RULES OF PROCEDURE

for E.ON France S.A.S

Management Board

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The Supervisory Board gives the Management Board the following rules of procedure in the version of February, 1, 2009:

§ 1
In general

(1) The duties and powers of the Management Board ensue from the law, the by-laws and these rules of procedure and the provisions referred to in § 6 of these procedural rules.

(2) The Management Board is obligated to cooperate with the shareholders, Supervisory Board and the workforce representation in managing the company trustingly for the well-being of the company

§ 2
Overall responsibility

(1) The Management Board members bear the responsibility together for the entire management. They work together in a considerate and friendly way and inform each other about important transactions in their areas of responsibility. Each Management Board member looks after his duties in very close agreement with the other Board member(s).

(2) The Management Board decides collegially on all questions of fundamental or essential importance and the division of management powers among members as set forth under §2 (3) (c) below

(3) In particular, the following are to be regarded as matters of fundamental importance within the meaning of Paragraph 2:

a) all matters where a decision by the Management Board is legally envisaged;

b) all matters where the Management Board requires the approval of the Supervisory Board;

c) Changes to the company or the company's organization (including subsidiaries), including the distribution of business plan ("*Geschäftsverteilungsplan*");

d) Establishment of a surveillance system, which shows developments threatening the continued existence of the company prematurely and guarantees an up-to-date and correct financial return;

e) Agreements and directives concerning the entire company workforce;

f) Welfare expenditure that is not based on the law, bargaining contract or internal wage and salary agreement, and which concerns the entire workforce or a part of the workforce;

g) Representation of the company in Supervisory Boards, organizations and associations.

(4) If a decision of the Management Board cannot be brought about in time and a delay does not appear justifiable, the factually responsible Board member decides together with the remaining reachable Board members. The question that has been decided in this manner must be presented to the Board in its next meeting.

§ 3
Division competence

(1) Regardless of the overall responsibility regulated in § 2, the distribution of business among the Board members complies with these rules of procedure and the distribution of business plan unanimously passed by the Management Board according to § 2 (3) c).

(2) Each Board member makes his decisions independently within his division according to Management Board resolutions. If the divisions affect several Board members, these must be involved in the decision.

(3) Each member can bring about a Management Board resolution in the event of serious doubts with regard to a matter in another division if the doubts cannot be removed by talks with the other member of the Management Board. This shall not apply in case the Management Board consists of two members.

§ 4
Management Board President

(1) The Management Board President is in regular contact with the Supervisory Board and the public. He is particularly responsible for the coordination of the duties and activities of the Board. In case the Management Board consists of more than two members, he regulates the cooperation of the Board members where divisions overlap. In case the Management Board consists of two members, the Supervisory board shall decide on any division overlap upon request of either Management Board member.

(2) The Management Board President is responsible for obtaining the approval of the Supervisory Board as set in § 6 and carrying out mandatory reporting prepared under the responsibility of the board member responsible for finance.

§ 5
Management Board meetings

(1) The Management Board shall meet as often as requested by the interest of the Company, and at least three (3) times or more per year, upon request of one of its members, at the registered office or at any other place mentioned in the convening notice, in France or abroad. The Management Board must be called at least five (5) days prior the meeting by any means including by

fax, email or verbal notice. In case of emergency, or with the consent of all of its members, the Management Board can be called without any delay.

(2) The President presides over the meeting.

(3) The members of the Management Board can be represented by another member or any other person. Each member may have an unlimited number of proxies. The proxies can be given by any written means, notably by fax or email.

(4) The decisions of the Management Board can be adopted by meeting, by teleconference (telephone or videoconference) or by private deed.

(5) A meeting or a teleconference may only be valid if at least two (2) members of the Management Board are present or represented. The decisions of the Management Board can be adopted by the majority of its present or represented members unless otherwise stated by these rules. Each member has one vote. In case of a tie, the President has a casting vote (including if the Management Board is composed of 2 members only).

(6) The President shall record the minutes of the resolutions of the Management Board in a special register. The minutes are signed by the President and one of the Management Board members present or represented at the meeting. Copies or extracts of the minutes are validly certified by the President.

(7) The decisions of the Management Board can also result from the unanimous consent of all the members expressed in a deed. The deed shall serve as minutes and is recorded in the special minutes' register.

§ 6
Business transactions requiring approval

(1) The Management Board requires the prior approval of the Supervisory Board for business transactions that fundamentally change the company's assets, liabilities, financial position and profit or loss. In particular, the Management Board requires prior approval for:

a) Change, abandonment or limitation of existent fields of activities;

b) Any investments and deinvestments, in case the financial volume linked to such transaction exceeds the amount of EUR 2.5 Million in the individual case or a series of related transactions and the aforementioned transactions are not covered by the authorized annual plan;

c) Any agreements related to the acquisition, pledge and sale of real property in case their value exceeds the amount of EUR 2.5 Million in the individual case or a series of related transactions and the aforementioned transactions are not included in the approved annual plan;

d) Granting of loans, including members of the Management Board, leading employees, authorized representatives or relatives of the aforementioned; in case their value exceeds the amount of EUR 2.5 Million per donee, independent of the number of transactions made;

e) borrowing outside the E.ON group, if the duration of a loan exceeds 5 years or its amount exceeds EUR 5.0 Million in the individual case or a series of related transactions;

f) Granting of sureties, guarantees or similar securities as well as letters of support which have to be shown in the balance sheet, provided that they exceed EUR 2.5 Million (or its equivalent amount in any other currency) in each individual case or a series of related transactions;

g) Transfer (especially) sale or pledge of material assets of the company;

h) Any acquisition, sale or pledge of subsidaries;

i) Any transformation of the company form (such as merger, demerger etc.);

j) Essential change of existing or the creation of new organisational structrures;

k) Appointment of corporate bodies of firms having had a turnover of more than EUR 15 Million in the prior year, the company is involved in as majority;

l) Filing of lawsuits as claimant if the amount in dispute exceeds EUR 2.5 Million as well as the settlement of claims with an according amount in dispute;

m) Rent and lease (as lessor or lessee) of existing businesses or business unites;

n) Changing these rules of procedure.

(2) The annual plan for the respectively following business year; especially the investment-, personal- financial- and profit budget plan as well as the key data of the middle term planning requires the approval of the Supervisory Board;

(3) Any conclusion, amendment or termination of agreements related to the sale or purchase of energy shall not require the prior approval of the Supervisory Board of E.ON France. This shall not apply if any approval of corporate bodies (management board or supervisory board) of any (indirect) shareholder is required on the basis of mandatory E.ON group guidelines, as applicable

(4) The provisions stated under §. 5 para 1, 2 and 3 shall apply for E.ON France and each of its subsidiaries, i.e. before exercising any voting rights in corporate bodies of subsidiaries the approval of the Supervisory Board of E.ON France must have been obtained if thresholds stated under para. 1 are exceeded. For the purpose of these internal rules, SNET shall be deemed as a subsidiary of E.ON France. The approval requirements shall apply as far as legally possible, for the avoidance of doubt, the provisions of the by-laws of SNET shall prevail.

(5) The approval resolution of the Supervisory Board requires a simple majority of votes cast. The Supervisory Board is authorized to increase or restrict the circle of business transactions requiring approval.

(6) The Supervisory Board can give its consent to certain kinds of business transactions, which require its permission, in general or under the condition that the conditioned stipulated by it are met for the individual business transactions.

§ 7
Cooperation with the Supervisory Board

(1) Under the overall control of the Management Board President, the Management Board will give the Supervisory Board regular, up-to-date and extensive information about all questions of strategy, planning, business development, risk situation and risk management that are relevant for the

company. It points out deviations in the course of business from the prepared plans and targets, giving details of reasons.

(2) In principle, the Management Board must submit a report every quarter to the Supervisory Board on the company subjects for review on the following subjects:

- Intended corporate policy and other principal means of business-plans (especially financial-, investment- and personnel-planning);
- Rentability of the company, especially the rentability of the company's equity;
- Day-by-day commercial operations, especially turnover and situation of the company
- Commercial operations that may cause effect on rentability or liquidity of the company;

as well as reports about subisidaries, if any.

For the avoidance of doubt, the quarterly reporting based on E.ON group requirements will qualify as such reporting unless the Supervisory Board decides otherwise.

Moreover, at the latest in each first meeting of a financial year the Management Board must present the Supervisory Board with the investment, financial and personnel plans for the Group for the current financial year, as well as the mid-term plans for the forthcoming financial years.

(3) The Supervisory Board President will be notified immediately by the Management Board President about important events that are of considerable importance for the assessment of the situation, development and management of the company, as well as about flaws occurring in the surveillance system that will be set up by the Management Board according to mandatory provisions under French law or according to E.ON guidelines .

(4) Reports from Board members to the Supervisory Board must be submitted to the Management Board President for forwarding.

(5) The Management Board members take part in the Supervisory Board meetings unless the Supervisory Board President gives a deviating order in individual cases or a deviating order is given in individual cases by order of the Supervisory Board.

(6) The Management Board is obligated to support the work of the Supervisory Board and its committees. Documents requiring decisions, in particular year-end accounts and the audit report, will be forwarded to the Supervisory Board members as punctually as possible before the meeting. The Management Board will make sure that the Supervisory Board members can familiarize themselves with these documents in good time.

§ 8
Absence

The Management Board members should coordinate with each other the time and duration of business trips and vacation in a considerate and friendly way.

§ 9
Correspondence

Documents on matters of fundamental or essential importance (§ 2 (2), (3) of the procedural rules or as defined by the Companies signatory guideline) should be signed by two Management Board members. If the remaining Board members cannot be reached and a delay is not justifiable, the factually responsible authorized signatory signs in second place.

§ 10
Conflicts of interest and transparency

(1) Management Board members may not request or accept financial contributions or other benefits in connection with their work from third parties for themselves or for other persons, or grant third parties unjustified advantages.

(2) The Management Board members are committed to the interests of the company. No Management Board member is allowed to pursue personal interests in his decisions and/or use business opportunities to which the company is entitled for himself.

(3) Each Management Board member is obligated to disclose conflicts of interest to the Supervisory Board President and to inform the other Board members of this. All business transactions between the company on the one hand and the Management Board members as well as persons close to them or companies personally close to them on the other must correspond to standards usual in the industry. Major business transactions require the approval of the Presidential Committee of the Supervisory Board.

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