



## **Introductory word on the agenda of the general meeting of ČEZ, a. s., held on 22 November 2010**

### **“Approval of the contracts for performance of the function of the supervisory board members and contracts for performance of the function of audit committee members”**

Pursuant to the provision of Section 66, Paragraph 2 of the Commercial Code, and Article 8, Paragraph 1, Letters d) and v) of the Articles of Association of ČEZ, a. s., **the board of directors submits the contracts for performance of the function of supervisory board members and contracts for performance of the function of audit committee members to the general meeting for approval.**

On 12 August 2010, the supervisory board of ČEZ, a. s. co-opted supervisory board members Ing. Martin Říman and Ing. Eduard Janota as supervisory members until the next general meeting, with effect from 13 August 2010, in accordance with the provisions of Article 19, Paragraph 10 of the Articles of Association of ČEZ, a. s.

At the supervisory board meeting held on 16 September 2010, Ing. Martin Říman was elected chairman of the supervisory board and Ing. Eduard Janota was elected deputy chairman of the supervisory at this meeting.

On 30 September 2010 in the elections for supervisory board members of ČEZ, a. s. elected by company employees pursuant to Section 200 of the Commercial Code and the Election Code for elections to the supervisory board of ČEZ, a. s. elected by employees, Mr Drahošlav Šimek and Mr Vladimír Hronek were elected supervisory board members with effect from this date.

With regards to this fact, it was necessary contractually to amend the conditions for performance of the function of supervisory board members, including all the claims and related benefits. The contracts were prepared according to the specimen contract for performance of the function of supervisory board members, who are not employees in public administration, members of parliament or senators, which was approved by the company's general meeting on 13 May 2009.

On 16 September 2010, the supervisory board appointed Ing. Martin Říman and Ing. Eduard Janota as substitute audit committee members until the next general meeting pursuant to Article 23, Paragraph 4 of the Articles of Association of ČEZ, a. s.

The contracts for performance of the function with the foregoing audit committee members for ČEZ, a. s. were prepared according to the specimen contract for performance of the function of audit committee members for ČEZ, a. s. approved along with the rules for remuneration of audit committee members and provision of other benefits to audit committee members, approved by the general meeting on 13 May 2009.



Therefore, there are six contracts as follows, which are submitted to the general meeting for approval:

Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a. s. and Ing. Martin Říman, co-opted as supervisory board member on 12 August 2010 with effect from 13 August 2010,

Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a. s. and Ing. Eduard Janota, co-opted as supervisory board member on 12 August 2010 with effect from 13 August 2010,

Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a. s. and Mr Vladimír Hronek, elected as supervisory board member by company employees on 30 September 2010,

Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a. s. and Mr Drahošlav Šimek, elected as supervisory board member by company employees on 30 September 2010,

Contract for performance of the function of an audit committee member, concluded by and between ČEZ, a. s. and Ing. Martin Říman, co-opted as audit committee member on 16 September 2010,

Contract for performance of the function of an audit committee member, concluded by and between ČEZ, a. s. and Ing. Eduard Janota, co-opted as audit committee member on 16 September 2010,

*As of 27 October 2010 all of the cited contracts have been available on the Company's internet website for viewing, and they are also available to the shareholders for viewing in the information centre of this extraordinary general meeting.*

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Draft resolution on this item on the agenda of the extraordinary general meeting:

**The general meeting approves:**

- 1. Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a.s. and Ing. Martin Říman on 15 October 2010,**
- 2. Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a.s. and Ing. Eduard Janota on 15 October 2010,**



3. **Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a.s. and Mr Vladimír Hronek on 15 October 2010,**
4. **Contract for performance of the function of a supervisory board member, concluded by and between ČEZ, a.s. and Mr Drahoslav Šimek on 15 October 2010,**
5. **Contract for performance of the function of an audit committee member, concluded by and between ČEZ, a.s. and Ing. Martin Říman on 15 October 2010,**
6. **Contract for performance of the function of an audit committee member, concluded by and between ČEZ, a.s. and Ing. Eduard Janota on 15 October 2010.**