

Elections to the Supervisory Board of E.ON SE

Selection Process

In preparation for the election of successors to departing shareholder representatives and for the election of new shareholder representatives in connection with the planned enlargement of the Supervisory Board, the following elaborate process was used to choose suitable candidates for the election as shareholder representatives.

The Nominations Committee of the Supervisory Board of E.ON SE has met twice to deal with the criteria to be applied and the selection of suitable candidates to be proposed to the Supervisory Board. In this selection process, the targets agreed by the Supervisory Board of E.ON SE in December 2015 with regard to its composition were taken into account.

At its first meeting, the Nominations Committee began by defining the selection criteria for the candidates in terms of a requirements profile. These requirements were based on an analysis of the qualities, expertise and skills already available among Supervisory Board members, and of the fields in which additional expertise and experience would be desirable. To ensure effective and efficient advice to and supervision of the Board of Management, the Committee identified four key areas of expertise and experience as a basis for the selection of candidates, including (i) expertise and experience in the governance and/or supervision of publicly traded, codetermined companies or large organisations, (ii) expertise in the specific businesses and markets of the company, (iii) expertise with regard to particularly relevant general business processes, and (iv) diversity and background of members. A long list of potential candidates was identified with the support of an HR consulting firm. With selected candidates interviews have been hold. On this basis, and applying the defined selection criteria, the Committee prepared a short list of a smaller group of candidates and proposed the first candidates to the Supervisory Board. At its second meeting, the Nominations Committee discussed additional candidates and submitted proposals to the Supervisory Board.

After discussion and resolution in its meeting on April 14th/15th, 2016 and in accordance with the recommendations made by its Nominations Committee, the Supervisory Board proposes the following candidates for election:

Candidates proposed as shareholder representatives on the Supervisory Board



BY-ELECTION

Carolina Dybeck Happe

Chief Financial Officer
ASSA ABLOY AB



BY-ELECTION

Karl-Ludwig Kley

Chairman of the Executive
Board and CEO of Merck
KGaA (until 29 April 2016)

Career history:

Ms. Carolina Dybeck Happe, born on July 26, 1972 in Stockholm, Sweden, holds a Master of Science in Business and Economics.

At the beginning of her career, Ms. Dybeck Happe held various positions with EF Education First Ltd. in the United States, Switzerland and Russia. From 2000 to 2002, she was Chief Financial Officer of Establish AB in Sweden. In 2002, she joined ASSA ABLOY in Germany as Chief Financial Officer for the German-speaking regions; in 2007, she went to ASSA ABLOY in the United Kingdom, where she served as Chief Financial Officer for Europe, the Middle East and Africa. In 2011 she went to Trelleborg AB in Sweden, where she served as Chief Financial Officer. Since 2012 she is in her current position as Chief Financial Officer of ASSA ABLOY AB, a publicly listed company in Sweden.

Specific expertise and experience for membership on the Supervisory Board of E.ON SE:

Ms. Dybeck Happe is an acknowledged financial expert who has leveraged her professional expertise and cultural skills to restructure international businesses while integrating and standardizing processes and governance. She has a keen understanding of the development of sales units with technical competence and the further development of traditional products and services. Since she spent several years in the United States, Moscow, Berlin and London, Ms. Dybeck Happe has experience in various cultures.

Further Supervisory Board mandates:

- ASSA ABLOY Asia Holding AB (Chair of the Board of Directors)¹
- ASSA ABLOY East Europe AB (Chair of the Board of Directors)¹
- ASSA ABLOY Entrance Systems AB (Chair of the Board of Directors)¹
- ASSA ABLOY Financial Services AB (Chair of the Board of Directors)¹
- ASSA ABLOY Finans AB (Chair of the Board of Directors)¹
- ASSA ABLOY Identification Technology Group AB (Chair of the Board of Directors)¹
- ASSA ABLOY IP AB (Chair of the Board of Directors)¹
- ASSA ABLOY Kredit AB (Chair of the Board of Directors)¹
- ASSA ABLOY Mobile Services AB (Chair of the Board of Directors)¹
- Svensk Dörrinvest AB (Chair of the Board of Directors)¹

¹Group-internal board seat.

Career history:

Dr. Karl-Ludwig Kley, born on June 11, 1951 in Munich, Germany, holds a doctorate in law and completed an industrial business apprenticeship.

In 1982, he began his career with Bayer AG, where he initially worked in Corporate Finance and later became assistant to the Chairman of the Management Board. He was Chief Financial Officer of Bayer in Japan, Head of the Pharmaceutical Division of Bayer's Italian subsidiary and later served as Head of Finance and Investor Relations of Bayer AG until 1998. From 1998 to 2006, Dr. Kley was a member of the Executive Board of Deutsche Lufthansa AG, where he served as Chief Financial Officer, before joining Merck KGaA as a member and Vice Chairman of the Executive Board in 2006. In 2007, he was appointed Chairman of the Executive Board and CEO of Merck KGaA.

Specific expertise and experience for membership on the Supervisory Board of E.ON SE:

Dr. Kley has gained extensive leadership and supervisory board experience from the management and supervision of DAX companies. Dr. Kley has profound capital market and industry expertise, as well as a great deal of international experience. He is experienced in the management of complex strategic processes and has substantial experience in innovation and technological expertise in a wide range of business lines.

Other supervisory board seats:

- Bertelsmann Management SE¹
- Bertelsmann SE & Co. KGaA¹
- BMW AG²
- Deutsche Lufthansa AG²
- Verizon Communications Inc. (Board of Directors)²

¹Dr. Kley has declared that he will resign from these supervisory boards on May 9, 2016.

²Publicly listed company.

The Supervisory Board mandates bear the following symbols:

- Membership in other statutory supervisory boards.
- Directorships/memberships in comparable domestic and foreign supervisory bodies of commercial enterprises.

Publicly listed companies and group-internal board seats are explicitly indicated.

Candidates proposed as shareholder representatives on the Supervisory Board



NEW ELECTION

Erich Clementi

*Senior Vice President
Sales and Distribution,
IBM Corporation*

Career history:

Mr. Erich Clementi, born on December 5, 1958 in Bolzano, Italy, holds a degree in business administration.

Mr. Clementi began his career with IBM in Italy in 1984. Initially, he held various positions in IBM's sales, marketing & engineering functions in Eastern Europe and Germany, before he was appointed Vice President Enterprise Systems Group for Europe, the Middle East and Africa in the United Kingdom. In 2003, he moved to the United States, where he first held the position of General Manager, was then appointed Vice President Strategy & General Manager Enterprise Initiatives and, prior to his current position, Senior Vice President & Group Executive Global Technology Services in the United States. Since 2015, Mr. Clementi has been Senior Vice President IBM Sales & Distribution and Chairman IBM Europe.

Specific expertise and experience for membership on the Supervisory Board of E.ON SE:

Mr. Clementi has a great deal of experience in managing large business divisions and strategic processes, in particular in designing innovative realignments to take advantage of growth opportunities. He has profound experience in the digital business as well as with the global issue of Industry 4.0 and the digitization of customer processes. In addition, he is familiar with German codetermination structures.

Other supervisory board seats:

None



NEW ELECTION

Andreas Schmitz

*Chairman of the Supervisory
Board of HSBC Trinkaus
& Burkhardt AG*

Career history:

Mr. Andreas Schmitz, born on February 23, 1960 in Meerbusch-Büderich, Germany, holds a degree in law and is a trained banker.

Mr. Schmitz began his career with HSBC Trinkaus & Burkhardt AG in 1989. Until 2000, he held various positions in the corporate clients business and in investment banking. From 2000 to 2002, he was a member of the extended management board, in charge of Investment Banking and, since 2001, additionally in charge of Debt Capital Markets. From 2002 to 2004, he was a personally liable partner, responsible for Corporate & Investment Banking and Debt Capital Markets, before he was appointed Spokesman of the Personally Liable Partners. From 2006 to 2015, he was Chairman of the Management Board, and since June 2015, he has been Chairman of the Supervisory Board of HSBC Trinkaus & Burkhardt AG.

Specific expertise and experience for membership on the Supervisory Board of E.ON SE:

Mr. Schmitz is an acknowledged financial expert with particular expertise in financial analysis and planning, as well as the functioning of capital markets. He is very experienced in dealing with investors and has extensive experience as a member of supervisory boards and, in connection with this, in-depth corporate governance expertise.

Other supervisory board seats:

- Börse Düsseldorf AG (Chairman)
- HSBC Trinkaus & Burkhardt AG (Chairman)¹
- Scheidt & Bachmann GmbH (Chairman)
- KfW (Administrative Board)

¹Publicly listed company.

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Candidates proposed as shareholder representatives on the Supervisory Board



NEW ELECTION

Ewald Woste

Management consultant

Career history:

Mr. Ewald Woste, born on January 13, 1960 in Werne, Germany, holds a university degree in business administration.

Mr. Woste began his professional career as assistant to the management of heroyal, before joining Benteler AG as a controller in 1989. He has worked in the energy industry since 1992, when he joined the municipal utility of Paderborn. From 1998 to 2003, he was Managing Director of Städtische Werke Nürnberg GmbH and member of the boards of management of Verkehrsaktiengesellschaft Nürnberg and N-ERGIE Aktiengesellschaft. In 2004, he was appointed Chairman of the Board of Management of Mainova AG, and from 2007 to 2014, he served as Chairman of the Board of Management of Thüga Aktiengesellschaft. From 2010 to 2014, he was President of BDEW Bundesverband der Energie- und Wasserwirtschaft e.V. (German Association of Energy and Water Industries). Since 2015, he has provided consultancy services to various companies, including EQT and the Australian financial service provider Macquarie.

Specific expertise and experience for membership on the Supervisory Board of E.ON SE:

Mr. Woste has extensive expertise in the energy sector, which he gained during his many years of service as a top manager of energy companies. He has specific expertise in the downstream customer business, with a focus on sales and service activities. Due to his work in the energy sector, he is very experienced in dealing with political influences, to which regulated industries like the energy sector are exposed.

Other supervisory board seats:

- Thüringer Energie AG (Chairman)
- GASAG Berliner Gaswerke Aktiengesellschaft
- TEN Thüringer Energienetze GmbH & Co. KG
- Energie Steiermark AG

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