



EXPERT OPINION

No. 446 / 66 / 2012

Expert's task:

Valuation of a contribution in-kind of a part of the enterprise of ČEZ, a.s., with its registered office located in Prague 4, Duhová 2/1444, Postcode: 140 53, Registration No. 452 74 649 – independent organizational unit “Power Plant Dětmárovice” – as a contribution in-kind to the registered capital of Elektrárna Dětmárovice, a.s., with its registered office located in Dětmárovice 1202, Post Code 735 71, Registration No. 294 52 279, recorded in the Commercial Register kept by the Regional Court in Ostrava, section B, insert 10329 in accordance with the provision of Section 59 Paragraph 3 of Act No. 513/1991 Coll., Commercial Code, as amended

Customer:

Elektrárna Dětmárovice, a. s.
Dětmárovice 1202, Post Code: 735 71
Reg. No.: 294 52 279

Expert:

ZNALLEX, s. r. o.
V Jámě 5/699, 110 00 Prague 1
Registration No.: 260 99 306

Prague, 30. 10.2012

*The expert opinion contains 31 pages of text + 128 pages of appendices without cover sheets
Number of counterparts: 8 of which 7 belong to the customer and 1 is filed in the expert's archive*

Summary

Under the resolution of the Regional Court in Ostrava ref.: 2 28Nc 4242//2012-14 of 16th October 2012, ZNALEX, s.r.o. was appointed as an expert to value the part of the enterprise – the independent organizational unit "Power Plant Dětmarovice" into the basic capital of the company, Elektrárna Dětmarovice, a.s., with registered offices in Dětmarovice 1202, Post Code 735 71, Reg. No. 294 52 279, recorded in the Commercial Register kept by the Regional court in Ostrava, section B, insert 10329, as per provision § 59 Para. 3 Act No. 513/1991 Coll., of the Commercial Code, as amended.

The valuation has been drawn up on the basis of a decision taken by the contributor, i.e. ČEZ, a. s., on a contribution in-kind to Elektrárna Dětmarovice, a.s. The expert opinion has to comply with the requirements of the Commercial Code:

a) Description of the contribution in-kind – see Annex No. 3 and Item 10 and 11 of Part A. Findings – General Information

b) Methods used for the valuation

In accordance with the Commercial Code, two methods of valuation (two ways of valuation) were used. One of the selected methods is the method of net worth set on the principle of historical prices, based on the values of assets and liabilities shown in the accounting records of the company. The other method is the method of discounted cash flows.

The valuation by the method of discounted cash flows will be the method determinant for the valuation of the contribution in-kind since it better reflects the market value of the part of the enterprise. The selected method is suitable and well-founded for the valuation of the contribution in-kind, hence why it is appropriate. As a supplementary method, we will use the method of net worth set on the principle of historical prices, which will show the amount in which the given assets are recorded in the accounts of the part of the enterprise.

c) The sum at which the contribution in-kind is valued

**We value the contribution in-kind at the rounded sum of CZK 1,348,956,000 as of
30.6.2012**

d) The information whether the value of the contribution in-kind ascertained by the used valuation methods corresponds at least to the total issue price of the shares that are to be issued as a consideration for such contribution in-kind.

The value of the contribution in-kind corresponds at least to the total issue price of the shares that are to be issued as a consideration for the contribution in-kind to Elektrárna Dětmarovice, a.s. which is the recipient of the contribution.

C. CONCLUSION - SECTION 59 PARAGRAPH 4 LETTERS B) AND C)

We value the contribution in-kind at the sum of CZK 1,348,956,000 .

We have provided ČEZ with preliminary information that the value of the part of the enterprise, as calculated by us, will amount to CZK 1,348,956,000. ČEZ representatives have told us that shares with a total issue price not exceeding CZK 1,348,000,000 will be issued as a consideration for the contribution in-kind.

Therefore, we may declare that **"The value of the contribution in-kind corresponds to at least the total issue price of the shares that are to be issued as a consideration for the contribution in-kind to Elektrárna Dětmarovice, a.s., which is the recipient of the contribution - Section 59 Paragraph 4 Letter b) of the Commercial Code."**

The value of the contribution, in-kind as set by us, does not include any VAT.

D. EXPERT'S CLAUSE

We have submitted the expert opinion as the expert institute appointed under the decision of the Ministry of Justice of the Czech Republic dated 20 October 2006, ref. 245/2006-ODS-ZN/2, and under the decision of the Minister of Justice of the Czech Republic dated 19 January 2010, ref. 252/2009-OD-ZN for the expert activity in the field:

Economics

with the following scope of the expert's licence:

- valuation of enterprises and their parts
- valuation of securities, capital participations and business shares
- valuation of financial and intangible assets
- valuation of receivables
- accounting and stocktaking
- financial expert reports
- assessment of transformations of companies and cooperatives (mergers, split-ups, transfers of assets to a shareholder and changes of the legal form)
- valuation of real estates
- feasibility studies for investment plans
- analyses of the maximum and the best utilisation of assets
- assessment of damage
- drawing up of opinions under legal regulations on insolvency

ZNALEX, s. r. o.,

Registered office: V Jámě 5/699, 110 00 Prague 1

For the expert institute:

.....
Mgr. Ing. Lukáš Křístek, MBA, Executive

.....
Mgr. Ing. Luděk Carbol, Executive

The expert's act has been recorded in the expert's diary under serial No. 446 / 66 / 2012.