



CLEAN
ENERGY OF
TOMORROW

Approval of Template Service Contracts of a Supervisory Board Member and an Audit Committee Member

Draft resolution (1):

The General Meeting of ČEZ, a. s., approves the template service contract of a Supervisory Board member of ČEZ, a. s., as presented to the General Meeting by the Company's Board of Directors.

Draft resolution (2):

The General Meeting of ČEZ, a. s., approves the template service contract of an Audit Committee member of ČEZ, a. s., as submitted to the General Meeting by the Company's Board of Directors.

Rationale:

In accordance with Section 421(2)(p) together with Section 59(2) of Act No. 90/2012 Coll., on business corporations and co-operatives (the Business Corporations Act), as amended (hereinafter referred to as the "**Business Corporations Act**"), and Article 8(1)(d), (f), and (s) of the Company's Articles of Association, the General Meeting is presented with new template service contracts of the Supervisory Board members and of the Audit Committee members for approval.

The new template service contracts of the Supervisory Board members and of the Audit Committee members are based on the template service contracts approved by the Company's General Meeting on June 3, 2016, and the purpose of the proposed amendments is:

- (a) Coverage of the rights and obligations arising from financial regulatory legislation, in particular from Regulation (EU) No. 596/2014 of the European Parliament and of the Council on market abuse, as amended, which have so far been implemented within the Company in the form of separate documents (e.g. affidavits) and internal regulations; these are rights and obligations on the Company's part as well as on the part of the Supervisory Board members and of the Audit Committee members, in particular regarding potential transactions by persons with executive authority (in relation to the Supervisory Board members), the handling of inside information, trading rules, and also awareness of the related sanctions;
- (b) Incorporation of the amendment to the scope of the non-competition and conflict of interest resulting from the new wording of the Company's Articles of Association approved by the General Meeting on June 29, 2020, following the amendment to the Business Corporations Act effective as at January 1, 2021;
- (c) Unification of the description of the structure and individual components of remuneration in service contracts, in connection with the Remuneration Policy of ČEZ, a. s., approved by the General Meeting of the Company on June 29, 2020. In order to maintain transparency and clarity of information on the structure of remuneration of the Supervisory Board members and the Audit Committee members for the Company's shareholders, it is proposed to implement these amendments both in the template service contract of the Supervisory Board members as well as in the template service contract of the Audit Committee members, whose remuneration is not subject to the Remuneration Policy of ČEZ, a. s., unlike the Supervisory Board members; The aim is therefore to modify the two template contracts so that their structure remains identical to the maximum extent possible and is clear and understandable for the Company's shareholders;
- (d) Implementation of changes arising from practice and relating in particular to the modification of the terms and conditions for the provision of certain benefits and material resources and certain terminological adjustments and clarifications.

Service contracts concluded with newly elected Supervisory Board members and Audit Committee members will use the relevant template contract wording approved by the General Meeting (amended to include specific identification information), which means that it will no longer be necessary to present such contracts to the General Meeting for approval individually. The template service contract will also be reflected in the contents of contractual relations between the Company and previously elected Supervisory Board members and Audit Committee members.

The new template service contract for the Supervisory Board members and the new template service contract for the Audit Committee members form part of the General Meeting notice and are published on the Company's website at www.cez.cz under the link "For Investors" in the section "General Meetings", in the part related to the 2022 General Meeting.