



Results of Annual General Meeting of ČEZ, a. s. dated 26 June 2012

The Annual General Meeting of ČEZ, a. s., held on 26 June 2012 adopted the following resolutions:

1. Opening, election of the General Meeting chairman, minutes clerk, minutes verifiers and persons authorized to count the votes.

The General Meeting of ČEZ, a. s. elects Mr. Jan Zelený as Chairman of the General Meeting, Ms. Marcela Ulrichová as Minutes Clerk, Ms. Iva Kohoutová and Ms. Eliška Zykundová as Minutes Verifiers, and Mr. Antonín Králík and Mr. Václav Novotný as persons to count the votes (scrutineers).

2. Board of Director's report on the Company's business operations and the state of its assets in the year 2011 and Summary report pursuant to Section 118(8) of the Act on Doing Business in the Capital Market.
3. Supervisory Board report on the results of control activities.
4. Audit Committee report on the results of activities.
5. Approval of the financial statements of ČEZ, a. s. and consolidated financial statements of ČEZ Group for the year 2011.

The General Meeting of ČEZ, a. s.

1. approves the financial statement of ČEZ, a. s. for 2011,
2. approves the consolidated financial statement of the ČEZ Group for 2011.

6. Decision on the distribution of profit of ČEZ, a. s. for 2011.

The General Meeting of ČEZ, a. s. approves the distribution of profit for 2011 as follows:

- Dividends equal to CZK 45 before tax calculated
from the total number of issued shares CZK 24,209,539 thousand
- Royalties to members of the Board of Directors
and Supervisory Board CZK 25,500 thousand
- Retained profit from previous years CZK 13,102,418 thousand



The decisive day for exercising the right to a dividend is 2 July 2012. The dividends allocated to treasury shares held by the company as of the decisive day will not be paid. The sum corresponding to the dividend allocated to treasury shares held by the company as of the decisive day for application of the right to dividends will be transferred to the account of retained profit from previous years. Dividends are mature on 1 August 2012. The payment of dividends will be made in the way proposed on this general meeting.

The general meeting of ČEZ, a. s. approves the even division of royalties among the members of the Board of Directors and Supervisory Board. The share of each member of the statutory or supervisory body will be stipulated according to the term for which he/she held the function in the respective body in the course of 2011. Members of the Supervisory Board who were appointed to the Supervisory Board by a state administrative authority and were employees thereof are not entitled to royalties for the period during which this obstacle existed.

Note: As to the 31 May 2012 the number of shares covered by the dividend amounted to 534,114,738.

7. Appointment of auditor to perform the statutory audit, including verification of the financial statements of ČEZ, a. s. and consolidated financial statements of the ČEZ Group for the financial period of calendar year 2012

The General Meeting of ČEZ, a. s. appoints as the auditor to perform the statutory audit, including the verification of the financial statements of ČEZ, a. s., and the consolidated financial statements of ČEZ Group for the financial period of the calendar year 2012, the auditing company - Ernst & Young Audit, s.r.o., identification number 26704153, registered office in Prague 2, Karlovo náměstí 10, Postal Code 120 00.

8. Decision on amendment to the Company's Articles of Association.

The General Meeting of ČEZ, a. s. approves the Board of Directors' proposal for amendment to the Articles of Association of the Company.

9. Decision on the volume of financial means for granting donations.

The General Meeting of ČEZ, a. s.

1. approves the funds for donations in the amount of CZK 221 million in 2013.



2. approves the granting of non-monetary donations for a total value of CZK 648,000 in 2012 and CZK 21 million in 2013.

10. Confirmation of co-opting, recall and election of Supervisory Board members.

The General Meeting of ČEZ, a. s. confirms Mr. Martin Roman, date of birth 29 October 1969, residing at U Bažantnice 484/43, 159 00 Prague 5, as a member of the Supervisory Board of ČEZ, a. s.

The General Meeting of ČEZ, a. s. recalls Mr. Ján Dzvoník, date of birth 19 January 1961, residing at Prague 5, Stodůlky, Vstavačová 1284/12, Postal Code 155 00, from the Supervisory Board of ČEZ, a. s.

The General Meeting of ČEZ, a. s. recalls Mrs. Liběna Dobrovolná, date of birth 17 October 1959, residing at Ústí nad Labem, Rooseveltova 2, Postal Code 400 01, from the Supervisory Board of ČEZ, a. s.

The General Meeting of ČEZ, a. s. elects Mr. Robert Vacek, date of birth 15 November 1971, residing at Kladno, Hřebečská 2642, Postal Code 272 01, as a member of the Supervisory Board of ČEZ, a. s.

The General Meeting of ČEZ, a. s. elects Mr. Milan Bajgar, date of birth 18 April 1958, residing at Čeladná 868, Postal Code 739 12, as a member of the Supervisory Board of ČEZ, a. s.

The General Meeting of ČEZ, a. s. elects Mr. Jiří Volf, date of birth 20 August 1941, residing at Prague 5, K zahrádkám 999/10, Postal Code 155 00, as a member of the Supervisory Board of ČEZ, a. s.

11. Confirmation of co-opting, recall and election of Audit Committee members.

The General Meeting of ČEZ, a. s. confirms Mr. Ivo Foltýn, date of birth 5 June 1970, residing at Nová 848/7, 184 00 Prague 8, as a member of the Audit Committee of ČEZ, a. s.

12. Approval of the contracts for performance of the function of Supervisory Board members.

General Meeting of ČEZ, a. s. approves:

1. the Contract for performance of the function of Supervisory Board member between ČEZ, a. s. and Mrs. Liběna Dobrovolná, which was concluded on 23 June 2011,



2. the Contract for performance of the function of Supervisory Board member between ČEZ, a. s. and Mr. Ján Dzvoník, which was concluded on 23 June 2011,
 3. the Contract for performance of the function of Supervisory Board member between ČEZ, a. s. and Mr. Aleš Klepek, which was concluded on 23 June 2011,
 4. the Contract for performance of the function of Supervisory Board member between ČEZ, a. s. and Mr. Martin Roman, which was concluded on 21 September 2011,
 5. Amendment No. 1 to the Contract for performance of the function of Supervisory Board Member between ČEZ, a. s. and Mr. Ivo Foltýn, which was concluded on 19 September 2011, and
 6. Amendment No. 1 to the Contract for performance of the function of Supervisory Board Member between ČEZ, a. s. and Mr. Martin Říman, which was concluded on 21 September 2011.
13. Approval of the contracts for performance of the function of Audit Committee member.
- General Meeting of ČEZ, a. s. approves:
1. the Contract for performance of the function of Audit Committee member between ČEZ, a. s. and Mr. Ján Dzvoník, which was concluded on 23 June 2011, and
 2. the Contract for performance of the function of Audit Committee member between ČEZ, a. s. and Mr. Ivo Foltýn, which was concluded on 26 April 2012.
14. Granting approval of the contract on contribution of a part of the enterprise "Power Plant Počerady" to the registered capital of Elektrárna Počerady, a.s.

General meeting of ČEZ, a. s. grants, in accordance with the provision of Section 67a of Act No. 513/1991 Coll., Commercial Code, as amended, approval of the contract on contribution of a part of the enterprise – organizational unit "Power Plant Počerady" – to the registered capital of Elektrárna Počerady, a.s., to be made between ČEZ, a. s., as the contributor, and Elektrárna Počerady, a.s., with the registered office located in Prague, Duhová 1444/2, Postcode: 140 53, Registration No. 242 88 110, as the recipient of the contribution.



15. Granting approval of the contract on contribution of a part of the enterprise "EVI heat distribution and district networks" to the registered capital of ČEZ Teplárenská, a.s.

General Meeting of ČEZ, a.s., grants, in accordance with § 67a of the Commercial Code, approval to the Contract on the investment of a part of ČEZ, a.s., "EVI heat distribution and district networks" in the registered capital of ČEZ Teplárenská, a.s., which is to be concluded between the ČEZ, a.s., as a investor and ČEZ Teplárenská, a.s., with its registered office at Říčany, Bezručova 2212/30, ZIP Code 251 01, ID no. 273 09 941 as the investment acquirer.

16. Conclusion.