

Governance and Sustainability Presentation

Karl-Ludwig Kley – Chairman of the Supervisory Board

January 2023





Connecting everyone
to good energy

e.on

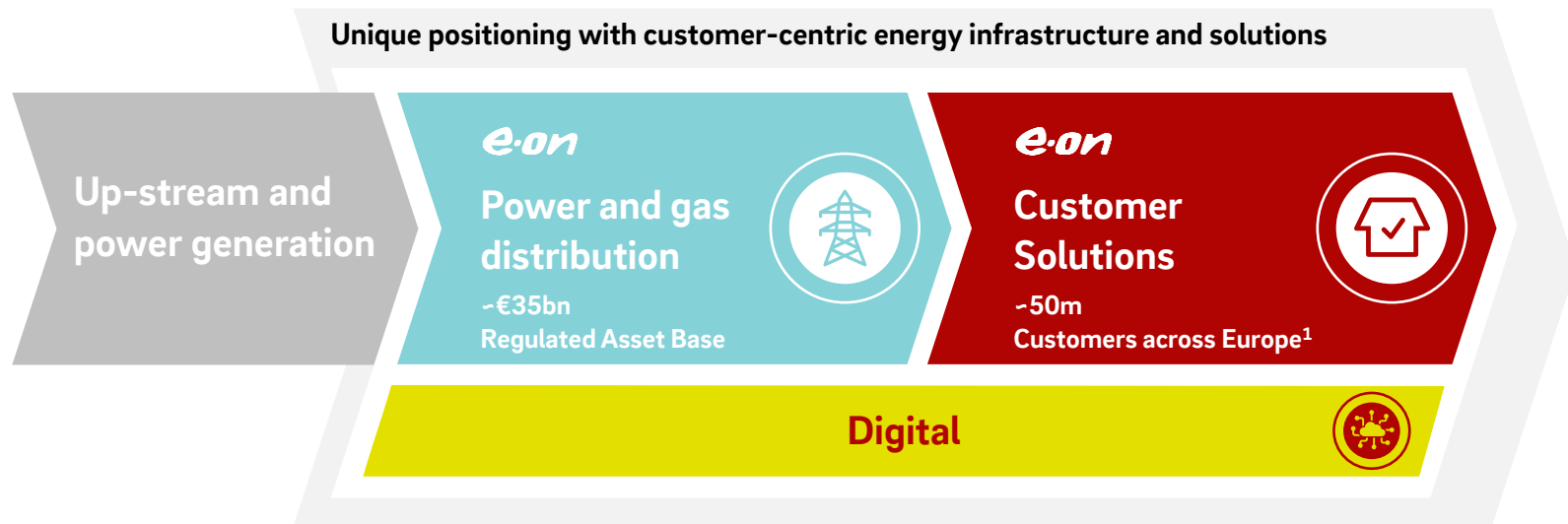
Agenda

1. Overview E.ON
2. Environment, Social Impact and Risk
3. Supervisory Board, Committee Work and Remuneration System
4. Back up

Overview E.ON

1

E.ON combines stability of regulated and infrastructure businesses with ambitious growth ...



Employees 2021²

~72k

Dividend per share 2021

€0.49

Adj. EBITDA 2021³

€7.9bn

Adj. Net Income 2021³

€2.5bn

1. Including customers of at-equity participations 2. Number of employees does not include apprentices, working students, or interns. This figure reports persons 3. Adjusted for non-operating effects

... which is reflected in our investment highlights

Why invest in E.ON?



Dividend growth

Our resilient and future-proof portfolio is the foundation for dividend growth and sustainable value creation



Customer-centric energy infrastructure and solutions growth

Our customer-centric energy infrastructure and solutions are connecting everyone to good energy



Sustainability

We pave the way to net zero for society



Digitalization

We will be an all-digital energy company, since this allows new business opportunities and continuous efficiency improvements

E.ON's networks are the backbone for Europe's green energy transition



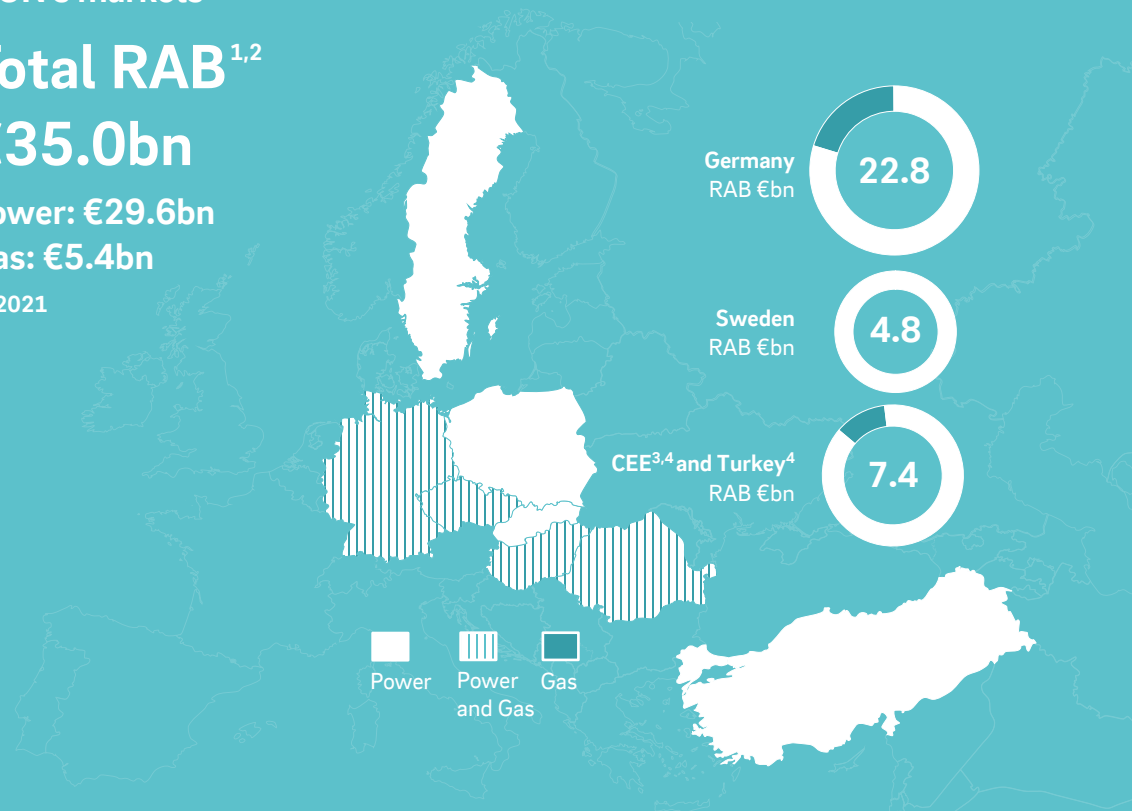
E.ON's markets

Total RAB^{1,2}
€35.0bn

Power: €29.6bn

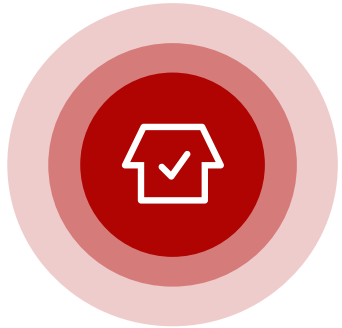
Gas: €5.4bn

FY2021

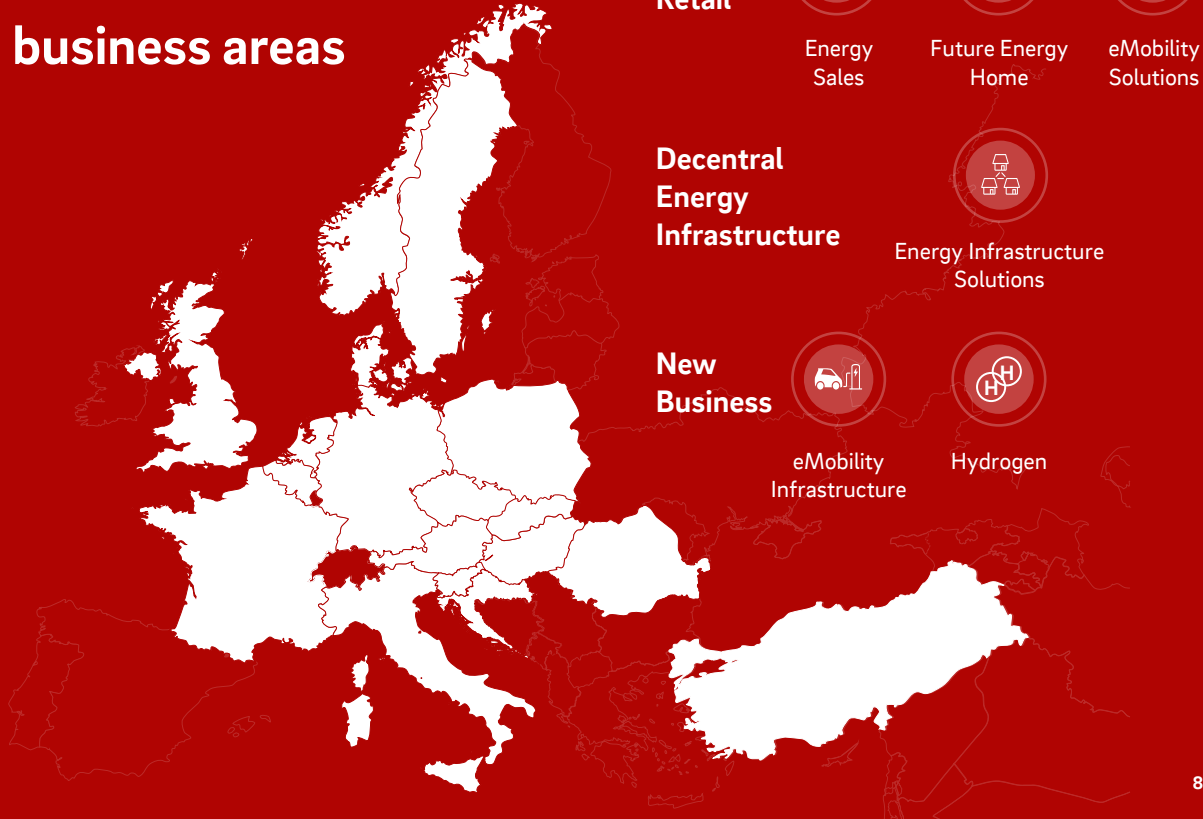


1. RAB is the value of all distribution assets determined by the regulator. In general, RABs from different regulatory regimes are not directly comparable due to significant methodical differences. These include for example different regulatory asset lifetimes, asset valuation methods or treatment of customer contributions for network connections 2. Differences may occur due to rounding 3. Central Eastern Europe including Czech Republic, Hungary, Poland, Romania, Slovakia 4. 100% view for Slovakia and Turkey

E.ON's Customer Solutions portfolio best positioned to pioneer the energy transition and meet increasing demand for sustainability



E.ON's main markets and business areas



Environment, Social Impact and Risk

2

E.ON is inherently sustainable



Sustainable business:
helping our customers
to decarbonize is the
key driver of our
growth



Sustainable company:
ESG¹ considerations
drive us internally

**We enable the decarbonization
of society ...**



... by providing the backbone for
the energy transition

**We help our customers to
become green ...**



... through our green solutions
and retail portfolio

**We are becoming an even
greener company ourselves ...**



... by integrating sustainability
into all our processes, e.g.
planning and risk management

Our targets across all sustainability dimensions

Environmental

Scope 1 & 2 emissions

-100%
by 2040

Scope 3 emissions

-100%
by 2050

Social

Female Executives

≥30%
women in management
positions by 2030

Health & Safety

≤0.07
SIF¹ for employees

Governance

Supervisory Board composition

≥30%
female

Board remuneration

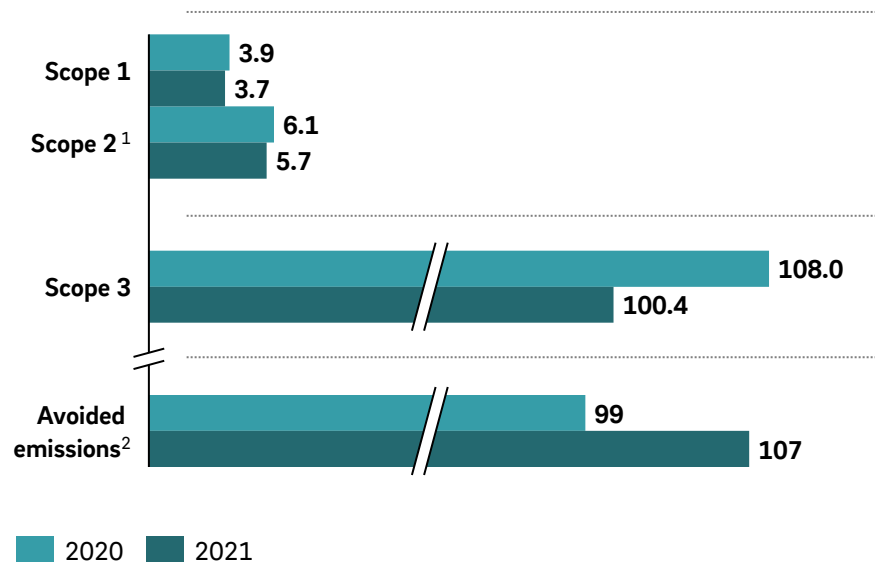
Sustainability
targets embedded in STI² and LTI²

1. Serious incidents and fatalities (SIF) for employees: Safety incidents per 1,000,000 working hours 2. Short-term incentive plan (STI) and long-term incentive plan (LTI)

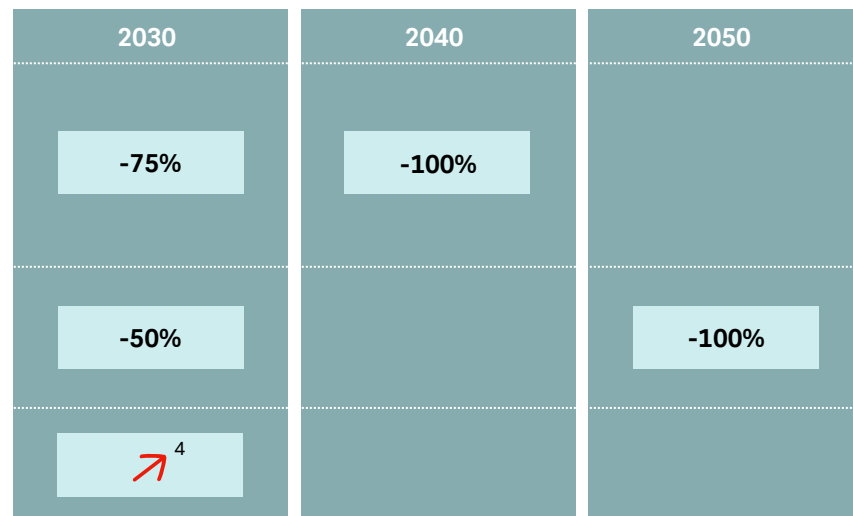
E.ON on its way to achieve ambitious climate targets

E.ON's carbon footprint

million metric tons



E.ON's targets³



Science Based Targets Initiative (SBTi) has confirmed E.ON targets for reducing CO₂ emissions. E.ON is explicitly committed to the 1.5 degree target of the Paris Climate Agreement.

1. Market-based 2. This KPI quantifies the avoided emissions that contribute to a low-carbon economy in connection with our clients. This covers avoided GHG emissions caused by the enabling effect of our assets or solutions 3. With reference to 2019 baseline year figures: Scope 1: 3.98m tons CO₂ (inc. Baseline recalculation), Scope 2: 4.82m tons (location-based) CO₂e and Scope 3: 120.27m tons CO₂e 4. Total avoidance increasing

E.ON's commitments to UN Sustainable Development Goals (SDGs)

Impact of core business

Stable, reliable and **smart networks** enable the energy transition, while **innovative customer solutions** help our customers to reduce their emissions. And with our climate targets E.ON is committed to become **carbon-neutral until 2050**.



Additional contributions



Help to combat global warming



Protect health, safety and environment



Eliminate exploitative working conditions



Create an inclusive and diverse workplace

E.ON's sustainability performance highly ranked by ESG rating agencies

MSCI ESG
Research LLC

Rating: AA

Rated on a AAA to CCC scale
High relative performance



ESG Risk Rating: 23.8 (medium risk)

Rated on a 0 to 40+ scale
Rank 22 out of 84 in subindustry group



Rating: 59

Scored on a 0 to 100 scale
Rank 27 out of 66 in industry group, highest performance level ("Robust")

ISS ESG

Rating: C+

Rated on a D- to A+ scale
Decile rank 2 in industry group, high relative performance

E.ON listed on



**A LIST
2022**

CLIMATE

Leadership score
Top 2%

E.ON contributes to a variety of impactful environmental projects with focus on biodiversity



E.ON is an **exclusive corporate partner of UNEP** supporting the effort to prevent, halt and reverse the degradation of ecosystems

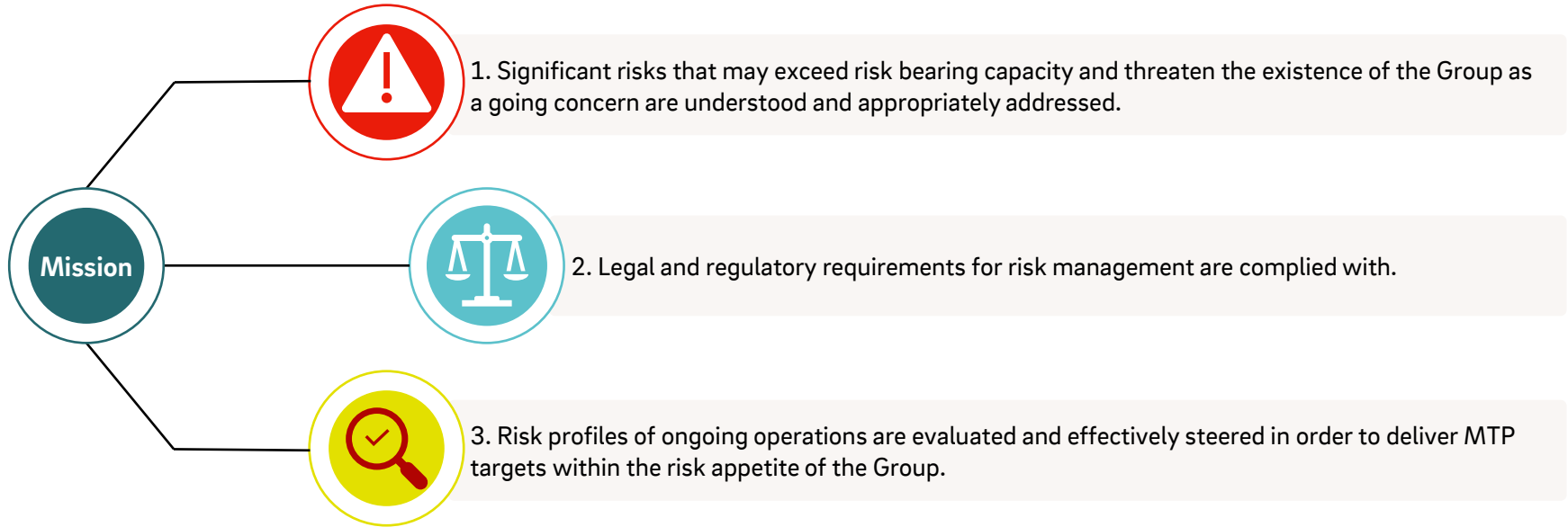


Ecological corridor management is a proof point for E.ON's **holistic approach** and increases resilience of our networks



The LEAF Coalition has mobilized **\$1bn** for countries and states committed to increasing ambition **to protect forests and reduce deforestation**. E.ON joined LEAF to offset emissions the company is currently unable to avoid

Risk Management is an integral part of the Corporate Governance at E.ON



Five principles provide mandatory guidance on Group's risk culture



Principles

1. **Risk awareness:** E.ON's employees have a pronounced awareness of risks affecting E.ON's ongoing operations and financial performance in their area of responsibility and reflect them adequately in their decisions and actions.
2. **Aim of risk minimization:** The risks associated with business decisions to implement E.ON's business strategy should be kept as low as possible. Business decisions must correspond to E.ON's risk appetite and ensure that its risk bearing capacity is sustained.
3. **Risk ownership:** The responsibility for the occurrence of risks is clearly assigned to a risk owner. The risk owner's mandate is clearly defined.
4. **Independent risk governance:** Independent risk functions will be established in each business who will have no direct commercial responsibility/ is independent from risk owners to perform risk controlling tasks.
5. **Transparency:** All risks should be transparent to ensure areas of business uncertainty are monitored and must be measured, monitored as well as reported consistently.

E.ONs business activities expose E.ON SE to risks that need to be actively managed and steered

Risks that have been identified as essential for E.ON's business success are clustered in the following risk categories

Market	Operations & IT	Finance & Treasury
<ul style="list-style-type: none">• Commodity Risk• Shape Risk• Liquidity Risk• Volume• Weather Effects• Competition• Demand	<ul style="list-style-type: none">• Project Risk• Procurement and Logistics• Operations and Maintenance of Assets• Information Security including IT processes• Others	<ul style="list-style-type: none">• Credit (including Counterparty Risk)• Financing• Interest Rates• Tax• Asset Management• FX Risk
HSSE, HR & Other	Strategy	Legal & Regulation
<ul style="list-style-type: none">• Social and Environmental Risk• Health and Safety• Personnel (HR)	<ul style="list-style-type: none">• Investment / Divestments Risk• Business Development Risk• Strategic Project Risk	<ul style="list-style-type: none">• Political / Governmental Risk• Legislation / Regulation• Contracts / Permits• Governance• Compliance

Sustainability (ESG) risks are according to the BaFin definition not seen as a separate risk category, as a demarcation would hardly be possible. Sustainability risks can have a significant impact on all these types of risk and contribute as a factor for materiality of these risk categories.¹

1. Source: BaFin "Merkblatt zum Umgang mit Nachhaltigkeitsrisiken"

Supervisory Board, Committee Work and Remuneration System

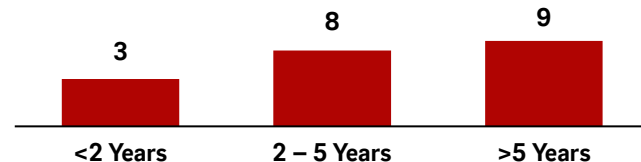
3

E.ON Supervisory Board – Experienced, diverse and independent

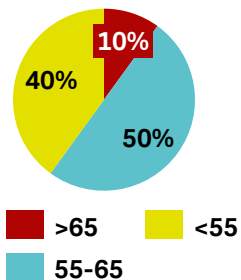
20 Board Members¹



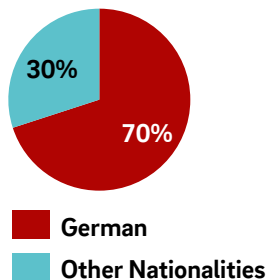
Member of the E.ON Supervisory Board for



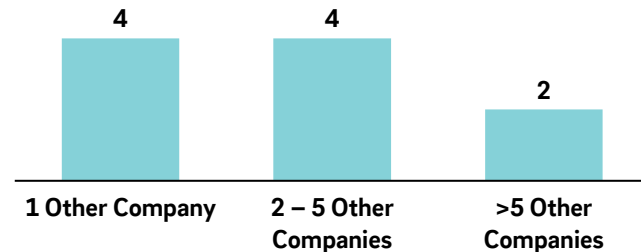
Age



Nationality

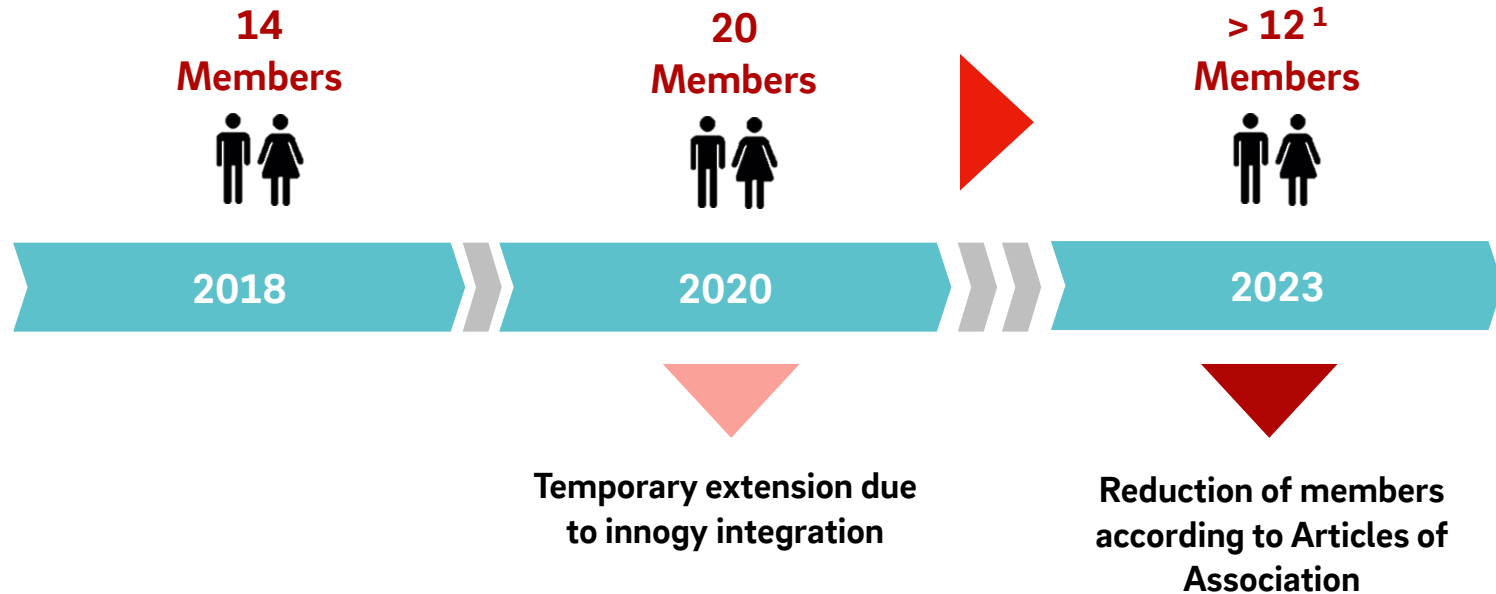


Work experience gained²



1. Minimum target of 30% female board members fulfilled 2. Only Shareholder Representatives; other companies outside E.ON Group

Flexibility in E.ON's Supervisory Board size



1. Final number depending on skills profile and diversity requirements

E.ON Supervisory Board

Shareholder representatives



Dr. Karl-Ludwig Kley
Chairman of the Supervisory Board
Born 1951, German
Member since 2016
Extensive leadership and supervisory board experience



Erich Clementi
Deputy Chairman
Born 1958, Italian
Member since 2016
Expert in digital transformation and strategy



Klaus Fröhlich
Born 1960, German
Member since 2018
Expert in brand and product strategies and digitalization; particular focus on e-mobility



Ulrich Grillo
Born 1959, German
Member since 2019
Excellent network in German industry as well as management and strategy expertise, financial expert



Anke Groth
Born 1970, German
Member since 2022
Extensive management & finance expertise and in-depth knowledge of the energy sector



Andreas Schmitz
Born 1960, German
Member since 2016
Particular expertise in financial analysis and capital markets, financial expert



Dr. Rolf Martin Schmitz
Born 1957, German
Member since 2019
Extensive management and strategy expertise paired with technical knowledge



Dr. Karen de Segundo
Born 1946, Dutch
Member since 2008
In-depth knowledge of energy market and regulated industries experience



Deborah Wilkens
Born 1971, US-American
Member since 2019
Proven capital market expert specialized in the energy sector



Ewald Woste
Born 1960, German
Member since 2016
Extensive expertise in the energy sector, ESG expert

E.ON Supervisory Board

Employee representatives



Christoph Schmitz
Deputy Chairman of the Supervisory Board
Born 1965, German
Member since 2020
Expert in press and public relations



Eugen Gheorghe Luha
Born 1957, Romanian
Member since 2012
Profound expertise in the gas business



René Pöhls
Born 1970, German
Member since 2019
Expert in network operation, HR and experience in co-determination



Szilvia Pinczésné Márton
Born 1969, Hungarian
Member since 2018
In-depth knowledge of the network business and co-determination matters



Fred Schulz
Born 1962, German
Member since 2014
Experience in grid operations and HR management



Stefan May
Born 1970, German
Member since 2019
Technical expertise as well as extensive knowledge in co-determination



Elisabeth Wallbaum
Born 1975, German
Member since 2016
Expertise in Energy generation and IT-based process control



Katja Bauer
Born 1971, German
Member since 2022
In-depth knowledge of human resources plus extensive experience in sales and customer solutions



Miroslav Pelouch
Born 1965, Czech
Member since 2020
Profound knowledge in HR, labour law and corporate culture



Axel Winterwerber
Born 1982, German
Member since 2023
Expertise in grid and sales operations and HR management

Supervisory Board Elections



Composition¹ of shareholder representatives ensures superior governance and committee work

Skills Profile	
Leadership Experience	Experience as a member of the Board Management or Supervisory Board at other listed companies
Innovation & Digitalisation	Familiar with new technologies, innovation, digitalisation and IT as well as associated new and disruptive business models
Markets & Businesses	Specific expertise in businesses and markets relevant to E.ON
Risk & Accounting	Expertise in the field of accounting and risk management as well as in auditing of financial statements Benchmarking potential IT risks (incl. cyber security)
Governance & Sustainability	Familiar with legal and compliance as well as sustainability (especially reduction of CO2 emissions), employee and social concerns as well as human rights and anti-corruption

Self imposed composition targets

- Independence
- Overboarding provisions/ sufficient time
- Maximum rule membership duration
- Age limit

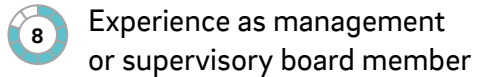
Diversity of minds

- International experience
- Representation of women
- Age diversity

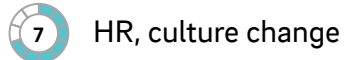
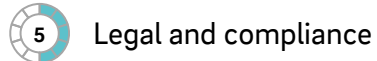
1. According to Rules of Procedure for the Supervisory Board of E.ON SE and objectives of its composition (recommendation C.1 of the German Corporate Governance Code)

Competencies of shareholder representatives in context of skills profile

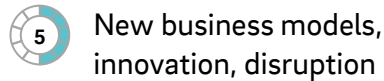
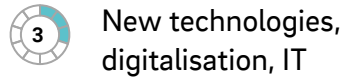
Leadership Experience



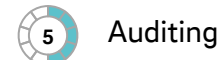
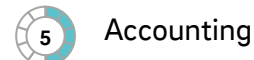
Governance & Sustainability



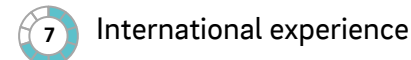
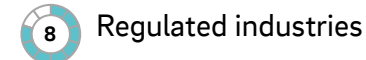
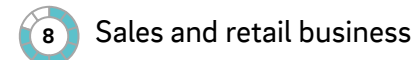
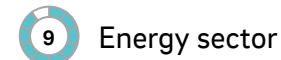
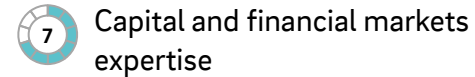
Innovation & Digitalisation




Risk & Accounting



Markets & Businesses



 The amount of shaded parts of the circle corresponds to the respective number of shareholder representatives that are equipped with the skills

Competencies of shareholder representatives in context of skills profile

Skills (and other characteristics)	Kley	Clementi	de Segundo	Fröhlich	Grillo	Groth	A. Schmitz	R. Schmitz	Wilkens	Woste
Experience as a member of the Board Management or Supervisory Board at other listed companies	✓	✓		✓	✓	✓	✓	✓	✓	
Expertise in the capital and financial markets	✓	✓			✓	✓	✓	✓	✓	
Energy sector	✓	✓	✓		✓	✓	✓	✓	✓	✓
Sales and customer business	✓	✓		✓	✓	✓	✓	✓		✓
Regulated industries	✓	✓	✓			✓	✓	✓	✓	✓
New technologies, digitalisation, IT		✓		✓		✓				
New business models, innovation, disruption	✓	✓	✓	✓						✓
Accounting	✓				✓	✓	✓		✓	
Auditing	✓				✓	✓	✓		✓	
Law and compliance	✓		✓		✓	✓	✓			
Human resources, cultural change	✓	✓	✓	✓	✓	✓		✓		
Sustainability	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
International experience	✓	✓	✓	✓	✓	✓			✓	
Independence	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓

Efficient cooperation in board committees

Presidial Committee

- Prepares management personnel decisions and management remuneration, approves investment, M&A and financing transactions
- Advises the Board of Management on e.g. strategic developments

Members

- | | |
|----------------------------------|--------------------------------------|
| ■ Dr. Karl-Ludwig Kley, Chairman | ■ Christoph Schmitz, Deputy Chairman |
| ■ Erich Clementi | ■ Fred Schulz |
| ■ Ulrich Grillo | ■ N. N. |

Innovation and Sustainability Committee

- Advises the Management on innovation and disruption/ new businesses
- Advises the Management relating to ESG issues

Members

- | | |
|----------------------------|-------------------------------|
| ■ Klaus Fröhlich, Chairman | ■ Stefan May, Deputy Chairman |
| ■ Dr. Karen de Segundo | ■ Miroslav Pelouch |
| ■ Ewald Woste | ■ Eugen-Gheorghe Luha |

■ Shareholder Representatives ■ Employee Representatives

Nomination Committee

- Recommends candidates for election to the Supervisory Board by the Annual Shareholders Meeting

Members

- | |
|----------------------------------|
| ■ Dr. Karl-Ludwig Kley, Chairman |
| ■ Erich Clementi |
| ■ Dr. Karen de Segundo |

Audit and Risk Committee

- Monitors the accounting process and internal control systems
- Examines effectiveness of internal control and risk management systems

Members

- | | |
|-----------------------------|--------------------------------|
| ■ Andreas Schmitz, Chairman | ■ Fred Schulz, Deputy Chairman |
| ■ Ulrich Grillo | ■ René Pöhls |
| ■ Deborah Wilkens | ■ Elisabeth Wallbaum |

High level of dedication of Supervisory Board members

Supervisory Board

4 meetings in 2022 (2 circular resolutions)

Presidial Committee

+ 6 meetings in 2022

Audit and Risk Committee

+ 4 meetings in 2022

Innovation and Sustainability Committee

+ 3 meetings in 2022

Nomination Committee

+ 1 circular resolution in 2022

Supervisory Board Member	Supervisory Board	Presidial Committee	Risk and Audit Committee	Innovation and Sustainability Committee	Nomination Committee
Kley, Dr. Karl-Ludwig	4 / 4	6 / 6	0 / 4	0 / 3	0 / 0
Clement, Erich	4 / 4	6 / 6	0 / 4	1 / 3 *	0 / 0
Dybeck Happe, Carolina (until June 30, 2022)	2 / 4	0 / 6	0 / 4	0 / 3	0 / 0
Fröhlich, Klaus	4 / 4	0 / 6	0 / 4	3 / 3	0 / 0
Grillo, Ulrich	4 / 4	6 / 6	4 / 4	0 / 3	0 / 0
Anke Groth (as of July 1, 2022)	2 / 4	0 / 6	2 / 4 *	0 / 3	0 / 0
Schmitz, Andreas	4 / 4	2 / 6 *	4 / 4	0 / 3	0 / 0
Schmitz, Dr. Rolf Martin	4 / 4	0 / 6	0 / 4	0 / 3	0 / 0
Segundo, Dr. Karen de	4 / 4	0 / 6	0 / 4	2 / 3	0 / 0
Wilkens, Deborah	4 / 4	0 / 6	4 / 4	3 / 3 *	0 / 0
Woste, Ewald	4 / 4	0 / 6	0 / 4	3 / 3	0 / 0
Schmitz, Christoph	4 / 4	6 / 6	0 / 4	0 / 3	0 / 0
Bauer, Katja (as of April 1, 2022)	3 / 4	0 / 6	0 / 4	0 / 3	0 / 0
Krepper, Monika (until March 31, 2022)	1 / 4	0 / 6	0 / 4	1 / 3 **	0 / 0
Luha, Eugen-Gheorghe	4 / 4	0 / 6	0 / 4	3 / 3	0 / 0
May, Stefan	4 / 4	0 / 6	0 / 4	3 / 3	0 / 0
Pelouch, Miroslav	4 / 4	0 / 6	0 / 4	2 / 3 ***	0 / 0
Pinczésné Márton, Szilvia	4 / 4	0 / 6	0 / 4	0 / 3	0 / 0
Pöhls, René	4 / 4	0 / 6	4 / 4	0 / 3	0 / 0
Schulz, Fred	4 / 4	6 / 6	4 / 4	0 / 3	0 / 0
Wallbaum, Elisabeth	4 / 4	0 / 6	4 / 4	0 / 3	0 / 0
Zettl, Albert	4 / 4	6 / 6	0 / 4	0 / 3	0 / 0

* Additional participation as guest

** Committee member until March 31, 2022

*** Committee member since May 11, 2022

Self assessment to continuously improve Supervisory Board work



The **Supervisory Board** conducts a **self assessment** of its work on a **yearly basis**, in line with the German Corporate Governance Codex.



All Supervisory Members fill out a **detailed online questionnaire** to provide feedback.



The **Chairman** conducts **bilateral meetings with each** Supervisory Board **Member** on a **two-year basis** and follows up on their remarks.



The **assessment** is considered a **very valuable tool** as it enables open discussion, mitigates conflicts and builds the **basis for continuous improvement**.

Self assessment of the work of the Supervisory Board 2022 – results and measures

Self assessment questionnaires

Very positive feedback, average score of 3.6 (Max.: 4.0)



Positive

- Discussion culture
- Valuable strategy discussion
- Quality of provided information



Room for improvement

- Selection of topics for information meetings
- Outside-in view

Measures taken in 2022

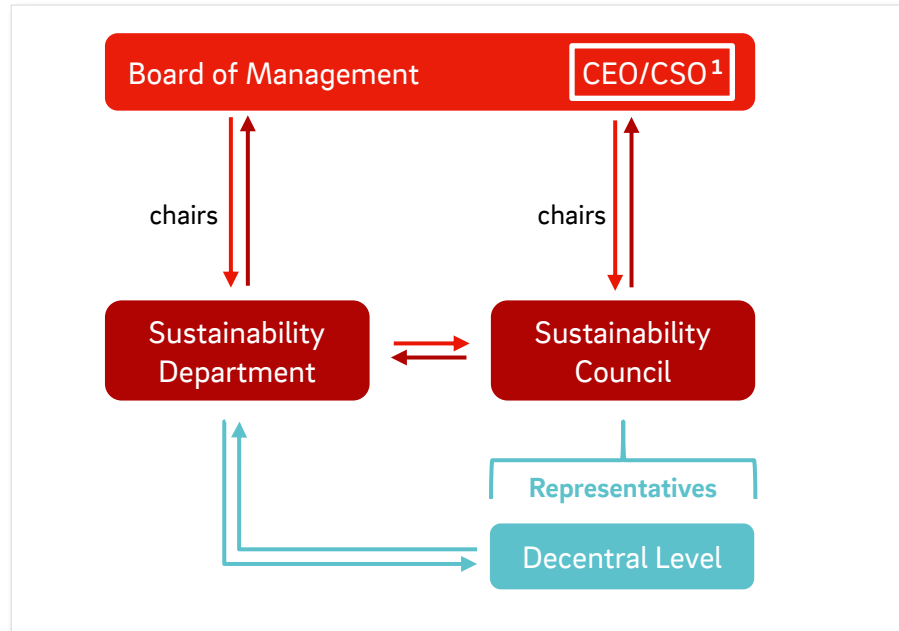
- Improvement of information flow about current events and political situation between regular meetings

Selective special topics¹ of Supervisory Board meetings – Focus on management of the energy crisis and strategy review

	Q1/2022	Q2/2022	Q3/2022	Q4/2022
Supervisory Board Meetings	Annual financial statements	Implications of the war and energy crisis on E.ON	Strategy Review in light of the energy crisis	Mid-term planning
Audit and Risk Committee	Meetings focusing on crisis and risk management, (financial) impacts and mitigation measures			
Meetings of the Innovation and Sustainability Committee	Milestones Innovation Journey		Deep Dive eMobility	Trend Radar and ESG ratings
Meetings of the Presidial Committee	Meetings focusing on crisis management, strategy review and implementation			
Chairman of the Supervisory Board	Continuous exchange between the CEO and the Chairman of the Supervisory Board			

1. Covered in addition to other agenda items of Supervisory Board meetings

E.ON's Supervisory Board assumes responsibility for sustainability...



1. Chief Sustainability Officer



Supervisory Board

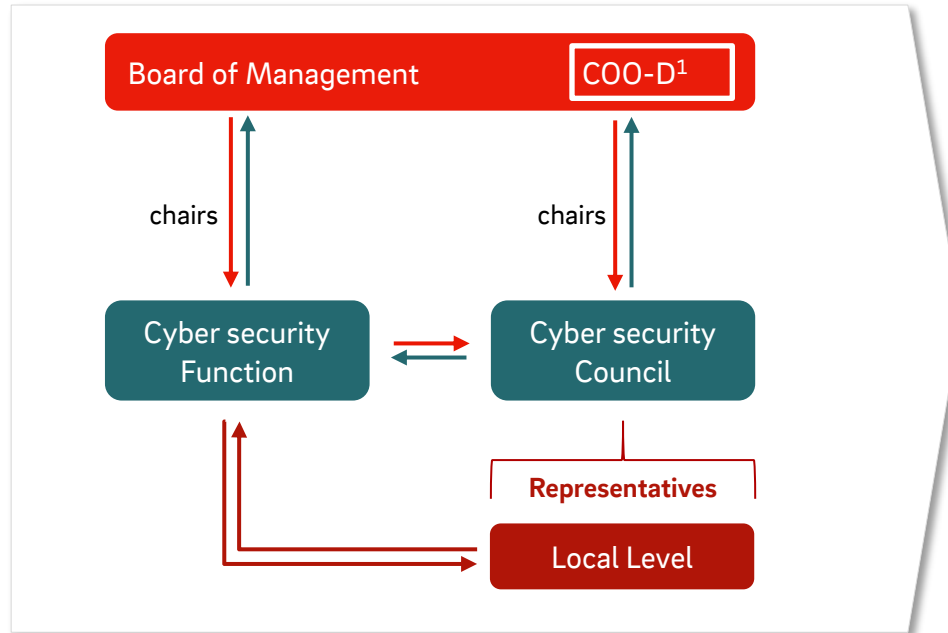
- The Supervisory Board regularly addresses sustainability topics
- The Supervisory Board approves ESG targets of the management board



Innovation and Sustainability Committee

- Established ...
 - as sounding board and initiator of innovations
 - to discuss ESG topics within the Supervisory Board
 - to advise the Board of Management on ESG topics

... and for cyber security



1. Chief Operating Officer Digital 2. Chief Information Security Officer



Supervisory Board

- The Supervisory Board regularly discusses cyber security topics
- The Supervisory Board defines cyber security targets for the accountable member of the management board



Audit- and Risk Committee

Established ...

- to monitor accounting process & internal control systems
- for examination of effectiveness of internal control and risk management systems

Cyber security is a standard agenda item in each meeting

CISO² has regular meetings with dedicated supervisory board members

Features of E.ON's future virtual AGM's fully ensure shareholder rights while enabling a new, modern AGM concept



Full broadcast of the complete AGM in **audio and video**.



Shareholders can **submit questions in advance**. Answers will remain published shortly before and during the AGM.



Shareholders can submit a **written statement** prior to the AGM and hold a **live speech** during the AGM.



Shareholders can **ask (follow-up) questions during the AGM** regarding all answers given before or during the AGM and regarding recent topics.¹



Shareholders can **submit a motion** during and (partly) before the AGM.



Shareholders can **file an objection** during the AGM.



Shareholders can still **cast their vote and change it** during the AGM.



Supervisory board will be available.



No physical presence at the venue will be necessary any longer to exercise shareholder rights. Shareholders will receive answers to their questions without having to follow an AGM broadcast for multiple hours, facilitating situations with several AGM's on one day and freeing more time for live speeches and follow up questions.

1. i.e. topics that have come to notice after end of question submission window

New compensation scheme for the Management Board came into effect on January 1, 2022

92.56% approval for remuneration system³

Target structure

E.ON Board Compensation Plan

including

Share ownership guidelines

- CEO: 200% of base
- OBM¹: 150% of base

with holding obligation for additional 2 years after end of service contract

Base | Fixed amount, paid in twelve monthly rates

26-32%

1 year period

Annual bonus
(Short-term incentive)

Target KPI

Earnings per share

80%

Net promoter score

20%

Individual performance

26-32%

4 year period

E.ON Performance Plan
(Long-term incentive)

Target KPI

Relative Total Shareholder Return

50%

ROCE

25%

E.ON Sustainability Index

25%

37-48%

Pension substitute

CEO: €560k

OBM¹: €350k

| Fixed amount decoupled from remuneration

9-13%
of TTC²

Maximum remuneration

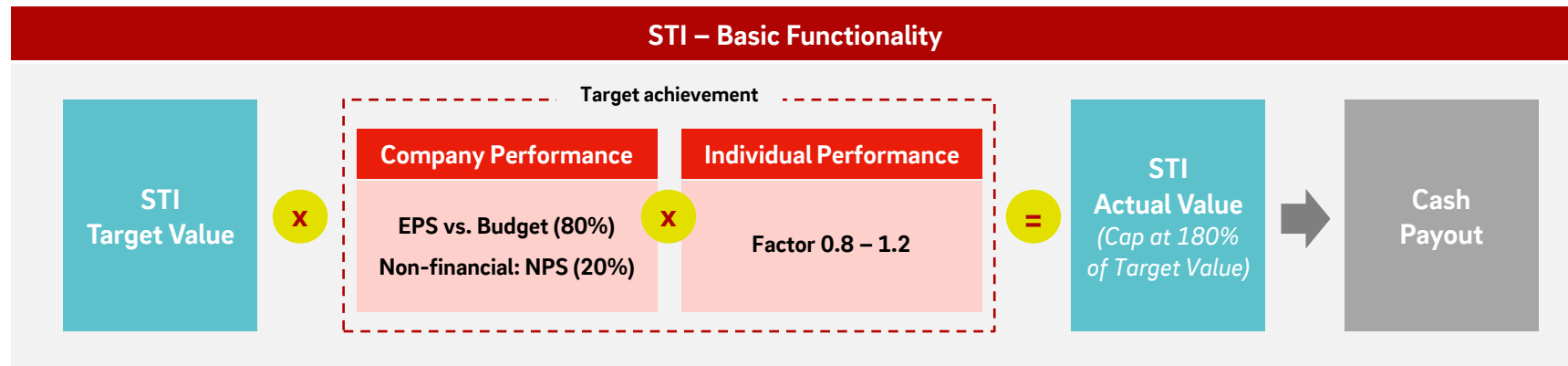
CEO: €10m

OBM¹: €5.5m

Malus and clawback

up to 100% up to 3 years after payment

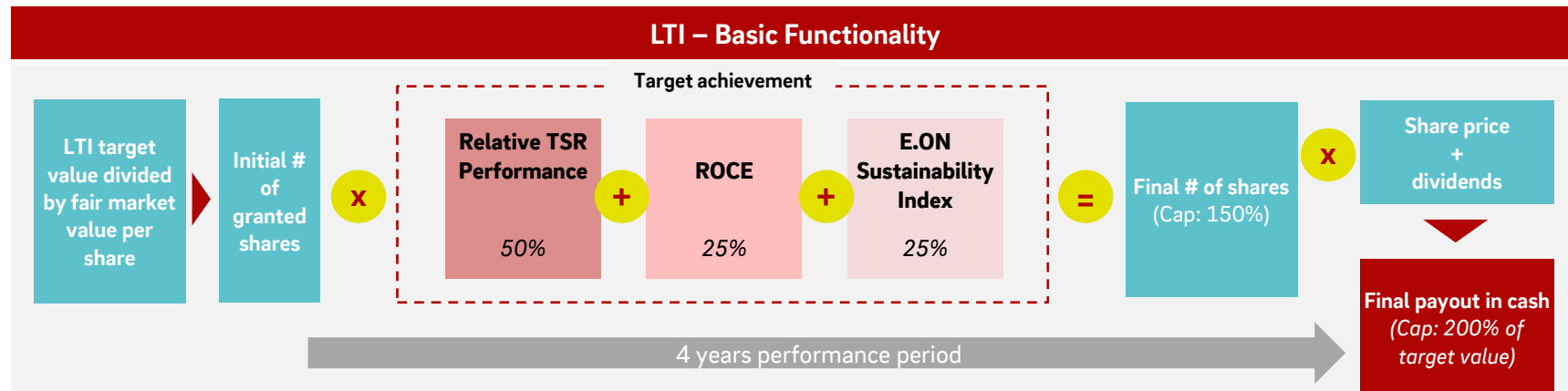
The short-term incentive (STI)



Rationale

- Two short-term elements of STI:
 - **Earnings Per Share (EPS)** being the main financial KPI as it serves as major indicator of E.ON's profitability.
 - **Net Promoter Score (NPS)** as an additional non-financial target reflecting customer satisfaction.
- The performance factor reflects on specific performance in strategic focus areas.
- Ex-Post disclosure of target values and actual results achieved.

The long-term incentive (LTI)



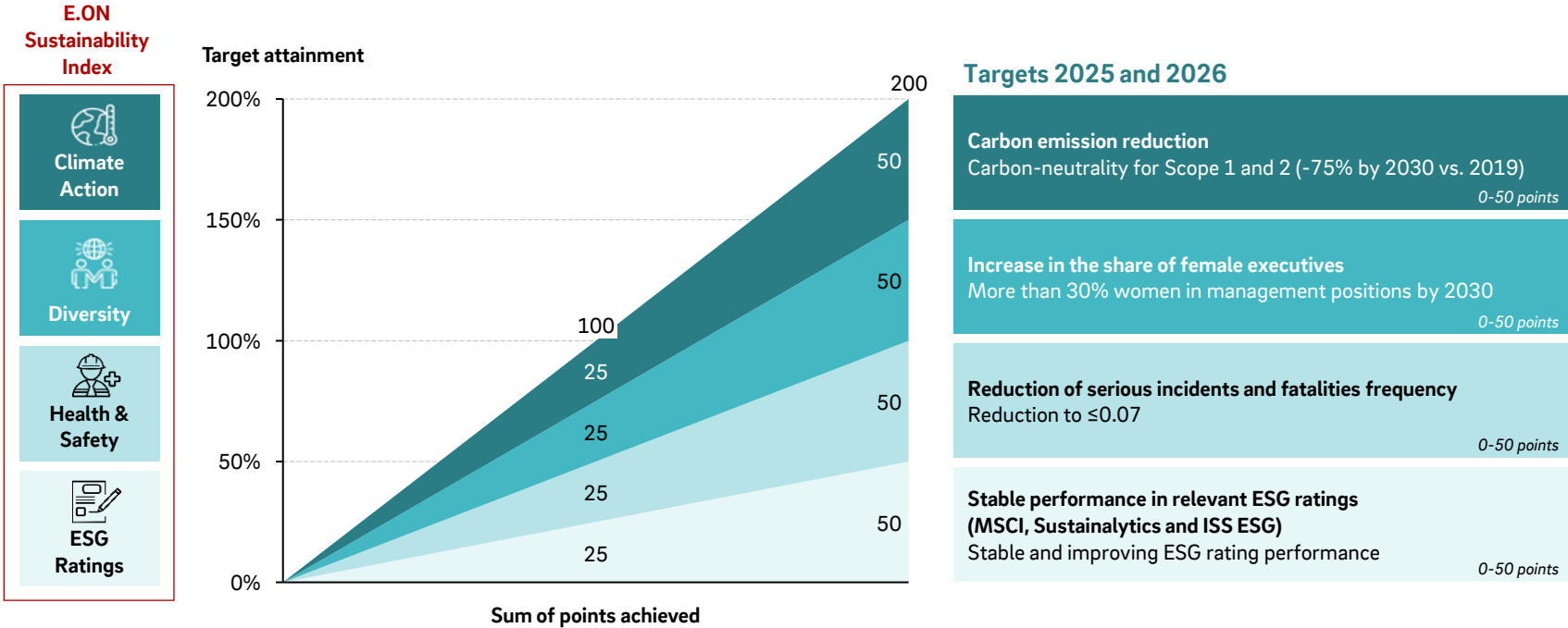
Rationale

- Performance Share Plan with 4 years performance period; granted yearly and revolving.
- Three long-term elements of LTI for which 4-year goals are set at the beginning of the period:
 - Relative TSR vs. STOXX Europe 600 Utilities
 - ROCE (on the basis of the E.ON mid-term planning)
 - E.ON Sustainability Index (respective 4 most relevant and measurable ESG KPIs on the basis of the E.ON Sustainability Strategy)
- Ex-Post disclosure of target values and actual results achieved.

E.ON Sustainability Index reflects ambitious sustainability targets

Anchoring governance, social responsibility and preservation of natural resources through the E.ON Sustainability Index

25%¹



1. Weighting factor

Back up



Back up

CV's of shareholder representatives



Dr. Karl-Ludwig Kley
Chairman of the
Supervisory Board

Born 1951, Germany
Member since 2016

In 1982, Dr. Kley began his career with Bayer AG, where he initially worked in Corporate Finance and later became assistant to the Chairman of the Management Board. He was Chief Financial Officer of Bayer in Japan, Head of the Pharmaceutical Division Sales and Marketing Overseas, Head of the Pharmaceutical Division of Bayer's Italian subsidiary and later served as Head of Finance and Investor Relations of Bayer AG until 1998. From 1998 to 2006, Dr. Kley was a member of the Executive Board of Deutsche Lufthansa AG, where he served as Chief Financial Officer, before joining Merck KGaA as a member and Vice Chairman of the Executive Board in 2006. From 2006 until 2016 he was Chairman of the Executive Board and CEO of Merck KGaA.



Erich Clementi
Deputy Chairman of the
Supervisory Board

Born 1958, Italy
Member since 2016

Mr. Clementi began his career with IBM in Italy in 1984. Initially, he held various positions in IBM's sales, marketing & engineering functions in Eastern Europe and Germany, before he was appointed Vice President Enterprise Systems Group for Europe, the Middle East and Africa in the United Kingdom. In 2003, he moved to the United States, where he first held the position of General Manager, was then appointed Vice President Strategy & General Manager Enterprise Initiatives and, prior to his most recent position, Senior Vice President & Group Executive Global Technology Services in the United States. From 2015 to 2017, he was IBM Senior Vice President Global Markets and Chairman IBM Europe and until his retirement in April 2019 he was IBM Senior Vice President Global Integrated Accounts and Chairman IBM Europe.



Klaus Fröhlich

Born 1960, Germany
Member since 2018

Mr. Fröhlich joined the drivetrain development of BMW AG in July 1987 as a development engineer. From 1993 until 2004 he served in different leadership roles in powertrain development. From 2005 to 2012 he was responsible for the brand and product strategy of BMW Group, the cross brand product planning and chaired the Product Circle as senior vice president. In 2012 he headed the small and mid-sized vehicle model series. From 2014 to June 2020 he served as a member of the Board of Management of BMW AG and was responsible for Research and Development. Furthermore, he held a leadership role in the national platforms for e-mobility and digitalization of mobility for the German government. He was also member of the Supervisory Board of HERE technologies from 2015 until 2018.

Other supervisory board seats

* Deutsche Lufthansa AG (Chairman) ¹

Other supervisory board seats

* Deutsche Lufthansa AG ¹

Other supervisory board seats

None

Back up

CV's of shareholder representatives



Ulrich Grillo

Born 1959, Germany
Member since 2019

Mr. Grillo worked for Arthur Andersen & Co. GmbH. In 1989 he joined A. T. Kearney GmbH and from 1993 to 2001 he worked for Rheinmetall-Group. From 2001 to 2004, Mr. Grillo was a member of the board of management of Grillo-Werke AG. In August 2004, Ulrich Grillo was appointed chairman of the board of management of Grillo-Werke AG. From 2016 to 2019 Mr. Grillo was a member of the supervisory board of innogy SE and of its nomination committee as well as its executive committee. Since 2016, he is a member of the Supervisory Board of Rheinmetall AG and its Chairman since 2017.



Anke Groth

Born 1970, Germany
Member since 2022

In 1997 Ms. Groth began her career in the energy industry, initially at VEW AG. In 2000 she moved to Vasa Energy GmbH as a project manager in the Mergers & Acquisitions department. From 2001 to 2018 she worked for the E.ON Group and held various management positions in Germany and abroad during this time. In addition to management positions in Mergers & Acquisitions (head of department) and Investor Relations (head of division), Ms. Groth was also CFO of E.ON España S.L. and E.ON UK plc. In 2018 she assumed the functions of CFO and Labor Director of KION GROUP AG, until March 2022. At KION she was responsible for the areas of Controlling, Accounting, Corporate Finance, Taxes, Investor Relations, Performance Excellence, Global HR, Compliance and Legal.



Andreas Schmitz

Born 1960, Germany
Member since 2016

Mr. Schmitz began his career with HSBC Trinkaus & Burkhardt AG in 1989. Until 2000, he held various positions in the corporate clients business and in investment banking. From 2000 to 2002, he was a member of the extended management board, in charge of Investment Banking and, since 2001, additionally in charge of Debt Capital Markets. From 2002 to 2004, he was a personally liable partner, responsible for Corporate & Investment Banking and Debt Capital Markets, before he was appointed Spokesman of the Personally Liable Partners. From 2006 to 2015, he was Chairman of the Management Board, and from June 2015 to November 2020, he was Chairman of the Supervisory Board of HSBC Trinkaus & Burkhardt AG.

Other supervisory board seats

- * Rheinmetall AG (Chairman)¹ + Zinacor S.A.
- * Grillo Zinkoxid GmbH * Rheinzink GmbH & Co. KG

Other supervisory board seats

- * DKV Mobility Group SE

Other supervisory board seats

- * Scheidt & Bachmann GmbH (Chairman)

Back up

CV's of shareholder representatives



Dr. Rolf Martin Schmitz

Born 1957, Germany
Member since 2019

After working for STEAG AG in Essen and VEBA AG in Düsseldorf, Mr. Schmitz became a member of the Executive Board of rhenag Rheinische Energie AG in Cologne, Germany, in 1998 before serving on the Executive Board of Thüga AG in Munich, Germany, from 2000 to 2004. He was then Chairman of the Management Board of E.ON Kraftwerke GmbH in Hanover, Germany, until September 2005 and later CEO of RheinEnergie AG in Cologne. He has been a member of the Executive Board of RWE AG since May 2009, Chairman (CEO) since October 2016 and additionally Labor Director of RWE AG since May 2017.



Dr. Karen de Segundo

Born 1946, Netherlands
Member since 2008

Dr. de Segundo began her career in 1971 when she joined the Royal Dutch / Shell Group, where she initially pursued an international commercial career in the gas and power business as well as in sales and marketing of oil products. She held various positions in five countries before she was appointed as a member of the Shell Brazil Management Board in charge of oil products in 1990. In 1996, Dr. de Segundo became External Affairs Director for the Shell Group. In 1998, she was appointed Chief Executive Officer of Shell Gas & Power and Chairman of Shell Coal; and from the year 2000 until 2005, when she left Shell, she served as Chief Executive Officer at Shell Renewables and President of Shell Hydrogen.



Deborah Wilkens

Born 1971, USA
Member since 2019

Deborah Wilkens started her career in 1993 working for Price Waterhouse in Berlin where she was involved in the privatization of energy infrastructure in Eastern Germany and Eastern Europe. In 1997, she joined Deutsche Bank in London to focus on Equity Investment Research. In 1999, she moved to Credit Suisse and then to Goldman Sachs in 2000, where she was named Managing Director in 2003. In her role in Investment Research, she produced extensive thematic, ESG and stock specific research. During her time at Goldman Sachs, Deborah took on several leadership roles including Heading the Energy and Commodities Sectors within Global Investment Research in Europe where she had responsibility for industrial and commodity industries and international teams. Since June 2016, Ms. Wilkens has been an independent management consultant.

Other supervisory board seats

- * TÜV Rheinland AG
- + Kelag-Kärntner Elektrizitäts-AG
- * Encavis AG¹
- + Jaeger Grund GmbH & Co. KG (Jaeger Group, Chairman)
- + Kärntner Energieholding BeteiligungsgmbH

Other supervisory board seats

None

Other supervisory board seats

None

Back up

CV's of shareholder representatives



Ewald Woste

Born 1960, Germany
Member since 2016

Mr. Woste began his professional career as assistant to the management of heraal, before joining Benteler AG as a controller in 1989. He has worked in the energy industry since 1992, when he joined the municipal utility of Paderborn. From 1998 to 2003, he was Managing Director of Städtische Werke Nürnberg GmbH and member of the boards of management of Verkehrsaktien-gesellschaft Nürnberg and N-ERGIE Aktiengesellschaft. In 2004, he was appointed Chairman of the Board of Management of Mainova AG, and from 2007 to 2014, he served as Chairman of the Board of Management of Thüga Aktiengesellschaft. From 2010 to 2014, he was President of BDEW Bundesverband der Energie- und Wasserwirtschaft e.V. (German Association of Energy and Water Industries). Since 2015, he has been working as a management consultant.

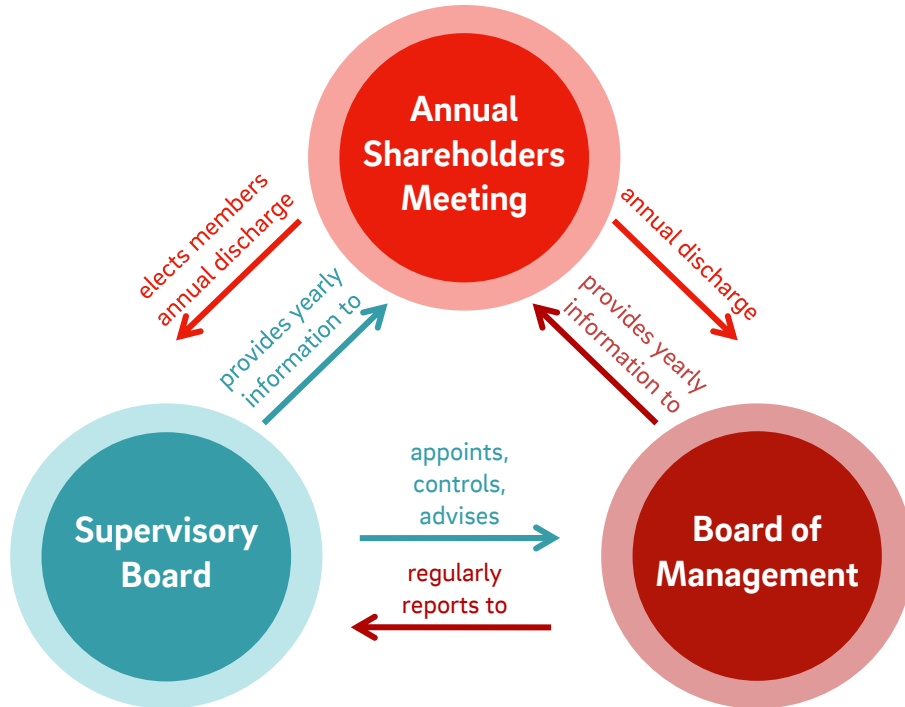
Other supervisory board seats

- * Bayernwerk AG
- * GASAG AG
- * GreenCom Networks AG
- + Energie Steiermark AG
- * STEAG GmbH (Chairman)

The supervisory board seats are marked as follows: * Membership in other statutory supervisory boards, + Membership in comparable German and foreign supervisory bodies of corporations

Back up

E.ON's two-tier governance structure



Special features of an SE Supervisory Board

- German Co-Determination Act not applicable to SE, instead agreement on the involvement of employees
- More flexibility regarding size and composition of Supervisory Board, especially regarding internationality of employee representatives

Back up

Supervisory Board remuneration in 2021 I/II

- The Chairman of the Supervisory Board receives fixed compensation of €440,000.
- The Deputy Chairmen, €320,000.
- Other members of the Supervisory Board receive compensation of €140,000.
- The Chairman of the Audit and Risk Committee receives an additional €180,000.
- The members of the Audit and Risk Committee, an additional €110,000.
- Other committee chairmen receive an additional €140,000; committee members, an additional €70,000.

1

Back up

Supervisory Board remuneration in 2021 II/II

Compensation awarded and due in the financial year pursuant to Section 162 AktG

	Fixed compensation			Committee compensation			Attendance fees			Compensation from affiliated companies			Total compensation	
	2021		2020	2021		2020	2021		2020	2021		2020	2021	2020
	in €k	in %	in €k	in €k	in %	in €k	in €k	in %	in €k	in €k	in %	in €k	in €k	in €k
Karl-Ludwig Kley	440	97	440	–	0	–	12	3	15	–	0	–	452	455
Erich Clementi	320	96	320	–	0	–	13	4	17	–	0	–	333	337
Christoph Schmitz (since February 1, 2020; since May 28, 2020 Vice Chairman)	320	96	248	–	0	–	12	4	10	–	0	–	332	258
Carolina Dybeck Happe	140	95	140	–	0	110	7	5	9	–	0	–	147	259
Klaus Fröhlich	140	64	140	70	32	70	8	4	9	–	0	–	218	219
Ulrich Grillo	140	53	140	110	42	70	15	6	14	–	0	–	265	224
Monika Krebber	140	64	140	70	32	64	8	4	9	–	0	60	218	273
Eugen-Gheorge Luha	140	64	140	70	32	70	9	4	9	–	0	–	219	219
Stefan May	140	60	140	70	30	70	10	4	7	12	5	64	232	281
Miroslav Pelouch (since May 28, 2020)	140	90	93	–	0	–	7	5	3	8	5	–	155	96
Szilvia Pinczésné Márton	140	95	140	–	0	–	7	5	5	–	0	–	147	145
René Pöhls	140	50	140	110	39	110	12	4	10	20	7	90	282	350
Andreas Schmitz	140	42	140	180	54	180	13	4	14	–	0	–	333	334
Rolf Martin Schmitz	140	95	140	–	0	–	8	5	5	–	0	–	148	145
Fred Schulz	140	49	140	110	39	110	15	5	19	20	7	24	285	293
Karen de Segundo	140	48	140	140	48	140	9	3	8	–	0	–	289	288
Elisabeth Wallbaum	140	54	140	110	42	110	11	4	10	–	0	–	261	260
Deborah Wilkens	140	53	140	110	42	110	13	5	11	–	0	–	263	261
Ewald Woste	140	59	140	70	30	70	9	4	9	18	8	15	237	234
Albert Zettl	140	57	140	70	28	70	12	5	16	24	10	24	246	250

Table can be found in annual report 2021

Back up Audit

- **Current audit firm** KPMG AG, Wirtschaftsprüfungsgesellschaft
- **Current auditor** Holger Kneisel (since 2021)
Gereon Lurweg (since 2021)
- **Auditor Change in 2021** For fiscal year 2021, the auditor was changed from PricewaterhouseCoopers GmbH to KPMG AG Wirtschaftsprüfungsgesellschaft

- **Other attestation services** include mandatory audit-related services due to legal requirements as well as voluntary audit-related services. In the previous year, special audit services were included in the context of the transfer of E.ON's renewable energy business to RWE.
- The fees for **tax advisory services** mainly relate to services in the area of tax compliance.
- In 2020: Fees for **other services** consist primarily of services in connection with the transfer of E.ON's renewables energy business to RWE.
- **EU regulation to Non-audit services**
 - According to EU law the non-audit fees for Public Interest Entities must not exceed 70% of the average audit fees of the last 3 consecutive financial years ("Fee-Cap"). Only applicable for Germany at E.ON. This relation is closely monitored by KPMG as well as the Corporate Accounting Department of E.ON on behalf of the Audit and Risk Committee of E.ON SE.

Independent Auditor Fees

€ in millions	2021	2020
Financial statement audits	29	32
Domestic	21	23
Other attestation services	4	7
Domestic	4	6
Tax advisory services	1	1
Domestic	1	1
Other services	0	2
Domestic	0	2
Total	34	42
Domestic	26	32

Back up

Sustainability KPI: Environmental ambitions



KPI		2020	2021	Target
CO ₂ footprint reduction [CO ₂ eq emissions]	Scope 1: %	-2 ¹	-7 ¹	-75 (2030) ¹ and -100 (2040)
	Scope 2 ² : %	-7 ¹	-19 ¹	
	Scope 3: %	-10 ¹	-17 ¹	-50 (2030) ¹ and -100 (2050)
EU taxonomy aligned capex ³	%	-	97	~95%
Connected renewables capacity ⁴	%	78	78	-
Avoided emissions ⁵	mt	99	107	↗ 6
Share of green power sales ⁷	%	28	33	-
Ecological network corridor mgt. ⁸	%	10	11	100
Smart Meter installations ⁹	units (in thousands)	8,454	9,654	-
eMobility charging point installations ¹⁰	units	9,484	7,734	-

↗ ≥ prev. year

1. With reference to 2019 baseline figures: Scope 1: 3.98m tons CO₂e, Scope 2: 4.82m tons CO₂e (location-based) and Scope 3: 120.27m tons CO₂e 2. Market-based.

3. Based on EU taxonomy eligible capex 4. Connected renewable capacity calculated as percentage of total sum of all connected generation capacities; 2020 figure adjusted

5. This KPI quantifies the avoided emissions that contribute to a low-carbon economy in connection with our clients. This covers avoided GHG emissions caused by the enabling effect of our assets or solutions 6. Total avoidance increasing 7. Share of green electricity products sold to end-customers 8. Progress measures share of corridors managed ecologically (of the total of 70,000 hectares along 13,000 kilometers of 110kV power lines) 9. Total number of installed smart meters 10. E.ON owned assets

Back up

Sustainability KPI: Social ambitions



KPI		2020	2021	Target
Diversity: Female executives	%	21	21	≥ 30 by 2030
Health & safety	Index	SIF ¹ : 0.09	SIF ¹ : 0.09	≤ 0.07 by 2025
	Index	LTIF ² : 1.5	LTIF ² : 2.1	↘
People development: Training hours ³	h/a	10.3	14.7	↗
Community contribution	€m	11.1	12.3	-
Network reliability: Average Interruption Duration Index (SAIDI) ⁴	Germany:	min/a	22	↘
	Sweden:	min/a	116	↘
	CEE	min/a	157	↘

↘ ≤ prev. year ↗ ≥ prev. year

1. Serious incidents and fatalities (SIF) for employees: Safety incidents per 1,000,000 working hours 2. Lost time injury frequency (LTIF) measures work-related accidents resulting in lost time per million hours of work 3. Formal training hours per employee per year 4. System average interruption duration index (minutes per year), officially confirmed values from 2020, CEE calculated as arithmetic average of Hungary, Czech Republic, Slovakia and Poland

Back up Sustainability KPI: Governance ambitions



KPI		2020	2021	Target
Share of female Supervisory Board members	%	30	30	≥30
Independent Supervisory Board members ¹	%	100	100	-
ESG included in Board remuneration	-	-	-	From 2022 onwards included

1. Refers to shareholder representatives

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Financial calendar & important links

Financial calendar

March 15, 2023

May 10, 2023

May 17, 2023

August 9, 2023

Full Year Financial Report: 2022

Quarterly Statement: January – March 2023

Annual General Meeting

Half Year Financial Report: 2023

Important links

To be directed to our products please follow the link on the right

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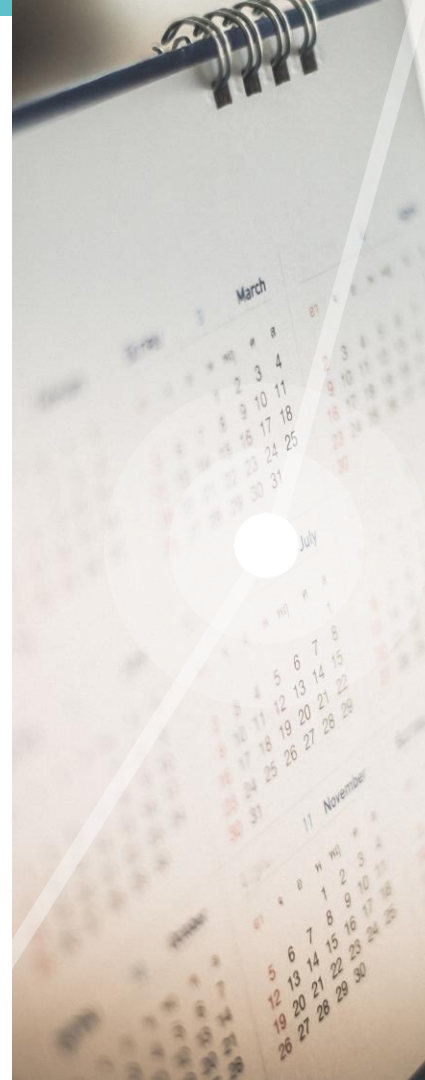
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[Interim Reports](#)

[Annual General Meeting](#)

[Green Bond Framework](#)

[Sustainability Report](#)



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