

**Wording of counterproposal regarding issue 5 of Annual General Meeting of ČEZ, a. s. taking place on June 3, 2016:**

The General Meeting of ČEZ, a. s. approves the distribution of the Company's 2015 profit amounting to CZK 28,114,851 thousand as follows:

- Share in profit awarded to shareholders (the "dividend") CZK 21,519,590 thousand
- Transfer to the retained earnings account CZK 6,595,261 thousand

The dividend is CZK 40 per share before tax.

The record date for entitlement to the dividend is June 9, 2016. Entities that will be shareholders of the Company at the record date will be entitled to the 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 1, 2016. The dividend will be paid through Česká spořitelna, a.s., ID No. 45244782, having its registered office at Olbrachtova 1929/62, Prague 4, postal code 140 00, in the manner presented at this General Meeting.

The dividend will be paid until July 31, 2020.