZ Energo, CEZ Energeticke sluzby, EVC, ENESA, Juwi/CEZ Solární, AZ-Klima
- leader in small cogeneration current total capacity of 84 MWe and 170 MWt
- 150 installations rooftop photovoltaic instalations at YE2016, thousands contracts being negotiated.



- Iooking to expand into Local Distribution Networks
- CEZ ESCO Polska set up in order to provide customer solutions services in Poland
- further countries analyzed to provide such services also on these markets

..... CEZ INVESTS IN INNOVATIVE ENERGY COMPANIES



INV/E/N CAPITAL CEZ GROUP Committed capital (by CEZ Group) – CZK 5 bn Investment Period – 5-7 year



Sonnen - smart battery systems for storing energy from solar panels and other renewable energy sources. CEZ ESCO already installed first Sonnen battery in the CR. More than 12 000 installations globally (mainly Germany, Austria, Switzerland, expading in US, Australia, Italy)



Sunfire - unique reversible fuel cell technology, which is able to convert a fuel (such as natural gas) into electricity and heat as well as electricity back into hydrogen and other gases (Power-to-Gas) or synthetic fuels (Power-to-Liquids).





Tado – the European leader in smart thermostats, integrates heat and AC management, integration with more than 5 000 heating and AC systems, ability to provide diagnostics of connected equipment

SELECTED EVENTS OUTSIDE CZECH REPUBLIC



Bulgaria

- On Nov 2, a loan facility agreement was signed between EBRD and CEZ Razpredelenie Bulgaria AD, allowing the company to take out a loan of up to EUR 116m (approx. CZK 3.1bn) from EBRD and commercial banks without any guarantee by ČEZ, a. s., further reducing financial exposure abroad
- At the end of July, ČEZ's Request for Arbitration against the Republic of Bulgaria was duly registered with the International Centre for Settlement of Investment Disputes (ICSID) and delivered to Bulgaria. The Request for Arbitration was filed by ČEZ, a. s. on July 12, 2016, officially commencing international investment arbitration for the non-protection of its investment under the Energy Charter Treaty. ČEZ, a. s. has already appointed its arbitrator and the appointment of Bulgaria's arbitrator is now awaited.

Poland

 July 16, 2016 was the date of effect of a renewable energy investment act, which specifies additional requirements for the construction of wind parks, including a greater distance from inhabited areas, and generally indicates the Polish government's intention to restrict or change support for wind turbines and renewable energy sources. This effectively postponed the first expected auctions; the law also poses a threat to the implementation of wind park projects throughout Poland, incl. CEZ Group's projects developed by Eco-Wind.

Romania

- The formal notification process for the Fântânele Vest and Cogealac wind farms was completed in June 2016. The European Commission (DG Competition Council) approved the individual notifications for the wind parks in its decision. ČEZ wind parks continue to be entitled to participate in the RES support system in Romania.
- Allocation of certificates that our wind farms were supposed to receive during the period when their temporary accreditation expired (November 2013 to September 2015 for Fântânele Vest and October 2014 to September 2015 for Cogealac) was resolved. These certificates may be sold after the end of the support scheme (in case of Cogealac, after 2027, and in case of Fântânele Vest, after 2025).

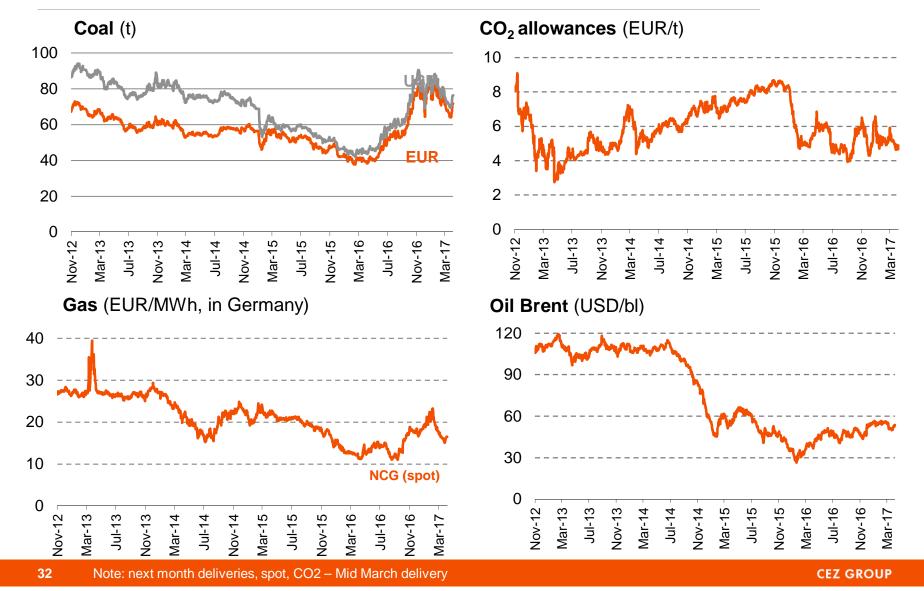
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HISTORICAL DEVELOPMENT OF PRICES OF INPUT COMMODITIES





ELECTRICITY MARKETS IN THE REGION ARE INTEGRATED, CEZ CAN SELL ITS POWER ABROAD





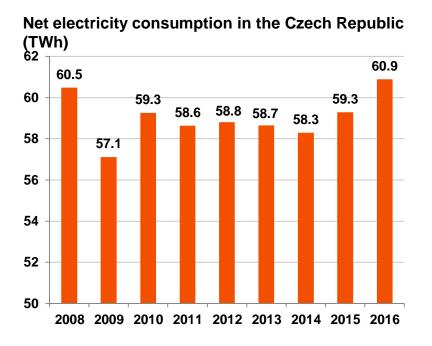
Note: Prices for 2018 baseload - average price in January 2017

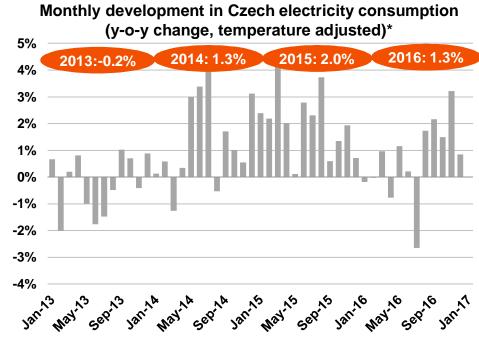
Source: EEX, PXE, TGE

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TEMPERATURE AND CALENDAR ADJUSTED ELECTRICITY DEMAND GREW BY 1.3% IN 2016







Temperature adjusted electricity consumption in the Czech republic grew by 1.3% in 2016

- Unadjusted consumption in the Czech Republic grew by 2.7% in 2016, of which:
 - + 2.9 % large industrial companies
 - + 3% households
 - + 2.4 % small businesses

CZECH GOVERNMENT APPROVED ENERGY POLICY AND NUCLEAR ACTION PLAN

Goals of State Energy Policy

- Preservation of the existing full independence in heat and electricity supply but without any major exports of generated energy
- Achieving diversification through the development of nuclear energy, need for new nuclear units now anticipated only in 2035 (2025 previously)
- In October 2015 MIT cancelled a territorial mining limits for Severočeské Doly: lifetime of Bílina mine therefore extended from 2035 to 2050-55, reserves beyond the limits are estimated at 100 150 m tons of coal

The National Action Plan for Nuclear Energy

- Creation of a special company (SPV) that will acquire all relevant assets for the construction of nuclear units at both existing sites
- Initiation of preparations for EPC contractor selection in accordance with the selected business model
- Negotiations with the European Commission on the contractor selection method, method of financing and ensuring economic return
- Continued preparation of the 2-unit project variants at both Temelín and Dukovany sites with anticipated construction of 1 unit and possible expansion to 2 units at either location. The number of units and the order of the sites is to be decided on later.
- Re-evaluating, at the latest before the building permit is issued, whether there is still a need for the construction of a new nuclear facility and whether or not the market situation has stabilized to allow commercial construction, i.e. with no need for government guarantees.
- In June 2016 the Government appointed Nuclear Energy Coordinator whose main task in the next four years will be to oversee and coordinate moves aimed at constructing new nuclear in the Czech Republic.

EUROPEAN UNION IS PROGRESSING WITH REFORM OF ITS EMISSION TRADING SCHEME



Market Stability Reserve (MSR) approved in 2015

- MSR will be launched on January 1, 2019
- If number of surplus allowances in the system is above 833 Mt 12% of this surplus will be withdrawn from the market, if the surplus of allowances falls below 400 Mt, 100 Mt will be added to the market
- 900 million backloaded emission allowances will be transferred directly to the reserve
- Unutilized emission allowances from Phase 3 (approx. 500–700 million EUA*) will be transferred directly to the reserve

In February 2017 both European Parliament and Council of Environment Ministers adopted their respective position vis-a-vis the EU ETS reform which can now enter into Trialogue negotiations (EP, EC, Council)

- Annual reduction factor for the amount of emission allowances issued will increase from 1.74% to 2.2% (with a
 potential review to 2.4% from 2024 according to the position of European Parliament)
- Pace of the surplus withdrawal to the MSR can double from 12% to 24% in the first 4-5 years
- Both EP and the Council would introduce some EUA cancellation from the MSR (either one-off cancellation of 800 Mt or cancellation of all allowances above the auction volumes in 2024)
- EP urges the Commission to monitor the problem of overlapping policies and enables it to neutralize these negative effects
- Broader range of tools for power sector and industry modernization in less developed countries (derogations, modernization fund, innovation fund)
- Czech Republic is eligible for derogation, it can give up to 40% of its EUA auction volume to electricity producers for investments into modernization of the energy sector

OVERVIEW OF REGULATION OF DISTRIBUTION NETWORKS



	Czech Republic 2016	Bulgaria Jul 1, 2016	Romania 2016
RAB (local currency m)	88,655	543	2,384
RAB (€m)	3,280	277	532.2
WACC pre-tax	7.951% (nominal)	7.04% (nominal)	7.7% (real)
Regulatory period	2016 - 2018	2015 - 2018	2014 - 2018

CZK/EUR = 27.025 *BGN/EUR* = 1.96, *RON/EUR* = 4.48

CZECH REPUBLIC: ELECTRICITY DISTRIBUTION -OVERVIEW OF REGULATORY FRAMEWORK



- Regulated by ERU (Energy Regulatory Office, www.eru.cz)
- The main components of regulatory formula for distribution
 - Revenue cap = Operating expenses + Depreciation + Regulatory return on RAB Other revenues corrections +/- Quality factor + Market factor
 - RAB adjusted annually to reflect net investments
 - Regulatory rate of return (WACC nominal, pre-tax) 7.951% for 2016-2018
 - Operating costs are indexed to CPI + 1% (30% weight) and market services price index (70% weight). They are also adjusted by efficiency factor of 1.01%/year starting in 2016

Regulatory period

Regulatory

Framework

4th regulatory period started as of January 1, 2016, 3 years period (2016 – 2018)

The main principles are very similar to the rules of the third regulatory period with the exception of WACC. Main impacts: - lowering allowed costs;

- pressure on quality and security of electricity distribution;
- increased motivation to renew and develop the networks.

Unbundling & Liberalization

- Since January 1, 2006 all customers can choose their electricity supplier, market is 100% liberalized
- There is no regulation of end-user prices of electricity

The 4th regulatory period is transitional period because ERU intends to process revaluation of assets and use the new values for 5th regulatory period.

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BULGARIA: REGULATORY FRAMEWORK OF ELECTRICITY DISTRIBUTION



- Regulated by EWRC (Energy and Water Regulatory Commission)
- The regulatory formula for distribution
 - Revenue cap = Costs + Regulatory return on RAB + Depreciation
 - Regulatory rate of return (WACC nominal, pre-tax) at 7.04 % for 4th regulatory period
 - Average values set for the NBV, depreciation and investments for the whole period
 - RAB set at EUR 277.4m for the 4th regulatory period
 - Technological losses in 4th regulatory period set by regulator at 8%
 - Efficiency factor introduced in the 2nd regulatory period, not applied in the 4th regulatory period, yet. EWRC may apply it later.

Regulatory periods

Regulatory

Framework

- 3rd regulatory period August 1, 2013 July 31, 2015
- 4th regulatory period August 1, 2015 June 30, 2018

Unbundling & Liberalization

- Unbundling successfully completed by December 31, 2006
- Since July 2007, all consumers have the right to become eligible but the effective market degree of liberalized market was approximately 45% at the end of 2014.
- Currently the last phase of liberalization focused on the low voltage customers is in process.

ROMANIA: REGULATORY FRAMEWORK OF ELECTRICITY DISTRIBUTION



- Regulated by ANRE (Autoritatea Nationala de Reglementare in domeniul Energiei)
- Price cap (tariff basket) methodology
- Revenue = Controllable OPEX + non-controllable OPEX + Depreciation + Purchase of losses + Regulatory return on RAB + Working capital - Revenues from reactive energy - 50% gross profit from other activities
- Efficiency factor of 1.5% applied only to controllable OPEX
- Losses (technical + commercial) reduction program agreed with ANRE on voltage levels
- S (minimum quality) from 2014 in formula, but not yet applied
- Possibility for annual corrections
- Investment plan approved by ANRE before regulatory period starts
- Regulatory return (WACC pre-tax real terms) equals to 7.7% starting 2015, it can be revised by ANRE during regulatory period
- Working capital is equal to regulated remuneration of 1/12 from total OPEX
- Distribution tariff growth capped in real terms at 10% yearly on voltage levels and at 7% yearly for average weighted distribution tariff in the third regulatory period

Regulatory periods

Regulatory

Framework

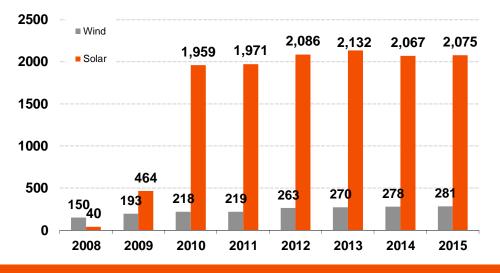
- 3rd regulatory period Jan 1, 2014 Dec 31, 2018
- Liberalization
- Complete removal of regulated prices for industrial consumers by end 2013, for residential consumers by end 2017
- Starting January 2014, non-residential customers that benefit of Universal Service (US) are priced with 100% CPC tariff (free market component, endorsed by ANRE). The non-residential customers supplied on LRS regime are priced with CPC tariff +x%, depending on voltage level.
- Starting July 2013, the final price for the captive householders is formed of regulated tariff and a competitive market component (CPC). The percentage of regulated tariff decreases, and the CPC tariff percentage increases according to the Market Opening Calendar

CZECH REPUBLIC: RENEWABLES SUPPORT



2016 feed-in – tariffs (€per MWh)	Plants commissioned in 2010	Plants commissioned in 2015
Solar <5 kW	482	0
5 kW< Solar <30 kW	482	0
Solar >30 kW	478	0
Wind	92.5	74.0

Installed capacity of wind and solar power plants in the Czech Republic $(\ensuremath{\mathsf{MWe}})$

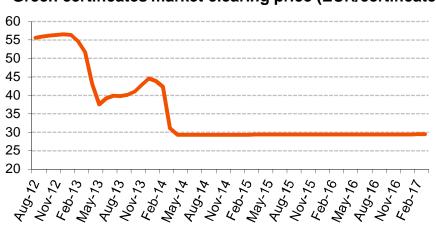


- Operators of renewable energy sources can choose from 2 options of support:
 - Feed-in tariffs (electricity purchased by distributor)
 - Green bonuses (electricity sold on the market, bonuses paid by distributor, level of green bonuses is derived from feed-in tariffs)
- Feed-in tariffs are set by a regulator to ensure 15-year payback period. During operation of a power plant they are increased each year by PPI index or by 2% at minimum and 4% at maximum.
- Support is provided for 20 years to solar, wind, pure biomass and biogas plants and for 30 years to hydro.
- Solar plants commissioned in 2014 or later do not receive support
- Solar plants put into operations in 2010 with capacity over 30kWp are obliged to pay 10% tax of revenues.

ROMANIA: RENEWABLES SUPPORT



- Two green certificates (GC) obtained by the producer for each MWh supplied from wind to the network until 2017, one GC from 2018 onwards, duration of support 15 years. In July 2013 Romanian government has approved an emergency decree which defers trading of second green certificate for wind farm producers until 1 Jan 2018.
- Legally set up price for green certificate is 27 to 55 EUR in 2008 2025
- New Law 134/2012 on renewables stipulates that existing producers over 125 MW receive GC according to normal supporting scheme for 2 years, with the obligation to individually notify to Brussels for state aid support within following 3 months after accreditation.
- Fântânele Vest (263 MW) stopped receiving GCs in November 2013 and Cogealac (253MW) since October 2014 due to delays in EC notification. The awarding of GCs was resumed in September 2015.



Green certificates market clearing price (EUR/certificate)

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CEZ GROUP FINANCIAL RESULTS

Number of employees **

(CZK bn)		2015	2016	Change	%
Revenues		210.2	203.7	-6.4	-3%
EBITDA		65.1	58.1	-7.0	-11%
EBIT		29.0	26.1	-2.8	-10%
Net income		20.5	14.6	-6.0	-29%
Net income - adjusted *		27.7	19.6	-8.0	-29%
Operating CF		72.6	49.0	-23.6	-33%
CAPEX		31.5	30.2	-1.3	-4%
Net debt **		131.2	146.5	+15.2	+12%
		2015	2016	Change	%
Installed capacity **	GW	15.9	15.6	-0.3	-2%
Generation of electricity	TWh	60.9	61.1	+0.2	+0%
Electricity distribution to end customers	TWh	49.8	50.6	+0.8	+2%
Electricity sales to end customers	TWh	37.9	37.5	-0.5	-1%
Sales of natural gas to end customers	TWh	6.8	8.2	+1.3	+20%
Sales of heat	000 TJ	22.3	24.0	+1.8	+8%

* Adjusted Net Income = Net Income adjusted for extraordinary effects that are generally unrelated to ordinary financial performance in a given year (such as fixed asset impairments and goodwill amortization). The definition of Adjusted Net Income was refined in Q4 2016 (see Annex). ** At the last day of period

25.9

26.9

+1.0

000's

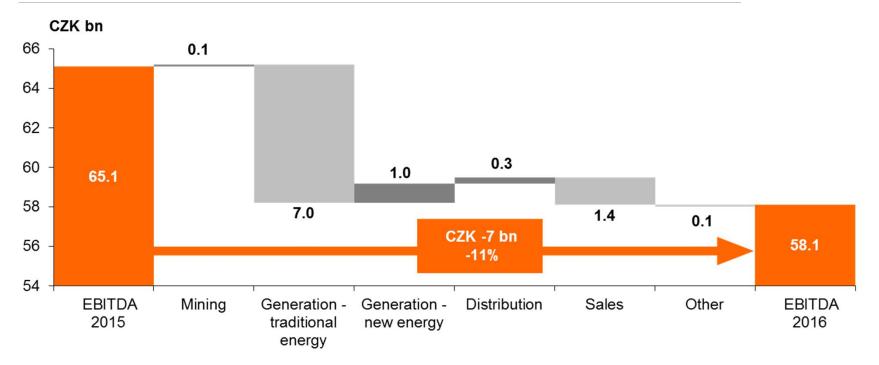
Note: y-o-y change in Operating cash flow (CF) was significantly influenced by changes in assets and liabilities. Operating CF adjusted for these changes amounted to CZK 61.9bn in 2015 and CZK 50.4bn in 2016, i.e. CZK 11.5bn y-o-y decrease or 19% y-o-y decrease.

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+4%

YEAR-ON-YEAR CHANGE IN EBITDA BY SEGMENTS





Main drivers of year-on-year change in EBITDA:

- Lower realization prices of generated electricity in the Czech Republic, including the positive effect of hedges (CZK -6.1bn)
- Payment of Railway Infrastructure Administration debts (from 2010) to ČEZ Prodej in 2015 based on a court decision (CZK -1.1bn)
- Positive effect of certificate allocation to Fântânele Vest and Cogealac wind farms in Romania (CZK +1.7bn)



OTHER INCOME (EXPENSES)

(CZK bn)	2015	2016	Change	%
EBITDA	65.1	58.1	-7.0	-11%
Depreciation, amortization and impairments*	-36.1	-32.0	+4.2	+12%
Other income (expenses)	-2.1	-6.8	-4.7	>200%
Interest income (expenses)	-2.5	-2.5	+0.0	+0%
Interest on nuclear and other provisions	-1.7	-1.5	+0.2	+11%
Income (expenses) from investments and securities	-0.3	-1.8	-1.5	>200%
Other	2.4	-1.1	-3.5	-
Income taxes	-6.3	-4.8	+1.6	+25%
Net income	20.5	14.6	-6.0	-29%
Net income - adjusted	27.7	19.6	-8.0	-29%

Depreciation, Amortization, and Impairments* (CZK +4.2bn)

- Lower additions to fixed asset impairments (CZK +4.6bn)
- Higher depreciation and amortization (CZK -0.4bn) primarily due to started depreciation of comprehensively renovated Prunéřov Power Plant

Other Income (Expenses) (CZK -4.7bn)

- Refund of a portion of gift tax on emission allowances for 2011 and 2012 in 2015 (CZK -3.8bn)
- Amortization of a portion of goodwill and additions to impairments at joint ventures in Turkey (CZK -1.3bn)**
- Revaluation of MOL share option (CZK -0.9bn) due to rising share price
- Bond buyback in 2015 (CZK +0.8bn)
- Other (CZK +0.5bn) primarily FX gains

Net income adjustment ***

- 2015 net income adjusted for the negative effect of fixed asset impairments, goodwill amortization, and write-off of abandoned investments (CZK + 7.1bn)
- 2016 net income adjusted for the negative effect of fixed asset impairments, goodwill amortization, and write-off of abandoned investments (CZK +4.4bn)** and for the negative effect of developed project impairments (CZK +0.7bn)

- * Including profit/loss from sales of tangible and intangible fixed assets
 ** Reported under Income (Expenses) from investments and securities
 *** The definition of Adjusted Net Income was refined in Q4 2016 (see Annex)

2016 GENERATION VOLUMES AFFECTED BY SHUTDOWNS IN NUCLEAR PLANTS, IN 2017 IMPROVEMENT IN NUCLEAR GENERATION EXPECTED





2016 volume trends

- Extended outages of Dukovany NPP and Temelín NPP primarily due to weld inspections

+ Operation of comprehensively renovated Prunéřov 2 Coal Power Plant

+ Operation of new Ledvice 4 Coal Power Plant (during construction)

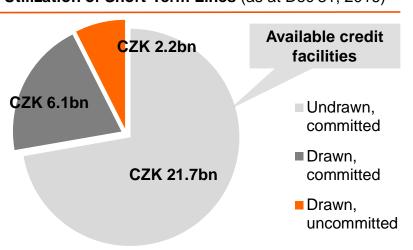
+ Increased production at Počerady CCGT plant

2017 volume trends

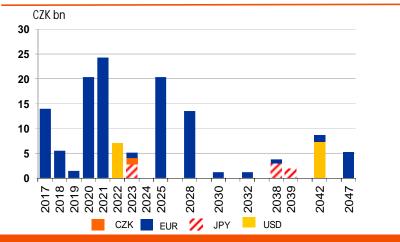
- + Shorter outages, especially at Temelín NPP
- + Operation of new Ledvice 4 Coal Power Plant
- Lower production from Coal Power Plants in Poland
- + higher production at Počerady CCGT plant
- + higher production from wind power plants in Romania and Germany

CEZ GROUP MAINTAINS A STRONG LIQUIDITY POSITION





Bond Maturity Profile (as at Dec 31, 2016)



- CEZ Group has access to CZK 27.8bn in committed credit facilities, using just CZK 6.1bn as at Dec 31, 2016.
- Committed facilities are kept as a reserve for covering unexpected needs.

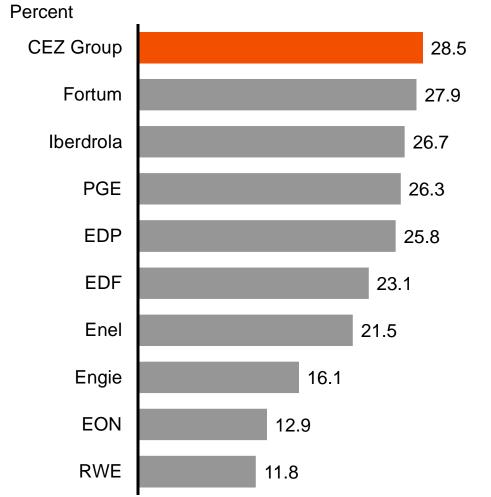
- The average maturity of CEZ Group's financial debts exceeds 7 years.
- Net Debt/EBITDA ratio was 2.52 at Dec 31, 2016.
- On November 2, 2016, CEZ Razpredelenie Bulgaria AD signed nonrecourse loan agreement for EUR 98m (approx. CZK 2.6bn) with a 7-year repayment period and non-recourse revolving loan of EUR 18m (CZK 0.5bn).

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Utilization of Short-Term Lines (as at Dec 31, 2016)

CEZ GROUP IS ONE OF THE MOST PROFITABLE EUROPEAN UTILITIES

EBITDA* margin, 2016



Source: company data, * EBITDA as reported by companies

SELECTED HISTORICAL FINANCIALS OF CEZ GROUP

Profit and loss CZK bn 2010 2011 2012 2013 2014 2015 2016 203.7 Revenues 198.8 209.8 221.9 216.7 201.8 210.2 175.3 186.8 173.8 182.1 174.9 Sales of electricity 181.8 189.4 Heat sales and other revenues 23.6 28.0 35.1 27.4 27.9 28.1 28.8 **Operating Expenses** 145.7 110.0 122.4 136.1 134.7 129.3 145.1 65.9 71.7 88.3 Purchased power and related services 54.4 79.0 75.8 90.9 13.2 Fuel 16.9 17.1 15.8 13.8 12.7 13.1 Salaries and wages 18.7 18.1 18.7 18.7 18.9 17.8 19.2 Other 20.0 21.3 29.9 23.2 21.9 23.4 25.1 **EBITDA** 88.8 87.4 85.8 82.0 72.5 65.1 58.1 EBITDA margin 45% 42% 39% 38% 36% 31% 29% 32.1 Depreciation, amortization, impairments 26.9 26.2 28.9 36.4 35.7 36.3 EBIT 62.0 61.3 57.0 45.7 36.9 29.0 26.1 EBIT margin 31% 29% 26% 21% 18% 14% 13% Net Income 46.9 40.8 40.1 35.2 22.4 20.5 14.6 Net income margin 24% 19% 18% 16% 10% 7% 11% Adjusted net income 49.8 41.2 41.3 43.0 29.5 27.7 19.6 Adjusted net income margin 25% 20% 19% 20% 15% 13% 10% **Balance sheet** 2010 2011 2012 2013 2014 2015 2016 CZK bn 489.3 Non current assets 448.3 467.3 494.7 485.9 497.5 493.1 Current assets 96.1 131.0 141.1 154.5 130.4 109.6 141.6 - out of that cash and cash equivalents 22.2 22.1 18.0 25.0 11.2 20.1 13.5 **Total Assets** 544.4 598.3 635.8 640.4 627.9 602.7 630.8 Shareholders equity (excl. minority. int.) 221.4 226.8 250.2 258.1 261.3 267.9 256.8 Return on equity 22% 18% 17% 14% 9% 8% 6% Interest bearing debt 158.5 182.0 192.9 199.0 184.1 157.5 167.8 Other liabilities 164.4 189.4 192.6 183.3 182.4 177.3 206.2 **Total liabilities** 598.3 635.8 627.9 544.4 640.4 602.7 630.8



SELECTED HISTORICAL FINANCIALS OF CEZ GROUP EUR

Profit and loss	n 2010	2011	2012	2013	2014	2015	2016
Revenues	<u>7,359</u>	<u>7,763</u>	<u>8,211</u>	<u>8,021</u>	<u>7,467</u>	<u>7,778</u>	<u>7,540</u>
Sales of electricity	6,487	6,728	6,913	7,008	6,433	6,739	6,475
Heat sales and other revenues	872	1,035	1,298	1,013	1,034	1,039	1,066
Operating Expenses	<u>4,073</u>	<u>4,530</u>	<u>5,035</u>	<u>4,987</u>	<u>4,784</u>	<u>5,370</u>	<u>5,391</u>
Purchased power and related services	2,012	2,438	2,652	2,925	2,804	3,364	3,268
Fuel	627	635	586	511	470	483	487
Salaries and wages	693	670	692	692	698	657	709
Other	741	788	1,105	859	812	866	927
<u>EBITDA</u>	<u>3,286</u>	<u>3,233</u>	<u>3,176</u>	<u>3,035</u>	<u>2,683</u>	<u>2,408</u>	<u>2,150</u>
EBITDA margin	45%	42%	39%	38%	36%	31%	29%
Depreciaiton	996	971	1,069	1,346	1,322	1,344	1,188
<u>EBIT</u>	<u>2,293</u>	<u>2,267</u>	<u>2,111</u>	<u>1,691</u>	<u>1,367</u>	<u>1,072</u>	<u>966</u>
EBIT margin	31%	29%	26%	21%	18%	14%	13%
Net Income	<u>1,737</u>	<u>1,508</u>	<u>1,485</u>	<u>1,303</u>	<u>830</u>	<u>760</u>	<u>539</u>
Net income margin	24%	19%	18%	16%	11%	10%	7%
Adjusted net income	<u>1,844</u>	<u>1,525</u>	<u>1,528</u>	<u>1,591</u>	<u>1,090</u>	<u>1,024</u>	<u>727</u>
Adjusted net income margin	25%	20%	19%	20%	15%	13%	10%
Balance sheet	2010	2011	2012	2013	2014	2015	2016
Non current assets	16,590	17,295	18,310	17,984	18,413	18,248	18,107
Current assets	3,557	4,848	5,222	5,717	4,824	4,057	5,240
- out of that cash and cash equivalents	820	817	665	925	744	499	415
Total Assets	<u>20,147</u>	<u>22,143</u>	<u>23,532</u>	<u>23,701</u>	<u>23,237</u>	<u>22,305</u>	<u>23,347</u>
Shareholders equity (excl. minority. int.)	8,195	8,395	9,261	9,551	9,671	9,915	9,505
Return on equity	22%	18%	17%	14%	9%	8%	6%
Interest bearing debt	5,866	6,737	7,141	7,366	6,815	5,829	6,211
Other liabilities	6,086	7,011	7,130	6,784	6,752	6,562	7,632
Total liabilities	<u>20,147</u>	<u>22,143</u>	<u>23,532</u>	<u>23,701</u>	<u>23,237</u>	<u>22,305</u>	<u>23,347</u>

Exchange rate used: 27.02 CZK/EUR

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