

E.ON Europa, S.L.

Plaza Pablo Picasso S/N, Edificio Torre Picasso, Planta 19
28020 – Madrid (ESPAÑA)

POWER OF ATTORNEY

E.ON EUROPA, S.L., a Spanish company registered in the *Registro Mercantil* of Madrid, and with Spanish tax identification number B-82846791, whose registered office is at Plaza Pablo Ruiz Picasso, s/n. Torre Picasso, 19th floor, Madrid, Spain, ("**E.ON Europa**") duly represented by Mr. Enrique Flaiban, acting as joint and several director, having full power and authority to represent E.ON Europa, hereby grants full Power of Attorney to:

Dr. Frank Eßlinger,

with his business address at E.ON Energie AG, Brienner Str. 40, 80333 München

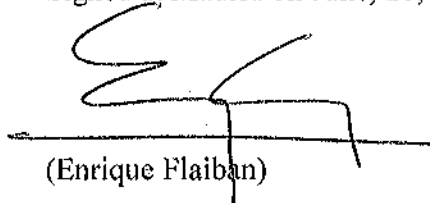
to sign the Share Purchase Agreement to be concluded between E.ON Europa (as seller) and E.ON France SAS (as purchaser) for the acquisition of 24,269,360 shares (representing 65% of the share capital) in Société Nationale d'Electricité et de Thermique, a French *société anonyme* registered with the *Registre du Commerce et des Sociétés* of Nanterre under the number 399 361 468 RCS Nanterre, whose registered office is located at 2, rue Jacques Daguerre, 92565 Rueil Malmaison, France.

Dr. Eßlinger shall be entitled to sign any additional documents in relation to the transfer as this may be required or appropriate under either French or Spanish law.

Dr. Eßlinger shall be authorized to do everything and to take all measures with regard to the foregoing which he considers necessary or appropriate.

Furthermore, Dr. Eßlinger shall have the authority to grant substitute Power of Attorney to any other person. This Power of Attorney is not limited in time.

Signed at Madrid on June, 26, 2009



(Enrique Flaiban)