

## Internal Information

### NOTICE ON CONVENING OF THE EXTRAORDINARY GENERAL MEETING

The Board of Directors of the joint-stock company ČEZ, a. s., with its registered office in Prague 4, Duhová 2/1444, Postal Code 140 53, registration number: 45274649, registered in the Commercial Register maintained by the Municipal court in Prague, part B, insert 1581, on the basis of request of shareholder: Czech Republic – Ministry of Finance CR (*Česká republika – Ministerstvo financí ČR*), in accordance with Section 181 par. 1 and 2 of Act No. 513/1991 Coll., Commercial Code, as amended, convenes an extraordinary general meeting, which will take place on 22 November 2010 from 8:00 am in the building at Duhová 1/425 (*BB Centre, building E*), Prague 4.

With regard to the fact that the above stated shareholder fulfills conditions determined by Section 181 par. 1 of the Commercial Code, regarding the competence of a shareholder to request convening an extraordinary general meeting, the Board of Directors, in accordance with Section 181 par. 1 and 2 of the Commercial Code, convenes extraordinary general meeting in order to discuss the proposed matters.

#### Agenda:

1. Opening, election of the general meeting chairman, minutes clerk, minutes verifiers and persons authorized to count the votes.
2. Recall, confirmation of co-opting and election of the Supervisory Board members.
3. Recall, confirmation of co-opting and election of the Audit Committee members.
4. Approval of the contracts for performance of the function of Supervisory Board members and approval of the contracts for performance of the function of Audit Committee members.
5. Conclusion.

#### Record date for participation in the general meeting and explanation of its meaning

The record date for participation in the general meeting is 15 November 2010. The meaning of the record date is that a person registered as shareholder in the legally stated evidence of securities to the record date or its representative has the right to participate in the general meeting and to carry out the rights of a shareholder, including voting.

#### Participating in the general meeting

##### 1. Registration and representing the shareholders at the general meeting

Registration of the shareholders will commence at 7:30 am on the day and place where the general meeting will take place.

Shareholders – natural persons – shall prove their identity by submission of an identity card. Persons acting on behalf of legal entities shall prove their identity, except for through their identity cards, also by submission of a document certifying the existence of the relevant legal entity and such persons' authorization to act on behalf of such legal entity. Shareholders' proxies shall also submit their written powers of attorney with an officially certified signature of the principal, unless stated otherwise below.

Should a shareholder be a foreign individual person, he shall submit his passport. A foreign shareholder's - individual person's proxy shall also submit written power of attorney with an officially certified signature of the principal. Should a shareholder be a foreign legal entity, he shall also submit an officially certified document proving the existence of the legal entity, which indicates who is authorised to act on behalf of the legal entity,

and unless he is also its statutory body, he shall also submit written power of attorney with the officially certified signatures of the persons authorised to act on behalf of the legal entity, unless stated otherwise below.

Documents by virtue of which a foreign shareholder or his/its proxy prove their identity shall be superlegalized or shall have an apostille (certification) attached, unless an agreement on legal assistance exists between the Czech Republic and the country where the shareholder has permanent residence or registered seat. If the aforementioned documents or certification clauses are executed in a foreign language, they must also bear a certified translation into the Czech language. The power of attorney must be written and must indicate whether it was granted for representation at one general meeting or several general meetings within a certain period.

The shareholders, for granting the power of attorney, could use a power of attorney form, which the company will make available from 27 October 2010 until the day the general meeting is held. This form can be found at the company's registered office in a documental form and at company internet website [www.cez.cz](http://www.cez.cz) in electronic form. Everybody is entitled to request sending the power of attorney form at their own expense, and at their own risk in documental form or by electronic means by emailing [valna.hromada@cez.cz](mailto:valna.hromada@cez.cz).

The shareholders can at the same time report the granting or revoking the power of attorney for representing the shareholder at the general meeting by electronic means at the e-mail address: [valna.hromada@cez.cz](mailto:valna.hromada@cez.cz). Such reports must be submitted with a guaranteed electronic signature based on a qualified certificate issued by an accredited provider of certification services. Details regarding the reception of reports on granting or revoking the power of attorney and the requirements for its content are made available at the company internet website [www.cez.cz](http://www.cez.cz). If the report of the shareholder on granting or revoking the power of attorney for representing the shareholder at the general meeting meets all the set requirements, the company will not require the submission of the power of attorney upon the registration of shareholders.

The shareholder can be represented at the general meeting during the exercise of all rights connected with shares registered at a given account, including voting at the general meeting, also by the person registered in the evidence of investment instrument, or in the evidence of registered securities as trustee or as a person entitled to exercise the rights connected with the share. The entitlement of this person is proved upon registration by use of an excerpt from the legally stated evidence of securities, provided by the company.

## **2. Rights of shareholders connected with the participation in the general meeting and exercise thereof**

The shareholders may exercise their rights attached to their shares, share warrants, or interim certificates at the general meeting, i.e. in particular vote, require and obtain explanations of matters connected with the company, being subject of the general meeting's agenda, and submit proposals and counterproposals, either in person, or through its statutory body, or through their proxies, submitting a written power of attorney with the officially certified signature of the principal, or through a trustee registered in the legally stated evidence of securities.

The shareholders shall pay their own expenses connected with participation in the general meeting.

### **a. Number of shares and voting rights**

The registered capital of the company is CZK 53,798,975,900 (in words: fifty three billion, seven hundred and ninety eight million, nine hundred and seventy five thousand, nine hundred Czech Crowns) and it is allocated in 537,989,759 pieces (in words: five hundred and thirty seven million, nine hundred and eighty nine thousand, seven hundred and fifty nine pieces) ordinary shares at the nominal value of CZK 100 (in words: one hundred Czech Crowns). One vote is connected with every share of the company at the nominal

value of CZK 100. All shares have the registered form, they are bearer shares and they are quoted. The shareholder is not obliged to exercise the voting rights connected with all their shares in the same way.

#### **b. Participation and voting at the general meeting**

All attending shareholders shall be entered in the attendance list specifying also the business name or name and registered office of the legal entity or the name and place of residence of a natural person being the shareholder, or, as the case may be, a proxy of the same, the number and nominal value of shares authorizing such person to vote, or, as the case may be, the information that such share does not authorize its holder to vote.

Attendance of the general meeting shall also be registered in attendance sheets. Each such attendance sheet shall contain the name or business name of the shareholder (all legal entities' proxies shall specify their identification number), for foreign natural persons also the passport number, and the signature of the shareholder or his proxy. Should a shareholder be represented, such attendance sheet shall contain information on their proxy to the extent specified for the shareholder.

Individual items of the agenda will be successively discussed at the general meeting.

The chairman of the general meeting shall be obliged to provide for submission at the general meeting of all proposals, counterproposals, and requests for explanation by shareholders, provided that the same relate to the agenda of the general meeting and the relevant shareholder insists on the submission thereof at the general meeting. The chairman of the general meeting shall also be obliged to provide for response at the general meeting to shareholders' requests for explanation of matters related to the company being the subject of the general meeting, except for cases where the explanation could be refused in accordance with Commercial Code. The explanation can be provided in the form of a summarizing response to more questions of similar content. It applies, that the explanation was provided to the shareholder also if the additional explanation to the items on the agenda was made available at the company internet website no later than on the day preceding the general meeting and is made available to the shareholders at the place of the general meeting.

Voting on the items of the agenda of the general meeting shall be taken after the general meeting has been informed of all submitted proposals; firstly, the Board of Directors' proposals shall be voted on; secondly, Supervisory Board's proposals shall be voted on; thirdly, proposals and counterproposals submitted by shareholders shall be voted on in the order of their submission. Once a submitted proposal is approved, no other proposals or counterproposals opposing the approved proposals shall be voted on.

Voting shall be executed through ballot papers. Each ballot paper shall contain the name or business name of the shareholder (identification number for legal entities' proxies) and their signature or the signature of their proxy. In the ballot, each shareholder shall make its choice for a specific proposal number to which the voting refers by crossing "PRO" (FOR), or "PROTI" (AGAINST) or "ZDRŽEL SE" (ABSTAIN). The ballot paper and attendance sheet must be signed. Unsigned ballot papers are not valid. Torn, illegible or otherwise devaluated papers are considered invalid.

The general meeting shall decide by a simple majority of votes of attending shareholders, unless provided otherwise by law or company's Articles of Association.

#### **c. Right to present proposals and counterproposals**

Where the shareholder wishes to present at the general meeting counterproposals to proposals, the contents of which were stated in the notice on convening of the general meeting, or in the event that a notarial record must be prepared documenting the decision of the general meeting, the shareholder shall be obliged to deliver a written wording of the proposal or counterproposal to the company at least five working days prior to the date of the general meeting. The foregoing shall not apply to proposals for election of individual persons for the company's bodies. The Board of Directors shall be obliged to publish the

shareholder's counterproposal, including its standpoint, if possible, at least three days prior to the announced date of the general meeting.

The shareholder shall be entitled to present proposals concerning the items to be included in the general meeting's agenda prior to the publication of the notice of the general meeting. The Board of Directors shall publish a proposal that will be delivered to the company no later than seven days prior to the publication of the notice on convening of the general meeting, along with the notice on its convening. The preceding paragraph shall similarly apply to proposals delivered after expiration of the said deadline.

Requests for explanation of matters related to the company, provided that such explanations are required for assessment of the subject of the general meeting, proposals and counterproposals, except for counterproposals to be delivered at least five working days prior to the date of the company's general meeting, may be submitted by the shareholders for the sake of improvement of expediency of the general meeting in writing to the chairman of the general meeting through the general meeting's information centre upon the commencement of the relevant general meeting until the declaration by the chairman of the general meeting of the conclusion of such general meeting. The heading shall show whether a request for explanation, a proposal, or a counterproposal is concerned. Requests for explanation, proposals, and counterproposals shall also specify under the text the name, birth number (or passport number for a foreign natural person), and signature of a shareholder, or the business name and identification number of a legal entity registered in the Czech Republic, as well as the signature of the person authorized to act on behalf of such legal entity.

Should shareholders require verbal explanations of matters the explanation of which is required for the assessment of the subject of the general meeting, or should they verbally ask questions and submit proposals and counterproposals, they shall be obliged to ask for the floor by raising their hand. As soon as the course of the general meeting permits so, the chairman of the general meeting shall give them the floor in the sequence they had asked for the same. All shareholders shall be obliged to formulate their verbal statement so as to make it brief and understandable.

#### **d. Right to request the inclusion of a certain matter on the agenda of the general meeting**

The shareholder or shareholders of the company, who have shares with a total nominal value of at least 3 % of the registered capital of the company, have the right to ask the Board of Directors to convene an extraordinary general meeting to discuss the proposed matters. Each of the proposed matters must be supplemented by a justification or draft resolution.

Upon request of the above mentioned shareholder or shareholders, the Board of Directors, provided that each of the items of the proposal is supplied with justification or proposal for resolution and that it is delivered no later than 20 days before the record day, shall include the item designated by them to the agenda of the general meeting; if the request was delivered after the publishment of the notice on convening of the general meeting, the Board of Directors shall publish an addition to the agenda of the general meeting during the period of ten days prior to the record day in a way stated by law and the Articles of Association for the convening of a general meeting. If such publication is no longer possible, the given item may be included to the agenda of this general meeting with the consent and presence of all shareholders of the company.

#### **e. Way and place of obtaining the documents**

The shareholders and other persons entitled by law, can from 27 October 2010 to the day the general meeting takes place (inclusive):

- inspect during working days from 7:30 am to 4:00 pm into the documents related to the agenda of the general meeting, unless stated otherwise by law, proposals for the resolutions of the general meeting, including respective proposals or counterproposals of shareholders and, as the case may be, opinions of the Board of Directors on the individual items of the agenda of the general meeting, at the registered

office of the company in Prague 4, Duhová 2/1444, and also in the building Duhová 1/425 (new building E),

- receive in the documental form the form for the power of attorney for representation of the shareholder at the general meeting, during working days from 7:30 am to 4:00 pm, at the registered office of the company in Prague 4, Duhová 2/1444, and also in the building Duhová 1/425 (new building E), or to request for sending a copy of this form in the documental form at their own expense and at their own risk,
- obtain at the company internet website [www.cez.cz](http://www.cez.cz) under the link "Investors" in the section "General Meetings" the form of the power of attorney in electronic form, or to request for an electronic copy of this form by emailing to the e-mail address [valna.hromada@cez.cz](mailto:valna.hromada@cez.cz) and also to obtain detailed information regarding the reception of report on granting or revoking of a power of attorney for representing the shareholder at the general meeting,
- obtain at the company internet website [www.cez.cz](http://www.cez.cz) under the link "Investors" in the section "General Meetings" an electronic form of documents related to the agenda of the general meeting, unless stated otherwise by law,
- obtain at the company internet website [www.cez.cz](http://www.cez.cz) under the link "Investors" in the section "General Meetings" an electronic form of proposals for the resolutions of the general meeting, including respective proposals or counterproposals of the shareholders, or, as the case may be, the opinion of the Board of Directors to individual items of the agenda of the general meeting,
- read the text of the notice on convening of the general meeting in Obchodní věstník dated 27 October 2010, at the company internet website [www.cez.cz](http://www.cez.cz), at London Stock Exchange internet website [www.londonstockexchange.com](http://www.londonstockexchange.com), or in other sources of information, as the case may be.

The e-mail address [valna.hromada@cez.cz](mailto:valna.hromada@cez.cz) is designated exclusively for the purposes indicated herein.

Information for shareholders will be also provided on the day and place of the general meeting through the information centre.

Board of Directors of ČEZ, a. s.