

**Invitation to the
Annual General Meeting
of innogy SE**
on Monday, 24 April 2017



innogy SE
Essen

International Securities Identification Numbers (ISIN):
DE 000A2AADD2

Invitation to the Annual General Meeting

Dear Shareholders,

We hereby invite you to attend our Ordinary Annual General Meeting, which shall convene on Monday, 24 April 2017 at 10:00 a.m. in the Grugahalle on Norbertstraße 2 in Essen, 45131 Essen, Germany.

Agenda

1. Presentation of the approved financial statements of innogy SE and the innogy Group for the fiscal year ended 31 December 2016, with the combined review of operations of innogy SE and the innogy Group and the Supervisory Board report for fiscal 2016.

The Supervisory Board approved the financial statements of innogy SE and the innogy Group prepared by the Executive Board. The financial statements of innogy are thus adopted in accordance with Article 9, Paragraph 1 c) ii) of Regulation (EC) No. 2157/2001 of the Council dated 8 October 2001 on the Statute of the European Company (SE) ("SE Regulation") in conjunction with Section 172, Sentence 1 of the German Stock Corporation Act. There is thus no need for a resolution to be passed by the Annual General Meeting.

2. Appropriation of distributable profit

The Executive Board and the Supervisory Board propose that innogy SE's distributable profit for fiscal 2016 be appropriated as follows:

Payment of a dividend of EUR 1.60 per dividend-bearing share	= EUR 888,888,000.00
Profit carryforward	= EUR 810,409.54
Distributable profit	= EUR 889,698,409.54

3. Approval of the Acts of the Executive Board for fiscal 2016

The Executive Board and the Supervisory Board propose that the Executive Board be granted approval for its acts in fiscal 2016.

4. Approval of the Acts of the Supervisory Board for fiscal 2016

The Executive Board and the Supervisory Board propose that the Supervisory Board be granted approval for its acts in fiscal 2016.

5. Appointment of the auditors for fiscal 2017

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft,
Frankfurt am Main,
Zweigniederlassung Essen,
be appointed auditors for fiscal 2017.

6. Appointment of the auditors for the audit-like review of the financial report for the first half of 2017 and of the quarterly reports for 2017

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft,
Frankfurt am Main,
Zweigniederlassung Essen,

be commissioned to conduct the audit-like review of the condensed financial statements and the interim review of operations, which are part of the financial report for the first half of 2017 and of the quarterly reports for 2017.

7. Passage of a resolution on the approval of the system for compensating the members of the Executive Board

Pursuant to Article 52, Sentence 2 of the SE Regulation in conjunction with Section 120, Paragraph 4 of the German Stock Corporation Act, the Annual General Meeting may pass a resolution on the approval of the system for compensating the members of the Executive Board. At its meeting on 16 August 2016, the Supervisory Board adopted a new compensation system for the Executive Board with effect from 1 October 2016.

This system for compensating the members of the Executive Board is presented in detail in the compensation report, which can be found in the 2016 Annual Report of innogy SE. The Annual Report is available at www.innogy.com ("Annual General Meeting 2017") and will be available for viewing at the Annual General Meeting.

Pursuant to Article 52, Sentence 2 of the SE Regulation in conjunction with Section 120, Paragraph 4 of the German Stock Corporation Act, the compensation system must be presented to the Annual General Meeting for approval.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

The system for compensating the members of the Executive Board presented in the compensation report and in effect since 1 October 2016 is hereby approved.

8. Amendment of Article 11, Paragraphs 1 and 2, Sentences 1 and 4, Article 12, Paragraphs 1 and 2, Article 13, Paragraph 3, Sentence 1 and Article 19, Paragraph 5 of the Articles of Incorporation

- a) Upon conclusion of the agreement on the involvement of the employees in innogy SE dated 20 December 2016 ("SE Employee Involvement Agreement") and the subsequent implementation of the status procedure, the Supervisory Board must have equal representation, i.e. be staffed with equal numbers of shareholder and employee representatives. The Articles of Incorporation shall be adapted accordingly.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

Article 11, Paragraph 1 of the Articles of Incorporation, which has been worded as follows thus far:

"The Supervisory Board shall consist of twenty members."

shall be reworded as follows:

"The Supervisory Board shall consist of twenty members, which shall be appointed by the Annual General Meeting.

Ten of the twenty members shall be appointed at the suggestion of the employees. The Annual General Meeting shall be bound by the proposed appointments of the employee representatives."

- b) The following proposed amendment to the Articles of Incorporation regarding the tenure of the Supervisory Board members shall serve to bring the Articles of Incorporation more in line with the specifics of an SE for the sake of clarity.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

Article 11, Paragraph 2, Sentence 1 of the Articles of Incorporation, which has been worded as follows thus far:

"The tenure of the elected members shall end on conclusion of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board for the fourth fiscal year after the beginning of their tenure, excluding the fiscal year in which their tenure begins."

shall be reworded as follows:

"The tenure of the elected members shall end on conclusion of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board for the fourth

fiscal year after the beginning of their tenure, excluding the fiscal year in which their tenure begins, and shall last no longer than six years.”

- c) A successor to a Supervisory Board member who has left the Supervisory Board shall on principle continue to be elected for the remaining tenure of the existing member. However, it shall be possible to determine a different tenure not exceeding the normal one.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

Article 11, Paragraph 4 of the Articles of Incorporation, which has been worded as follows thus far:

“A successor to a Supervisory Board member leaving the Supervisory Board before the end of his or her tenure shall be elected for the rest of the tenure of the existing member unless a shorter tenure is established at the elections.”

shall be reworded as follows:

“A successor to a Supervisory Board member leaving the Supervisory Board before the end of his or her tenure shall be elected for the remaining term of the existing member, unless a tenure pursuant to Paragraph 2 is established at the election.”

- d) According to Article 42, Sentence 2 of the SE Regulation, only a shareholder representative may be elected Chairman of the Supervisory Board. According to Article 13, Paragraph 5, Sentence 2 of the Articles of Incorporation, a shareholder representative shall be entitled to a second vote in order to ensure the majority required to elect the Chairman of the Supervisory Board.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

Article 12, Paragraph 1 of the Articles of Incorporation, which has been worded as follows thus far:

“The Supervisory Board shall elect its Chairman and Deputy from within its own ranks. The election shall be held at a Supervisory Board meeting that does not require a special convocation, following the Annual General Meeting at which the Supervisory Board members representing the shareholders are elected.”

shall be supplemented by the following Sentences 3 and 4:

“In the election of the Chairman of the Supervisory Board, the

shareholder representative on the Supervisory Board of the oldest age shall assume chairmanship. Article 13, Paragraph 5, Sentence 2 shall apply analogously.”

Article 12, Paragraph 2 of the Articles of Incorporation, which has been worded as follows thus far:

“If the Chairman or Deputy Chairman resigns from the Supervisory Board prior to the end of his or her tenure, on request from any Supervisory Board member, a new Chairman or Deputy Chairman shall be elected at a Supervisory Board meeting that must be held immediately, before any further resolution is passed by the Supervisory Board.”

shall be supplemented by the following Sentence 2:

“Paragraph 1, Sentences 3 and 4 shall apply analogously.”

- e) Upon conclusion of the SE Employee Involvement Agreement and the subsequent implementation of the status procedure, the company’s Supervisory Board must have equal representation. Therefore, the notice in parentheses in the Articles of Incorporation stating that the Supervisory Board members proposed by the employees were voluntarily elected by the shareholders shall be stricken.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

Article 13, Paragraph 3, Sentence 1 of the Articles of Incorporation, which has been worded as follows thus far:

“If an unequal number of Supervisory Board members representing the shareholders and Supervisory Board members representing the employees (Supervisory Board members that have been voluntarily elected by the shareholders on the basis of election proposals made by the employees) participates in the passage of a resolution, or if the Chairman of the Supervisory Board does not participate in the passage of a resolution, the passage of the resolution shall be adjourned on request from two Supervisory Board members.”

shall be reworded as follows:

“If an unequal number of Supervisory Board members representing the shareholders and Supervisory Board members representing the employees participates in the passage of a resolution, or if the Chairman of the Supervisory Board does not participate in the passage of a resolution, the passage of the resolution shall be adjourned on request from two Supervisory Board members.”

- f) The following proposed amendment to the Articles of Incorporation regarding the majorities for passing resolutions at the Annual General Meeting shall serve to bring the Articles of Incorporation more in line with the specifics of an SE for the sake of clarity.

The Executive Board and the Supervisory Board propose that the following resolution be passed:

Article 19, Paragraph 5 of the Articles of Incorporation, which has been worded as follows thus far:

“Unless otherwise provided for by law or the Articles of Incorporation, the Annual General Meeting shall adopt all resolutions with a simple majority of the votes cast; if a majority of the capital stock is required for a resolution to be adopted, a simple majority of the capital stock represented shall suffice.”

shall be reworded as follows:

“Unless otherwise provided for by law or the Articles of Incorporation, the Annual General Meeting shall adopt all resolutions with a simple majority of the votes cast. Unless otherwise provided for by law, amendments to the Articles of Incorporation shall require a two-thirds majority of the votes cast or, if at least half of the capital stock is represented, the simple majority of the votes cast. If a majority of the capital stock is required for a resolution to be adopted, a simple majority of the capital stock represented shall suffice.”

9. New Supervisory Board elections

The tenure of the current Supervisory Board members elected by the Annual General Meeting ends on conclusion of the 24 April 2017 Annual General Meeting. Therefore, new elections must be held.

According to Article 40, Paragraphs 2 and 3 of the SE Regulation, Section 17 of the German Act on the Implementation of the SE Regulation (“SE Implementation Act”), Section 21, Paragraph 3 of the Act on the Involvement of Employees in a European Company (“SE Involvement Act”), Part 2 of the SE Employee Involvement Agreement and Article 11, Paragraph 1 of the Articles of Incorporation, the Supervisory Board is composed of twenty members appointed by the Annual General Meeting. Ten of the twenty members shall be appointed at the suggestion of the employees.

If the supervisory board of a listed SE is composed of equal numbers of shareholder and employee representatives, pursuant to Section 17, Paragraph 2 of the SE Implementation Act, women and men must each account for at least 30% of all members. Therefore,

at least six seats must be occupied by women and at least six seats must be occupied by men, whereby, pursuant to Part 2 of the SE Employee Involvement Agreement, the Supervisory Board must have at least three shareholder and three employee representatives of each gender. The election of the candidates proposed by the Supervisory Board and by the employees would thus satisfy the aforementioned minimum quota requirement.

- a) The Supervisory Board proposes to elect the following individuals to the Supervisory Board as shareholder representatives by way of individual elections:
 - aa) Brandt, Werner, Dr., Bad Homburg,
Management Consultant
 - bb) Grillo, Ulrich, Mülheim a. d. R.,
Chairman of the Management Board of Grillo-Werke AG
 - cc) Hoeven, Maria van der, Maastricht, Netherlands,
Former Executive Director of the International Energy Agency
 - dd) Kleinemeier, Michael, Heidelberg,
Member of the Executive Board of SAP SE,
Digital Business Services
 - ee) Koederitz, Martina, Stuttgart,
Chairwoman of the Board of Directors of IBM Central Holding GmbH, of IBM Deutschland GmbH and of IBM Deutschland Management & Business Support GmbH as well as Managing Director of IBM Munich Center GmbH
 - ff) Krebber, Markus, Dr., Essen,
Member of the Executive Board of RWE Aktiengesellschaft
Managing Director of RWE Supply & Trading GmbH
 - gg) Pohlig, Rolf, Dr., Mülheim a. d. R.,
Management Consultant
 - hh) Steinkamp, Dieter, Dr., Duisburg,
Chairman of the Board of Management of RheinEnergie AG
Chairman of the Board of Management of GEW Köln AG
Speaker of the Board of Directors of Stadtwerke Köln GmbH

- ii) Tüngler, Marc, Düsseldorf,
Lawyer
Chief Managing Director of Deutsche Schutzvereinigung
für Wertpapierbesitz e. V.
Member of the German Corporate Governance Code
Government Commission
- jj) Wilkens, Deborah B., London, UK,
Management Consultant

The tenure of the elected members shall commence on conclusion of this Annual General Meeting and end on conclusion of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board for the fourth fiscal year after the beginning of their tenure. The fiscal year in which their tenure begins shall not be counted, and their tenure shall be limited to six years.

- b) In accordance with Section 21, Paragraph 3 of the SE Involvement Act and Part 2 of the SE Employee Involvement Agreement, the employees propose that the following individuals be appointed employee representatives by the Annual General Meeting.
 - aa) Böhle, Reiner, Witten,
Chairman of the Group Works Council of innogy SE
Chairman of the General Works Council of Westnetz GmbH
 - bb) Bsirske, Frank, Berlin,
Chairman of ver.di Vereinte Dienstleistungsgewerkschaft
 - cc) Hahn, Arno, Waldalgesheim,
Chairman of the Group Works Council of RWE Aktiengesellschaft
Chairman of the General Works Council of innogy SE
 - dd) Lafos, Hans Peter, Bergheim,
Regional District Sector Head, Utilities and Disposal
(Sector 2), ver.di Vereinte Dienstleistungsgewerkschaft
District of NRW
 - ee) Leyland, Robert, Washington, UK,
Member of the European Works Council of RWE Aktiengesellschaft
Member of the SE Works Council of innogy SE

- ff) Neuhaus, Meike, Essen,
Head of PR, Sponsoring and Event Management of
innogy SE

- gg) Pöhls, René, Halle (Saale),
Chairman of the Group Works Council of envia Mittel-
deutsche Energie AG
Chairman of the Joint Works Council of envia Mittel-
deutsche Energie AG, MITGAS Mitteldeutsche Gasversor-
gung GmbH, Mitteldeutsche Netzgesellschaft Strom mbH
and Mitteldeutsche Netzgesellschaft Gas mbH

- hh) Rijsewijk, Pascal van, Helmond, Netherlands,
Chairman of the Main Works Council of Essent N.V.
Chairman of the Consumer Retail Works Council of
Essent N.V.
Member of the European Works Council of RWE Aktien-
gesellschaft
Member of the SE Works Council of innogy SE

- ii) Sassenberg, Gabriele, Bottrop,
Chairwoman of the Essen Works Council of innogy SE,
Division Renewables

- jj) Vojíková, Šárka, Prague, Czech Republic,
President of the Czech Federation of Trade Unions
SOS Energie
Member of the Committee of the European Works Council
of RWE Aktiengesellschaft
Member of the SE Works Council of innogy SE

The Annual General Meeting is bound to the proposals for appointments as employee representatives. The tenure of the elected members shall commence on conclusion of this Annual General Meeting and end on conclusion of the Annual General Meeting that passes a resolution on the approval of the acts of the Supervisory Board for the fourth fiscal year after the beginning of their tenure, excluding the fiscal year in which their tenure begins, and shall amount to no more than six years.

The election shall be a single election.

The aforementioned candidates proposed for election as shareholder representatives are based on the recommendations of the Nomination Committee and take account of the goals adopted by the Supervisory Board in respect of its composition. Based on the

Supervisory Board's assessment, Dr. Pohlig fulfils the requirements for being considered an independent financial expert within the meaning of Article 9, Paragraph 1 c) ii) of the SE Regulation in conjunction with Section 100, Paragraph 5 of the German Stock Corporation Act.

Based on the Supervisory Board's assessment, the following material or prophylactically communicated personal and business relations exist between the proposed shareholder representatives and innogy SE, its Group companies, the corporate bodies of innogy SE or a shareholder holding a material stake in innogy SE as defined by Item 5.4.1 of the German Corporate Governance Code:

Dr. Krebber belongs to the Executive Board of RWE Aktiengesellschaft, which holds a substantial stake in innogy SE.

Mr. Kleinemeier is a member of the Executive Board of SAP SE, which provides material IT services to the company.

Dr. Steinkamp is the Chairman of the Executive Board of RheinEnergie AG and of GEW Köln AG. innogy SE is a minority shareholder of RheinEnergie AG, whose majority shareholder is GEW Köln AG. RheinEnergie AG holds a minority stake in rhenag Rheinische Energie Aktiengesellschaft, a subsidiary of innogy SE. In addition, Dr. Steinkamp is a member of the Advisory Board of RWE Aktiengesellschaft.

Should Dr. Brandt be elected, it is intended to propose him as a candidate for chairmanship of the Supervisory Board.

Number of shares and voting rights

When the Annual General Meeting was convened, the company's capital stock was divided into 555,555,000 common shares, which grant the same number of voting rights.

Attendance at the Annual General Meeting and exercise of voting rights

Shareholders who want to attend the Annual General Meeting and exercise their voting rights must have registered at the following address no later than 24:00 hours CEST on 17 April 2017:

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

The shareholders must also prove that they are authorised to attend the Annual General Meeting and to exercise voting rights. This requires furnishing special proof of their share ownership to the company through a collective security deposit bank, reflecting that they were shareholders of the company at the beginning of the day on 3 April 2017, i. e. at 0:00 hours ("record date"). Analogously to the registration, proof of share ownership in the company must be received at the address listed above no later than 24:00 hours CEST on 17 April 2017. The registration and proof of share ownership must be in text form in German or English.

From the company's perspective, only individuals who have furnished special proof of share ownership by the deadline shall be considered shareholders with respect to attendance at the Annual General Meeting and the exercise of voting rights. Attendance entitlement and the scope of voting rights shall be solely based on the share ownership on the record date. The record date is not equivalent to a ban on the sale of share ownership. Even in the event of a full or partial sale of share ownership after the record date, attendance entitlement and the scope of voting rights shall only be based on the shareholder's share ownership on the record date; i. e. sales of shares after the record date shall not affect attendance entitlement or the scope of voting rights. The same applies to purchases of shares and increases in share ownership after the record date. Individuals who do not own shares on the record date and only become shareholders thereafter shall not be entitled to attend or exercise voting rights if they have not obtained proxy rights or an authorisation to exercise rights.

Shareholders who request an admission ticket for the Annual General Meeting from a custodian institution on time generally do not need to do anything else. In such cases, registration and proof of share ownership shall usually be handled by the custodian bank.

Authorising a third party

Shareholders may have their voting and other rights exercised by a proxy such as a bank, a shareholder association or another third party by issuing a corresponding authorisation. A registration and proof of share ownership must be submitted before the appropriate

deadline according to the aforementioned provisions in this case as well.

As a rule, the issuance, revocation and proof of authorisations vis-à-vis the company must be in text form. Banks, shareholder associations, and equivalent institutions, companies or individuals as defined by Article 53 of the SE Regulation in conjunction with Section 135, Paragraphs 8 and 10 of the German Stock Corporation Act may have different rules governing the form requirements of their own authorisations. According to German law, in these cases, the authorisation must be given to a certain proxy and the proxy must maintain documented proof of the authorisation; in addition, the authorisation must be complete and may only contain statements in relation to the exercise of voting rights. Therefore, in such cases we request shareholders to agree with the intended proxy on the form of the authorisation.

Shareholders who wish to authorise a different proxy are requested to issue the authorisation using the form provided for this by the company. It is on the back of the admission ticket ("Vollmacht an Dritte" ["Proxy to a third party"]) marked with an **A**) which shareholders who request an admission ticket in good time are sent by their depositary institution. In this case, the completed proxy form must be presented at one of the registration counters by the authorised individual together with the corresponding admission ticket on the day of the Annual General Meeting.

In addition, authorisations may be issued electronically via the internet both before and during the Annual General Meeting. Shareholders can gain access via the company's website at www.innogy.com. By clicking the link "Annual General Meeting 2017" shareholders are directed to the web-based authorisation system. The information included on the admission ticket is required to issue an authorisation electronically. The aforementioned explanations also apply to revocations of authorisations.

Authorising a proxy appointed by the company

Moreover, we are affording shareholders the opportunity to be represented by a proxy appointed by the company – Dr. Astrid Örtel and Ms. Katharina Dreessen – once again this year. Such proxies must be given authorisation and instructions regarding the exercise of voting rights to this end. These proxies are obliged to cast votes in accordance with the instructions they are given.

Authorisations and voting right instructions may be given to a proxy appointed by the company using the form designed for this purpose ("Vollmacht an von der innogy SE benannte

Stimmrechtsvertreter“ [“Authorisation given to proxies appointed by innogy SE”) marked with a **B**) located at the back of the admission ticket. In such cases, the admission ticket and the completed authorisation form B must be sent to the following address no later than the end of the day on 21 April 2017 (the date and time of receipt being decisive):

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

In addition, proxies appointed by the company may also be authorised via the internet and given instructions via the internet both before and during the Annual General Meeting, but no later than when the votes commence. Shareholders can gain access via the company’s website at www.innogy.com. By clicking the link “Annual General Meeting 2017” shareholders are directed to the web-based authorisation and instruction system. The information included on the admission ticket is required to make use of this system. The aforementioned explanations also apply to revocations of authorisations and instructions.

Shareholders attending the Annual General Meeting in person or via a third party may arrange to be represented by a proxy appointed by the company during votes by giving them authorisation and instructions at the counters marked “Stimmrechtsvertretung” (“Proxy Voting”) in the foyer or at the exit. Shareholders may avail themselves of this option regardless of whether they intend to remain at the Annual General Meeting or leave thereafter.

The punctual registration of the shareholder and proof of share ownership in accordance with the preceding provisions are also required in order to give authorisations to a proxy.

Statement of shareholder rights pursuant to Articles 53 and 56 of the SE Regulation, Section 50, Paragraph 2 of the German SE Implementation Act, Section 122, Paragraph 2; Section 126, Paragraph 1; Section 127 and Section 131, Paragraph 1 of the German Stock Corporation Act.

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

Shareholders with a total share ownership accounting for 5% of the company's capital stock or EUR 500,000 may request the inclusion and announcement of items on the Agenda. Every item added must be accompanied with grounds or a draft resolution.

Requests for supplements must be addressed to the company's Executive Board and received by the company in writing at least 30 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting. The last admissible date of receipt is thus 24:00 hours CET on Friday, 24 March 2017. Requests for supplements received after this deadline shall not be considered.

We kindly request that requests for supplements be communicated to the following address:

innogy SE
Legal & Compliance
Opernplatz 1 · 45128 Essen · Germany

or in electronic form pursuant to Section 126a of the German Civil Code via e-mail to:
HV2017.Ergaenzungsantraege@innogy.com

Shareholder motions (Article 53 of the SE Regulation in conjunction with Section 126, Paragraph 1 of the German Stock Corporation Act)

Every shareholder has the right to file reasoned counter motions against proposals made by the Executive Board and/or the Supervisory Board on any item on the Agenda. Counter motions received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt

or the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Sunday, 9 April 2017, shall be made accessible via the www.innogy.com website ("Annual General Meeting 2017") along with the shareholder's name, the grounds, 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 states reasons why certain counter motions and the grounds therefor need not be made accessible. These reasons are described on the company's website at www.innogy.com ("Annual General Meeting 2017").

Counter motions (along with their grounds) must be sent 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: HV2017.Antraege@innogy.com

Counter motions sent to other addresses shall not be considered.

The right of every shareholder to file counter motions against any of the items on the Agenda during the Annual General Meeting without having sent them to the company in advance or before the deadline shall remain unaffected by this.

Nomination of candidates by shareholders (Article 53 of the SE Regulation in conjunction with Section 127 of the German Stock Corporation Act)

Every shareholder has the right to nominate candidates for the election of the Supervisory Board's shareholder representatives (Item 9 a) aa)-jj)) and of the auditors (Items 5 and 6 of the Agenda) during the Annual General Meeting.

Candidate nominations by shareholders received by the company at the address indicated below at least 14 days before the Annual General Meeting, not including the date of receipt or the day of the Annual General Meeting, namely no later than 24:00 hours CEST on Sunday, 9 April 2017, shall be made accessible via the www.innogy.com website ("Annual General Meeting 2017") along with the shareholder's name, the grounds, and possibly a statement by management. Candidate nominations shall only be made accessible if they include the name, current profession and domicile

of the nominated candidate and, in case of nominations for the Supervisory Board, information on their membership in other statutory supervisory boards or in comparable domestic or foreign supervisory committees of commercial enterprises (cf. Section 127, Sentence 3 in conjunction with Section 124, Paragraph 3, Sentence 4 and Section 125, Paragraph 1, Sentence 5 of the German Stock Corporation Act). Unlike counter motions as defined by Section 126, Paragraph 1 of the German Stock Corporation Act, candidate nominations need not be reasoned.

Pursuant to Section 127, Paragraph 1 in conjunction with Section 126, Paragraph 2 of the German Stock Corporation Act, there are additional reasons why candidate nominations need not be made accessible in certain cases. These reasons are described on the company's website at www.innogy.com ("Annual General Meeting 2017").

Candidate nominations must be sent 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: HV2017.Antraege@innogy.com

Candidate nominations sent to other addresses shall not be considered.

The right of every shareholder to nominate candidates for the election of members of the Supervisory Board or of the auditors during the Annual General Meeting without having informed the company of the nomination in advance or before the deadline shall remain unaffected by this.

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

Pursuant to Section 131, Paragraph 1 of the German Stock Corporation Act, every shareholder must be informed by the Executive Board of the company's affairs on request at the Annual General Meeting to the extent necessary to objectively assess the subject matter of items on the Agenda. The Executive Board's obligation to provide information also includes the legal and business relations between the company and its affiliates as well as the state of the Group and its consolidated companies (cf. Section 131, Paragraph 1, Sentence 2 and Sentence 4 of the German Stock Corporation Act).

Under certain conditions, set forth in more detail in Section 131, Paragraph 3 of the German Stock Corporation Act, the Executive Board is entitled to refuse providing information. A presentation of the prerequisites allowing the Executive Board to refuse providing information can be found on the company's website at www.innogy.com ("Annual General Meeting 2017").

Reference to the company's website

This invitation to the Annual General Meeting, the documents that are to be made available to the Annual General Meeting, and other information relating to the Annual General Meeting are accessible on the company's website at www.innogy.com ("Annual General Meeting 2017").

Essen, March 2017

Sincerely yours,

innogy SE
The Executive Board

The invitation to the Annual General Meeting was announced in the German Federal Gazette (www.bundesanzeiger.de) of 13 March 2017.

Supplementary information on Item 9
of the Agenda:
Election of the new Supervisory Board

Shareholder representatives

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory bodies of commercial enterprises



Dr. Werner Brandt

Bad Homburg

Born in 1954 in Herne

Nationality: German

Management Consultant

Education:

Obtained an MBA-equivalent at the University of Erlangen-Nuremberg; obtained a doctorate from Darmstadt Technical University

Careerpath:

1981 – 1992	Price Waterhouse Aktiengesellschaft (today: PricewaterhouseCoopers GmbH)
1992 – 1999	Member of the Board of Directors and Vice President European Operations of Baxter Deutschland GmbH
1999 – 2001	CFO and Labour Director of Fresenius Medical Care AG
2001 – 2014	CFO of SAP SE
Since 2014	Management Consultant

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- Deutsche Lufthansa AG
- OSRAM Licht AG
- ProSiebenSat.1 Media SE (Chairman)
- RWE Aktiengesellschaft (Chairman)



Ulrich Grillo
Mülheim a. d. R.

Born in 1959 in Cologne
 Nationality: German

Chairman of the Management
 Board of Grillo-Werke AG

Education:

Studied business administration at Westfälische Wilhelms-Universität Münster, obtained a degree in business administration

Careerpath:

1987 – 1989	Arthur Andersen & Co. GmbH
1989 – 1993	A.T. Kearney GmbH
1993 – 2001	Rheinmetall Group
2001 – 2004	Member of the Management Board of Grillo-Werke AG
Since 8/2004	Chairman of the Management Board of Grillo-Werke AG

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- Klöckner & Co. SE
- Rheinmetall AG
- Grillo Zinkoxid GmbH
- RHEINZINK GmbH & Co. KG
- Zinacor S.A.



Maria van der Hoeven
Maastricht, Netherlands

Born in 1949 in Meerssen,
 Netherlands

Nationality: Dutch

Former Executive Director of the
 International Energy Agency

Education:

Obtained teaching credentials for English and geography; obtained an MBA-equivalent at the Open University, the Netherlands

Careerpath:

Until 1991	Various positions in the fields of business, education and technology
1991 – 2002	Member of the Parliament of the Netherlands
2002 – 2007	Dutch Minister of Education and Science
2007 – 2010	Dutch Minister of Economics and Energy
2011 – 2015	Executive Director of the International Energy Agency

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- Total S.A.



Michael Kleinemeier
Heidelberg

Born in 1957 in Varenzell
 Nationality: German

Member of the Executive Board of
 SAP SE, Digital Business Services

Education:

Studied at the University of Paderborn, graduating with a degree in commercial management

Careerpath:

1989 – 1999	Key positions in sales, consulting, and training at SAP
1999 – 2001	Member of the Management Board of intelligence AG
2001 – 2007	Managing Director of SAP Deutschland and President of the former EMEA Central (DACH and the Benelux countries) sales region
2007 – 2/2008	Head of Industry Solutions and Corporate Officer of SAP
3/2008 – 8/2008	Co-CEO of Häussler Management Holding Stuttgart
2009	Founder of e-mobiligence GmbH
2010 – 2012	President of the DACH Region at SAP and as of 2012 concurrently Leader of Global End-to-End Services
2013 – 2014	President of the Middle and Eastern Europe region at SAP
2015 – 10/2015	Member of the Global Managing Board of SAP SE, Global Service & Support
Since 11/2015	Member of the Management Board of SAP SE, Digital Business Services



Martina Koederitz

Stuttgart

Born in 1964 in Sindelfingen

Nationality: German

Chairwoman of the Board of Directors of IBM Central Holding GmbH

Chairwoman of IBM Deutschland GmbH

Chairwoman of IBM Deutschland Management & Business Support GmbH

Managing Director of IBM Munich Center GmbH

Education:

Bachelor in business administration

Careerpath:

1987 – 1999	IBM Sales Division System Consultant and then Executive
1999 – 2003	IBM Business Unit Executive for the Cooperative Financial Services Network, IBM Deutschland
2003 – 2006	IBM Vice President zSeries Sales, IBM EMEA (Europe, Middle East and Africa)
2006 – 2007	IBM Vice President zSystem Sales, IBM Deutschland
2007 – 2008	Client Advocacy Executive on the staff of the IBM Chairman, President and CEO, Samuel J. Palmisano in Armonk, USA
2008 – 2009	IBM Vice President Systems and Technology Group, IBM Deutschland
2009 – 2010	IBM Vice President Sales Medium-Sized Enterprises and Business Partners, IBM Deutschland, Member of the Board of Directors
2010 – 2011	Director Sales of IBM Deutschland, Member of the Board of Directors
Since 2011	Chairwoman of the Board of Directors of IBM Deutschland
Since 2013	General Manager IBM Deutschland, Österreich, Schweiz

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- IBM Deutschland Research & Development GmbH
- RWE Aktiengesellschaft



Dr. Markus Krebber
Essen

Born in 1973 in Kleve
 Nationality: German

Member of the Executive Board
 of RWE Aktiengesellschaft
 Chairman of the Board of Directors
 of RWE Supply & Trading GmbH

Education:

Banker apprenticeship at Deutsche Bank AG, studied business administration and economics at Gerhard Mercator-University Duisburg and Indiana University of Pennsylvania, Master in Economics and Business Administration, Doctoral degree from Humboldt University Berlin

Careerpath:

1992 – 1995	Banker at Deutsche Bank
2000 – 2005	Management Consultant at McKinsey & Company, Inc.
2005 – 2008	Chief Operating Officer of Commerzbank AG
2008 – 2012	Divisional Director of Commerzbank AG
2012 – 2015	Member of the Board of Directors and Chief Financial Officer of RWE Supply & Trading GmbH
Since 3/2015	Chairman of the Board of Directors of RWE Supply & Trading GmbH
Since 10/2016	Member of the Executive Board of RWE Aktiengesellschaft

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- RWE Generation SE
- RWE Power AG



Dr. Rolf Pohlig
Mülheim a. d. R.

Born in 1952 in Solingen

Nationality: German

Management Consultant

Education:

Studied economics at Bochum University, obtaining a Ph.D. in business administration and a doctorate

Careerpath:

1977 – 1982	Research Assistant at Bochum University
1983 – 1991	Finance Department and Leader of Mergers & Acquisitions of Franz Haniel & Cie. GmbH
1992	Executive Finance Director of GEHE AG (today Celesio AG)
1993 – 2000	Executive Vice President Finance of VEBA AG
2000 – 2006	Executive Vice President M&A of E.ON AG
2007 – 2012	Chief Financial Officer of RWE Aktiengesellschaft
Since 2014	Chairman of the Board of Haus der Technik e. V.
Since 5/2016	Chairman of the Board of the German Financial Reporting Enforcement Panel (DPR e.V.)

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- World Airport Partners Management GmbH



Dr. Dieter Steinkamp

Duisburg

Born in 1960 in Duisburg

Nationality: German

Chairman of the Board of Management of RheinEnergie AG
 Chairman of the Board of Management of GEW Köln AG
 Speaker of the Board of Directors of Stadtwerke Köln GmbH

Education:

Studied business administration at the University of Cologne, graduating with a degree in merchandising, doctorate

Careerpath

1984 – 1993	Management Assistant at Duisburger Verkehrsgesellschaft AG (DVG)
1992 – 1993	Head of the Common Management Board Office of Duisburger Versorgungs- und Verkehrsgesellschaft mbH, Stadtwerke Duisburg AG and Duisburger Verkehrsgesellschaft AG
1993 – 1997	Department Director of the City of Duisburg
1997 – 1999	Member of the Management Board of Zoo Duisburg AG
1999 – 2004	Head of the Staff Department for Corporate Planning, Energy Trading and the Transport Sector of Duisburger Versorgungs- und Verkehrsgesellschaft mbH, Stadtwerke Duisburg AG and Duisburger Verkehrsgesellschaft AG
2004 – 2007	Member of the Board of Management of SWK Stadtwerke Krefeld AG
2007 – 2009	Member of the Board of Management of RheinEnergie AG and GEW Köln AG
Since 6/2009	Chairman of the Board of Management of RheinEnergie AG Chairman of the Board of Management of GEW Köln AG
Since 12/2009	Speaker of the Board of Directors of Stadtwerke Köln GmbH

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- AWB Abfallwirtschaftsbetriebe Köln GmbH
- BRUNATA-METRONA GmbH
- NetCologne Gesellschaft für Telekommunikation mbH
- rhenag Rheinische Energie AG
- AggerEnergie GmbH
- AVG Abfallentsorgungs- und Verwertungsgesellschaft Köln mbH
- BELKAW GmbH
- Energieversorgung Leverkusen GmbH & Co. KG
- Gasversorgungsgesellschaft mbH Rhein-Erft
- modernes Köln, Gesellschaft für Stadtentwicklung mbH
- moderne Stadt, Gesellschaft zur Förderung des Städtebaus und der Gemeindeentwicklung mbH (Chairman)
- Stadtwerke Lohmar GmbH & Co. KG
- Stadtwerke Troisdorf GmbH
- Stromnetz Bornheim GmbH & Co. KG



Marc Tüngler
Dusseldorf

Born in 1968 in Herne
Nationality: German

Lawyer
Chief Managing Director of Deutsche
Schutzvereinigung für Wertpapier-
besitz e. V.
Member of the German Corporate
Governance Code Government
Commission

Education:

Studied law at the University of Cologne

Careerpath:

1999	Admission as lawyer of the Higher Regional Court of Dusseldorf
1999	German Association for Protection of Security Holdings (DSW)
Since 2005	Managing Director of DSW Service GmbH
2007 – 2011	Managing Director of DSW e. V
Since 11/2011	Chief Managing Director of DSW e. V.

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- freenet AG
- InnoTec TSS AG



Deborah B. Wilkens

London, UK

Born in 1971 in St. Louis, USA

Nationality: American/German

Management Consultant

Education:

B.A. cum laude from the University of Vermont, Major: Economics

Careerpath:

1993 – 1997	Price Waterhouse Privatisation Services GmbH, Berlin
1997 – 1999	Deutsche Bank, London, Manager in Equity Research: Pan-European Utilities Research Team
1999 – 2000	Credit Suisse First Boston, London, Vice President in Equity Research: Pan-European Utilities Research Team
2000 – 2016	Goldman Sachs International, London; Managing Director (since 2003) in the field of stock analysis; Head of stock analysis for European energy supply companies; Head of stock analysis for European energy and raw materials (since 2014), responsible for the sector research teams including the utilities, oil & gas, oil services, metals, mining, steel and paper and pulp sectors
Since 6/2016	Management Consultant

Employee representatives

- Member of other mandatory supervisory boards
- Member of comparable domestic and foreign supervisory bodies of commercial enterprises



Reiner Böhle

Witten

Born in 1960 in Witten

Nationality: German

Chairman of the Group Works

Council of innogy SE

Chairman of the General Works

Council of Westnetz GmbH

Education:

Gas and water fitter

Careerpath:

1986	VEW AG
2000 – 2001	Deputy Chairman of the Works Council of RWE Gas AG
2002 – 2004	Chairman of the Works Council of RWE Gas AG
2005 – 2009	Deputy Chairman of the General Works Council of RWE Westfalen-Weser-Ems AG
2010 – 2011	Deputy Chairman of the General Works Council of RWE Rheinland-Westfalen Netz AG
2011 – 2016	Chairman of the General Works Council of RWE Deutschland AG/Westnetz GmbH
2012 – 2016	Chairman of the Group Works Council of RWE Deutschland AG
2016	Chairman of the Group Works Council of innogy SE
2016	Chairman of the General Works Council of Westnetz GmbH

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- RWE Aktiengesellschaft



Frank Bsirske

Berlin

Born in 1952 in Helmstedt

Nationality: German

Chairman of ver.di Vereinte Dienstleistungsgewerkschaft

Education:

Studied political science

Careerpath:

1978 – 1987	Secretary of Education of the Socialist Youth in Germany – “Die Falken”, Hanover District
1987 – 1989	Assistant of “Grüne Alternative Bürgerliste” on the City Council of the state capital Hanover
1989 – 1990	Secretary of the Transport and Traffic Union (ÖTV) local administration, Hanover
1990 – 1991	Deputy Managing Director of the Transport and Traffic Union (ÖTV) local administration, Hanover
1991 – 1997	Deputy District Chairman of the Transport and Traffic Union (ÖTV) district, Lower Saxony
1997 – 2000	Councillor, Personnel and Organisation Department of the state capital Hanover
2000 – 2001	Chairman of the Transport and Traffic Union (ÖTV) Trade Union
Since 3/2001	Chairman of ver.di Vereinte Dienstleistungsgewerkschaft

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- Deutsche Bank AG
- Deutsche Postbank AG
- IBM Central Holding GmbH
- RWE Aktiengesellschaft
- KfW Bankengruppe



Arno Hahn
Waldalgesheim

Born 1962 in Guldental

Nationality: Germany

Chairman of the Group Works
 Council of RWE Aktiengesellschaft
 Chairman of the Joint Works
 Council of innogy SE

Education:

Vocational training as power electronics installer, further training as electrical engineer (specialising in electronics)

Careerpath:

1979	Vocational training
1983 – 2001	Various activities in the Grid Division of RWE Energie AG and the Sales Division of RWE Plus AG
2002	Chairman of the Works Council at the Bad Kreuznach site
2003	Deputy Chairman of the General Works Council of RWE Rhein-Ruhr AG
2009	Deputy Chairman of the General Works Council of RWE Vertrieb
2012	Chairman of the General Works Council of RWE Vertrieb
2012	Deputy Chairman of the Group Works Council
Since 2014	Chairman of the Group Works Council of RWE Aktiengesellschaft
Since 2016	Chairman of the General Works Council of innogy SE

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- RWE Aktiengesellschaft



**Hans Peter Lafos
Bergheim**

Born in 1954 in Kirchen,
Altenkirchen County
Nationality: German

Regional District Sector Head,
Utilities and Disposal (Sector 2)
ver.di Vereinte Dienstleistungs-
gewerkschaft District of NRW

Education:

Apprenticeship as engineering draftsman, specialising in electrical and mechanical engineering at Hoechst AG, advanced technical college certificate at the secondary school for technology in Cologne

Careerpath:

1975 – 1992	Main control centre of Rheinisch-Westfälisches Elektrizitätswerk AG and RWE Energie AG in Brauweiler
1992	Union Secretary of the NRW I district of the Transport and Traffic Union (“ÖTV”), managing director of the district department for public and private energy supply, waste water, water and waste management
2001 – 2009	Head of the Energy and Mining Expert Group for North Rhine-Westphalia in the Utilities and Disposal Department for the NRW district of the Union “ver.di”
Since 10/2009	Regional District Sector Head, Utilities and Disposal (Sector 2) ver.di Vereinte Dienstleistungsgewerkschaft District of NRW

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- GEW Köln AG
- RheinEnergie AG
- RWE Generation SE
- RWE Power AG



Robert Leyland
Washington, UK

Born in 1962 in Gateshead, UK
Nationality: British

Member of the European Works
Council of RWE Aktiengesellschaft
Member of the SE Works Council
of innogy SE

Education:

Gateshead Technical College

Careerpath:

1987 – 2008

Electrical Engineer at RWE npower plc

Since 2008

Field Team Manager at Npower Yorkshire Ltd.



Meike Neuhaus

Essen

Born in 1966 in Gütersloh

Nationality: German

Head of PR, Sponsoring and Event Management of innogy SE

Education

Banker, Studied communications at the University of Essen, graduating with a Master of Arts

Careerpath:

1987 – 1988	Retail Banking Consultant at Deutsche Bank AG
1995 – 2000	Team leader in the field of consulting and project management at CP/COMPARTNER (communications agency)
2001	Senior Consultant Brand Communication at BSMG World-wide Germany (PR agency)
2002 – 2003	Corporate communications at RWE Gas AG
2004 – 2009	Corporate communications Consultant at RWE Westfalen-Weser-Ems AG
Since 9/2009	Head of PR, Sponsoring and Event Management of innogy SE (formerly RWE Vertrieb AG)



René Pöhls
Halle (Saale)

Born in 1970 in Halle (Saale)

Nationality: German

Chairman of the Group Works Council of envia Mitteldeutsche Energie AG

Chairman of the Joint Works Council of envia Mitteldeutsche Energie AG, MITGAS Mitteldeutsche Gasversorgung GmbH, Mitteldeutsche Netzgesellschaft Strom mbH and Mitteldeutsche Netzgesellschaft Gas mbH

Education:

Electrician, degree in engineering

Careerpath:

1987 – 1990	Trained as an electrician with an international baccalaureate
1990 – 2008	Several positions in the field of protection technology
Since 1998	Member of the Halle Works Council of envia Mitteldeutsche Energie AG
Since 2008	Full-time works council member
Since 2010	Chairman of the Group Works Council of envia Mitteldeutsche Energie AG Chairman of the Joint Works Council of envia Mitteldeutsche Energie AG, MITGAS Mitteldeutsche Gasversorgung GmbH, Mitteldeutsche Netzgesellschaft Strom mbH and Mitteldeutsche Netzgesellschaft Gas mbH

Memberships in other mandatory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

- envia Mitteldeutsche Energie AG



Pascal van Rijsewijk
Helmond, Netherlands

Born in 1977 in Hertogenbosch,
 Netherlands

Nationality: Dutch

Chairman of the Main Works Council
 of Essent N.V.

Chairman of the Consumer Retail
 Works Council of Essent N.V.

Member of the European Works
 Council of RWE Aktiengesellschaft

Member of the SE Works Council
 of innogy SE

Education:

Studied economics and social sciences at Jan van Brabant
 Athenaeum in Helmond

Careerpath:

1997 – 2004	Owner of Metatron Recording Studio
2004 – 2006	Officer Customer Services RWE Energy Netherlands N.V.
2006 – 2010	Senior Officer Customer Services RWE Energy Netherlands N.V.
2009 – 2013	Chairman of the Central Works Council of RWE Energy Netherlands N.V.
2010 – 2013	Member of the Retail Works Council of Essent N.V.
2013 – 2014	Vice Secretary of the Central Works Council of Essent N.V. Vice Secretary of the Works Council Consumer Retail of Essent N.V.
2010 – 2014	Coach Customer Services Essent N.V.
Since 2014	Chairman of the Main Works Council of Essent N.V. Chairman of the Consumer Retail Works Council of Essent N.V. Member of the European Works Council of RWE Aktiengesellschaft
Since 2017	Member of the European Works Council of innogy SE



**Gabriele Sassenberg
Bottrop**

Born in 1961 in Oberhausen
Nationality: German

Chairwoman of the Essen Works
Council of innogy SE, Division
Renewables

Education:

Business economist for computer science

Careerpath:

1979 – 1987	Secretary and Assistant at MAN GHH Oberhausen
1987 – 2005	Head of the Network, Server and Infrastructure Department of Rheinisch-Westfälische Wasserwerksgesellschaft mbH
2005 – 2008	Project Manager for infrastructure of RWE IT GmbH
Since 6/2008	Head of Infrastructure at the current innogy SE
Since 9/2009	Chairwoman of the Essen Works Council of innogy SE, Renewables Division



Šárka Vojíková

Prague, Czech Republic

Born in 1967 in Brandýs nad Labem,
Czech Republic

Nationality: Czech

President of the Czech Federation
of Trade Unions SOS Energie

Member of the Committee of

the European Works Council of
RWE Aktiengesellschaft

Member of the SE Works Council
of innogy SE

Education:

Social law at Prague College

Careerpath:

1987 – 1989

Officer Personal Work, Transporta, s. e.

1988 – 1993

Maternity leave

1993 – 1998

Officer Training Transgas, a. s.

Since 1998

President of the Czech Federation of Trade
Unions SOS Energie

innogy SE

Opernplatz 1

45128 Essen

Germany