

FINANCIAL STATEMENTS OF ČEZ, a. s. AS OF DECEMBER 31, 2018

Pursuant to Section 19a of the Accounting Act, the financial statements of ČEZ, a. s. as of December 31, 2018 were compiled in accordance with International Financial Reporting Standards. The balance sheet, statement of income, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes to the financial statements have all been drawn up.

In accordance with the respective provision of the Accounting Act, the financial statements were verified by an independent auditor. The audit was performed by Ernst & Young Audit, s.r.o.

According to the independent auditor's opinion as of March 18, 2019, the financial statements give a true and fair view of the financial position of ČEZ, a. s. as of December 31, 2018 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

Based on the independent auditor's opinion, it is proposed that the General Meeting approve the financial statements of ČEZ, a. s. for 2018.

The full version of the financial statements is part of the annual report, which is available at the General Meeting of shareholders and on the Company's website. Values from the financial statements, i.e. the balance sheet, statement of income, statement of comprehensive income, statement of changes in equity and statement of cash flows, are also included in this material.

ČEZ, a. s. BALANCE SHEET AS OF DECEMBER 31, 2018

	2018	2017
ASSETS:		
Plant in service	454,354	448,250
Less accumulated depreciation and impairment	(244,830)	(231,024)
Net plant in service	209,524	217,226
Nuclear fuel, at amortized cost	14,331	15,100
Construction work in progress, net	7,242	7,903
Total property, plant and equipment	231,097	240,229
Restricted financial assets, net	13,336	13,026
Other non-current financial assets, net	177,479	169,340
Intangible assets, net	4,235	604
Total other non-current assets	195,050	182,970
Total non-current assets	426,147	423,199
Cash and cash equivalents, net	454	1,272
Trade receivables, net	64,287	41,242
Income tax receivable	7	323
Materials and supplies, net	6,526	5,921
Fossil fuel stocks	462	446
Emission rights	13,157	7,036
Other current financial assets, net	106,133	51,229
Other current assets, net	2,362	2,102
Assets classified as held for sale, net	6,540	_
Total current assets	199,928	109,571
Total assets	626,075	532,770

ČEZ, a. s. BALANCE SHEET AS OF DECEMBER 31, 2018

	2018	2017
EQUITY AND LIABILITIES:		
Stated capital	53,799	53,799
Treasury shares	(3,534)	(4,077)
Retained earnings and other reserves	132,947	137,785
Total equity	183,212	187,507
Long-term debt, net of current portion	133,026	121,743
Provisions	62,971	61,171
Other long-term financial liabilities	13,776	11,571
Deferred tax liability	4,539	8,232
Total non-current liabilities	214,312	202,717
Short-term loans	11,709	10,748
Current portion of long-term debt	5,590	9,360
Trade payables	51,208	34,401
Provisions	6,889	5,090
Other short-term financial liabilities	152,544	82,391
Other short-term liabilities	611	556
Total current liabilities	228,551	142,546
Total equity and liabilities	626,075	532,770

ČEZ, a. s. STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
Sales of electricity, heat and gas	74,151	69,759
Sales of services and other revenues	4,834	5,225
Other operating income	764	2,273
Total revenues and other operating income	79,749	77,257
Gains and losses from commodity derivative trading	300	1,071
Purchase of electricity, gas and other energies	(33,071)	(31,239)
Fuel and emission rights	(14,741)	(12,829)
Services	(9,104)	(9,120)
Salaries and wages	(6,533)	(6,232)
Materials and supplies	(1,823)	(1,571)
Capitalization of expenses to the cost of assets	99	96
and change in own inventories Depreciation and amortization	(14,310)	(15,555)
Impairment of property, plant and equipment	(14,310)	(15,555)
and intangible assets	(188)	1,839
Impairment of trade and other receivables	(46)	723
Other operating expenses	(1,281)	(1,549)
Income (loss) before other income (expenses)		
and income taxes	(949)	2,891
Interest on debt, net of capitalized interest	(5,378)	(3,646)
Interest on provisions	(1,571)	(1,403)
Interest income	870	691
Impairment of financial assets	(3,468)	(9,516)
Other financial expenses	(897)	(1,264)
Other financial income	34,002	16,795
Total other income (expenses)	23,558	1,657
Income before income taxes	22,609	4,548
Income taxes	1,167	557
Net income	23,776	5,105
Net income per share (CZK per share):		
Basic	44.5	9.6
Diluted	44.3	9.6
Bildtod	77.7	0.0

ČEZ, a. s. STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
Net income	23,776	5,105
Change in fair value of cash flow hedges Cash flow hedges reclassified to statement of income Cash flow hedges reclassified to assets Change in fair value of debt financial instruments Deferred tax related to other comprehensive income	(16,016) 3,927 (972) (227) 2,525	(3,950) 4,026 (394) (677) 189
Net other comprehensive income that may be reclassified to statement of income or to assets in subsequent periods	(10,763)	(806)
Change in fair value of equity instruments Deferred tax related to other comprehensive income	59 (11)	
Net other comprehensive income not to be reclassified from equity	48	_
Total other comprehensive income, net of tax	(10,715)	(806)
Total comprehensive income, net of tax	13,061	4,299

ČEZ, a. s. STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2018

	Stated capital	Treasury shares	Cash flow hedge reserve	Debt financial instruments	Equity financial instruments and other reserves	Retained earnings	Total equity
January 1, 2017	53,799	(4,246)	(7,536)	842	84	157,755	200,698
Net income Other comprehensive income	-	-	(258)	_ (548)	-	5,105 _	5,105 (806)
Total comprehensive income			(258)	(548)		5,105	4,299
Dividends Sale of treasury shares Share options Transfer of exercised and forfeited share options within equity	- - -	 169 	- - -	- - -	 28 (34)	(17,586) (101) _ 34	(17,586) 68 28 –
December 31, 2017	53,799	(4,077)	(7,794)	294	78	145,207	187,507
Application of IFRS 9				_		(34)	(34)
January 1, 2018 (restated)	53,799	(4,077)	(7,794)	294	78	145,173	187,473
Net income Other comprehensive income	-	-	_ (10,579)	_ (184)	_ 48	23,776	23,776 (10,715)
Total comprehensive income		_	(10,579)	(184)	48	23,776	13,061
Effect of merger Dividends Sale of treasury shares Share options Transfer of exercised and forfeited share options within equity	- - -	_ _ 543 _ _			3 - 33 (45)	35 (17,603) (333) – 45	38 (17,603) 210 33 –
December 31, 2018	53,799	(3,534)	(18,373)	110	117	151,093	183,212

ČEZ, a. s. STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
OPERATING ACTIVITIES:		
Income before income taxes	22,609	4,548
Adjustments to reconcile income before income taxes to net cash provided by operating activities:		
Depreciation and amortization	14,310	15,555
Amortization of nuclear fuel	4,005	3,695
(Gains) and losses on non-current asset retirements	(37)	(1,966)
Foreign exchange rate loss (gain)	808	(1,058)
Interest expense, interest income and dividend income	(27,481)	(11,925)
Provisions	1,133	898
Impairment of property, plant and equipment and intangible assets	188	(1,839)
Other impairment and other adjustments	(251)	12,375
Changes in assets and liabilities:		
Receivables and contract assets	(23,756)	(771)
Materials, supplies and fossil fuel stocks	(545)	(737)
Receivables and payables from derivatives	1,048	(682)
Other assets	(2,925)	(3,265)
Trade payables	20,126	587
Other liabilities	44	(351)
Cash generated from operations	9,276	15,064
Income taxes received	321	221
Interest paid, net of capitalized interest	(5,299)	(3,489)
Interest received	825	674
Dividends received	31,989	14,886
Net cash provided by operating activities	37,112	27,356
INVESTING ACTIVITIES:		
Acquisition of subsidiaries	(1,813)	(2,786)
Proceeds from disposal of subsidiaries and joint-ventures including		
liquidation distribution received	156	2,142
Additions to non-current assets, including capitalized interest	(7,893)	(10,412)
Proceeds from sale of non-current assets	2,865	1,425
Loans made	(18,536)	(5,839)
Repayment of loans	3,338	1,535
Change in restricted financial assets	(548)	(541)
Total cash used in investing activities	(22,431)	(14,476)

ČEZ, a. s. STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
FINANCING ACTIVITIES:		
Proceeds from borrowings Payments of borrowings Payments of other long-term liabilities Change in payables/receivables from group cashpooling Dividends paid Sale of treasury shares	124,391 (117,934) (500) (3,933) (17,596) 210	147,524 (141,021) - (1,064) (17,618) 68
Net cash used in financing activities	(15,362)	(12,111)
Net effect of currency translation and allowances in cash	(137)	49
Net increase (decrease) in cash and cash equivalents	(818)	818
Cash and cash equivalents at beginning of period	1,272	454
Cash and cash equivalents at end of period	454	1,272
Supplementary cash flow information:		
Total cash paid for interest	5,522	5,045

CONSOLIDATED FINANCIAL STATEMENTS OF CEZ GROUP AS OF DECEMBER 31, 2018

Pursuant to Section 23a of the Accounting Act, the consolidated financial statements of CEZ Group as of December 31, 2018 were compiled in accordance with International Financial Reporting Standards. The compiled consolidated financial statements comprise the balance sheet, statement of income, statement of comprehensive income, statement of changes in equity, statement of cash flows and notes to the consolidated financial statements.

In accordance with the respective provision of the Accounting Act, the consolidated financial statements were verified by an independent auditor. The audit was performed by Ernst & Young Audit, s.r.o.

According to the independent auditor's opinion as of March 18, 2019, the consolidated financial statements give a true and fair view of the consolidated financial position of CEZ Group as of December 31, 2018 and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards, as adopted by the European Union.

Based on the independent auditor's opinion, it is proposed that the General Meeting approve the consolidated financial statements of CEZ Group for 2018.

The full version of the consolidated financial statements is part of the annual report, which is available at the General Meeting of shareholders and on the Company's website. Values from the consolidated financial statements, i.e. the balance sheet, statement of income, statement of comprehensive income, statement of changes in equity and statement of cash flows, are also included in this material.

CEZ GROUP CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2018

	2018	2017
ASSETS:		
Plant in service Less accumulated depreciation and impairment	830,955 (445,926)	833,359 (437,210)
Net plant in service	385,029	396,149
Nuclear fuel, at amortized cost Construction work in progress, net	14,427 16,452	15,218 16,652
Total property, plant and equipment	415,908	428,019
Investments in associates and joint-ventures Restricted financial assets, net Other non-current financial assets, net Intangible assets, net Deferred tax assets	3,361 18,834 9,948 31,127 1,269	3,520 18,468 9,845 26,804 1,297
Total other non-current assets	64,539	59,934
Total non-current assets	480,447	487,953
Cash and cash equivalents, net Trade receivables, net Income tax receivable Materials and supplies, net Fossil fuel stocks Emission rights Other current financial assets, net Other current assets, net Assets classified as held for sale	7,278 72,234 352 8,737 1,066 16,655 93,303 9,874 17,497	12,623 50,559 1,171 8,325 1,021 9,370 43,098 9,756 30
Total current assets	226,996	135,953
Total assets	707,443	623,906

CEZ GROUP CONSOLIDATED BALANCE SHEET AS OF DECEMBER 31, 2018

	2018	2017
EQUITY AND LIABILITIES:		
Stated capital Treasury shares Retained earnings and other reserves	53,799 (3,534) 184,456	53,799 (4,077) 200,296
Total equity attributable to equity holders of the parent	234,721	250,018
Non-controlling interests	4,560	4,304
Total equity	239,281	254,322
Long-term debt, net of current portion Provisions Other long-term financial liabilities Deferred tax liability Other long-term liabilities	142,440 75,798 15,054 16,699 31	132,475 73,291 12,509 19,993 3,335
Total non-current liabilities	250,022	241,603
Short-term loans Current portion of long-term debt Trade payables Income tax payable Provisions Other short-term financial liabilities Other short-term liabilities Liabilities associated with assets classified as held for sale	11,783 6,743 63,093 253 12,323 110,287 7,461 6,197	11,073 10,759 48,087 176 9,226 42,864 5,796
Total current liabilities	218,140	127,981
Total equity and liabilities	707,443	623,906

CEZ GROUP CONSOLIDATED STATEMENT OF INCOME FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
Sales of electricity, heat, gas and coal	121,450	122,738
Sales of services and other revenues	59,868	76,262
Other operating income	3,168	6,092
Total revenues and other operating income	184,486	205,092
Gains and losses from commodity derivative trading	575	1,213
Purchase of electricity, gas and other energies	(52,168)	(57,353)
Fuel and emission rights	(19,064)	(16,039)
Services	(26,092)	(47,812)
Salaries and wages	(25,620)	(22,086)
Material and supplies	(8,240)	(5,922)
Capitalization of expenses to the cost of assets		
and change in own inventories	3,446	2,751
Depreciation and amortization	(28,139)	(29,305)
Impairment of property, plant and equipment	(4, 700)	(000)
and intangible assets	(1,766)	(230)
Impairment of trade and other receivables	(559)	830
Other operating expenses	(7,100)	(5,519)
Income before other income (expenses) and income taxes	19,759	25,620
Interest on debt	(5,177)	(3,761)
Interest on provisions	(1,800)	(1,618)
Interest income	315	235
Share of profit (loss) from associates and joint-ventures	(308)	(2,387)
Impairment of financial assets	(508)	(1)
Other financial expenses	(1,051)	(1,977)
Other financial income	2,287	6,642
Total other income (expenses)	(6,242)	(2,867)
Income before income taxes	13,517	22,753
Income taxes	(3,017)	(3,794)
Net income	10,500	18,959
Net income attributable to:		
	10.00-	
Equity holders of the parent Non-controlling interests	10,327 173	18,765 194
Net income per share attributable to equity holders of the parent (CZK per share):		
Basic	19.3	35.1
Diluted	19.3	35.1
	10.0	00.1

CEZ GROUP CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
Net income	10,500	18,959
Change in fair value of cash flow hedges Cash flow hedges reclassified to statement of income Cash flow hedges reclassified to assets Change in fair value of debt instruments Disposal of debt instruments Change in fair value of equity instruments Disposal of equity instruments Translation differences – subsidiaries Translation differences – associates and joint-ventures Disposal of translation differences Share on other equity movements of associates and joint-ventures Deferred tax related to other comprehensive income	(16,016) 3,927 (972) (363) - - - 107 115 1 - 2,555	$\begin{array}{c} (3,950) \\ 4,026 \\ (394) \\ (1,178) \\ (52) \\ (105) \\ (5,490) \\ (3,412) \\ 1,340 \\ 751 \\ 54 \\ 300 \end{array}$
Net other comprehensive income that may be reclassified to statement of income or to assets in subsequent periods	(10,646)	(8,110)
Change in fair value of equity instruments Re-measurement gains (losses) on defined benefit plans Deferred tax related to other comprehensive income	87 (22) (11)	_ (5) 1
Net other comprehensive income not to be reclassified from equity in subsequent periods	54	(4)
Total other comprehensive income, net of tax	(10,592)	(8,114)
Total comprehensive income, net of tax	(92)	10,845
Total comprehensive income attributable to:		
Equity holders of the parent Non-controlling interests	(291) 199	10,848 (3)

CEZ GROUP CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2018

	Attributable to equity holders of the parent									
	Stated capital	Treasury shares	Transla- tion difference	Cash flow hedge reserve	Debt instruments	Equity instruments and other reserves	Retained earnings	Total	Non- controlling interests	Total equity
January 1, 2017	53,799	(4,246)	(10,779)	(7,499)	1,666	6,173	217,698	256,812	4,548	261,360
Net income Other comprehensive income		-	_ (1,124)	(258)	(988)	 (5,597)	18,765 50	18,765 (7,917)	194 (197)	18,959 (8,114)
Total comprehensive income			(1,124)	(258)	(988)	(5,597)	18,815	10,848	(3)	10,845
Dividends Sale of treasury shares Share options Transfer of exercised and forfeited	- - -	 169 	_ _ _	- - -	_ _ _	_ _ 28	(17,586) (101) –	(17,586) 68 28	(241) _ _	(17,827) 68 28
share options within equity Acquisition of subsidiaries Acquisition of non-controlling	-			-	-	(34)	34		_ 255	_ 255
interests Put options held by non-controlling interest	-	-	_ (3)	-	_	-	(7) (142)	(7) (145)	(10) (245)	(17) (390)
December 31, 2017	53,799	(4,077)	(11,906)	(7,757)	678	570	218,711	250,018	4,304	254,322

CEZ GROUP CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED DECEMBER 31, 2018

	Attributable to equity holders of the parent									
	Stated capital	Treasury shares	Transla- tion difference	Cash flow hedge i reserve	Debt nstruments	Equity instruments and other reserves	Retained earnings	Total	Non- controlling interests	Total equity
December 31, 2017	53,799	(4,077)	(11,906)	(7,757)	678	570	218,711	250,018	4,304	254,322
Adoption of IFRS 9 and IFRS 15	_	_	143	-	-	(493)	2,800	2,450	(26)	2,424
January 1, 2018 (restated)	53,799	(4,077)	(11,763)	(7,757)	678	77	221,511	252,468	4,278	256,746
Net income Other comprehensive income	-		_ 198	_ (10,580)	_ (290)	_ 75	10,327 (21)	10,327 (10,618)	173 26	10,500 (10,592)
Total comprehensive income			198	(10,580)	(290)	75	10,306	(291)	199	(92)
Dividends Sale of treasury shares Share options Transfer of exercised and forfeited	- - -	_ 543 _	- - -	- - -	- - -		(17,604) (333) –	(17,604) 210 33	(17) _ _	(17,621) 210 33
share options within equity Transfer of measurement	-	_	-	-	-	(45)	45	-	-	-
of equity instruments	-	_	-	_	-	(27)	27	-	-	_
Acquisition of subsidiaries	-	-	-	-	-	_	(<i>1</i>)	_ (4)	756	756
Acquisition of non-controlling interests Sale of non-controlling interests Put options held by non-controlling	_	_	_	_	_	_	(4) 1	(4) 1	(1) 4	(5) 5
interests	_	_	_	_	_	_	(92)	(92)	(659)	(751)
December 31, 2018	53,799	(3,534)	(11,565)	(18,337)	388	113	213,857	234,721	4,560	239,281

CEZ GROUP CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
OPERATING ACTIVITIES:		
Income before income taxes	13,517	22,753
Adjustments to reconcile income before income taxes to net cash provided by operating activities:	00.400	00.005
Depreciation and amortization	28,139	29,305
Amortization of nuclear fuel	4,027	3,725
(Gains) and losses on non-current asset retirements	(312)	(5,792)
Foreign exchange rate loss (gain)	776	(959)
Interest expense, interest income and dividend income	4,685	3,263
Provisions	2,780	1,081
Impairment of property, plant and equipment and intangible assets	1,766	230
Valuation allowances and other adjustments	(2,017)	2,355
Share of (profit) loss from associates and joint-ventures	308	2,387
Changes in assets and liabilities:		
Receivables and contract assets	(27,469)	(1,951)
Materials, supplies and fossil fuel stocks	905	(798)
Receivables and payables from derivatives	1,527	(1,269)
Other assets	(4,369)	(4,610)
Trade payables	17,429	3,687
Other liabilities	1,581	(583)
Cash generated from operations	43,273	52,824
Income taxes paid	(3,327)	(4,207)
Interest paid, net of capitalized interest	(5,091)	(3,511)
Interest received	314	225
Dividends received	182	481
Net cash provided by operating activities	35,351	45,812
INVESTING ACTIVITIES:		
Acquisition of subsidiaries, associates and joint-ventures,		
net of cash acquired	(2,214)	(5,070)
Disposal of subsidiaries and joint-ventures,		
net of cash disposed of	155	2,037
Additions to non-current assets, including capitalized interest	(26,018)	(30,688)
Proceeds from sale of non-current assets	3,118	13,913
Loans made	(227)	(21)
Repayment of loans	22	371
Change in restricted financial assets	(737)	(754)
Total cash used in investing activities	(25,901)	(20,212)
-		

CEZ GROUP CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED DECEMBER 31, 2018

	2018	2017
FINANCING ACTIVITIES:		
Proceeds from borrowings Payments of borrowings Proceeds from other long-term liabilities Payments of other long-term liabilities Dividends paid to Company's shareholders Dividends paid to non-controlling interests Sale of treasury shares (Acquisition) sale of non-controlling interests, net	125,213 (119,978) 51 (583) (17,596) (17) 210 5	150,032 (156,182) 70 (76) (17,618) (241) 68 (160)
Total cash used in financing activities	(12,695)	(24,107)
Net effect of currency translation and allowances in cash	(133)	(200)
Net increase (decrease) in cash and cash equivalents	(3,378)	1,293
Cash and cash equivalents at beginning of period	12,623	11,330
Cash and cash equivalents at end of period	9,245	12,623
Supplementary cash flow information:		
Total cash paid for interest	5,344	5,090

DRAFT RESOLUTION

Draft resolution (1):

The General Meeting of ČEZ, a. s. approves the financial statements of ČEZ, a. s. prepared as of December 31, 2018.

Draft resolution (2):

The General Meeting of ČEZ, a. s. approves the consolidated financial statements of CEZ Group prepared as of December 31, 2018.

Rationale:

Pursuant to the applicable stipulations of the law and the Company's Articles of Association, the Board of Directors presents both sets of financial statements to the General Meeting for approval. Pursuant to the requirements of the Accounting Act, the financial statements of ČEZ, a. s. and the consolidated financial statements of CEZ Group as of December 31, 2018 were prepared in accordance with International Financial Reporting Standards, discussed by the Board of Directors of ČEZ, a. s., audited by an independent auditor giving the opinions cited in the submitted material, and reviewed by the Supervisory Board of the Company, which concluded that it recommends that the General Meeting approve them.