

## Internal Information

### OUTCOMES OF ANNUAL GENERAL MEETING OF ČEZ, A. S. DATED 12 JUNE 2015

The Annual General Meeting of ČEZ, a. s. held on 12 June 2015 adopted the following resolutions:

#### Opening

The General Meeting of ČEZ, a. s. elects Mr. Jan Zelený as the chairman of the General Meeting, Mrs. Marcela Ulrichová as the minutes clerk, Mrs. Veronika Lipšová and Mrs. Blanka Hocková as minutes verifiers and Mr. Antonín Králík and Mr. Tomáš Králík as persons authorized to count the votes.

**Issue 1: The Board of Director's report on the company's business operations and assets for 2014; the Summary Report pursuant to Section 118(8) of the Capital Market Undertakings Act; and Conclusions of the Related Parties Report for 2014**

**Issue 2: Report of the Supervisory Board on the results of inspection activities**

**Issue 3: Report of the Audit Committee on the results of its activities**

The General Meeting does not adopt any resolution concerning items 1-3 of the agenda.

**Issue 4: Approval of financial statements of ČEZ, a. s. and consolidated financial statements of CEZ Group for 2014**

The General Meeting of ČEZ, a. s.,

1. hereby approves the financial statements of ČEZ, a. s. as of December 31, 2014,
2. hereby approves the consolidated financial statements of CEZ Group as of December 31, 2014.

**Issue 5: Decision on the distribution of profit of ČEZ, a. s.**

The General Meeting of ČEZ, a. s. approves the distribution of the Company's profit for 2014 amounting to CZK 20,910,256 thousand and a portion of retained earnings amounting to CZK 609,334 thousand as follows:

- |  |                         |
|--|-------------------------|
| • Share in profit awarded to shareholders (the "dividend") | CZK 21,519,590 thousand |
| Total  | CZK 21,519,590 thousand |

The dividend is CZK 40 per share before tax.

The record date for entitlement to the dividend is June 18, 2015. Entities that will be shareholders of the Company at the record date will be entitled to dividend.

The above-mentioned amount of the dividend is calculated from the total number of Company shares issued. The dividend allocated to treasury shares held by the Company at the record date will not be paid. The amount corresponding to the dividend on treasury shares held by the Company at the record date will be transferred to the retained earnings account.

The dividend is payable on August 3, 2015. The dividend will be paid through Česká spořitelna, a.s., ID No. 45244782, having its registered office at Olbrachtova 1929/62, Praha 4, postal code 140 00, in the manner presented at this General Meeting. The dividend will be paid until August 1, 2019.

**Issue 6: Stating the auditor to execute a statutory audit for the accounting period of calendar year 2015**

The General Meeting of ČEZ, a. s. hereby states the auditing firm Ernst & Young Audit, s.r.o., Company ID No.: 26704153, with its registered office at Na Florenci 2116/15, Nové Město, 110 00 Praha 1, as the auditor to execute the statutory audit for the accounting period of calendar year 2015.

**Issue 7: Decision on funds available for sponsoring activities**

The General Meeting of ČEZ, a. s. approves the provision of funding in the amount of CZK 155 million for 2016.

**Issue 8: Removal and election of Supervisory Board members**

The General Meeting of ČEZ, a. s.,

1. removes Mr. Lubomír Charvát from Supervisory Board of ČEZ, a. s.,
2. elects Mr. Petr Blažek, date of birth 4 September 1976, residing at Přemyslovská 29, 130 00 Prague 3, as a member of Supervisory Board of ČEZ, a. s.,
3. elects Mr. Jan Sixta, date of birth 6 November 1978, residing at Šlikova 298/39, 169 00 Prague 6 – Břevnov, as a member of Supervisory Board of ČEZ, a. s.,
4. confirms Mr. Robert Šťastný as a member of Supervisory Board of ČEZ, a. s.

**Issue 9: Removal and election of Audit Committee members**

The General Meeting of ČEZ, a. s.,

1. removes Mrs. Alena Kochová from Audit Committee of ČEZ, a. s.,
2. elects Mr. Ivan Pilip, date of birth 4 August 1963, residing at V. Huga 15/1, 150 00 Prague 5, as a member of Audit Committee of ČEZ, a. s.,
3. elects Mr. Jan Vaněček, date of birth 23 December 1967, residing at U Kříže 584/30, 158 00 Prague 5, as a member of Audit Committee of ČEZ, a. s.

**Issue 10: Approval of Supervisory Board members' service contracts**

The General Meeting of ČEZ, a. s. approves:

1. Contract of Service on the Supervisory Board between ČEZ, a. s. and Ing. Petr Blažek, which was concluded on August 29, 2014,
2. Contract of Service on the Supervisory Board between ČEZ, a. s. and Ing. Jiří Borovec, MBA, which was concluded on August 29, 2014,
3. Contract of Service on the Supervisory Board between ČEZ, a. s. and JUDr. Zdeněk Černý, MBA, which was concluded on August 29, 2014,
4. Contract of Service on the Supervisory Board between ČEZ, a. s. and Vladimír Hronek, which was concluded on August 29, 2014,
5. Contract of Service on the Supervisory Board between ČEZ, a. s. and Drahoslav Šimek, which was concluded on August 29, 2014,
6. Contract of Service on the Supervisory Board between ČEZ, a. s. and Ing. Jiří Tyc, which was concluded on August 29, 2014,
7. Contract of Service on the Supervisory Board between ČEZ, a. s. and Ing. Vladimír Vlk, which was concluded on August 29, 2014,
8. Contract of Service on the Supervisory Board between ČEZ, a. s. and Ing. Lubomír Charvát, which was concluded on August 29, 2014,
9. Contract of Service on the Supervisory Board between ČEZ, a. s. and Ing. Lukáš Wagenknecht, which was concluded on August 29, 2014,
10. Contract of Service on the Supervisory Board between ČEZ, a. s. and Mgr. Robert Šťastný, which was concluded on October 20, 2014.

**Issue 11: Approval of Audit Committee members' service contracts**

The General Meeting of ČEZ, a. s. approves:

1. Contract of Service on the Audit Committee between ČEZ, a. s. and Ing. Andrea Káňová, which was concluded on August 29, 2014,
2. Contract of Service on the Audit Committee between ČEZ, a. s. and Ing. Lukáš Wagenknecht, which was concluded on August 29, 2014.

**Issue 12: Granting approval to contribution of a part of the enterprise, the "Vítkovice heating plant" to the registered capital of Energocentrum Vítkovice, a. s.**

The General Meeting of ČEZ, a. s. grants, in compliance with the provision of Section 421(2)(m) of Act No. 90/2012 Sb., on commercial companies and cooperatives (Business Corporations Act) and the provision of Article 8(1)(j) of the Articles of Association of ČEZ, a. s., its approval to contribution of the

part of the enterprise of ČEZ, a. s. represented by the “Vítkovice Heating Plant” organizational unit to Energocentrum Vítkovice, a. s., having its registered office at Duhová 1444/2, Michle, 140 00 Prague 4, ID No. 039 36 040, in the form of an increase of its registered capital.

**Issue 13: Granting approval to contribution of a part of the enterprise, the “Tisová power plant” to the registered capital of Elektrárna Tisová, a. s.**

The General Meeting of ČEZ, a. s. grants, in compliance with the provision of Section 421(2)(m) of Act No. 90/2012 Sb., on commercial companies and cooperatives (Business Corporations Act) and the provision of Article 8(1)(j) of the Articles of Association of ČEZ, a. s., its approval to contribution of the part of the enterprise of ČEZ, a. s. represented by the “Tisová Power Plant” organizational unit to Elektrárna Tisová, a.s., having its registered office at Tisová 2, 356 01 Březová, ID No. 291 60 189, in the form of an increase of its registered capital.