



Non-Deal Debt Investor Call

Dr. Marcus Schenck, Chief Financial Officer E.ON AG
2 June 2010

Major reorganization of the Board of Management E.ON AG

<p>Dr. Teyszen CEO</p> <p>Executive HR Strategy & Corporate Development Investor Relations Audit Politics and Communication</p>	<p>Dr. Schenck CFO</p> <p>Finance Accounting Controlling & Corporate Planning Mergers & Acquisitions Tax</p>	<p>Stachelhaus¹</p> <p>Group Human Resources IT Group Procurement Legal & Compliance Corporate Incident & Crisis Management Real Estate/Mining Facility Management E.ON Academy</p>
<p>Prof. Dr. Maubach</p> <p>Research & Development New Build & Technology Corporate Responsibility Health/Safety & Environment</p>	<p>Kildahl</p> <p>Upstream/Generation Trading & Optimization</p>	<p>TBD²</p> <p>Regional Units Distribution & Retail</p>

1) From 24 June 2010 on; represented by Dr. Schenck until 23 June 2010

2) Represented by Dr. Teyszen until nomination

Business & Strategy Update – Performance & Streamlining

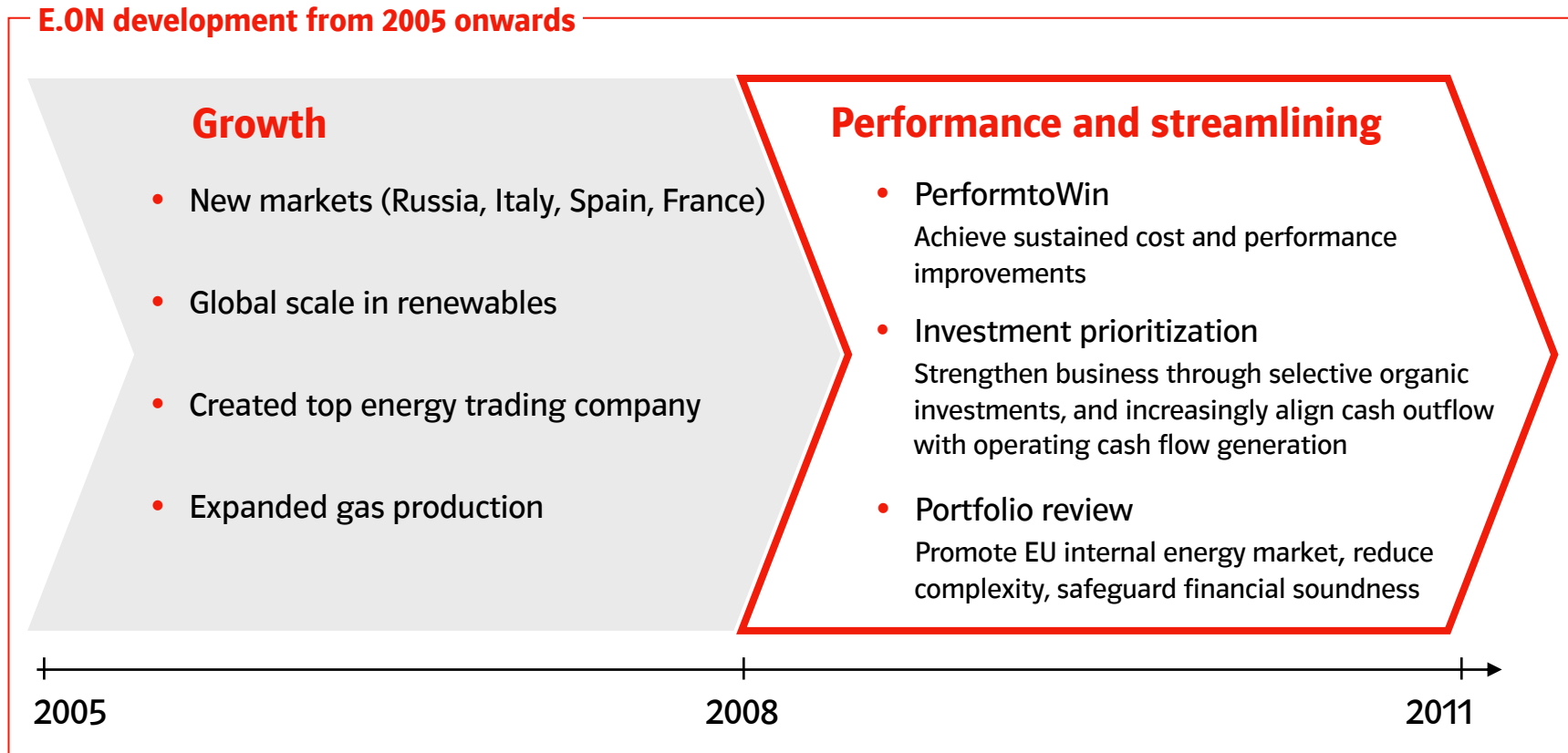
Financial Status

E.ON Group – Financial highlights

First quarter, in € million

	2010	2009	+/- %
Sales	26,227	25,935	+1
Adjusted EBITDA	4,657	3,973	+17
Adjusted EBIT	3,709	3,100	+20
Adjusted net income	2,086	1,801	+16
Cash provided by operating activities	3,122	2,886	+8
Economic investments	1,902	1,896	-
Economic net debt (Mar. 31 and Dec. 31)	-43,877	-44,665	+788 ¹

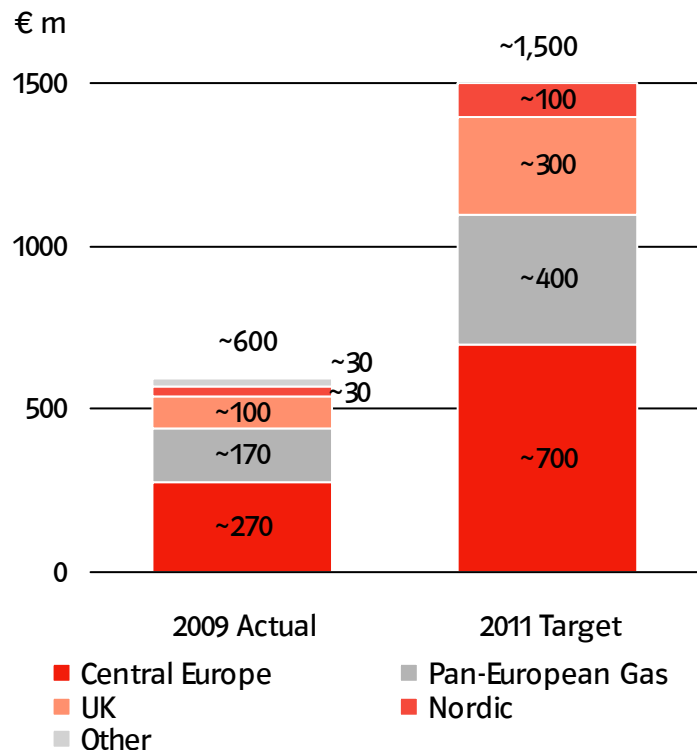
Current strategic priorities



Improving performance, streamlining the organization, and preparing for a new environment

Current strategic priorities: operational performance

Break-down by Market Unit



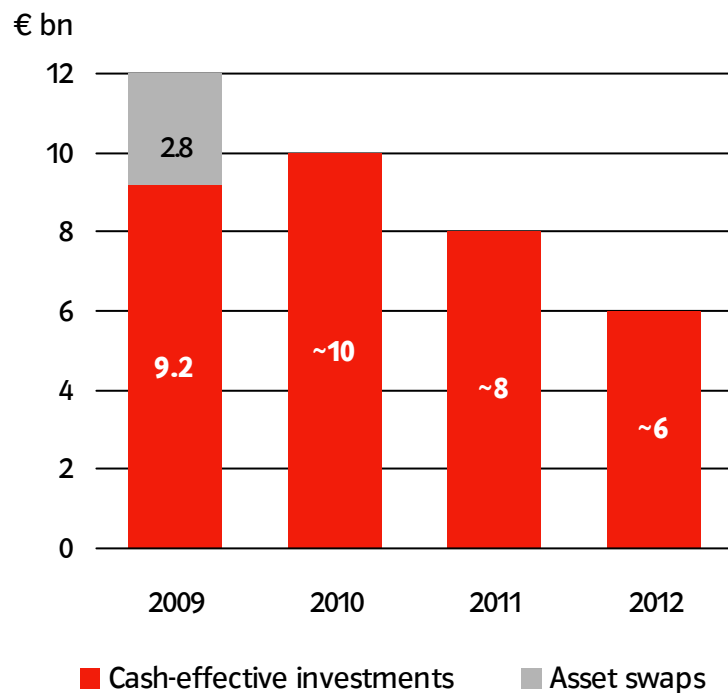
Status

- PerformtoWin to improve Adjusted EBIT by € 1.5 bn in 2011
 - Already € 600 m delivered in 2009
 - ~€ 1000 m expected in 2010
- Key projects in 2009:
 - Optimization infrastructure at Central Europe
 - Performance improvement sales CEE
 - Reduction of service and overhead costs at Central Europe
 - Asset optimization storage and transport at Pan-European Gas
 - Clean Utility project in UK retail
 - Reduction of procurement spend

€ 1.5 bn targeted for 2011, already € 0.6 bn delivered in 2009

Current strategic priorities: organic investments (1/2)

Investments 2009 and investment plan 2010-12



2009 investments

- € 9.2 bn of cash-effective investments: lower than planned as some amounts were moved from 2009 to 2010
- € 2.8 bn asset swaps: mainly Yuzhno Russkoye

2010-12 investment plan

- Continuation of 2009-2011 investment plan
- € 24 bn between 2010 and 2012
- Commissioning conventional power plants in 2010
 - 3,800 MW of CCGTs in Europe
 - 400 MW Shaturuskaya CCGT in Russia
 - 750 MW Trimble County 2 coal-fired power plant in the US MidWest

Cash outflow increasingly aligned with operating cash flow generation

Current strategic priorities: organic investments (2/2)



Progress on major projects in 2010

Conventional generation

- ① **Irsching 5**: 860 MW CCGT, 50% interest, in commercial operation since March 2010
- ② **Emile Huchet**: 860 MW CCGT, 100% interest, in commercial operation since March 2010
- ③ **Scandale**: 830 MW CCGT, 50% interest, inaugurated in April 2010

Renewables

- ④ **Robin Rigg**: 180 MW wind offshore, 100% interest, in commercial operation since April 2010
- ⑤ **alpha ventus**: 60 MW offshore wind, 26% interest, in commercial operation since April 2010

Gas

- ⑥ **Nordstream**: 55 bcm pipeline, 20% interest, construction started in March 2010

CCGTs well positioned in low gas price environment

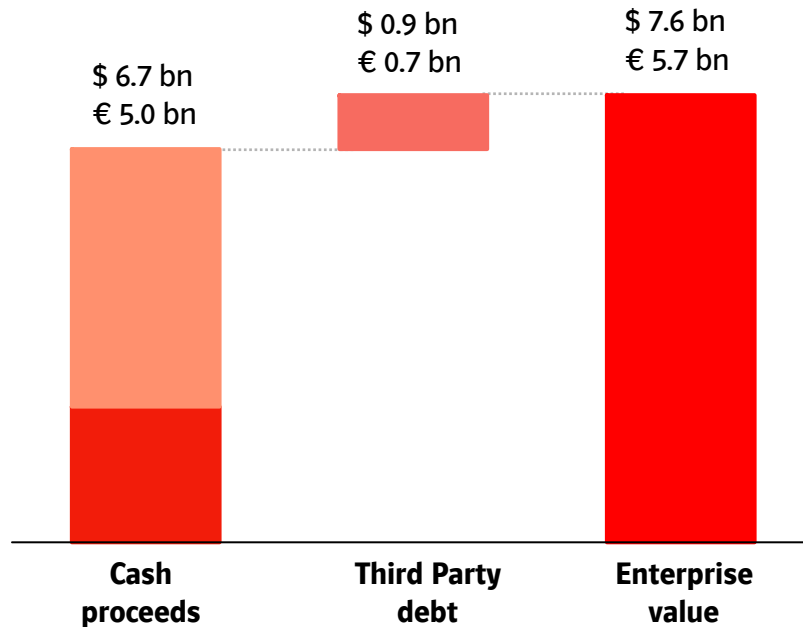
Current strategic priorities: portfolio streamlining (1/2)

	Transaction	Expected closing	Cash proceeds	
Closed	Statkraft asset swap	Dec 2008	✗	<ul style="list-style-type: none"> • Close to € 6 bn of proceeds from: <ul style="list-style-type: none"> • Thüga: € 2.9 bn • Transpower: € 0.9 bn • German generation capacity: € 2 bn • Further ~€ 6 bn of debt reduction through disposal of E.ON US pending
	Disposal of 0.5 GW to EnBW	May 2009	✓	
	Disposal and swap of hydro-electric generation capacity with Verbund	Aug 2009	✓	
	Yuzhno Russkoye - Gazprom swap	Oct 2009	✗	
	Swap of 1.7 GW generation capacity with Electrabel	Nov 2009	✗	
	Disposal of Thüga to consortium of municipal utilities	Dec 2009	✓	
	Swap of 1.2 GW generation capacity with EdF	Dec 2009	✗	
	Disposal of 345 MW in Mehrum plant to SW Hannover	Jan 2010	✓	
	Disposal of transpower to TenneT	Feb 2010	✓	
	Agreement on remaining 265 MW Veltheim plant with Morgan Stanley	May 2010	✓	
Pending	Disposal of E.ON US to PPL	End 2010	✓	
In preparation	Disposal of stakes taken out of Thüga	2010	✓	

Objective of > € 10 bn disposal proceeds by end 2010 clearly surpassed

Current strategic priorities: portfolio streamlining (2/2)

Disposal of E.ON US^{1,2,3}



1. €/ \$ assumed at 1.34
2. Estimated figures at 31 Dec 2010
3. Excluding pension provisions of \$ 0.5 bn (€ 0.4 bn)

Portfolio streamlining

Proceeds from disposals >€10bn by 2010

- ~€ 6 bn of proceeds from disposal of E.ON US (including € 0.4 bn pension provisions)
 - ➔ debt factor improved by 0.3x
- ~€ 6 bn proceeds achieved with previous transactions ➔ ~€ 12 bn achieved

Commitments to EU commission

- Sale of drawing rights in 265 MW Veltheim plant
 - ➔ Disposal 5 GW of generation capacity completed
- Disposal of transpower closed

Further streamlining

- Decision to keep Italian gas distribution and GASAG
- Intention to dispose of other participations taken out of Thüga

Fast execution at attractive prices

Treatment of E.ON US

Consolidated financial statements

- E.ON US will be treated as income from discontinued operations from Q2 onwards for the entire year 2010, as well as retroactively for 2009

➔ **Relative comparison 2010 vs. 2009 unaffected**

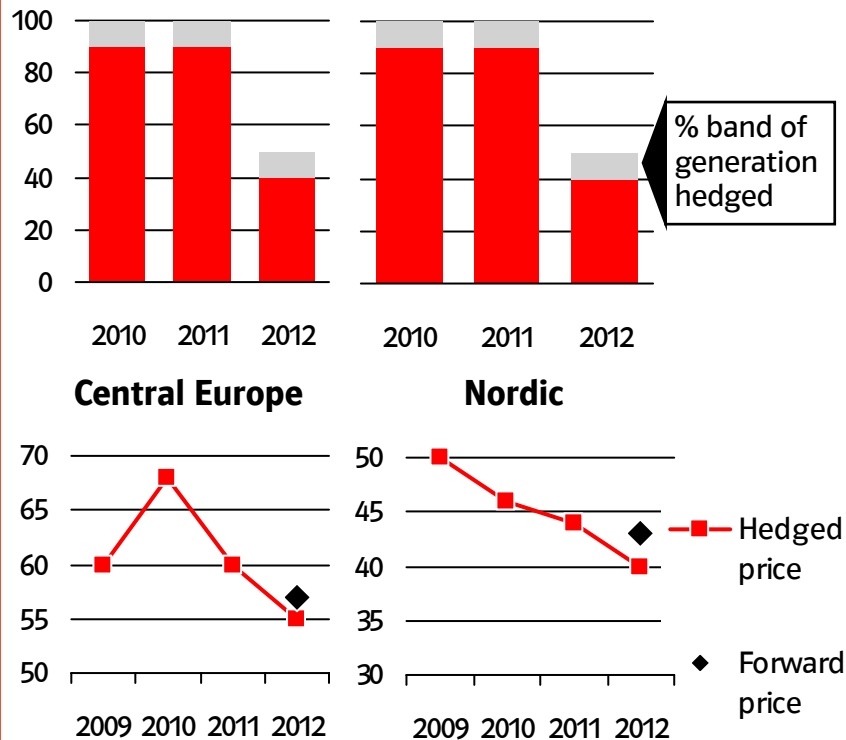
Pro-forma view

- E.ON US is treated as part of Adjusted EBIT and Adjusted Net income for entire 2009 and 2010

➔ **Relative and absolute comparison 2010 vs. 2009 unaffected**

Power generation forward hedging

Hedging of outright power

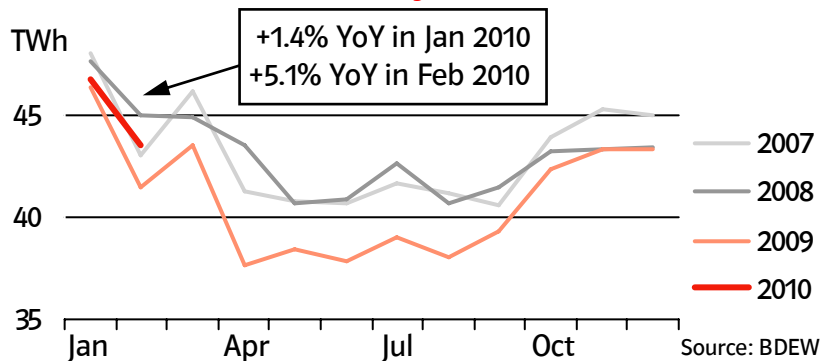


- Outright power (nuclear and hydro) major factor of E.ON's commodity exposure
- 2010 and 2011 outright power hedged close to maximum possible
- 2010 outright power for a significant part hedged at the heights of the 2008 commodity cycle
- 2011 outright power for a significant part hedged before the fall of commodity prices in 2009
- Significant positions still open for 2012
- Current forward prices now higher than hedged prices

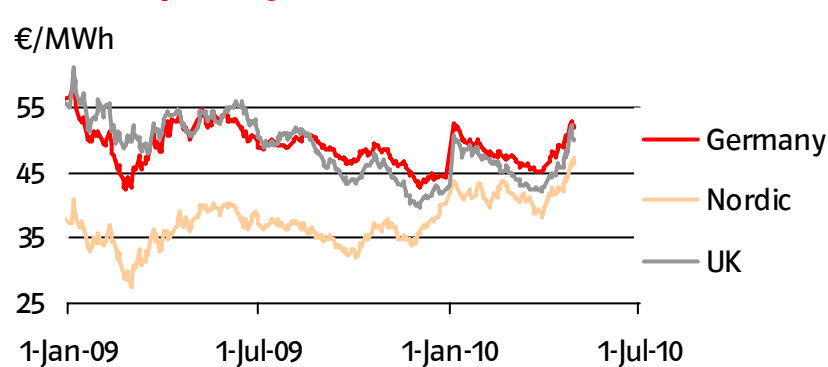
Outright power hedging has protected the company against low commodity prices in 2010-2011

Business developments power

Power demand in Germany



Baseload power year-ahead forwards



Business developments at E.ON

Electricity sales group in Q1 2010

- Residential customers and SMEs +11%
- Industrial and commercial customers +2%
- Sales partners +9%

Forward hedging¹

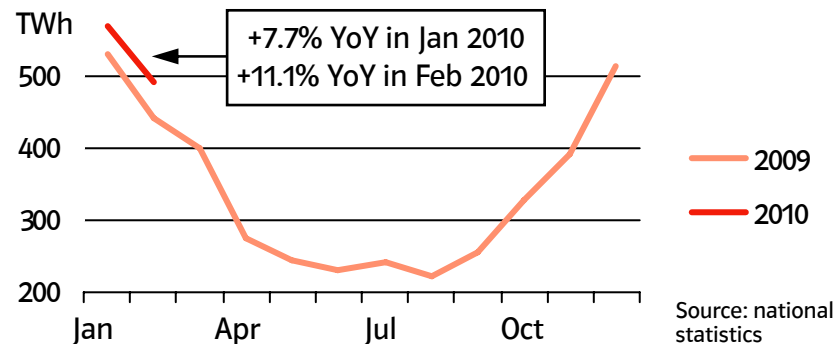
- 2010 and 2011:
 - Outright power hedged close to maximum
 - Spreads: some open positions in gas
 - ➔ Limited exposure to market movements
- 2012 and 2013: forward hedging proceeds at normal pace

1. See chart 27-28 for details on hedge ratios and prices

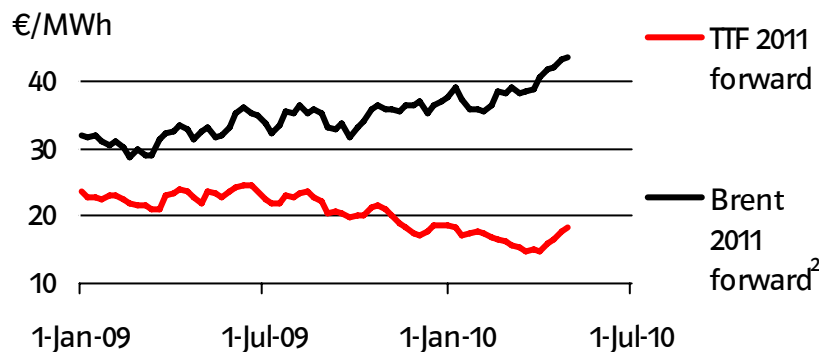
Economic recovery gathers pace

Business developments gas

Gas demand in 'big six' EU countries¹



Brent vs. TTF 2011 forwards



Business developments at E.ON

Gas sales volumes in Q1 2010

- E.ON Ruhrgas +15%
 - Germany +12%
 - Outside Germany and Trading +29%
- E.ON group +7%

Supply & Sales

- Margins supported for current gas year due to successful renegotiations of LTCs
- Continued gap between oil-indexed LTCs and spot gas
- ➔ Need for further renegotiations of LTCs

2010 supply & sales business stabilized, further renegotiations needed for next gas years

1. Germany, France, UK, Italy, Spain and Netherlands

2. Average of the Brent forwards for Jan 2011 until Dec 2011

Outlook 2010¹

Key positives

- 2010 achieved price CE outright power +8€/MWh
- Further contribution from PerformtoWin
- Strong improvement of regulated activities in CE
- New markets especially EC&R, Russia and Spain
- Very strong Q1 in UK retail

Key negatives

- Portfolio measures (disposals)
- Several positive one-offs in Q2 2009 (MU Italy, SNET in France and PEG)
- Regulation in gas transport business
- Continued pressure in gas midstream
- Substantially weaker Q2-Q4 in UK retail

Adjusted EBIT: To be 0-3% above 2009 level^{1,2}

Adjusted net income: To be in line with 2009¹

1. On a pro-forma basis as described on slide 10 of this presentation
2. Reflects implemented portfolio measures of around € 1 bn Adjusted EBIT.

Business & Strategy Update – Performance & Streamlining

Financial Status

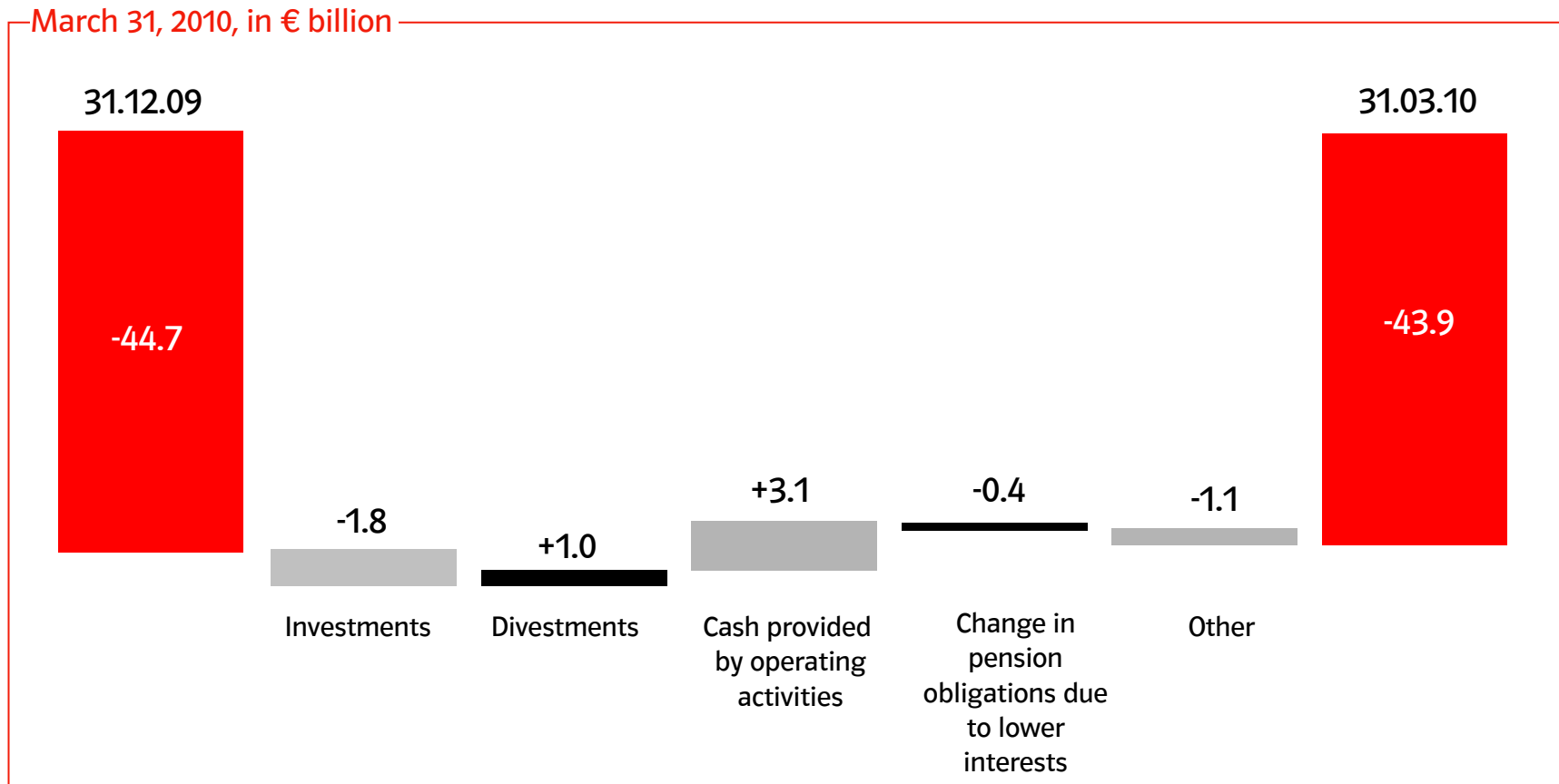
E.ON Group – Economic net debt

in € million

	Mar 31, 2010	Dec 31, 2009
Liquid funds	7,564	6,116
Non-current securities	3,747	3,670
Total liquid funds and non-current securities	11,311	9,786
Financial liabilities to banks and third parties	-35,661	-35,579
Financial liabilities to Group companies	-2,245	-2,198
Total financial liabilities	-37,906	-37,777
Net financial position	-26,595	-27,991
Fair value of currency derivatives used for financing transactions ¹	-165	-6
Provisions for pensions	-3,250	-2,884
Asset retirement obligations	-15,210	-15,050
Less prepayments to Swedish nuclear fund	1,343	1,266
Economic net debt	-43,877	-44,665

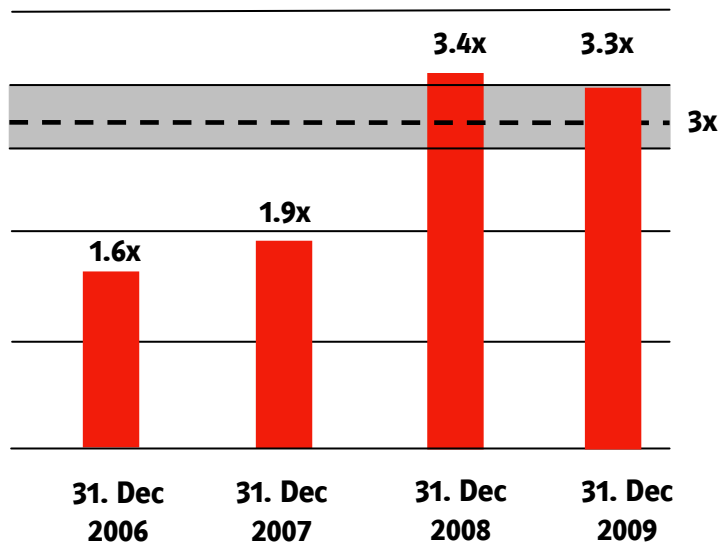
1. Net figure; does not include transactions relating to our operating business or asset management

E.ON Group – Development of economic net debt



E.ON's capital structure is managed based on the debt factor

Development of E.ON's Debt factor



Financial discipline

- Debt factor of 3x defines our target capital structure
- Debt factor range between 2.8x and 3.3x is compatible with Single A target rating (based on current rating methodology)
- If Debt factor is considerably above 3x, counter-measures include strict investment discipline and portfolio management

E.ON continues to target Debt factor of 3x



Both S&P and Moody's recently confirmed their long-term and short-term ratings for E.ON, all with a stable outlook

Moody's
INVESTORS SERVICE

Issuer Comment: Moody's comments on E.ON's disposal of its US power and gas business

Global Credit Research - 30 Apr 2010

Moody's Investors Service notes that E.ONAG (E.ON, the Group) has agreed to sell E.ON US, its Kentucky-based power and gas business, to PPL Corporation (PPL) for USD 7.6 billion, including the assumption of USD 625 million of existing tax-exempt debt and the repayment of intercompany debt. In addition, PPL is to take over pension provisions of approximately USD 0.5 billion, implying an aggregate transaction value of approximately USD 8.1 billion, or EUR 6 billion. The deal is expected to close at end 2010 subject to the approval of US capital and regulatory bodies.

Moody's says that E.ON's A2Prime-1 ratings remain unchanged with a stable outlook following the transaction, reflecting that it had been factored into the Group's ratings as part of its announced EUR 10 billion asset disposal programme. Separately, the issuer rating of PPL was lowered to Baa2 from Baa3, and E.ON US's A3 issuer rating has been placed on review for possible downgrade.

The announced transaction represents an important element in E.ON's asset disposal programme, through which it has undertaken to achieve proceeds of more than EUR 10 billion by the end of 2010. Upon completion of the E.ON US deal, and following a series of asset sales in 2009, proceeds from the programme will have reached approximately EUR 12 billion.

Moody's has factored successful execution of the disposal programme into E.ON's A2Prime-1 ratings. From the business risk perspective, Moody's sees the US sale as consistent with E.ON's sharpened strategic focus on Europe. In addition, the impact of the sale on the proportion of earnings from regulated activities should be relatively limited. E.ON US's regulated earnings contributed roughly 4% of the Group's EUR 9.6 billion adjusted EBIT in 2009, and Moody's estimates that E.ON should continue to generate roughly one quarter of earnings from regulated assets following the disposal.

Moody's views as positive the progress made by the Group on its disposal programme and that the E.ON US sale should result in a modest improvement in E.ON's financial risk profile thanks to the size of the deal and the relatively high achieved enterprise value of \$16.5BTD. On a pro forma basis net debt reported at end 2009 as adjusted by Moody's would reduce from approximately EUR 42 billion to EUR 36 billion, and Moody's estimates that this should boost the Group's FFO/EBIT and RCF/EBIT ratios by approximately 2% and 1% respectively.

Moody's nevertheless continues to view E.ON's financial flexibility as limited at the A2 rating level given reported 2009 credit metrics at the low end of the guidance range for that rating, and the outlook for modest profitability growth and negative free cash flow (before disposals) as a result of still substantial capital investment.

Contacts

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Moody's,
30 April 2010

STANDARD & POOR'S

Global Credit Portal
RatingsDirect®

May 11, 2010

Research Update:
German Integrated Utility E.ON
Affirmed At 'A/A-1' After U.S.
Disposal; Outlook Stable

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www.standardandpoors.com/ratingsdirect

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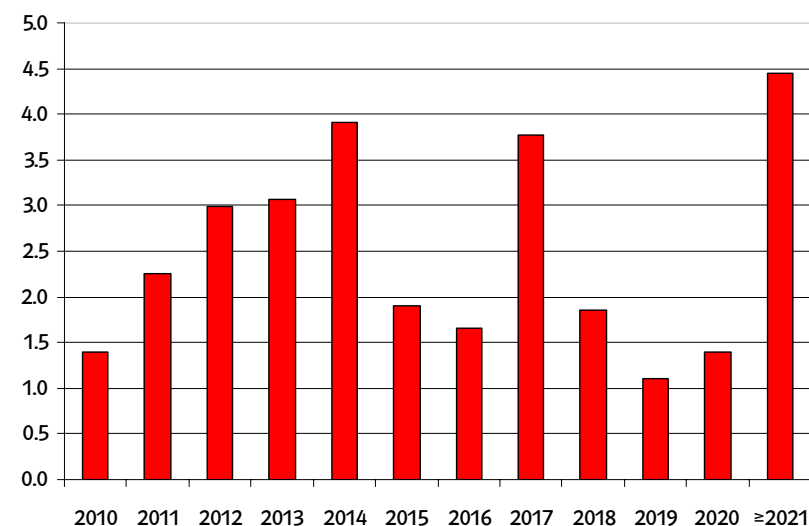
Standard & Poor's,
11 May 2010

Financial liabilities of the E.ON Group

€ in billion

	31 Mar 2010	31 Dec 2009
Bonds ¹	28.9	29.0
<i>in EUR</i>	18.0	18.3
<i>in GBP</i>	4.8	4.8
<i>in USD</i>	3.1	2.9
<i>in CHF</i>	1.6	1.5
<i>in SEK</i>	0.7	0.6
<i>in JPY</i>	0.6	0.7
<i>other currencies</i>	0.1	0.2
Promissory notes	1.4	1.4
Commercial Paper ²	1.6	1.5
Other financial liabilities ³	6.0	5.9
Total	37.9	37.8

Maturity profile (as of 31 Mar 2010)⁴



1) Thereof bonds issued by Market Units: 31 Mar 2010: €1.2bn; 31 Dec 2009: €1.1bn

2) CP outstanding by E.ON AG

3) Thereof other financial liabilities of Market Units: 31 Mar 2010: €3.7bn; 31 Dec 2009: €3.5bn

4) Bonds and promissory notes issued by E.ON AG or E.ON International Finance B.V. (fully guaranteed by E.ON AG)

Funding needs 2010

- Debt maturities, investments, and dividend payout have been (will for the most part be) covered by cash provided from operating activities and disposals.
- Funding peaks (if any) in the course of the year are expected to be bridged by commercial paper.



We expect our funding needs in 2010 to be marginal.

E.ON's interest rate policy

Key elements of E.ON's interest rate policy

- E.ON's business model is capital intensive and has a very long-term investment horizon
- As E.ON is not a cyclical company, funding at variable rates does not provide a hedge for business risks
- Risk capital is mainly allocated to commodity risks
- As a consequence, we strive to minimize interest rate risks by implementing a high fixed portion of our funding

Key figures (as of 31 March 2010; including use of interest derivatives):

- Average interest rate of gross debt (all currencies): 4.5%
- Share of financial liabilities with fixed interest rates: 90%
- Effective interest duration: 6.6 years

e-on

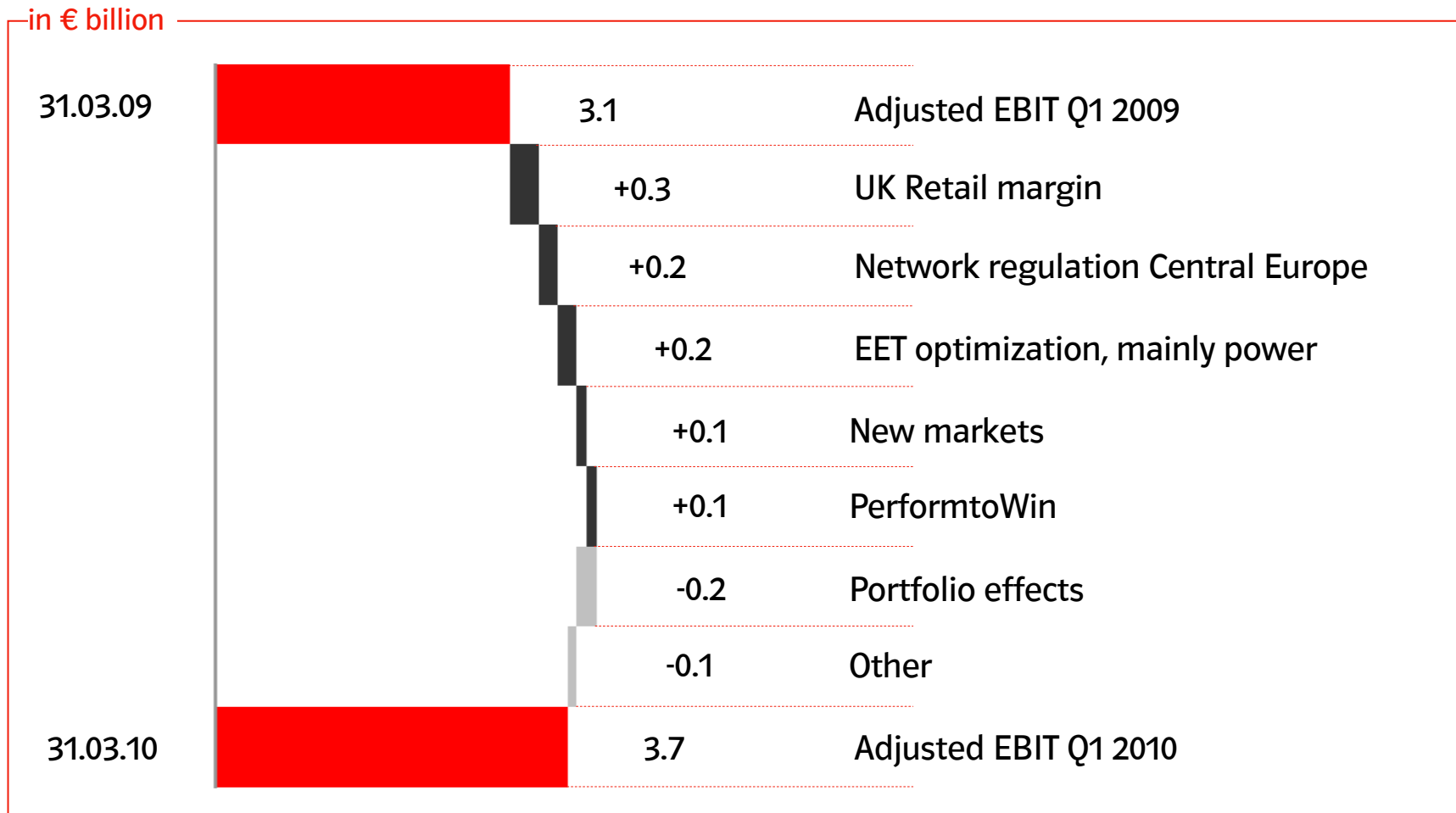
Back-up Charts

E.ON Group – Adj. EBIT and adj. EBITDA by market unit

First quarter, in € million

	Adjusted EBIT			Adjusted EBITDA		
	2010	2009	+/-%	2010	2009	+/- %
Central Europe	1,638	1,651	-1	2,030	2,021	-
Pan-European Gas	713	824	-13	841	926	-9
U.K.	433	75	+477	545	188	+190
Nordic	234	223	+5	326	294	+11
U.S. Midwest	129	133	-3	171	177	-3
Energy Trading	348	107	+225	350	109	+221
New Markets	246	159	+55	407	309	+32
Corporate Center	-32	-72	-	-13	-51	-
Group total	3,709	3,100	+20	4,657	3,973	+17

Key drivers of group Adjusted EBIT Q1 2010 vs. Q1 2009



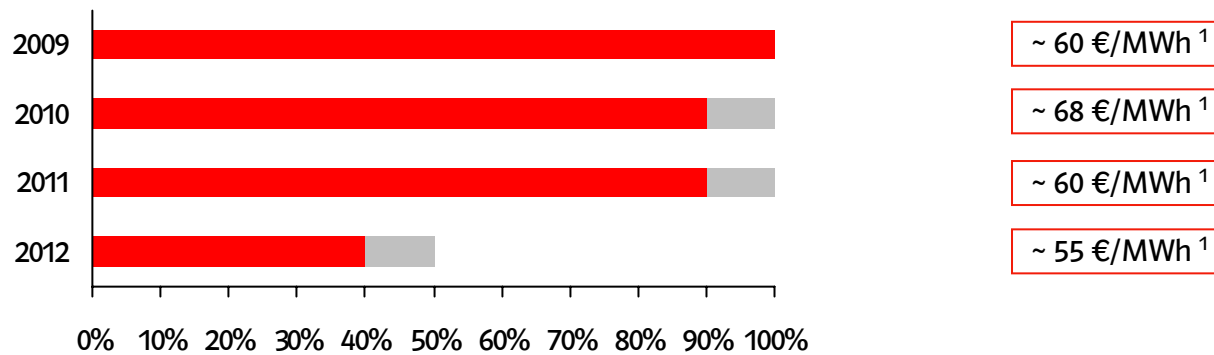
Market units – Key financial figures 2009

€ in million	Sales	Adjusted EBITDA	Adjusted EBIT	Capital Employed	ROCE (%)	Cost of Capital (%)	Value Added	Operating Cash Flow
Central Europe	41,419	6,479	4,817	22,171	21.7	9.2	2,771	5,180
Pan-European Gas	20,640	2,275	1,754	17,638	9.9	8.8	194	645
U.K.	10,097	1,080	649	8,947	7.3	9.8	-224	1,562
Nordic	3,348	851	535	6,098	8.8	9.3	-30	523
U.S. Midwest	1,843	552	384	6,260	6.1	8.7	-163	342
Energy Trading	41,251	961	949	527	-	-	-	1,122
New Markets	7,749	1,544	510	19,067	4.5	10.4	-1,125	1010
Corporate Center	-44,530	-216	-304	-	-	-	-	-46
E.ON Group	81,817	13,526	9,646	82,459	11.7	9.1	2,144	9,054

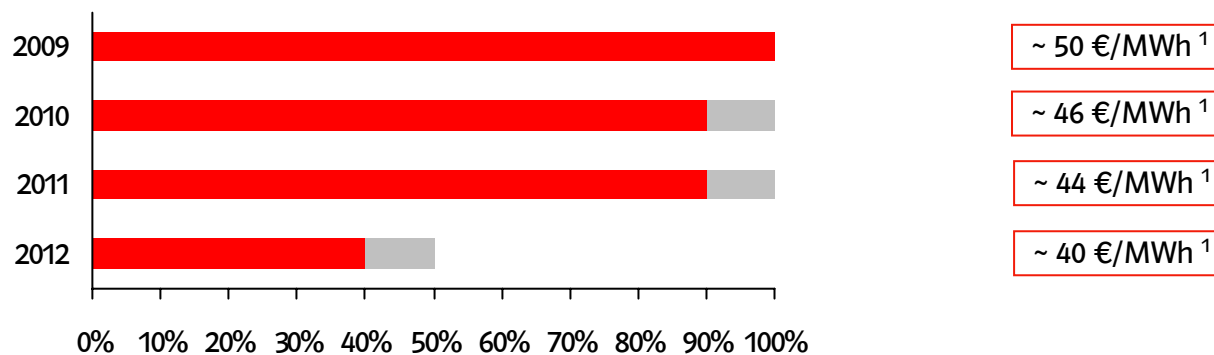
Hedging of E.ON's outright generation (ratio & price)

(as of March 31, 2010)

Central Europe



Nordic

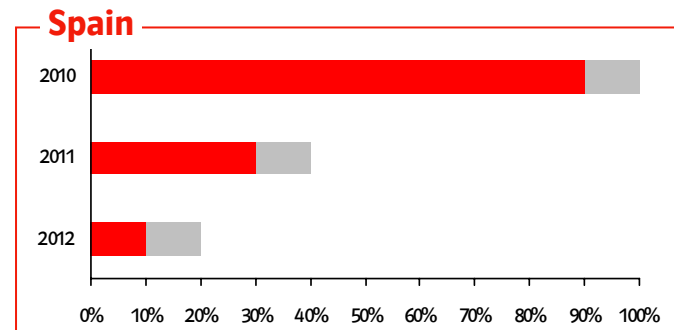
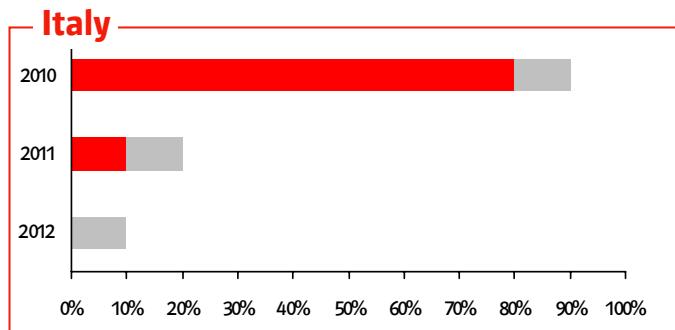
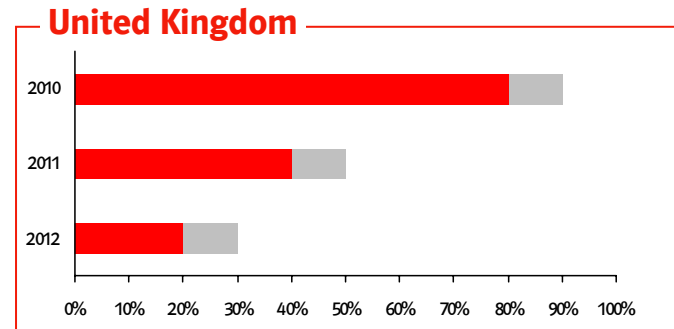
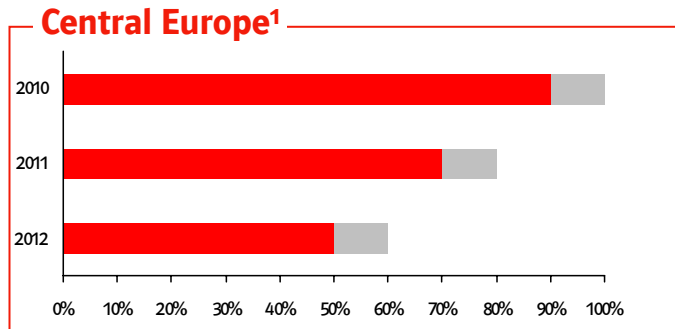


= percentage band of generation hedged

1. Average realized price only relevant for the pure outright power position sold in the respective year

Hedging of E.ON's spread generation

(as of March 31, 2010)

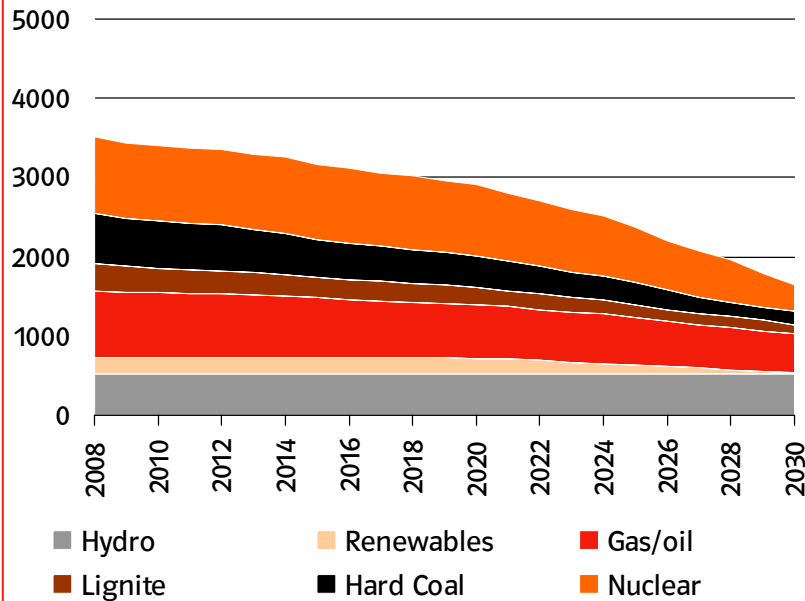


= percentage band of generation hedged

1. Excluding contracted capacities from Ruhrenergie but includes E.ON France .

Significant replacement requirements

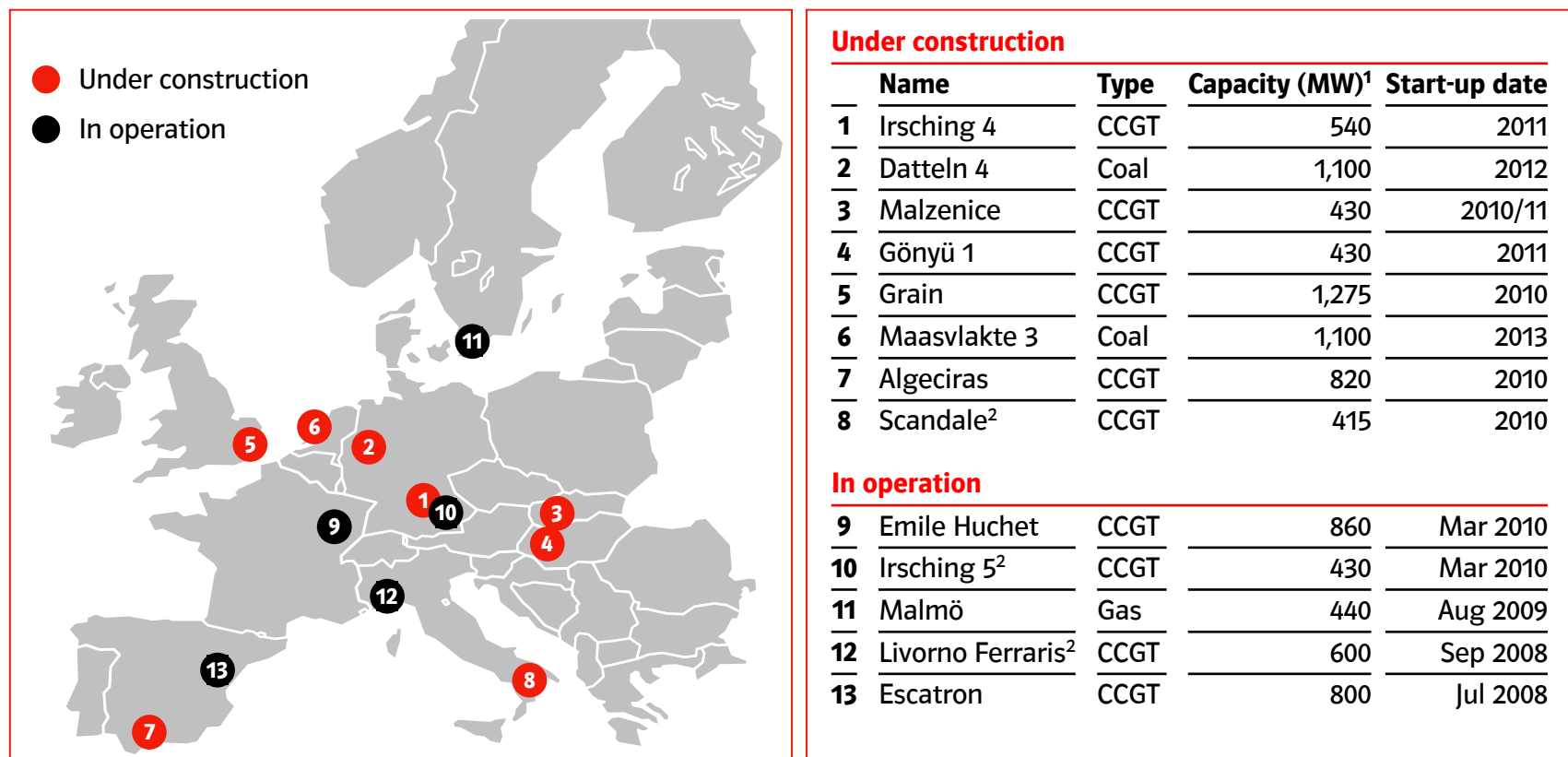
Development of EU27 power supply
TWh/year (excl. replacements)



- Large Combustion Plant Directive (LCPD) will mean up to 50 GW of plant needs to be replaced
 - New renewables will need 90+% fossil backing
- ➔ Power demand growth is important, but replacement plant requirements have much greater impact on the equilibrium of a market

Long term fundamentals will prevail: more than 50% of Europe's generation has to be replaced by 2030

European generation portfolio – new builds

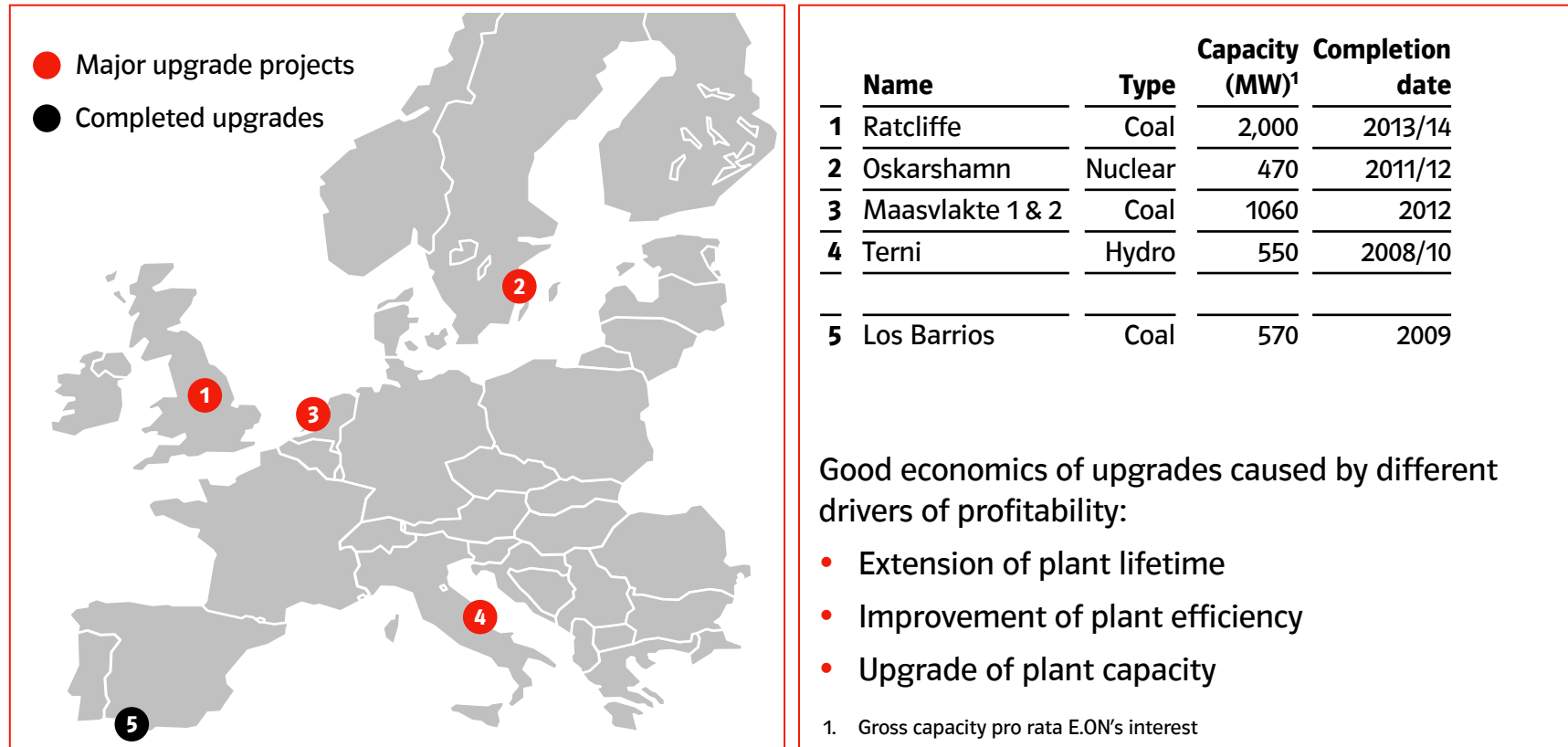


New build pipeline to deliver IRR >1% above WACC

1. Gross capacity pro rata E.ON's interest

2. Irsching 5: 50% of 860 MW. Scandale: 50% of 830 MW. Livorno Ferraris: 75% of 800 MW

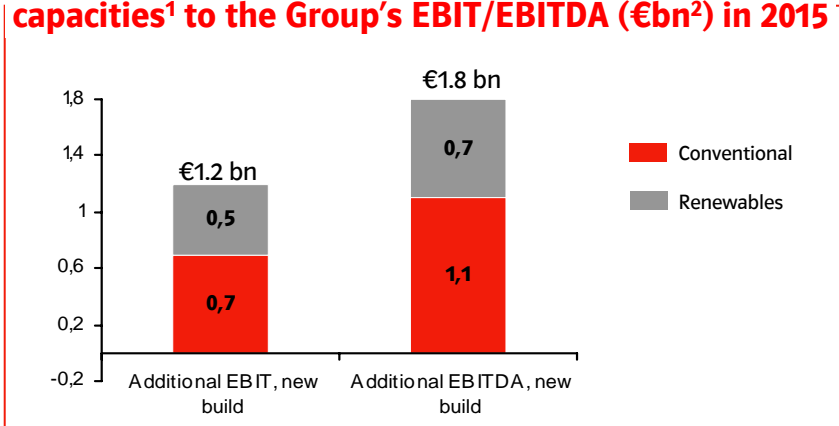
European generation portfolio – major upgrades



All overhaul measures deliver exceptionally high IRR

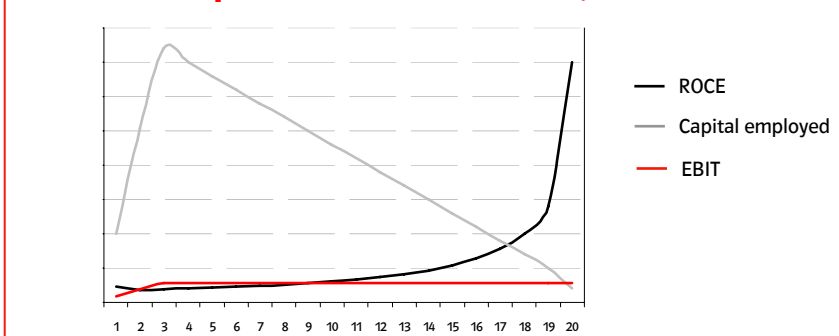
Financial contribution from European new builds

Estimation of the contribution of the new built capacities¹ to the Group's EBIT/EBITDA (€bn²) in 2015



- Total estimated Adj. EBIT contribution stemming from € 15 bn capital employed in new builds in 2015 is approx. € 1.2 bn
- This would overcompensate the effect on Adj. EBIT from the structural changes (Statkraft; 5GW) (~ - € 0.7 bn) as well as the EBIT reduction from the phase out of other plants

ROCE development over the lifetime, illustrative

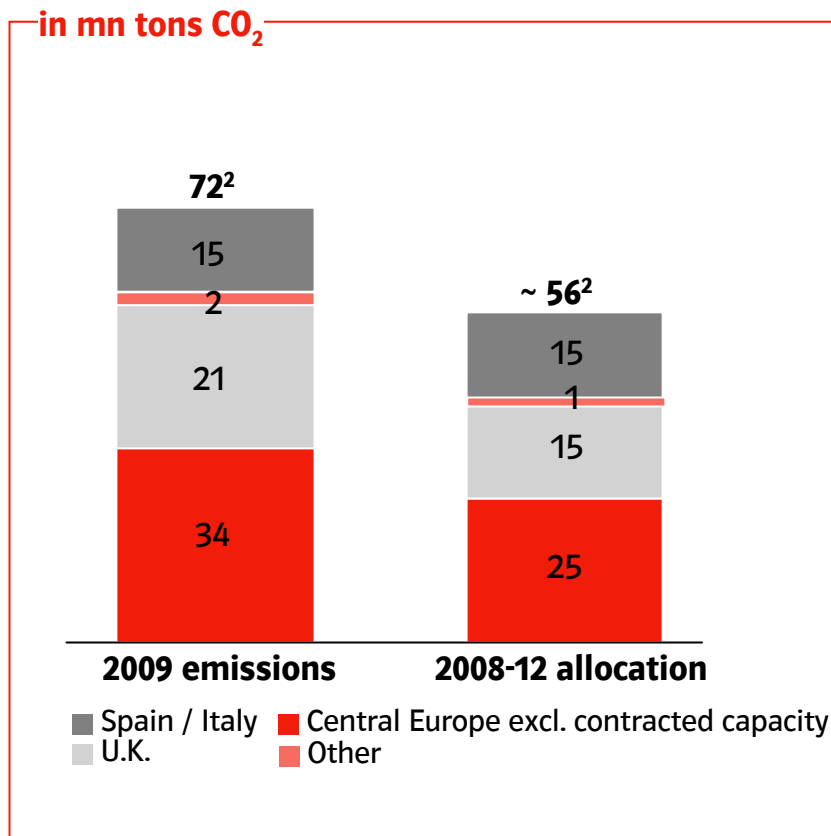


- In early years ROCE is often lower than WACC
- Over lifetime we expect our investments IRR to beat WACC by at least 100bp

1. Capacity commissioned between 2009-2015
 2. Adj. EBIT approximation highly dependent on CO2 regime, estimates dated October 2009

New build program delivering roughly € 1.8 bn Adj. EBITDA in 2015

E.ON's European CO₂ emission profile and respective allocation for the 2008-2012 trading period



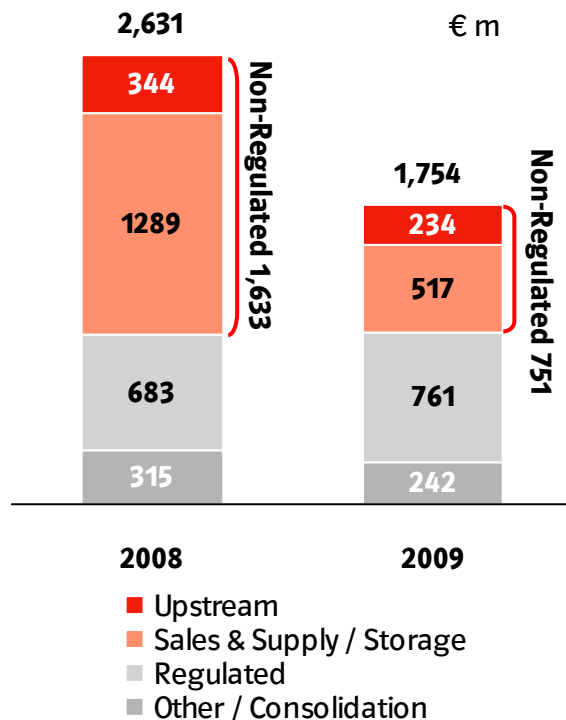
- CO₂ allocation for the 2008-12 trading period estimated roughly at ~56 mn tons p.a. excluding the contribution from contracted capacity
- In 2009, E.ON emitted a total of 94 mn tons of CO₂ in the EU (including 22 mn tons from the contracted capacity at Central Europe)
- LT capacity contracts transfer parts of E.ON's commodity exposure, including CO₂, to RWE and Deutsche Bahn

1. Emissions and allowances relate to the 2009 portfolio of assets.
 2. The presented figures exclude the emissions and free allocation for contracted capacity within the CE portfolio.

Gas wholesale

Implication: Supply and sales is a main driver for PEG EBIT reduction

Adjusted EBIT Pan-European Gas



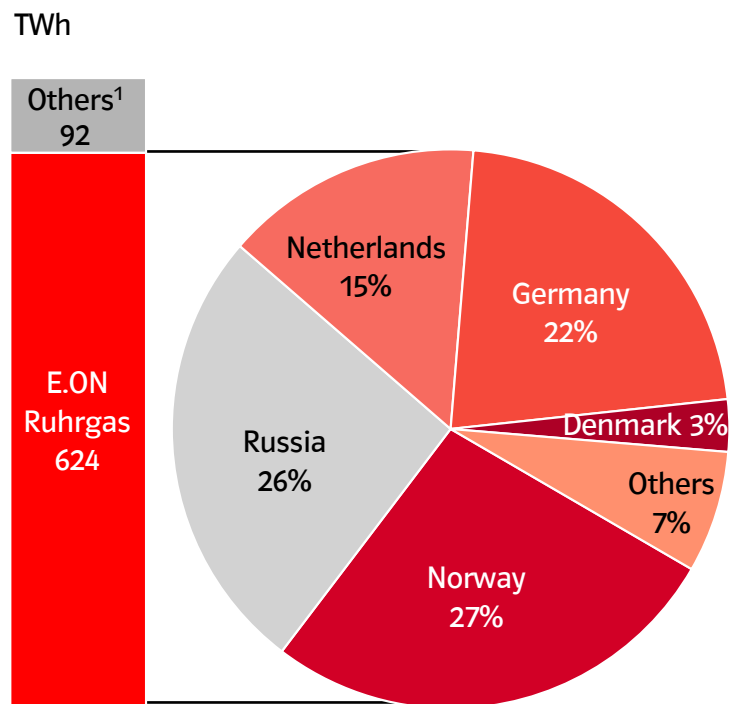
Outlook

- Despite cold winter, European gas markets are still oversupplied
- Spot gas prices in Europe now below Henry hub levels
- Sizeable percentage of our sales contracts come up for renewal each year
- Renegotiation of LTCs will reduce gas procurement costs
- But price pressure on sales contracts will remain
- Upstream and storage will see strong growth in coming years
- Upstream and storage will contribute more than half of Pan-European Gas' Adjusted EBIT by 2012

Situation in Supply & Sales will remain tense in 2010/2011, upstream/storage to drive earnings

Long-term contracts (LTCs)

Gas sourcing of Pan-European Gas in 2009

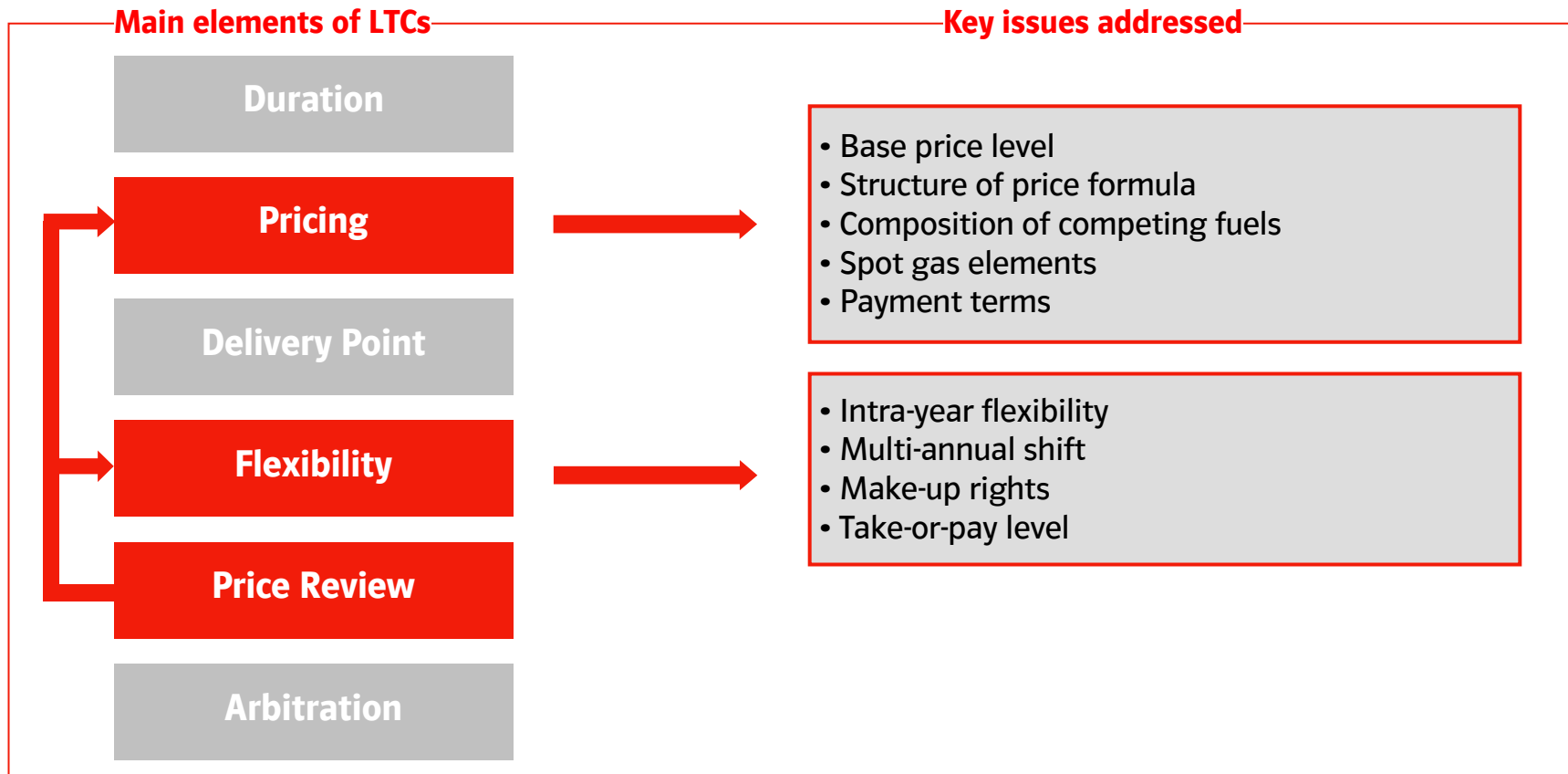


1. Mainly E.ON Földgaz (Hungary)

- LTCs support long-term investments in supply chain
- ~35 LTCs provide >90% of gas portfolio
- Duration of each contract is typically around 25-30 years
- Overall philosophy:
 - Producer bears price risk
 - Buyer bears volume risk
- Corridor with maximum take and minimum take obligation defines volume flexibility
- Price indexation based on competing fuels (e.g. oil products, spot gas and coal)
- Entitlement of periodic renegotiation to adapt pricing and overall contract situation to market developments

Long-term contracts remain backbone of gas sourcing

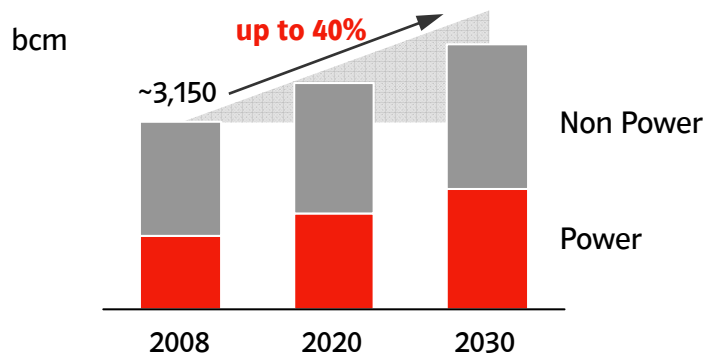
LTC mechanisms to restore profitability of Supply & Sales



Key issues addressed in current contract renegotiations

Longer term prospects

Development of world gas demand



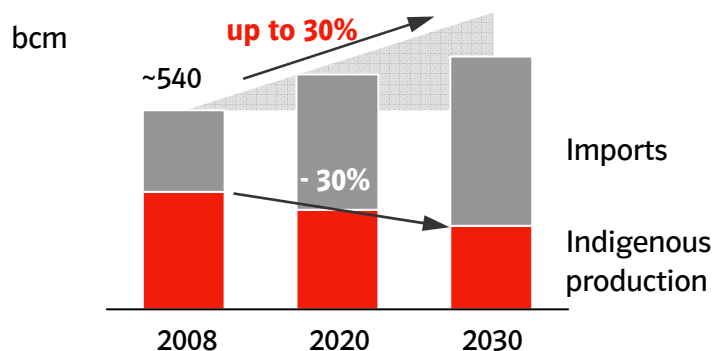
Gas demand is returning to growth

- Return of economic growth
- Climate protection measures
- Role of gas in power generation

Gas smoothes transition to lower carbon world

- Global commodity, abundantly available
- Cleanest fossil fuel
- Highly efficient and flexible
- Complement to renewable energy

Development of European gas demand



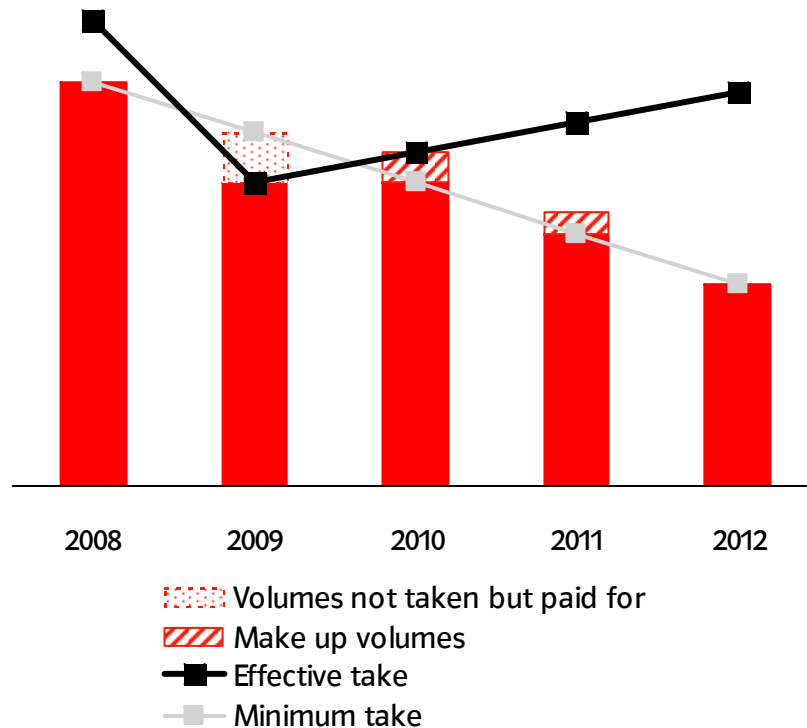
LTCs remain backbone of European gas supply

- Strong decline of indigenous production in Europe
- Significant investments in gas production and infrastructure necessary
- LTCs prerequisite for financing
- Oil indexation still dominant. Gas indexed contracts increasing

Natural gas is an integral part of a lower carbon world

Mechanism to manage volume issues

Schematic representation of volume issues



Take-or-pay principles

- No obligation to take but obligation to pay a minimum volume
- Volume not taken but paid for can be made up in subsequent years ("make up gas")
- Earlier payments for make up gas are credited at the time of offtake
- Rather cash flow than earnings issue

Current situation

- Global economic crisis leads to significant demand decrease
- Minimum take of the whole sourcing portfolio goes down as some LTCs expire
- Return of sales growth brings effective take back above minimum take

Minimum take obligations are manageable

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