



## Approval of the contracts for performance of the function of Supervisory Board members

According to the provisions of Section 66(2) of the Commercial Code and Article 8(1)(d) of the Articles of Association of ČEZ, a.s., the Board of Directors submits for approval the individual contracts for performance of the function of Supervisory Board members concluded between the Company and those members of the Supervisory Board who were elected to the function at the extraordinary general meeting held on 22 November 2010, the amendment to the contract for performance of the function of Supervisory Board member concluded with Mr. Lubomír Klosík, and finally the new specimen contract for performance of the function of Supervisory Board member including the rules for remuneration of Supervisory Board member and provision of other fulfilment to Supervisory Board members.

### A) Contracts for performance of the function of SB member between ČEZ, a.s. and Ivo Foltýn, Lukáš Hampl, Jiří Kadrnka, Jan Kohout and Lubomír Lízal

On 22 November 2010, an extraordinary general meeting of the Company was held, which elected Ivo Foltýn, Lukáš Hampl, Jiří Kadrnka, Jan Kohout and Lubomír Lízal as new members of the Supervisory Board.

Performance of the function of Supervisory Board member by Mr. Lubomír Lízal ended based on his resignation on 24 February 2011.

The contracts with these Supervisory Board members were prepared using the specimen contracts for performance of the function of Supervisory Board member, which were approved by the general meeting on 13 May 2009 – in the case of Mr Lukáš Hampl, who is an employee of the CZ Ministry of Transport, using the specimen contract for performance of the function of Supervisory Board member that is an employee in state administration, member of parliament or senator (without entitlement to remuneration for performance of the function, royalties or capital life insurance); in the case of other Supervisory Board members elected at the extraordinary general meeting of 22 November 2010, using the specimen contract for performance of the function of Supervisory Board member that is not an employee in state administration, member of parliament or senator (with entitlement to remuneration for performance of the function).

The draft contract with Mr. Jan Kohout was amended in Article 10.1 with respect to the fact that Mr. Kohout was a state employee (CZ Ministry of Foreign Affairs) during the period from election as Supervisory Board member until 15 December 2010.

The draft contract with Mr. Ivo Foltýn was also amended in the same article with respect to the fact that Mr Foltýn was a state employee (CZ Ministry of Labour and Social Affairs) during the period from election as Supervisory Board member until 17 December 2010.



B) Amendment No. 1 to the Contract for performance of the function of Supervisory Board member between CEZ, a. s. and Mr. Lubomír Klosík

On 27 January 2011, the Supervisory Board elected Mr. Lubomír Klosík as deputy chairman of the Supervisory Board. Due to this fact, it was necessary to conclude an amendment to the contract for performance of the function of Supervisory Board member, which amended the value of remuneration for performance of the function.

C) Specimen contract for performance of the function of Supervisory Board member, including the rules for remuneration of Supervisory Board members and provision of other fulfilment to Supervisory Board members

The approval of this new unified specimen contract for performance of the function of Supervisory Board member will enable its use for all Supervisory Board members, without the need to differentiate whether or not they are entitled to remuneration for performance of the function and other fulfilment with the character of remuneration, and regardless of which function they hold on the Supervisory Board. If the draft specimen contract is accepted, it would no longer be necessary to conclude amendments to the contract for performance of the function of Supervisory Board member during changes in the value of remuneration for performance of the function upon election of a SB member as chairman or deputy chairman of the SB.

The contract was also amended in the text concerning the specific limit of insurance indemnification for insurance of liability for damages caused by Company bodies, with respect to the fact that the maximal value of insurance indemnification was increased compared to the stated limit, and it may be expected to be subject to future potential changes arising from the agreement of the contractual parties.

*The cited agreements are available for viewing from 27 April 2011 on the Company's website, and are also available to shareholders for viewing at the information centre for this General Meeting.*