

Inside Information

NOTICE OF CONVENING AN ANNUAL GENERAL MEETING OF ČEZ, a. s., HELD ON 21 MAY 2008 IN THE PRAGUE CONGRESS CENTRE

1. Opening, election of the chairman of the general meeting, minutes clerk, scrutinisers and minutes controllers.

The general meeting elected the chairman, minutes clerk, minute controller and scrutinisers according to the submitted proposal.

2. Report on the company's business activities and balance of assets for 2007 and summarised report according to Section 118 (8) of the Act on capital market business operation.

The general meeting acknowledged the report on the company's business activities and balance of assets for 2007 and summarised report according to Section 118 (8) of the Act on capital market business operation.

3. Supervisory board report

The general meeting acknowledged the supervisory board report.

4. Approval of the financial statements of ČEZ, a. s., and consolidated financial statements of the ČEZ Group for 2007.

The general meeting of the shareholders of ČEZ, a. s., approved the financial statements of ČEZ, a. s., for 2007 and consolidated financial statements of the ČEZ Group for 2007.

5. Decision on division of profit, including a decision on payment of dividends and royalties.

The general meeting of the shareholders of ČEZ, a. s., approved division of profit for 2007 as follows:

payment of dividends to the company's shareholders – 21,321,390 thousand CZK

transfer to retained profits from previous years – 9,951,073 thousand CZK

Dividends attributable to own shares kept by the company on the reference date shall not be paid, therefore, they are not included in the amount intended for payment of the dividends but it is the part of the retained profits from previous years.

The general meeting of the shareholders of ČEZ, a. s., approved payment of royalties for 2007 to the members of the company's bodies amounting to 22,800 thousand CZK and equal division of these royalties among the members of the board of directors and

supervisory board. Shares of all members of the statutory or supervisory bodies shall be set according to the time for which they have been performing their functions in the respective bodies during 2007. Those members of the supervisory board who were sent to the supervisory board by a state administrative body and who were its employees are not entitled to royalties for a period of time during which this obstruction existed.

6. Decision on amendment of the company's articles of incorporation.

The general meeting approved the submitted proposal to amend the articles of incorporation of ČEZ, a. s.

7. Decision on reduction of the registered capital.

The general meeting of ČEZ, a. s.,

1. approved to reduce the registered capital of ČEZ, a. s., from a sum of 59 221 084 300 CZK to a sum of 53 798 975 900 CZK, i.e. by a sum of 5 422 108 400 CZK, the reason being the optimalization of the company's capital structure,
2. approved that reduction of the registered capital shall be performed by voiding 54 221 084 own shares with the nominal value of 100 CZK per share, i.e. their deletion from the evidence of book-entered securities,
3. approved that the amount corresponding with the reduction of the registered capital shall be disposed of in such way that this amount shall not be paid to shareholders or transferred to other own resources but the balance on the account on which changes of the registered capital are accounted will be reduced by this amount, and that voiding of own shares kept by the company shall be accounted by reduction of the registered capital by the nominal value of the shares being voided and, further, retained profits from previous years shall be reduced by the difference between the acquisition price and the nominal value of the shares being voided.

8. Decision on acquisition of own company shares.

The general meeting of ČEZ, a. s., adopted the following resolution:

1. as from the date when the general meeting was held, the company may acquire its own common shares of the total quantity not exceeding 53 798 975 pieces,
2. the lowest price at which the company may acquire its shares is 300 CZK per share,
3. the highest price at which the company may acquire its shares is 2 000 CZK per share,

4. 18 months is the period of validity of this resolution,
5. the company may use the acquired own shares in following ways:
 - i) to lower the company's registered capital,
 - ii) to fulfil the obligations arising from the share option programs up to 5 million pieces.

9. Decision on the volume of financial resources for provision of donations.

The general meeting of ČEZ, a. s., approved financial resources for provision of donations amounting to 202.35 million CZK for 2009.

10. Decision on amendment of the business concept.

The general meeting of ČEZ, a. s., approved updating of the business concept.

11. Confirmation of co-opting, recalling and election of supervisory board members.

The general meeting of ČEZ, a. s., confirmed Ing. Jan Demjanovič, born on 22 October 1953, address Kadaň, Třešňová 1727, as the supervisory board member of ČEZ, a. s.

12. Approval of contracts on execution of the function of a supervisory board member.

The general meeting of ČEZ, a. s., approved:

1. Agreement on holding office between ČEZ, a. s., and Ing. Ivan Fuksa, born on 15 July 1963, that was entered into on 15 May 2007,
2. Agreement on holding office between ČEZ, a. s., and Mr. Petr Kalaš, born on 17 February 1940, that was entered into on 15 May 2007,
3. Agreement on holding office between ČEZ, a. s., and MUDr. Josef Janeček, born on 12 December 1952, that was entered into on 15 May 2007,
4. Agreement on holding office between ČEZ, a. s., and Ing. Jan Demjanovič, born on 22 October 1953 that was entered into on 18 June 2007.

13. Decision on amendment of the option program.

1. The general meeting of ČEZ, a. s., approved the submitted proposal to amend the company's option program for the members of the board of directors of ČEZ, a. s., as it was presented,

2. The general meeting of ČEZ, a. s., approved the submitted amendments of the company's option program for selected managers of ČEZ, a. s., and of some subsidiary companies of the ČEZ Group, as they were presented,
3. The general meeting of ČEZ, a. s., approved temporary measures in case of parallel claims of the beneficiaries from current and new option programs, as they were projected.

14. Decision on amendment of endowment insurance for members of company bodies.

1. The general meeting of ČEZ, a. s., approved the submitted proposal to amend the endowment insurance arranged by the company for the benefit of the members of the board of directors and supervisory board of ČEZ, a. s., as it was presented.
2. The general meeting of ČEZ, a. s., approved temporary measures for the time of finishing of the policy periods of the current contracts, as they were projected.
3. The general meeting of ČEZ, a. s., approved application of conditions according to the submitted amendment of endowment insurance including the conditions of the transition period as regards members of the board of directors of ČEZ, a. s., since 1 January 2008.