

Articles of Association of E.ON AG
As of October 2009



General Provisions

§ 1

- (1) The name of the Company is E.ON AG. Its registered office is situated in Düsseldorf.
- (2) The financial year is the calendar year.

Corporate Purpose of the Company

§ 2

- (1) The corporate purpose of the Company is the provision of energy supply (primarily electricity and gas) and water supply as well as the provision of disposal services.
The company's activities may encompass the generation and/or production, transmission and/or transport, the acquisition, distribution and trading. Facilities of all kinds may be built, acquired and operated, and services and cooperations of all kinds may be performed.
- (2) The Company may conduct its business activities in the industries specified in para. 1, or in related industries, itself or through subsidiaries and/or companies in which it holds an interest. It is entitled to take all actions and measures that are connected with its corporate purpose or which are suitable to directly or indirectly serve such purpose.
- (3) The Company may also establish, acquire or hold an interest in other enterprises, in particular in such enterprises whose corporate purpose extends, in whole or in part, to be business areas specified in para. 1. In addition, it is entitled to acquire interests in enterprises of any kind with the primary purpose of a financial investment. The Company may change the structure of the enterprises in which it holds an interest, may unite them under a unified management or confine itself to managing them and may dispose of the interests it holds.

Registered Share Capital and Shares

§ 3

(1) The registered share capital amounts to €2,001,000,000.00 and is divided into 2,001,000,000 registered no-par value shares (shares without nominal amount).

(2) The Board of Management is authorized, with the approval of the Supervisory Board, to increase until April 27, 2010, the registered share capital of the Company by up to a total of €540,000,000, through the issuance, one or several times, of new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital pursuant to Sections 202 et seqq. AktG). If the registered share capital is increased against cash contributions, the shareholders have to be granted a subscription right. However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right and also to exclude the subscription right to such extent as is necessary in order to grant to the holders of partial bonds with conversion or option rights or, respectively, conversion obligations, which are issued at the point in time of the utilization of the Authorized Capital, a subscription right for new shares to such extent as they would be entitled to upon exercising their conversion or option right or, respectively, in the case of a mandatory conversion.

In addition, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right in the case of an issue of shares in an amount of up to 10 percent of the registered share capital at the time of the issue - however, only to such extent no use has yet been made, with an exclusion of the shareholders' subscription right and in application of Section 186 para. 3 sentence 4 AktG, of an authorization by the General Meeting of Shareholders for an issue of partial bonds with conversion or option rights or, respectively, conversion obligations, on the one hand, and for the disposal of shares which have been acquired on the basis of an authorization from the General Meeting of Shareholders for the acquisition of treasury shares, on the other hand. In the case of such an exclusion of the subscription right, the issue price of the new shares may not be significantly lower than the stock market price.

(Only the German version is legally binding.)

The Board of Management is further authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right for the issue of shares to persons in an employment relationship with the Company or one of its affiliated companies. Finally, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right in case of an issue of shares against contributions in kind. The Board of Management, with the approval of the Supervisory Board, is authorized to determine the further content of the rights attached to the shares as well as the further details of the conduction of capital increases. The Supervisory Board is authorised to make adjustments to the wording of Section 3 of the Articles of Association after the increase of the registered share capital has been conducted, in whole or in part, in accordance with the respective utilization, in each case, of the Authorized Capital and - if the Authorized Capital has not or not completely been utilized until April 27, 2010 - after the expiry of the term of the authorization.

- (3) The registered share capital is conditionally increased by another up to €175,000,000, divided into up to 175,000,000 no-par value registered shares (Conditional Capital 2009 I). The Conditional Capital increase is to be carried out only to the extent that the holders of option or conversion rights or persons obliged to conversion under option or convertible bonds, profit participation rights or participating bonds issued or guaranteed by E.ON AG or a group company of E.ON AG as defined in Section 18 German Stock Corporation Act in accordance with the Authorization I resolved by the General Meeting of May 6, 2009, under Item 9 a) of the agenda exercise their option or conversion rights or, if they are obliged to conversion, fulfill their conversion obligation, except to the extent that a cash compensation is granted or treasury shares or shares of another listed company are used to satisfy such claims. The issue of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

The new shares are entitled to profit participation starting from the beginning of the financial year in which they come into existence by virtue of the exercising of option or conversion rights or the fulfillment of conversion obligations. The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the Conditional Capital increase.

- (4) The registered share capital is conditionally increased by another up to €175,000,000, divided into up to 175,000,000 no-par value registered shares (Conditional Capital 2009 II). The Conditional Capital increase is to be carried out only to the extent that the holders of option or conversion rights or persons obliged to conversion under option or convertible bonds, profit participation rights or participating bonds issued or guaranteed by E.ON AG or a group company of E.ON AG as defined in Section 18 German Stock Corporation Act in accordance with the Authorization II resolved by the General Meeting of May 6, 2009, under Item 9 b) of the agenda exercise their option or conversion rights or, if they are obliged to conversion, fulfill their conversion obligation, except to the extent that a cash compensation is granted or treasury shares or shares of another listed company are used to satisfy such claims. The issue of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

The new shares are entitled to profit participation starting from the beginning of the financial year in which they come into existence by virtue of the exercising of option or conversion rights or the fulfillment of conversion obligations. The Board of Management is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the Conditional Capital increase.

- (5) The Board of Management is authorized, with the approval of the Supervisory Board, to increase from April 28, 2010, until May 5, 2014, the registered share capital of the Company by up to a total of €460,000,000, through the issuance, one or several times, of new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital pursuant to Sections 202 et seqq. German Stock Corporation Act).

If the registered share capital is increased against cash contributions, the shareholders are to be granted a subscription right. The shares are to be issued to financial institutions subject to the obligation to offer them to the shareholders for subscription.

However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right in the case of an issue of shares against cash contributions in an amount of up to 10 percent of the registered share capital at the time of the becoming effective or—in the event that this amount is the lower one—at the time of the utilization of this authorization. In the case of such an exclusion of the subscription

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right, the issue price of the new shares may not be significantly lower than the stock market price (Section 186 para. 3 sent. 4 German Stock Corporation Act). To the aforementioned 10 percent limit, any shares, if applicable, are to be credited which are issued from May 6, 2009, until the issue of the new shares under this Authorized Capital, in each case with an exclusion of the shareholders' subscription right pursuant to Section 186 para. 3 sent. 4 German Stock Corporation Act, by way of

- the issue of bonds carrying conversion or option rights or, respectively, conversion obligations,
- the disposal of shares acquired on the basis of an authorization by the General Meeting for the acquisition of treasury shares,
- as well as by the issue of shares under the Authorized Capital granted by way of a resolution of the General Meeting of April 27, 2005 (Section 3 para. 2 of the Articles of Association).

Furthermore, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right in case of an issue of shares against contributions in kind, but only to such extent that the aggregate amount of the shares issued under this authorization (Section 3 para. 5 of the Articles of Association) and under the Authorized Capital pursuant to the resolution of the General Meeting of Shareholders of April 27, 2005, against contribution in kind with an exclusion of the shareholders' subscription right may not exceed 20 percent of the registered share capital at the time of the becoming effective or—in the event that this amount is the lower one—at the time of the utilization of this authorization. Besides, the total amount of the shares issued against contributions in cash or in kind with an exclusion of the subscription right may not exceed 20 percent of the registered share capital at the time of the becoming effective or—in the event that this amount is the lower one—at the time of the utilization of this authorization. To this 20 percent limit, such issue of shares is to be credited which is made with an exclusion of the subscription right pursuant to Section 186 para. 3 sent. 4 German Stock Corporation Act as well as against contributions in kind under this Authorized Capital as well as under the Authorized Capital pursuant to the resolution of the General Meeting of Shareholders of April 27, 2005, as well as such shares to be issued with an exclusion of the shareholders' subscription right under bonds carrying conversion or option rights or, respectively, conversion obligations pursuant to the resolution of the General Meeting of Shareholders of May 6, 2009.

The Board of Management is further authorized, with the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right and also to exclude the subscription right to such extent as is necessary in order to grant to the holders of previously issued bonds carrying conversion or option rights or, respectively, conversion obligations, a subscription right for new shares to such extent as they would be entitled to upon exercising their conversion or option right or, respectively, in the case of a conversion obligation.

Finally, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right for the issue of shares to persons in an employment relationship with the Company or one of its affiliated companies.

The Board of Management, with the approval of the Supervisory Board, is authorized to determine the further content of the rights attached to the shares as well as the further details of the conduction of capital increases. The Supervisory Board is authorized to make adjustments to the wording of Section 3 of the Articles of Association after the increase of the registered share capital has been conducted, in whole or in part, in accordance with the respective utilization, in each case, of the Authorized Capital and—if the Authorized Capital has not or not completely been utilized until May 5, 2014—after the expiry of the term of the authorization.

§ 4

- (1) The form and content of the share certificates and of the dividend coupons and talons are determined by the Board of Management.
- (2) The shareholders' right to have their shares securitized is excluded, unless securitization is required under the rules applicable at a stock exchange on which the shares are admitted. Global certificates for shares may be issued.

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Corporate Bodies of the Company

§ 5

The Company's corporate bodies are:

1. the Board of Management,
2. the Supervisory Board,
3. the General Meeting of Shareholders.

Board of Management

§ 6

The Board of Management consists of at least two members. The appointment of substitute members of the Board of Management is permissible. The determination of the number of members, their appointment and dismissal is made by the Supervisory Board.

§ 7

The Company is legally represented by two members of the Board of Management or by one member of the Board of Management and a Prokurist (an executive holding a general power of attorney).

Supervisory Board

§ 8

- (1) The Supervisory Board comprises twenty members.
- (2) The members of the Supervisory Board are elected for a term until the close of the General Meeting resolving on the discharge in respect of the fourth financial year after their election; in this regard, the financial year in which the election takes place is not included in the calculation.

- (3) Elections of substitute members are made for the remainder of the term of office of the member who has left the board.
- (4) Any member of the Supervisory Board may resign from office with two weeks' notice by a written declaration addressed to the Chairman of the Supervisory Board.

§ 9

- (1) The Supervisory Board elects a Chairman and a Deputy Chairman.
- (2) In case the Chairman or his Deputy should cease to be a member of the Supervisory Board before the expiry of his term of office, the Supervisory Board has to conduct a new election without undue delay.

§ 10

- (1) The Supervisory Board is responsible, as stipulated by law, for monitoring the management of the Company by the Board of Management.
- (2) All matters which the Board of Management wishes the General Meeting to address first have to be presented to the Supervisory Board.

§ 11

- (1) The Supervisory Board is convened by written invitation from the Chairman or his Deputy, including the agenda, venue and time of the meeting. In urgent cases, meetings may be convened verbally, by telephone, telefax or by means of electronic media.
- (2) The Chairman is obliged to convene the Supervisory Board if this is requested by a member of the Supervisory Board or by the Board of Management.

§ 12

- (1) The Supervisory Board constitutes a quorum if all members have been invited and at least half of the total number of members, of which it is required to be comprised, participates in the adoption of a resolution.

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- (2) Absent Supervisory Board members may participate in the adoption of resolutions by arranging for their written votes to be submitted by other Supervisory Board members.
- (3) Resolutions are adopted with a simple majority of the votes cast, unless otherwise stipulated by law.
- (4) In the event of a tie in a vote of the Supervisory Board, the Chairman of the Supervisory Board has two votes if a new vote is taken on the same matter and such vote also results in a tie. Section 108 para. 3 AktG is to be applied also to the casting of the second vote. The Deputy Chairman is not entitled to such second vote. The Chairman determines the proceedings at the meeting and the form of voting. In the event of a tied vote, he decides whether a second vote is to be taken in the same meeting.
- (5) Minutes are to be prepared of the deliberations and the resolutions adopted by the Supervisory Board, which are to be signed by the Chairman or his Deputy.

§ 13

- (1) Resolutions of the Supervisory Board may also be adopted by votes cast in writing or by telephone as well as by transmission via telefax or electronic media. The result is to be put on record by the Chairman.
- (2) The provisions governing the verbal casting of votes shall apply accordingly.

§ 14

Declarations of intent of the Supervisory Board are to be issued on its behalf by the Chairman of the Supervisory Board or his Deputy.

§ 15

- (1) In addition to reimbursement of their expenses, which also includes the VAT payable on their remuneration, the members of the Supervisory Board receive a fixed remuneration for each financial year in the amount of €55,000.00. In addition, they receive – provided that a dividend is distributed to the shareholders of the Company in an amount at least equivalent to 4 percent of the

registered share capital – for each financial year a variable remuneration in the amount of €345.00 for each €0.01 of the dividend which is distributed to the shareholders for the completed financial year in excess of $3 \frac{1}{3}$ € ct per no-par value share, and an additional variable remuneration in the amount of €210.00 for each €0.01 by which the average of the earnings per share (interests of E.ON AG shareholders) from consolidated net income for the last three completed financial years, which are shown in the Annual Report of the Company in accordance with the relevant applicable accounting provisions, exceeds the amount of $76 \frac{2}{3}$ € ct. Where the the 2006 or 2007 financial years are included in the calculation of the average, the earnings per share from consolidated net income for these years shall in each case be taken into account with a third of their actual value.

Supervisory Board members, who served on the Supervisory Board or a committee for only part of a financial year, receive a remuneration on a pro-rata temporis basis for each month or part of a month of service. The fixed remuneration is payable after the conclusion of the financial year. The variable remunerations are payable after the close of the General Meeting resolving on the discharge of the members of the Supervisory Board in respect of the financial year last concluded.

- (2) The Chairman of the Supervisory Board receives a total of three times, his Deputy and each chairman of a Supervisory Board committee receive a total of two times and each member of a committee receives a total of one and half times the regular remuneration. The membership in the Nomination Committee is not to be taken into account.
- (3) In addition, the members of the Supervisory Board receive an attendance fee in the amount of €1,000 for each day of meeting for their attendance at the meetings of the Supervisory Board and of the Supervisory Board committees. For meetings of the Nomination Committee, no attendance fee is to be granted.
- (4) The Company may conclude for the benefit of the members of the Supervisory Board a third-party liability insurance covering the statutory liability arising from the activities as a Supervisory Board member.

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General Meeting of Shareholders

§ 16

The General Meeting of Shareholders has to be convened by the Board of Management or, in the case is stipulated by law, by the Supervisory Board with at least 30 days' notice prior to the day by the end of which the shareholders have to register for participation in the General Meeting (cf. Para. 18).

§ 17

The General Meeting is to be held at the registered office of the Company or in another major German city. The General Meeting is to be convened by the Board of Management in agreement with the Chairman of the Supervisory Board.

§ 18

- (1) Only those shareholders are entitled to participate in the General Meeting of Shareholders and to exercise their voting right who have registered in due time and for whom the registered shares are registered in the share register.
- (2) The registration for participation in each General Meeting has to be received by the Company at the address stated for this purpose in the invitation no later than six days prior to the meeting. The date on which the registration is received is not to be included in the calculation of the period.

§ 19

- (1) The General Meeting is to be chaired by the Chairman of the Supervisory Board or, in the event of his not being available, by another member of the Supervisory Board to be determined by the Supervisory Board.
- (2) The Chairman of the General Meeting chairs the deliberations and decides on the sequence of the items to be addressed. He determines the manner, form and sequence of the voting. If so announced in the invitation to the General Meeting, the Chairman of the General Meeting may authorize the recording and transmission of the General Meeting also via electronic and other media.

- (3) The Chairman of the General Meeting may reasonably restrict, in terms of time, the right of shareholders to put questions and to speak. At the beginning or in the course of the General Meeting, he may, in particular, determine an appropriate framework, in terms of time, for both the course of the General Meeting and the discussion on individual items on the agenda as well as for individual questions and speaking contributions. In determining the time available for the individual questions and speaking contributions, the Chairman of the General Meeting may distinguish between first and repeated contributions and in accordance with further appropriate criteria.

§ 20

- (1) The voting right may be exercised through proxies. The granting of the power of attorney, its revocation and the provision of evidence vis-à-vis the Company for the granting of the power of attorney have to be made in text form. The granting of the power of attorney, its revocation and the provision of evidence for the granting of the power of attorney may also be effected by other electronic means to be determined by the Company in more detail. The relevant details for the granting of a power of attorney by electronic means are to be published together with the invitation to the General Meeting in the publication media of the Company.
- (2) In the case of doubts regarding the validity of a power of attorney, the decision lies with the Chairman of the General Meeting.

§ 21

- (1) The resolutions of the General Meeting of Shareholders are to be adopted with the simple majority of votes and, to the extent that a capital majority is required, with the simple capital majority, unless otherwise mandatorily stipulated by law or the Articles of Association.
- (2) If none of the candidates in an election achieves the majority of the votes cast, a new election is to be held between those persons who have achieved the two highest numbers of votes.
- (3) In the General Meeting, each share entitles its holder to one vote.

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Annual Financial Statements and Appropriation of Profits

§ 22

- (1) The General Meeting held each year within the statutory period of eight months for the purpose of accepting the approved annual financial statements and the consolidated financial statements approved by the Supervisory Board or, in the cases provided for by law, for the purpose of approving the annual financial statements as well as for the adoption of a resolution on the appropriation of profits also decides on the discharge of the Board of Management and of the Supervisory Board as well as on the appointment of the auditor (Annual General Meeting of Shareholders).
- (2) When deciding on the appropriation of balance sheet profits, the General Meeting may also adopt a resolution for a distribution in kind instead of or in addition to a cash distribution.

Notifications and Transmission of Information

§ 23

- (1) All notifications are to be published by such means of publication as prescribed by statute or regulation.
- (2) Information to the holders of admitted securities may also be transmitted by means of telecommunication.

Concluding Provisions

§ 24

The Supervisory Board is authorized to resolve on amendments to the Articles of Association which only concern their wording.

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