

Declaration of compliance in accordance with Sec. 161 of the German Stock Corporation Act

After a dutiful assessment, the Management Board and the Supervisory Board of innogy SE issue the following declaration of compliance:

Since 6 October 2016, the date of first admission of the shares to stock exchange trading, the recommendations of the Government Commission of the German Corporate Governance Code in the version of the Code published on 12 June 2015 by the German Federal Ministry of Justice in the official section of the German Federal Gazette have been fully complied with. They will also be fully complied with in the future.

Essen, December 2016

innogy SE

On behalf of the Supervisory board

On behalf of the Managing Board

Dr. Werner Brandt

Peter Terium

Dr. Bernhard Günther