

Minutes of Meeting

Project/Subject

Minutes of Board of Directors

Place, Date, Time

Paris, Feb. 2nd, 2009 – 9:30

Date of Minutes

February 4, 2009

Attachments:

List of approved Snet recruiting
Alpha & Industrial Plan Structure
Yearly closing

Participants

Luc Poyer

Robert Hienz

Antonio Haya (reporter)

Additional Recipients

E.ON France

3 rue du Quatre Septembre
75002 Paris
France
www.eon-france.com

Item Content

Type Resp. Date

1 Organization and governance EFR

- Organization of EFR to finish before next Management meeting on February 9th. BCG (Salha) in charge of Presentation modifications. (Only presentation of the Eon France organisation chart for Munich; out Sainjon; included P. Ulbrich). A. Haya speaks with BCG for modifications.
- Responsibilities allocation

L. Poyer	R. Hienz
• Generation & NBU	• Finances & Taxes
• Optimization & Trading	• Sales
• Communication	• Controlling, Accounting & Reporting
• Public Affairs	• Risk Management
• Human Resources	• IT
• Legal	• Non Power&Fuel Procurement
• Corporate Development	• Renewals
• General Secretariat	• General group interfaces
• Participations (Altek, Bialystok, Surchiste)	• Participations (Aerodis)

- P. Gaget in charge of Status equivalence of new responsibilities allocations (in coordination with Mrs. Lecheler)

2 Governance official meetings

2.1. Eon France Internal meetings

- EFR Board of Directors:
 - Members: L. Poyer; R. Hienz; A. Haya (secretary)
 - 9:00 each Monday
- EFR Management meetings:
 - Members: L. Poyer; R. Hienz ; A. Haya; C. Reik; S. Morel; P. Caruel
 - 12: 30 each Monday
- Snet Comex:
 - Members: L. Poyer; S. Morel; P. Caruel; D. Reiter; JM. Rolles ; F. Munoz; M. Schroeder
 - 9:00 each Tuesday
- Eon France Group Management meetings
 - Members: EFR Management + Snet Comex + P. Lamboley; P. Ulbrich; F. Dionnet; R. Poublon; K. Leprêtre ; G. Schneider
 - Monthly (Mondays – 12:30)
- Extended Eon France Group Management meetings
 - EFR Group Management members + J. Roucaute; B. Martres; M. Simile; P. Duquenoy; JJ: Klein; A. Hurel; L. Stella; G: Grandjean; J.Nis
 - Quarterly (Mondays – 12:30)

2.2. Official meetings Eon France

- Conseil de Surveillance
 - Members: D. Paskert; B. Fischer; C. Barr; N. Rapp
 - Invited: Directoire E. ON France
 - 3-4 times a year
- MTP meeting on September
- Financial closing meeting: Date to be confirmed

W

3 HR planning (needs and recruitment)

- A discussion about the Snet recruiting needs is hold. The decision is to launch the recruitment process for the proposed list (attached). The decision about the effective recruitment and the payroll of these new recruitments is postponed.
- It is decided to ask Mrs. Reik and Mr. Reiter to analyze and to clarify the total needs of Eon France + Snet for 2009 recruitment and to compare it with MTP previsions.
- It s necessary to analyze the possible alternatives to direct recruiting (out-sourcing; manpower hire, etc)

4 Structure Project of alpha and Industrial Plan

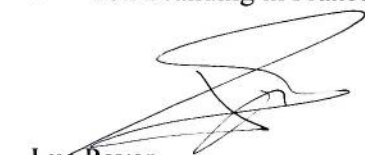
- A new structure for the projects Alpha and Industrial plan is acted:
 - A new Steering committee is appointed
 - Leader of Alpha: Mrs. Reik and Mr. Reiter; Coordinator: Mr. Cadeau
 - Leader of Industrial Plan: Mr. Haya; Coordinator: Mr. Schneider
- The structure will be completed before the first steering committee on February the 5th
- The role of BGC in both projects will be discussed during the week. A proposition is being negotiated (L. Poyer)
- It is discussed the need of a tactic consulting (Altedia as a candidate) and execution help (Cardinal Sud candidate)

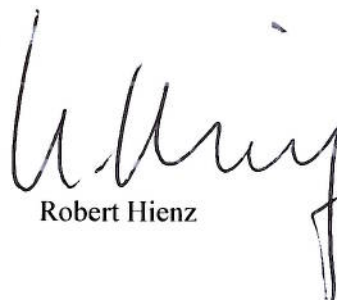
5 2008 Yearly Closing BU France IRFS (presentation Caruel and Ulbrich)

(see attachment)

6 **Miscellaneous**

- Biomass Project Brignoles: A. Haya team will study it
- Snet Trading framework: interaction mode with EET. To be discussed in a next Board
- Coal procurement. Mr. Munoz will organize a meeting with EET coal managers to analyze the future of Snet coal procurement
- Snet refuse to sign the contract sent by Cokeries de Carling because lack of Parent company guarantee agreement. Snet has proposed a new monthly contract.
- G. Schneider coordinator for Maubach road show
- Eon Branding in France to be clarify


Luc Poyer


Robert Hienz