

**Ad hoc release: CEZ MH B.V. launches an invitation to holders to offer to sell outstanding EUR 470.2 million guaranteed exchangeable bonds and announces an equity placing**

Publication of inside information pursuant to Article 17 of the EU regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 (Market Abuse Regulation)

Prague, 29<sup>th</sup> March 2017, 17:06 CET

CEZ MH B.V., a wholly owned subsidiary of ČEZ, a. s., has launched today an invitation to holders of its outstanding EUR 470.2 million guaranteed exchangeable bonds due 2017 (ISIN: XS1027633434) (the “Bonds”), exchangeable into ordinary shares of MOL Hungarian Oil and Gas Plc (“MOL”) (ISIN: HU0000068952), to offer to sell their Bonds to CEZ MH B.V. for cash (the “Invitation”). The Bonds were issued by CEZ MH B.V. and guaranteed by ČEZ, a. s. on 4 February 2014 and are listed on the open market (*Freiverkehr*) of the Frankfurt Stock Exchange.

The purchase price per EUR 100,000 principal amount of Bonds offered and accepted for sale will be EUR 109,000. The Invitation is expected to be open until 5.00 p.m. (London time) on 30<sup>th</sup> March 2017. Announcement of the final aggregate principal amount of the Bonds accepted for purchase pursuant to the Invitation will be made as soon as reasonably practicable thereafter. Any Bonds that are not successfully offered for sale pursuant to the Invitation will remain outstanding. CEZ MH B.V. may, in its discretion, extend, re-open, amend, waive any condition of, or terminate the Invitation at any time (subject to applicable law).

CEZ MH B.V. has also launched today an offering of up to 7,651,168 MOL shares addressed only to qualifying investors (the “Equity Placing”). The number and placing price of the MOL shares sold in the Equity Placing will be determined following a bookbuilding process carried out by the joint bookrunners.

The Invitation and the Equity Placing are subject to terms and conditions specified in the related term sheet dated 29<sup>th</sup> March 2017.

Settlement of the Invitation and the Equity Placing is expected to occur on or around 4<sup>th</sup> April 2017.

Barclays Bank PLC, Citigroup Global Markets Limited and Deutsche Bank AG, London Branch are acting as joint dealer managers with respect to the Invitation and joint bookrunners with respect to the Equity Placing. Citigroup Global Markets Limited will act as settlement agent.

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## **IMPORTANT NOTICE**

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THE INVITATION AND EQUITY PLACING ARE ONLY ADDRESSED TO, AND DIRECTED IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE "EEA") AT PERSONS WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE ("QUALIFIED INVESTORS").

FOR READERS IN THE UNITED KINGDOM  
IN ADDITION, IN THE UNITED KINGDOM THE INVITATION AND EQUITY PLACING IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, QUALIFIED INVESTORS (I) WHO HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AS AMENDED (THE "ORDER") AND QUALIFIED INVESTORS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (II) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS RELEASE MUST NOT BE ACTED ON OR RELIED ON (I) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS, AND (II) IN ANY MEMBER STATE OF THE EEA OTHER THAN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS RELEASE

RELATES IS AVAILABLE ONLY TO (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA (OTHER THAN THE UNITED KINGDOM).

ANY DECISION TO SELL ANY OF THE BONDS OR PURCHASE ANY OF THE SHARES SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE OFFEROR'S, THE GUARANTOR'S AND MOL'S PUBLICLY AVAILABLE INFORMATION. NEITHER THE JOINT DEALER MANAGERS NOR ANY OF THEIR RESPECTIVE AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS RELEASE OR THE OFFEROR'S, THE GUARANTOR'S OR MOL'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS RELEASE IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE SETTLEMENT DATES.

EACH PROSPECTIVE INVESTOR IN THE EQUITY PLACING AND PROSPECTIVE PARTICIPANT IN THE INVITATION SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE SHARES OR PARTICIPATION IN THE INVITATION. NONE OF THE OFFEROR, THE GUARANTOR OR THE JOINT DEALER MANAGERS MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SHARES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SHARES OR PARTICIPATING IN THE INVITATION OR (III) THE FUTURE PERFORMANCE OF THE BONDS OR THE SHARES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

DEUTSCHE BANK AG IS AUTHORISED UNDER GERMAN BANKING LAW (COMPETENT AUTHORITY: EUROPEAN CENTRAL BANK) AND, IN THE UNITED KINGDOM, BY THE PRUDENTIAL REGULATION AUTHORITY. IT IS SUBJECT TO SUPERVISION BY THE EUROPEAN CENTRAL BANK AND BY BAFIN, GERMANY'S FEDERAL FINANCIAL SUPERVISORY AUTHORITY, AND IS SUBJECT TO LIMITED REGULATION IN THE UNITED KINGDOM BY THE PRUDENTIAL REGULATION AUTHORITY AND FINANCIAL CONDUCT AUTHORITY. EACH OF BARCLAYS BANK PLC AND CITIGROUP GLOBAL MARKETS LIMITED IS AUTHORISED BY THE PRUDENTIAL REGULATORY AUTHORITY AND REGULATED BY THE FINANCIAL CONDUCT AUTHORITY AND PRUDENTIAL REGULATORY AUTHORITY. DETAILS ABOUT THE EXTENT OF THE JOINT DEALER MANAGERS' RESPECTIVE AUTHORISATIONS AND REGULATION ARE AVAILABLE ON REQUEST.

THE JOINT DEALER MANAGERS AND THE JOINT BOOKRUNNERS ARE ACTING ON BEHALF OF THE OFFEROR AND THE GUARANTOR AND NO ONE ELSE IN CONNECTION WITH THE INVITATION AND THE EQUITY PLACING AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE JOINT DEALER MANAGERS OR THE JOINT BOOKRUNNERS OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.