

# Invitation to the General Meeting

on May 9, 2018, 10.00 a.m.,  
at the Grugahalle in 45131 Essen,  
Messeplatz 2

***e.on***

# E.ON Group Financial Highlights<sup>1</sup>

€ in millions	2017	2016	+/- %
Sales	37,965	38,173	-1
Adjusted EBITDA <sup>2</sup>	4,955	4,939	-
Adjusted EBIT <sup>2</sup>	3,074	3,112	-1
Net income/loss	4,180	-16,007	-
Net income/loss attributable to shareholders of E.ON SE	3,925	-8,450	-
Adjusted net income <sup>2</sup>	1,427	904	+58
Investments	3,308	3,169	+4
Cash provided by operating activities of continuing operations	-2,952	2,961	-
Cash provided by operating activities of continuing operations before interest and taxes	-2,235	3,974	-
Economic net debt (at year-end)	19,248	26,320	-27
Debt Factor <sup>3</sup>	3.9	5.3	-1,4 <sup>4</sup>
Equity	6,708	1,287	+421
Total assets	55,950	63,699	-12
ROCE (%)	10.6	10.4	+0,2 <sup>5</sup>
Pre-tax cost of capital (%)	6.4	5.8	+0,6 <sup>5</sup>
After-tax cost of capital (%)	4.7	4.0	+0,7 <sup>5</sup>
Value added	1,211	1,370	-12
Employees (at year-end)	42,699	43,138	-1
Earnings per share <sup>6,7</sup> (in €)	1.84	-4.33	-
Equity per share <sup>6,8</sup> (in €)	1.85	-0.54	-
Dividend per share <sup>9</sup> (in €)	0.30	0.21	+43
Dividend payout	650	410	+59
Market capitalization <sup>8</sup> (€ in billions)	19.6	13.1	+50

1 The Uniper Group was deconsolidated effective December 31, 2016; it is shown in 2016 income statement as discontinued operation.

2 Adjusted for non-operating effects (see Glossary).

3 Ratio of economic net debt and adjusted EBITDA.

4 Change in absolute terms.

5 Change in percentage points.

6 Attributable to shareholders of E.ON SE.

7 Based on shares outstanding (weighted average).

8 Based on shares outstanding at year-end.

9 For the respective financial year; the 2017 figure represents management's dividend proposal.

Translation from German into English

We hereby invite the shareholders of our Company to the annual General Meeting of Shareholders to be held on May 9, 2018, 10.00 a.m., at the Grugahalle in 45131 Essen, Messeplatz 2.

## Agenda for the General Meeting of Shareholders

**1. Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements for financial year 2017, along with the Management Report Summary for E.ON SE and the E.ON Group and the Report of the Supervisory Board as well as the Explanatory Report of the Board of Management regarding the statements pursuant to sections 289a para. 1 and 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch – HGB*)**

On March 12, 2018, the Supervisory Board has approved the Annual Financial Statements and Consolidated Financial Statements prepared by the Board of Management. Thus, the Annual Financial Statements are adopted. The documents specified under this Item of the Agenda are to be presented to the General Meeting of Shareholders without the adoption of a resolution being required.

**2. Appropriation of balance sheet profits for financial year 2017**

The Supervisory Board and the Board of Management propose that the balance sheet profits generated in financial year 2017 in the amount of €1,320,307,680.65 be used for the distribution of a dividend in the amount of €0.30 per no-par value share entitled to dividend payment, equaling a total amount of €650,144,829.90, and that the remaining amount of €670,162,850.75 be allocated to other retained earnings.

The dividend is due for payment on the third business day following the resolution of the General Meeting of Shareholders, therefore on May 14, 2018.

### **3. Discharge of the Board of Management for financial year 2017**

The Supervisory Board and the Board of Management propose that discharge be granted.

### **4. Discharge of the Supervisory Board for financial year 2017**

The Supervisory Board and the Board of Management propose that discharge be granted.

### **5. Election of the auditor for financial year 2018 and a review of any financial statements for financial year 2018 and the first quarter of financial year 2019**

On the basis of the recommendation of its Audit and Risk Committee, the Supervisory Board proposes that the following be resolved:

- a) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor and group auditor for financial year 2018.
- b) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor for a review of abbreviated financial statements and interim management reports for financial year 2018.
- c) Moreover, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor for a review of the abbreviated financial statements and the interim management report for the first quarter of financial year 2019.

The Audit and Risk Committee has stated that its recommendation is free from influence by a third party and no clause restricting the choice within the meaning of the EU Regulation on statutory auditors or audit firms has been imposed upon it.

## **6. Amendment to the Articles of Association, size of the Supervisory Board**

Upon closing of the annual General Meeting of Shareholders 2018, the Supervisory Board will be reduced to twelve members in accordance with sections 8, 8a of the Articles of Association of E.ON SE currently in force. In connection with the reduction of the Supervisory Board, three members representing the shareholders will resign on grounds of age. The Board of Management and the Supervisory Board propose an extension of the Supervisory Board to fourteen members in order to fulfill the targets of its composition including the diversity concept and the competency profile in the future despite the resignation of long-standing members. Section 8a of the Articles of Association of E.ON SE currently in force contains the extension of the Supervisory Board to eighteen members which is limited until the closing of the annual General Meeting of Shareholders on May 9, 2018 and shall thus be repealed.

In this respect, the Supervisory Board and the Board of Management propose that the following be resolved:

Section 8 para. 1 and para. 2 of the Company's Articles of Association will be amended as follows:

“(1) The Supervisory Board comprises fourteen members.

(2) Seven members are being elected by the General Meeting of Shareholders without being bound to election proposals. Another seven members are to be elected by the General Meeting of Shareholders upon proposals from the employees; the proposals for the election of the employee representatives are binding on the General Meeting of Shareholders. If the agreement regarding the participation of the employees concluded in accordance with the SE Employee Participation Act (SEBG) stipulates a different appointment procedure for the employee

representatives on the Supervisory Board, the employee representatives are appointed, in deviation from sentence 2, in accordance with the agreed procedure."

Section 8a of the Company's Articles of Association shall be deleted without replacement.

## 7. Elections to the Supervisory Board

Upon closing of the General Meeting of Shareholders on May 9, 2018 the term of office of six out of nine members of the Supervisory Board elected by the General Meeting of Shareholders will expire. Prof. Dr. Ulrich Lehner, Dr. Theo Siegert and Baroness Denise Kingsmill will resign from the Supervisory Board at this point of time. The term of office of Mr. Ewald Woste, Mr. Erich Clementi and Mr. Andreas Schmitz will expire upon the closing of the General Meeting of Shareholders 2021. The Supervisory Board, pursuant to Article 40 para. 3 of the SE Regulation (*SE-Verordnung – SE-VO*), section 17 para. 1 of the SE Implementing Act (*SE-Ausführungsgesetz – SEAG*) and sections 8, 8a of the Articles of Association, will upon closing of this General Meeting of Shareholders be comprised of twelve members and after the effective date of the amendment to the Articles of Association as proposed under Item 6 of the Agenda comprised of fourteen members half of whom are to be elected by the General Meeting of Shareholders and the other half to be appointed by the employees according to the agreement on the involvement of employees in E.ON SE dated April 14, 2016.

Therefore, in addition to the regular new elections of three members, another member is to be elected due to the proposed extension of the Supervisory Board by the General Meeting of Shareholders. In parallel, four employee representatives were appointed according to the agreement on the involvement of employees in E.ON SE dated April 14, 2016 subject to the condition precedent of the amendment to the Articles of Association taking effect.

In a Supervisory Board comprised of twelve members as well as in a Supervisory Board comprised of fourteen members at least four seats on the Supervisory Board must be filled by women and at least four seats by men. According to the agreement on the involvement of employees dated April 14, 2016 from both the shareholders and the employees at least two representatives of each gender must belong to the Supervisory Board. On election of the candidates proposed by the Supervisory Board, the minimum proportion requirement would thus also be satisfied after the effective date of the amendment to the Articles of Association.

The Supervisory Board – in accordance with the proposals made by the Nomination Committee – proposes that the following persons be re-elected as members of the Supervisory Board:

- a) Dr. Karl-Ludwig Kley, Chairman of the Supervisory Board of E.ON SE, Cologne
- b) Ms. Carolina Dybeck Happe, Chief Financial Officer of ASSA ABLOY AB, Djursholm, Sweden
- c) Dr. Karen de Segundo, Attorney, Kingston upon Thames, Great Britain

The Supervisory Board moreover proposes – in accordance with the proposal by its Nomination Committee – subject to the condition precedent of the amendment to the Articles of Association under Item 6 of the Agenda taking effect, to elect the following person as member of the Supervisory Board:

- d) Mr. Klaus Albert Fröhlich, Member of the Management Board of Bayerische Motorenwerke Aktiengesellschaft, Munich

The elections shall take place for a term running until conclusion of the General Meeting of Shareholders resolving on the discharge in respect of the fourth financial year after the election, with the financial year in which the term begins not being included in the calculation, but not longer than for a period of six years.

The Supervisory Board's proposals for election take account of the objectives for its composition as resolved by the Supervisory Board of E.ON SE in December 2017 and aim at fulfilling the competency profile of the Supervisory Board. Regarding the candidates proposed, the Supervisory Board has assured itself that they are able to make the time commitment to be expected.

It is intended to have the General Meeting of Shareholders decide on the elections to the Supervisory Board by way of separate ballot.

In the event of being elected to the Supervisory Board, Dr. Karl-Ludwig Kley shall be proposed as a candidate for the chair of the Supervisory Board.

## **Notifications and Reports to the General Meeting of Shareholders**

### **CVs and Disclosures pursuant to section 125 para. 1 AktG on the members of the Supervisory Board proposed for election**

#### **Dr. Karl-Ludwig Kley**

Chairman of the Supervisory Board of E.ON SE

#### Career:

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 Sales and Marketing Overseas, 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. From April 2007 until April 2016 he was Chairman of the Executive Board and CEO of Merck KGaA.

Chairman of the Supervisory Board of E.ON SE; term will end upon closing of the General Meeting of Shareholders in 2018

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 and Dow Jones 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:

- Bayerische Motorenwerke Aktiengesellschaft<sup>1</sup> (Deputy Chairman) (mandate limited until 2021)
- Deutsche Lufthansa AG<sup>1</sup> (Chairman)
- Verizon Communications Inc. (Board of Directors)<sup>1</sup> (mandate ends on May 3, 2018)

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<sup>1</sup> Listed Company

The supervisory board seats are marked as follows:

- Membership in other statutory supervisory boards
- Membership in comparable German and foreign supervisory bodies of corporations

Listed companies and seats on boards of Group companies are marked as such

The mandate at Verizon Communications Inc. will expire upon closing of the General Meeting of Shareholders taking place on May 3, 2018, Dr. Kley will not offer himself for re-election. At Bayerische Motorenwerke Aktiengesellschaft, Dr. Kley will offer himself for re-election to the Supervisory Board for another three years at the General Meeting of Shareholders in May 2018.

### **Carolina Dybeck Happe**

Chief Financial Officer of ASSA ABLOY AB

#### Career:

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 Germanspeaking 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.

Member of the Supervisory Boards of E.ON SE since 2016; term will end upon closing of the General Meeting of Shareholders in 2018

#### 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 in the context of digitization. Since she spent several years in the United States, Switzerland, Moscow, Berlin and London, Ms. Dybeck Happe has experience in various cultures.

Other supervisory board seats:

- ASSA ABLOY Asia Holding AB  
(Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY East Europe AB  
(Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY Entrance Systems AB  
(Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY Financial Services AB  
(Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY Finans AB (Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY IP AB (Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY Kredit AB (Chair of the Board of Directors)<sup>1</sup>
- ASSA ABLOY Mobile Services AB  
(Chair of the Board of Directors)<sup>1</sup>

**Dr. Karen de Segundo**

Attorney

Career:

Dr. Karen de Segundo, born on December 12, 1946 in The Hague, The Netherlands, graduated in law and holds a Master of Business Administration (MBA).

Dr. de Segundo began her career in 1971 when she joined the Royal Dutch / Shell Group, where she initially pursued an international commercial career in the gas and power business as well as in sales and marketing of oil products.

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<sup>1</sup> Group internal membership

The supervisory board seats are marked as follows:

- Membership in other statutory supervisory boards
- Membership in comparable German and foreign supervisory bodies of corporations

Listed companies and seats on boards of Group companies are marked as such

She held various positions in five countries before she was appointed as a member of the Shell Brazil Management Board in charge of oil products in 1990. In 1996, Dr. de Segundo became External Affairs Director for the Shell Group. In 1998, she was appointed Chief Executive Officer of Shell Gas & Power and Chairman of Shell Coal; and from the year 2000 until 2005, when she left Shell, she served as Chief Executive Officer at Shell Renewables and President of Shell Hydrogen.

Member of the Supervisory Board of E.ON AG / E.ON SE since 2008; term of office will end upon closing of the General Meeting of Shareholders in 2018

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

Dr. de Segundo commands extensive leadership and supervisory experience since she has managed and supervised multinational corporations. She has a high level of intercultural competence, as well as in-depth knowledge of the energy market and experience in regulated industries. In addition, Dr. de Segundo has particular expertise in the field of law and compliance as well as in organisational and cultural change management.

Other supervisory board seats:

none

**Klaus Albert Fröhlich**

Member of the Board of Management of Bayerische Motorenwerke Aktiengesellschaft

Career:

Klaus Fröhlich was born in Soest, Germany, on June 6, 1960. From 1981, he studied mechanical engineering at RWTH Aachen University and completed his studies as a graduate engineer in 1987.

Subsequently, Mr. Fröhlich joined the drive development of BMW AG in July 1987 as a development engineer. In 1993, he took over the management of the basic development

of the V8 engines. From 1995, he was responsible for the project management of the BMW engine programs for the vehicles of the Rover Group. From 1996 to 1998, Mr. Fröhlich worked for the BMW subsidiary Rover Group in the UK as Chief Engineer for the propulsion of future Land Rover vehicles. In 1999, he moved back to the engine development department of BMW AG in Munich and managed various functions of the Otto engine development. From 2005 to 2007, he was responsible for cross-brand product planning and subsequently for the brand and product strategies of the BMW Group (Strategy No. ONE). In 2012, he headed the small and mid-sized vehicle model series (BMW 1 and 5 Series). On December 9, 2014, Klaus Fröhlich was appointed to the Board of Management of BMW AG, responsible for development.

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

Mr. Klaus Fröhlich has many years of corporate and leadership experience. He has a profound experience in brand and product strategies and digitization. He has a special understanding of the development of business models and collaborations related to new technologies. Mr. Fröhlich has outstanding knowledge in the field of drive development with particular focus on e-mobility.

Other supervisory board seats:

- HERE International B.V. (until March 31, 2018)

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- Membership in other statutory supervisory boards
- Membership in comparable German and foreign supervisory bodies of corporations

Listed companies and seats on boards of Group companies are marked as such

## **Total number of shares and voting rights**

At the time the General Meeting of Shareholders is convened, the total registered share capital of the Company is comprised of 2,201,099,000 registered no-par value shares (shares without nominal amount), each granting one vote. The total amount of voting rights thus amounts to 2,201,099,000 voting rights. At the time the General Meeting of Shareholders is convened, the Company holds 33,949,567 treasury shares. These treasury shares do not grant any voting rights to the Company.

## **Requirements for the attendance at the General Meeting of Shareholders and the exercise of voting rights**

Only those shareholders are entitled to attend the General Meeting of Shareholders and to exercise their voting rights who have registered in due time and for whom the registered shares are registered in the share register. For the exercise of the right to attend and vote, the shareholdings recorded in the share register as at the end of May 2, 2018 (technical record date), are relevant. Any applications for the transfer of entries in the share register which the Company receives after May 2, 2018, but by the end of the General Meeting of Shareholders on May 9, 2018, will be processed and taken into consideration with effect after the General Meeting of Shareholders on May 9, 2018.

The registration for the General Meeting of Shareholders does not result in the shares being blocked; the shareholders may still freely dispose over the shares after registration.

The registration for attendance has to be received by the Company until no later than the expiry of May 2, 2018 in German or in English language at the following address

Hauptversammlung E.ON SE  
c/o ADEUS Aktienregister-Service-GmbH  
20672 Hamburg  
Facsimile: +49 89-20 70 37 951

or electronically using the password-protected Online Service for the General Meeting of Shareholders under

[www.eon.com/agm-service](http://www.eon.com/agm-service)

Shareholders wishing to register for the General Meeting of Shareholders using the Online Service need their shareholder number and the corresponding access password for this purpose. Those shareholders who have already registered for e-mail distribution of the invitation to the General Meeting of Shareholders will receive their shareholder number together with the invitation e-mail for the General Meeting of Shareholders and have to use the access password they have chosen for the registration process. The employees who are shareholders and are registered for the e-mail distribution with respect to the General Meeting of Shareholders will receive their shareholder number and their access password in a separate letter. All other shareholders registered in the share register will receive their shareholder number and their access password by mail together with the invitation letter for the General Meeting of Shareholders.

## **Procedure for voting by proxy**

Shareholders may have their voting right exercised by proxies, also by way of a shareholder association. The appointment of proxies, its revocation and the provision of evidence vis-à-vis the Company for the appointment of proxies have, in principle, to be made in text form if neither a financial institution, an institution or entity with equal status pursuant to section 135 para. 10 of the German Stock Corporation Act in conjunction with section 125 para. 5 of the German Stock Corporation Act, nor a shareholder association or any other person with equal status pursuant

## Invitation to the General Meeting **16**

to section 135 para. 8 of the German Stock Corporation Act is authorized to exercise the voting right. The provision of evidence of the appointment of a proxy may be transmitted to the Company electronically under the e-mail address [hv-service@eon.com](mailto:hv-service@eon.com).

Credit institutions, shareholder associations and persons or institutions who have equal status may stipulate a different procedure for their appointment of proxies. Therefore, we ask shareholders to contact the person to be appointed in due time with regard to any special form of proxy that may be required by the latter.

In addition, we offer to our shareholders, already prior to the General Meeting of Shareholders, to appoint proxies designated by the Company by using the form sent to the shareholders. These proxy holders will cast their votes in accordance with the instructions given by the shareholders. In the event that individual ballots are conducted in respect of an Item of the Agenda, any instruction issued in this regard will apply accordingly in respect of each individual Sub-Item.

As a special service for shareholders, the Online Service of the Company under [www.eon.com/agm-service](http://www.eon.com/agm-service) provides the additional option to appoint the proxy holders designated by the Company and to authorize credit institutions or shareholder associations participating in the Online Service. Such authorization using the Online Service may be granted until the expiry of May 2, 2018. In addition, instructions given using the Online Service may still be changed via the Online Service until and including the day of the General Meeting of Shareholders, i.e. May 9, 2018, by no later than 12.00 noon, but in no case after the relevant casting of votes has commenced. Finally, shareholders may also appoint third parties as proxy via the Online Service by ordering an entrance ticket for them. The Company will issue the entrance ticket accordingly.

In order to use the Online Service for the appointment of proxies, shareholders always need their shareholder number and the corresponding access password.

In all cases of the appointment of proxies, a timely registration and a timely appointment of the proxy has to be ensured by the shareholder or the proxy. Shareholders will receive a form for the appointment of proxies together with the invitation to the General Meeting of Shareholders. A form for the appointment of proxies may also be requested from Hauptversammlung E.ON SE c/o ADEUS Aktienregister-Service-GmbH, 20672 Hamburg.

Registered holders of American Depositary Shares (ADS) receive the documents for the appointment of proxies from Citibank (Depositary).

## **Rights of the shareholders**

### **(1) Request for supplementing the Agenda of the General Meeting of Shareholders, section 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 of the German SE Implementation Act (SE-Ausführungsgesetz – SEAG), section 122 para. 2 of the German Stock Corporation Act**

One or several shareholders can request that the Agenda of a General Meeting of Shareholders be amended to the extent that his or their share in the registered share capital represents at least a proportionate amount of €500,000.00 (equaling 500,000 shares). Any new item for the Agenda has to be accompanied by a statement of reasons or a resolution proposal. The request has to be addressed to the Board of Management of the Company in writing. It has to be received by the Company at least 30 days prior to the meeting, i.e. by no later than the expiry of April 8, 2018.

Any requests for amending the agenda have to be sent in writing to the following address:

E.ON SE  
- Board of Management -  
Brüsseler Platz 1  
45131 Essen

Any amendments to the Agenda that have to be published will – to the extent that they have not already been published together with the convening notice of the meeting – be announced in the Federal Gazette (Bundesanzeiger) and published in the Internet under [www.eon.com/agm-2018](http://www.eon.com/agm-2018) immediately upon receipt of the request for amendment.

## **(2) Counter-motions and election proposals, sections 126 para. 1, 127 of the German Stock Corporation Act**

Pursuant to section 126 para. 1 of the German Stock Corporation Act, any shareholder is entitled to send to the Company counter-motions regarding the resolution proposals for the Items of the Agenda. If it is intended that the counter-motions are made accessible by the Company, these counter-motions, including a statement of the reasons for such counter-motion, have to be sent to the following address by no later than 14 days prior to the meeting, i.e. until no later than the expiry of April 24, 2018:

E.ON SE  
- Board of Management -  
Brüsseler Platz 1  
45131 Essen  
Facsimile: +49 201-184-1508

Counter-motions that have been addressed in any other way will not be made accessible.

Subject to section 126 paras. 2 and 3 of the German Stock Corporation Act, counter-motions from shareholders that are to be made accessible will be published in the Internet under [www.eon.com/agm-2018](http://www.eon.com/agm-2018), including the name of the shareholder and the reasons stated therefore, as well as comments from the management of the Company, if any.

Pursuant to section 127 of the German Stock Corporation Act, the above provisions also apply, mutatis mutandis, to a shareholder's proposal for the election of members of the Supervisory Board (provided that this is an Item of the Agenda of the annual General Meeting of Shareholders) and of auditors. However, no reasons have to be stated in respect of such proposals. In addition to the reasons stipulated in section 126 para. 2 of the German Stock Corporation Act, the Board of Management is not obliged to make an election proposal accessible if, amongst other things, the proposal does not contain the name, regular profession and place of residence of the candidate. Proposals for the election of members of the Supervisory Board do not need to be made accessible either if they do not include information regarding the membership of the proposed candidates for the Supervisory Board in other supervisory boards which are to be established under statutory law pursuant to section 125 para. 1 sentence 5 of the German Stock Corporation Act.

### **(3) Right to information, section 131 para. 1 of the German Stock Corporation Act**

To the extent this is necessary for the appropriate assessment of the Item of the Agenda, the Board of Management is obliged to inform each shareholder, upon request, in the General Meeting of Shareholders about the affairs of the Company. This obligation to inform also applies to the legal and business relationships of the Company with affiliates as well as to the situation of the Company and the entities included in the consolidated financial statements.

## **Further information**

Further information regarding the rights of shareholders pursuant to section 56 sentence 2 and sentence 3 of the SE Regulation, section 50 para. 2 of the German SE Implementation Act, sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act is available in the Internet under [www.eon.com/agm-2018](http://www.eon.com/agm-2018).

## **Publication on the Company website**

Promptly after the General Meeting of Shareholders has been convened, the information pursuant to section 124a of the German Stock Corporation Act will be available on the Company website under [www.eon.com/agm-2018](http://www.eon.com/agm-2018).

## **Broadcasting of the General Meeting of Shareholders in the Internet**

It is intended to broadcast the General Meeting of Shareholders in the Internet until the commencement of the debate.

## **Notice on Data Protection**

On May 25, 2018, new regulations on data protection take effect in the EU. The protection and compliant processing of your personal data have high priority for us. In our data protection notice you can find detailed information about processing personal data of our shareholders. From 25 May, 2018, you will find the new data protection notice here: [www.eon.com/en/investor-relations/contact/data-protection-notice-for-shareholders.html](http://www.eon.com/en/investor-relations/contact/data-protection-notice-for-shareholders.html)

Essen, March 2018  
The Board of Management





**May 8, 2018** **Quarterly Statement:**

**January – March 2018**

**May 9, 2018** **2018 Annual Shareholders Meeting**

**August 8, 2018** **Half-Year Financial Report:**

**January – June 2018**

**November 14, 2018** **Quarterly Statement:**

**January – September 2018**

**March 13, 2019** **Release of the 2018 Annual Report**

**May 13, 2019** **Quarterly Statement:**

**January – March 2019**

**May 14, 2019** **2019 Annual Shareholders Meeting**

**August 7, 2019** **Half-Year Financial Report:**

**January – June 2019**

**November 13, 2019** **Quarterly Statement:**

**January – September 2019**

**Questions regarding  
the General Meeting:**

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