

innogy SE
Annual General Meeting on 24 April 2017 in Essen, Germany (start: 10:00 a.m.)

Martin Wulf

70597 Stuttgart, Germany

Counter-motion regarding the proposal to elect Ms. Martina Koederitz – Item 9(ee) on the Agenda as candidate to the Supervisory Board at the Annual General Meeting on 24 April 2017 in accordance with Section 126, Paragraph 1 of the German Stock Corporation Act

Ladies and Gentlemen,

I am a shareholder of innogy SE. As proof of my authorisation to file a motion, I am enclosing a confirmation by BW Bank of my shareholding in innogy AG. On 13 March 2017, innogy SE published the convocation of the Annual General Meeting of 24 April 2017 in the German Federal Gazette. Item 9 on the Agenda stipulates in sub-item (ee) that Ms. Martina Koederitz of Stuttgart, Germany, be elected to the Supervisory Board. The candidates proposed for election as shareholder representatives are allegedly based on recommendations by the Nomination Committee and take account of the goals set by the Supervisory Board in respect of its composition.

I do not believe that Ms. Koederitz is a suitable candidate for membership of the Supervisory Board of innogy SE. It is safe to assume that important and material information was withheld from the Nomination Committee in relation to the selection of Ms. Koederitz.

Rationale:

Ms. Koederitz is the Chairwoman of the Board of Directors of IBM Deutschland GmbH, among other positions. IBM, represented by its Board of Directors, was ordered through the part-ruling handed down by the Stuttgart Regional Court on 10 October 2012 (docket no. 24 O 467/09) to issue an affidavit. The Board of Directors – and thus Ms. Koederitz as well – have failed to fulfil this obligation since 2012.

The Board of Directors of IBM – and thus Ms. Koederitz as well – were summoned to issue an affidavit by the Böblingen Enforcement Court on 20 December 2016. Neither the Board of Directors of IBM nor their Chairwoman appeared in court, and no excuse was provided. An enforcement countersuit filed by IBM Deutschland was rejected by the Stuttgart Regional Court (docket no. 24 O 247/16) on 1 February 2017.

On 17 January 2017, the Böblingen Enforcement Court imposed under docket no. 40 M 5545/16 a fine of €20,000 on the Board of Directors of IBM Deutschland GmbH and, in the event that the fine is not paid, 20 days detention. A recent appeal filed by the Board of Directors of IBM was rejected by the Enforcement Court on grounds of lack of substantiation on 9 February 2017.

I do not know whether Ms. Koederitz informed the Nomination Committee of innogy SE of the imposed fine or the possibility of detention of the Board of Directors of IMB, of which she is the Chairwoman. It is difficult to imagine that a Nomination Committee would nominate a candidate who persistently ignores court orders and rulings.

Therefore, in my opinion, Ms. Koederitz would not be tenable as a member of the Supervisory Board of innogy SE. I thus ask the other shareholders to vote against the election of Ms. Koederitz, should she wish to maintain her candidacy nevertheless.

The Nomination Committee is called upon to nominate a substitute candidate. Otherwise, I reserve the right to nominate a substitute candidate at the Annual General Meeting.

Sincerely yours,

[signed]