

Counter-motion for the E.ON SE General Meeting of Shareholders

May 9, 2018, Grugahalle, Essen



Notice

Last updated: April 25, 2018

In the following, the counter-motions and election proposals from shareholders as defined by Sec. 126 and 127 of the German Stock Corporation Act for the Items of the Agenda of the General Meeting of Shareholders on May 9, 2018, to be made accessible can be found.

Notice is given that counter-motions and election proposals, even if they have been submitted to the company in advance in due time, will only be considered at the General Meeting of Shareholders if they are submitted/put forward verbally there. The right of every shareholder to put forward counter-motions on the various agenda items or election proposals even without a previous submission to the company remains unchanged.

At the General Meeting of Shareholders you may assent to the following counter-motions by voting „no“ to the relevant item of the agenda, i.e. against the management’s proposal.

E.ON SE
Brüsseler Platz 1
45131 Essen
www.eon.com

Counter-motion of the shareholder Dachverband der
Kritischen Aktionärinnen und Aktionäre e.V. regarding
item 3 of the Agenda

- Convenience Translation -

Counter-motions of Dachverband der Kritischen Aktionärinnen und Aktionäre to the General Meeting of Shareholders of E.ON SE on May 9, 2018

Regarding item 3 of the Agenda: Discharge of the Board of Management for the 2017 financial year:

Dachverband der Kritischen Aktionärinnen und Aktionäre proposes that discharge of the members of the Board of Management is not been granted.

Reason:

E.ON SE's Board of Management is not fulfilling its responsibility for climate protection and sustainability with either its current or planned strategic direction. The Group falls far short of its ability to make an effective contribution to achieving the goals of the Paris Climate Change Agreement and the UN Sustainability Agenda 2030.

Deal with RWE threatens energy transition and the climate

With the plan to sell the renewable energies business to RWE, the Board of Management risks slowing down the pace of the energy transition. RWE continues to focus primarily on power generation from fossil fuels such as coal, instead of pushing ahead with the expansion of renewable energies. RWE is also to be granted a stake in E.ON. We cannot see how E.ON intends to use this plan to make an effective contribution to achieving national and international climate protection targets.

E.ON will continue to participate in the climate-damaging coal business. With the intended deal, E.ON would also have a stake of more than eleven percent in Steag, a coal-fired power company, through the municipal utility shareholdings of RWE subsidiary Innogy.

Takeover of Innogy costs 5,000 jobs

E.ON plans to take over Innogy's grid and retail business and plans to cut up to 5,000 jobs. Instead of cutting jobs, the Board of Management should ensure that supposedly superfluous jobs are used to implement the energy transition - also in the sense of socially responsible corporate management.

Duty of care under human law also applies to network operators

Even if in the future E.ON will only be active in the grid and retail business, it must be ensured that the electricity in the grids has not been produced at the expense of human rights. It remains unclear how E.ON will implement its supply chain responsibilities.

In the 2017 financial year, E.ON failed to exert its influence on Uniper to ensure that human rights and environmental protection are respected among suppliers of hard coal, particularly from Colombia. Even though E.ON has now sold its shares in Uniper, the previous negation of responsibility is unacceptable.

Deliveries of uranium to malfunctioning nuclear power plant

E.ON holds one sixth of Urenco. The Urenco plant in Gronau supplies enriched uranium for the production of fuel elements all over the world - including for an Areva factory in Linggen. This is where the fuel elements for the malfunctioning Tihange and Doel nuclear power plants are manufactured.

The planned sale of Urenco to the US is a flagrant violation of the Almelo and Cardiff Non-Proliferation Treaties. The centrifuge technology used for uranium enrichment can be used both for civilian and nuclear-military purposes. The enriched uranium can be used to produce tritium, which is needed, among other things, to increase the effectiveness of US nuclear weapons and to keep them in operation. Thus, Urenco deliberately crosses the line from civilian use of enriched uranium to military use. It is necessary to shut down the plant immediately.

Cologne, April 24, 2018

Markus Dufner
Managing Director
Dachverband der Kritischen Aktionärinnen und Aktionäre e.V.