Draft transfer resolution:

“The shares held by the remaining shareholders of innogy SE (Minority Shareholders) shall be transferred to Essen-based E.ON Verwaltungs SE (Main Shareholder) in accordance with Article 9, Paragraph 1(c) (ii) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the European Company Statute (SE) ("SE Regulation") in conjunction with Section 62, Paragraph 5 of the German Company Transformation Act and Sections 327a et seqq. of the German Stock Corporation Act in exchange for appropriate cash compensation of 42.82 euros per bearer share in innogy SE that shall be paid by the Main Shareholder.”