Invitation to the Extraordinary General Meeting of innogy SE on Wednesday, 4 March 2020
Dear Shareholders,

We hereby invite you to our Extraordinary General Meeting, which will take place at 10:00 a.m. CET on Wednesday, 4 March 2020 at the Essen Philharmonic, Huysse nalee 53, in 45128 Essen, Germany.
Agenda

Transfer of the shares of the minority shareholders of innogy SE to E.ON Verwaltungs SE as main shareholder in exchange for appropriate cash compensation in accordance with Section 62, Paragraph 5 of the German Company Transformation Act in conjunction with Sections 327a et seqq. of the German Stock Corporation Act (squeeze-out under German merger law)

Pursuant to 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, the General Meeting of an SE seeking to transfer shares in connection with its folding into a receiving SE holding shares accounting for at least nine-tenths of the capital stock of the transferring stock corporation (Main Shareholder) may pass a resolution to transfer the shares of the remaining shareholders (Minority Shareholders) to the Main Shareholder in exchange for appropriate cash compensation (“Squeeze-out under Merger Law”).

E.ON Verwaltungs SE, headquartered in Essen, Germany, would like to exercise this option.

On 22 January 2020, innogy SE and E.ON Verwaltungs SE concluded a merger agreement pursuant to which innogy SE (also referred to as the “Company” hereinafter) as transferring legal entity shall transfer all of its assets along with all of the rights and duties pertaining thereto to E.ON Verwaltungs SE as receiving legal entity and dissolve the Company without winding it down in accordance with Article 9, Paragraph 1 (c) (ii) of the SE Regulation in conjunction with Section 2, Item 1 and Sections 60 et seqq. of the German Company Transformation Act. The merger agreement includes the statement according to Section 62, Paragraph 5, Sentence 2 of the German Company Transformation Act pursuant to which the Company’s Minority Shareholders are excluded in connection with the folding of the Company into E.ON Verwaltungs SE. The effectiveness of the merger agreement is subject to the suspensory condition that the following proposed resolution of the Company’s General Meeting in accordance with Section 62, Paragraph 5, Sentence 1 of the German Company Transformation Act in conjunction with Section 327a, Paragraph 1, Sentence 1 of
the German Stock Corporation Act regarding the transfer of the shares of the Company’s Minority Shareholders to E.ON Verwaltungs SE as Main Shareholder has been registered with the notice pursuant to Section 62, Paragraph 5, Sentence 7 of the German Company Transformation Act that this transfer resolution shall only take effect at the same time as the merger is entered into the register of the domicile of E.ON Verwaltungs SE. The merger shall not require consideration because it is an intragroup merger.

E.ON Verwaltungs SE directly owns 499,999,500 shares in innogy SE and thus at least nine-tenths of the capital stock. E.ON Verwaltungs SE has furnished proof of its share ownership by way of a deposit confirmation by Deutsche Bank AG and BNP Paribas Securities Services S.C.A., Frankfurt am Main Branch Office. Per a letter dated 4 September 2019, E.ON Verwaltungs SE informed the Company’s Executive Board of its intention to exclude the Company’s Minority Shareholders in connection with the merger. Per a further letter, dated 16 January 2020, E.ON Verwaltungs SE informed the Executive Board of innogy SE that it wanted the General Meeting of innogy SE to pass a resolution to transfer the shares held by the Minority Shareholders of innogy SE to E.ON Verwaltungs SE in exchange for appropriate cash compensation within three months from the conclusion of the merger agreement dated 22 January 2020. Moreover, E.ON Verwaltungs SE submitted to the Executive Board of innogy SE a declaration by BNP Paribas S.A., German Branch Office, stating that the bank will unconditionally and irrevocably guarantee the fulfilment of the obligation of E.ON Verwaltungs SE to immediately pay the established cash compensation for the transferred shares to the Minority Shareholders once the transfer resolution has been entered into the Company’s Commercial Register.

E.ON Verwaltungs SE calculated the appropriate cash compensation that shall be paid to the Minority Shareholders as consideration for the transfer of their shares to E.ON Verwaltungs SE on the basis of a valuation opinion by Hamburg-based KPMG AG Wirtschaftsprüfungsgesellschaft dated 16 January 2020 and set it at 42.82 euros on the same day.

E.ON Verwaltungs SE presented the requirements for the transfer of the shares of the Minority Shareholders and provided commentary on the cash compensation and the rationale therefor in a written report to the General Meeting. The appropriateness of the cash compensation was confirmed by Düsseldorf-based Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, the expert auditors selected and appointed by the Dortmund Regional Court.
The Executive Board and the Supervisory Board propose that the following resolution be passed:

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.

Total number of shares and voting rights

On the convocation date, the Company’s capital stock was divided among 555,555,000 common shares granting the same number of voting rights.

Participating in the General Meeting and exercise of voting rights

Shareholders who intend to participate in the General Meeting or exercise their voting rights must send their registration to the Company by 24:00 CET on 26 February 2020 to the following address:

innogy SE  
c/o Deutsche Bank AG  
Securities Production  
General Meetings  
P.O. Box 20 01 07  
60605 Frankfurt am Main, Germany  
(F +49 69 12012 86045)

or via e-mail to:  
wp.hv@db-is.com

Furthermore, shareholders must furnish proof of their authorisation to participate in the General Meeting or exercise their voting rights. To this end, they must provide special proof of their share ownership from their depositary bank that they were a shareholder
in the Company at the beginning of the day on 12 February 2020 (i.e. 0:00 hours CET) (“Record Date”). Analogously to the registration, proof of share ownership must be received by the Company at the aforementioned address by no later than 24:00 hours CET on 26 February 2020. The registration and proof of share ownership must be in writing in German or English.

The Company shall only deem individuals/entities punctually furnishing the special proof of share ownership shareholders entitled to participate in the General Meeting or exercise their voting rights. The authorisation to participate and the scope of the voting rights shall solely be based on the share ownership as of the Record Date. The Record Date shall not invoke a ban on the sale of share ownership. Even in the event of a complete or partial sale of share ownership after the Record Date, authorisation to participate and the scope of voting rights shall solely be determined by the share ownership of the shareholder as of the Record Date, i.e. sales of shares after the Record Date shall not affect the authorisation to participate or the scope of the voting rights. The same applies analogously to purchases of shares and increases in share ownership after the Record Date. Individuals/entities not holding any shares as of the Record Date and only becoming shareholders thereafter shall not be authorised to participate or exercise their voting rights unless they act as a proxy to participate or exercise voting rights.

Shareholders who request an admission ticket for the General Meeting from a collective security deposit bank on time usually do not need to do anything else. In such cases, registration and proof of share ownership are usually handled by the depositary bank.

**Authorising a third party**

Shareholders can also exercise their voting and other rights by authorising a proxy such as a bank, a shareholder association or any other third party to do so on their behalf. Proof of share ownership must be submitted before the appropriate deadline according to the aforementioned provisions in such cases as well.

As a rule, the issuance and revocation of authorisations as well as proof of authorisation vis-à-vis the Company must be effected in writing. Intermediaries, shareholder associations, voting right advisors and other entities of equal status pursuant to Article 53 of the SE Regulation in conjunction with Section 135, Paragraph 8 of the German Stock Corporation Act may establish different provisions regarding the form of authorisation when issuing their own authorisations. The law stipulates that, in such cases, the authorisation be issued to a specific proxy and documented by said
proxy in a manner allowing for it to be verified. In addition, the proxy declaration must be complete and may only include statements regarding the exercise of voting rights. We thus ask all shareholders to agree on the form of the authorisation with the proxy in good time in such cases.

Shareholders wishing to authorise another type of representative are asked to use the form for issuing authorisation provided by the Company. It is on the back of the admission ticket with the heading “Authorisation given to third parties” marked with an A which is sent to all shareholders requesting an admission ticket in due time. We kindly request that the completed proxy form be presented together with the admission ticket at one of the registration desks on the day of the General Meeting. Alternatively, authorisations, revocations and proof of authorisation may be sent to the Company to the following address or via the following communication channels by no later than the end of the day on 3 March 2020 (the date of receipt is decisive):

innogy SE
c/o Computershare Operations Center
80249 Munich, Germany
anmeldestelle@computershare.de
F +49 89 30903 74675

Authorising a voting proxy appointed by the Company
Furthermore, once again, we are affording shareholders the opportunity to be represented during votes by a proxy nominated by the company, i.e. Tobias Ressing or Dr. Tobias Rösner. These voting proxies must be issued an authorisation and instructions for exercising voting rights. The voting proxies are obligated to cast votes based on the instructions they receive.

Prior to the General Meeting, authorisation and instructions on the exercise of voting rights may be issued to the proxies nominated by the Company using the form intended for this purpose, which can be found on the back of the admission ticket (“Authorisation to voting proxies nominated by innogy SE”, marked with a B). In such cases, the admission ticket must be sent to the following address together with the completed proxy form B by no later than the end of the day on 3 March 2020 (the date of receipt being decisive):
innogy SE  
c/o Computershare Operations Center  
80249 Munich, Germany  
ameldestelle@computershare.de  
F +49 89 30903 74675

Shareholders participating in the General Meeting in person or via a third party can be represented during votes by a voting proxy nominated by the Company by issuing them an authorisation and instructions at any of the desks designated “Voting Proxies” in the entrance hall. Shareholders may make use of this option if they wish to leave the General Meeting thereafter or stay.

Shareholder registration and proof of share ownership must be submitted before the appropriate deadline according to the aforementioned provisions in such cases as well.

Announcement of shareholder rights pursuant to Articles 53 and 56 of the SE Regulation, Section 50, Paragraph 2 of the SE implementation Act as well as Sections 122, Paragraph 2, 126, Paragraph 1 and 131, Paragraph 1 of the German Stock Corporation Act

Requests for additional agenda items (Article 56 of the SE Regulation, Section 50, Paragraph 2 of the SE Implementation Act, and Section 122, Paragraph 2 of the German Stock Corporation Act)

Shareholders accounting for a combined 5% of the capital stock or a prorated EUR 500,000 may request items to be placed on the agenda and published. Every new Item must be accompanied by a substantiation or a draft resolution.

Requests for additional agenda items must be directed to the Company’s Executive Board and received by the Company at least 30 days before the General Meeting, excluding the date of receipt and the day of the General Meeting. The last possible date of receipt is thus Sunday, 2 February 2020, 24:00 hours CET. Requests for additional agenda items received after this date shall not be considered.
We kindly request that requests for additional agenda items be sent to the following address:

innogy SE  
– Executive Board –  
c/o Legal & Compliance  
Opernplatz 1  
45128 Essen, Germany

or electronically in accordance with Section 126a of the German Civil Code

via e-mail to:  
aoHV2020.Ergaenzungsantraege@innogy.com

Shareholder motions (Article 53 of the SE Regulation in conjunction with Section 126, Paragraph 1 of the German Stock Corporation Act)
All shareholders have the right to file reasoned countermotions relating to Executive or Supervisory Board proposals regarding agenda items at the General Meeting. Countermotions received by the Company at the following address at least 14 days before the General Meeting (excluding the date of receipt and the day of the General Meeting), i.e. by no later than 24:00 hours CET on 18 February 2020, will be posted to the “Extraordinary General Meeting 2020” section of the iam.innogy.com website together with the name of the shareholder, the substantiation and possibly a statement by management (cf. Section 126, Paragraph 1, Sentence 3 of the German Stock Corporation Act).

Section 126, Paragraph 2 of the German Stock Corporation Act mentions reasons exempting a countermotion and its substantiation from being published. These are set out in the “Extraordinary General Meeting 2020” section of the Company’s iam.innogy.com website.

Countermotions (along with their substantiation) must be submitted to the following address:

innogy SE  
Legal & Compliance  
Opernplatz 1  
45128 Essen, Germany

or via facsimile: +49 201 12 15283
or via e-mail to:
aoHV2020.Antraege@innogy.com

Countermotions sent to other addresses shall not be considered.

This shall not affect the right of all shareholders to file countermotions regarding agenda items during the General Meeting without sending them to the Company in advance and on time.

Shareholder rights to information (Article 53 of the SE Regulation in conjunction with Section 131, Paragraph 1 of the German Stock Corporation Act)

Section 131, Paragraph 1 of the German Stock Corporation Act stipulates that every shareholder is entitled to be informed by the Executive Board of Company matters at the General Meeting to the extent necessary to properly assess the contents of agenda items. This obligation of the Executive Board to provide information also applies to the Company’s legal and business relations with affiliated companies and the state of business of the Group and the companies included in the consolidated financial statements (cf. Section 131, Paragraph 1, Sentences 2 and 4 of the German Stock Corporation Act).

The Executive Board may refuse to provide information under certain conditions set out in detail in Section 131, Paragraph 3 of the German Stock Corporation Act. The prerequisites that must be met for the Executive Board to refuse providing information are presented in the “Extraordinary General Meeting 2020” section of the Company’s website iam.innogy.com.

Notification of the Company’s website

This Invitation to the General Meeting, the documents that must be provided at the General Meeting, and further information regarding the General Meeting can be accessed from the “Extraordinary General Meeting 2020” section of the Company’s website iam.innogy.com.

Essen, January 2020

Sincerely yours,

innogy SE
The Executive Board

The Invitation to the General Meeting was published in the German Federal Gazette (www.bundesanzeiger.de) of 23 January 2020.
To enable shareholders to participate in and exercise their rights at the General Meeting, the Company must process personal data that it receives directly from the shareholder (e.g. when motions are filed) or indirectly above all from the depositary banks. This personal data primarily includes the name, place of residence and possibly further shareholder contact information, the number of shares held, the type of share ownership and the admission ticket number. The legal basis for data processing can be found in Article 6, Paragraph 1 (c) of the German General Data Protection Regulation in conjunction with national provisions, in particular in conjunction with the German Stock Corporation Act.

As a rule, personal data is anonymised or deleted as soon as it is no longer needed for the aforementioned purpose and as long as it is not required to fulfil legal documentation or archiving duties (in particular arising from the German Stock Corporation Act, the German Commercial Code and the German Tax Code) requiring their extended storage, which normally lasts up to three years, or there are no legal grounds justifying longer storage periods. To safeguard the Company’s justified interests, it may be justified to archive such data until the end of the eleventh year from its collection or – in individual cases – even longer than that.

Some personal data is processed by other external companies involved in carrying out the General Meeting on commission from the Company (“Contracted Data Processing Entities”, in particular IT service providers and other AGM service providers) and – in isolated cases – for instance to issue legally mandated voting right notifications by publication media as well. In addition, personal data of participating shareholders recorded in the participants’ register in accordance with Section 129 of the German Stock Corporation Act can be viewed by co-shareholders.

Statutory regulations grant shareholders the right to be informed of, correct, delete, limit the processing of, and object to the processing and transfer of their personal data. These rights can be exercised vis-à-vis the Company, which can be reached using the aforementioned contact information. Furthermore, shareholders are entitled to file a complaint with a regulatory authority, in particular in the member state of their place of residence, their place...
of work or the place of the alleged infringement. The regulatory authority of relevance to the Company is the Information Security and Data Protection Bureau of the State of North Rhine-Westphalia.

In addition, shareholders can contact the Company’s Data Privacy Officer at the e-mail address datenschutz@innogy.com.

Additional information on data privacy can be found on the Company’s website iam.innogy.com (footnote: “Data Privacy”).

Last updated: January 2020