

innogy SE

Essen

Statement of the Supervisory Board regarding the countermotion of the shareholder Martin Wulf regarding item 9 a) ee) on the Agenda of the Annual General Meeting of innogy SE on 24 April 2017

The Supervisory Board is of the opinion that the countermotion of the shareholder Wulf regarding item 9 a) ee) on the Agenda is unfounded and adheres to its proposal to elect Ms. Martina Koederitz as shareholder representative on the Supervisory Board of innogy SE. The Supervisory Board and the Nomination Committee continue to be convinced that Ms. Koederitz qualifies as a candidate for this office.

Based on the information obtained by the Supervisory Board, the refusal of Ms. Koederitz by the filer of the countermotion is based on court proceedings to which IBM Deutschland GmbH is a party. Ms. Koederitz is neither a party to any of such proceedings nor is she responsible for such proceedings within the Board of Directors of IBM Deutschland GmbH. The accusations made by the filer of the countermotion do thus not relate to Ms. Koederitz at all. Furthermore, according to the information received by the Supervisory Board, the Board of Directors of IBM Deutschland GmbH did not act unlawfully in the court proceedings and only made use of the legal remedies to which it is entitled.

We therefore adhere to our voting proposal under item 9 a) ee) on the Agenda without restriction. If necessary we will provide further comments at the Annual General Meeting.

Essen, April 2017

innogy SE

The Supervisory Board