

**E.ON Shareholders Meeting  
on April 30, 2008**

**Documentation for Item 11 of the Agenda**

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**Documentation for Item 11 of the Agenda:**

Consent to the Agreement on Domination and Distribution of Profits and Losses between E.ON AG and E.ON Fünfzehnte Verwaltungs GmbH

(Translation – the German original text is binding)

1. Agreement on Domination and Distribution of Profits and Losses between E.ON AG and E.ON Fünfzehnte Verwaltungs GmbH of February 14, 2008
2. Joint Report by the board of management of E.ON AG and by the management of E.ON Fünfzehnte Verwaltungs GmbH corresponding to Section 293 a of the German Stock Corporation Act (AktG)
3. Annual financial statement of E.ON Fünfzehnte Verwaltungs GmbH as of December 31, 2007

**The annual financial statements and reports of the board of management of E.ON AG for the last three financial years are available to inspection separately.**

## **Agreement on Domination and Distribution of Profits and Losses**

between

**E.ON AG**

- hereinafter „E.ON AG“-

and

**E.ON Fünfzehnte Verwaltungs GmbH**

- hereinafter „E.ON Fünfzehnte“ -

### **Section 1 Domination**

E.ON Fünfzehnte subjects the control over its company to E.ON AG. Accordingly, E.ON AG is entitled to issue instructions to the management of E.ON Fünfzehnte on how to manage the company. Irrespective of the instruction right, the management of E.ON Fünfzehnte remains obliged to manage and represent E.ON Fünfzehnte.

### **Section 2 Distribution of Profits**

- (1) E.ON Fünfzehnte commits itself to distribute its entire profit to E.ON AG.
- (2) According to Section 301 of the German Stock Corporation Act (AktG), the entire annual profit resulting without the distribution of profits, reduced by any losses carried forward from the previous year, shall be distributed. Any other profit reserves established during the term of this Agreement shall be dissolved upon request of E.ON AG and distributed as profit by E.ON Fünfzehnte.

- (3) With the approval of E.ON AG, E.ON Fünfzehnte may credit part of the annual profit to the profit reserves (Section 272 paragraph 3 of the German Commercial Code (HGB)) to the extent permitted under commercial law and to the extent this is economically justified from a reasonable commercial point of view.
- (4) The claim to the distribution of profits arises as of the end of the financial year.

### **Section 3 Assumption of Losses**

- (1) E.ON AG is obliged vis-à-vis E.ON Fünfzehnte to assume losses pursuant to Section 302 of the German Stock Corporation Act (AktG), as amended, i.e. subject to the requirements for Agreements on Distribution of Profits and Losses with stock corporations set forth therein and to the extent applicable.
- (2) Sec. 2 paragraph 4 applies accordingly.

### **Section 4 Term and Effectiveness**

- (1) In respect to Section 1, the Agreement is effective for the period from the registration of this Agreement in the commercial register of E.ON Fünfzehnte, in all other respects from January 1, 2008. It is concluded for a fixed period of five years until the end of December 31, 2012, and continues unchanged for consecutive one-year periods, unless terminated by either party upon a prior notice period of at least three month prior to the end of a financial year. Otherwise, the Agreement may only be terminated without prior notice for important cause. An important cause exists in particular also, if E.ON AG transfers all shares in E.ON Fünfzehnte to a third party.
- (2) In analogous application of Section 307 of the German Stock Corporation Act (AktG), the Agreement ends as of the end of the financial year, in which an outside shareholder takes up a participation in E.ON Fünfzehnte.

**Section 5**  
**Severability Clause**

The ineffectiveness of one or several provisions of this Agreement shall leave the effectiveness of the remaining provisions unaffected.

Düsseldorf, February 14, 2008

E.ON AG

(Dr. Marcus Schenck)

(Heinrich Montag)

E.ON Fünfzehnte Verwaltungs GmbH

(Karl-Heinz Feldmann)

(Dr. Patrick Wolff)

*Joint Report pursuant to Section 293a  
of the German Stock Corporation Act (AktG)  
by the Board of Management of E.ON AG, Düsseldorf,  
and  
by the Management of E.ON Fünfzehnte Verwaltungs GmbH, Düsseldorf,  
on the Agreement on Domination and Distribution of Profits and Losses of February 14, 2008,*

*between*

*E.ON AG, Düsseldorf,*

*and*

*E.ON Fünfzehnte Verwaltungs GmbH, Düsseldorf*

On February 14, 2008, E.ON AG, Düsseldorf, has concluded an agreement on domination and distribution of profits and losses (hereinafter: Agreement) with E.ON Fünfzehnte Verwaltungs GmbH, Düsseldorf.

The Agreement will be submitted to the ordinary shareholders' meeting of E.ON AG on April 30, 2008, as an inter-company agreement for consent pursuant to Section 293 of the German Stock Corporation Act (AktG). The shareholders' meeting of E.ON Fünfzehnte Verwaltungs GmbH has already consented to the Agreement on February 15, 2008. In order to inform the shareholders of E.ON AG and to prepare their resolution, the Board of Management of E.ON AG and the management of E.ON Fünfzehnte Verwaltungs GmbH hereby submit the following joint report on the Agreement pursuant to Section 293a of the German Stock Corporation Act (AktG).

E.ON Fünfzehnte Verwaltungs GmbH was established on July 10, 2008, by the sole shareholder E.ON AG, and registered in the commercial register at the Local Court Düsseldorf on September 17, 2007, under HRB 57138. Its registered capital amounts to EUR 25,000.

The object of E.ON Fünfzehnte Verwaltungs GmbH's business is the acquisition, maintenance, management and sale of shares and assets as well as the take-over of activities in management.

E.ON Fünfzehnte Verwaltungs GmbH has no activities so far. The Agreement, however, will already be submitted to the ordinary shareholders' meeting of E.ON AG for consent, in order to integrate E.ON Fünfzehnte Verwaltungs GmbH already in E.ON AG's profit pool for tax purposes in the current financial year.

In essence, the Agreement has the following content:

- E.ON Fünfzehnte Verwaltungs GmbH subjects the control over its company to E.ON AG. Therefore E.ON AG is entitled to instruct the management of E.ON Fünfzehnte Verwaltungs GmbH in respect of controlling the company.
- E.ON Fünfzehnte Verwaltungs GmbH commits itself to distribute its entire profit to E.ON AG.
- With the approval of E.ON AG, E.ON Fünfzehnte Verwaltungs GmbH may credit part of the annual profit to the profit reserves (Section 272 para. 3 of the German Commercial Code (HGB)), to the extent permitted under commercial law and to the extent this is economically justified from a reasonable commercial point of view.
- Pursuant to Section 302 of the German Stock Corporation Act (AktG), in its respective applicable version, i.e. according to the requirements relating to agreements on distribution of profits and losses with stock companies and in its respective applicable scope, E.ON AG undertakes to compensate any annual loss of E.ON Fünfzehnte Verwaltungs GmbH.
- In respect to the domination, the Agreement is effective for the period from the registration of the Agreement in the commercial register of E.ON Fünfzehnte Verwaltungs GmbH, in all other respects from the beginning of the current financial year of E.ON Fünfzehnte Verwaltungs GmbH. It is concluded until the end of December 31, 2012, and continues unchanged for consecutive one-year periods, unless terminated by either party with a prior notice period of at least three months to the end of a financial year. Otherwise, the Agreement may only be terminated without prior notice for important cause. In particular the transfer of all shares of E.ON Fünfzehnte Verwaltungs GmbH by E.ON AG to a third person constitutes such an important cause.

Since E.ON AG is the sole shareholder of E.ON Fünfzehnte Verwaltungs GmbH, any provisions pertaining to the guaranteed dividend for and compensation of outside shareholders are not required in the Agreement. Therefore, a valuation of the companies involved as well as an audit of the inter-company agreement corresponding to Section 293b of the German Stock Corporation Act (AktG) did not have to take place.

By providing E.ON AG with the possibility to issue instructions, the Agreement creates the legal framework for the necessary close interlinking of E.ON AG and E.ON Fünfzehnte Verwaltungs GmbH and would insofar ensure E.ON AG's entrepreneurial management of these activities.

Based on the Agreement, any profits and losses arising at E.ON Fünfzehnte Verwaltungs GmbH are assumed by E.ON AG under commercial law and attributed to it for tax law purposes. Thereby, it becomes possible to integrate E.ON Fünfzehnte Verwaltungs GmbH in E.ON AG's profit pool for tax purposes and balance its profits and losses for tax purposes.

From the date of convening the shareholders' meeting, the Agreement on Domination and Distribution of Profits and Losses, the financial statements of E.ON Fünfzehnte Verwaltungs GmbH for the financial year 2007, and the annual financial statements and reports of E.ON AG for the last three financial years as well as the joint report by of E.ON AG and by the management of E.ON Fünfzehnte Verwaltungs GmbH are available for inspection by the shareholders in the offices of E.ON AG, E.ON-Platz 1, 40479 Düsseldorf, and of E.ON Fünfzehnte Verwaltungs GmbH, with business address at E.ON AG, E.ON Platz 1, 40479 Düsseldorf.

The aforementioned documentation will also be laid out during the shareholders' meeting of E.ON AG. Every shareholder will receive a copy of these documents free of charge and without undue delay upon request.

Düsseldorf, February 26, 2008

E.ON AG

The Board of Management

(Dr. Bernotat)

(Dr. Bergmann)

(Dänzer-Vanotti)

(Feldmann)

(Dr. Schenck)

(Dr. Teysen)

E.ON Fünfzehnte Verwaltungs GmbH

The Management

(Feldmann)

(Dr. Wolff)

**E.ON Fünfzehnte Verwaltungs GmbH, Düsseldorf**

**Balance Sheet for the Truncated Financial Year Ended December 31, 2007**

ASSETS	As of 31.12.2007 €	As of 10.07.2007 €	As of 10.07.2007 €
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>A. Current assets</b>			
I. Bank balances	24,999,27	25,000,00	25,000,00
	<u>24,999,27</u>	<u>25,000,00</u>	<u>25,000,00</u>
<b>A. Stockholders' equity</b>			
I. Capital stock		25,000,00	25,000,00
II. Net loss		-851,07	-
		<u>24,148,93</u>	<u>25,000,00</u>
<b>B. Liabilities</b>			
1. Accounts payable to affiliated companies (of which with a remaining term of up to one year: €850,34)		850,34	-
		<u>24,999,27</u>	<u>25,000,00</u>

**E.ON Fünfzehnte Verwaltungs GmbH**

**Income Statement for the Truncated Financial Year from  
July 10 to December 31, 2007**

	<u>7/10-12/31/2007</u>
	€
1. Other operating expenses	-841,93
2. Interest and similar expenses (of which related to affiliated companies: €9.14 )	-9,14
	<hr/>
3. Net loss	<u><u>-851,07</u></u>

**NOTES**  
**E.ON Fünfzehnte Verwaltungs GmbH, Düsseldorf,**  
**for the Truncated Financial Year from July 10 to December 31, 2007**

**General Information**

The Company is a small corporation as defined by Sec. 267, Paras. 1 and 4 of the German Commercial Code (HGB). The Company was established per a shareholders' agreement dated July 10, 2007, and entered into the commercial register on September 17, 2007.

The object of the Company is to acquire, hold, manage and divest equity holdings and assets as well as to take over management.

The preparation of a review of operations was renounced in accordance with Sec. 264, Para. 1 of the German Commercial Code. The Notes were prepared while partially taking into account the facilitation afforded small corporations. Disclosures were made by applying the segmentation schemes set forth in Secs. 266 and 275, Para. 2 of the German Commercial Code.

**Accounting Policies**

Liabilities are accounted for at repayment value. They have a remaining term of less than one year.

**Notes to the Balance Sheet**

**Bank Balances**

The bank balance is at Deutsche Bank AG.

### **Stockholders' Equity**

The capital stock amounts to €25,000.00; it is fully held by E.ON AG, Düsseldorf, and is fully paid in. The net loss of €851.07 is being carried forward to a new account.

### **Liabilities**

Accounts payable to affiliated companies amounting to €851.07 relate to the shareholder E.ON AG, Düsseldorf.

### **Additional Information**

E.ON Fünfzehnte Verwaltungs GmbH is a group company of E.ON AG, Düsseldorf. Due to their subordinate importance, the financial statements have not been included in the Consolidated Financial Statements of E.ON AG.

The Consolidated Financial Statements are submitted electronically to the operator of the electronic Federal Gazette and announced in the electronic Federal Gazette.

In 2007, the Company's managing directors were:

Karl-Heinz Feldmann (Head of the Legal Affairs Division of E.ON AG)

Dr. Patrick Wolff (Head of C/RE1 at E.ON AG)

Düsseldorf, January 24, 2008

E.ON Fünfzehnte Verwaltungs GmbH  
The Management

(Feldmann)

(Dr. Wolff)