



GRANTING APPROVAL OF THE CONTRACT ON CONTRIBUTION OF A PART OF THE ENTERPRISE “POWER PLANT DĚTMAROVICE” TO THE REGISTERED CAPITAL OF ELEKTRÁRNA DĚTMAROVICE, a.s.

Dear Ladies and Gentlemen, dear Shareholders,

Let me inform you about the report concerning the agenda item Contribution of a part of the enterprise “Power Plant Dětmarovice” to the 100% subsidiary company.

The Energy company, ČEZ has decided to terminate the investigation led in conjunction with the European Commission as of 2009, in the form of a so-called alignment. As part of the alignment, ČEZ pledged to sell one of its coal plants. The possible sale of Power Plant Dětmarovice (hereinafter referred to only as “EDE”) is in keeping with the strategies of ČEZ to operate only a limited number of modernised coal plants in the future.

Due to the agreement for alignment entered into between ČEZ, a.s. and the European Commission, we consider it appropriate to hive off EDE into the independent subsidiary company Elektrárna Dětmarovice, a.s., and to prepare for its possible sale or exchange.

On the basis of a legal and tax analysis, the contribution of a part of the enterprise – organizational unit Elektrárna Dětmarovice – to the newly established 100% subsidiary company was identified as the most suitable method of hiving off EDE. The selected variant is neutral in tax terms and is transparent in terms of both commercial law and labour law. In accordance with Section 67a of the Commercial Code, the contract for the contribution of a part of the enterprise requires the approval by the ČEZ General Meeting. Under the applicable provisions of the Commercial Code, all rights and obligations connected with the part of the enterprise to be transferred, namely e.g. ownership rights to assets (real estates, technologies), rights and obligations from contractual relations (business contracts) and all rights and obligations from labour relations to the employees of the part of the enterprise, shall pass to the target company (Elektrárna Dětmarovice, a.s.).

The draft wording of the contract for the contribution of a part of the enterprise and the relevant findings of the expert institute have been available for inspection on the website of the company since 14th November 2012. The draft contract and the relating expert opinion have been available for inspection at the registered office of the company since 14th November 2012 and have also been available for inspection by the shareholders in the company's information centre of this general meeting.

Ladies and gentlemen, dear shareholders, considering the facts presented here, I propose that the General Meeting adopts the following resolution: