ACDM

# 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 subsidaries), 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.

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## § 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



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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



§ 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

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;



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).

§ 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



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;

subventions

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;

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f) Granting of sureties, guarantees or similar securities as well as let-

(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.



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 ex-

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

(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.

of the Presidential Committee of the Supervisory Board. 



**E.ON France SAS**

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