

**N.V. Nuon Energy invites its shareholders to its Extraordinary Meeting of Shareholders to be held at Nuon Energy's headquarter, Mali room, Spaklerweg 20 in Amsterdam on 31 January 2011. The meeting starts at 10.30 am and registration is possible as of 10.00 am.**

## **Agenda**

- 1. Opening and announcements**
- 2. Supervisory Board**
  - a. Announcement of vacancies in the Supervisory Board
  - b. Opportunity for the General Meeting of Shareholders to make recommendations for the appointment of members of the Supervisory Board
  - c. Announcements by the Supervisory Board of the persons nominated for appointment
- 3. Proposal to appoint Mr. T. Wahlborg as member of the Supervisory Board (Resolution)**
- 4. Declaration of indemnity members of the foundation "Nuon Energy Public Assurances Foundation" (NEPAF) (Information)**
- 5. Questions**
- 6. Close**

**Explanatory notes to the agenda of the Extraordinary Meeting of Shareholders of 31 January 2011**

**ITEM 2 – Supervisory Board**

**2.a. Announcement of vacancies in the Supervisory Board**

To create the possibility to have a composition of the Supervisory Board of Nuon Energy which is a good reflection of the different business units within Nuon Energy, it is in consultation with the Supervisory Board decided to propose that Mr. D. Andresen will be replaced as a member by Mr. T. Wahlborg, Head of Business Division Distribution & Sales. By his addition to the current composition of the Supervisory Board, representation (direct/indirect) of the most important business divisions will be safeguarded.

In accordance with Article 21 of the Articles of Association the Supervisory Board consists of eight members. Mr. Dag Andresen has announced that he will resign. The Supervisory Board has decided to fill this vacancy on the Supervisory Board in accordance with the profile of the Supervisory Board. For the vacancy of Mr. Andresen there is no enhanced recommendation right of the Central Works Council.

The profile of the Supervisory Board is enclosed (Annex A).

**ITEM 2b Opportunity for the General Meeting of Shareholders to make recommendations for the appointment of members of the Supervisory Board**

The General Meeting of Shareholders may recommend persons to the Supervisory Board, with due observance of the relevant profile, to be nominated as a member of the Supervisory Board.

**ITEM 2c Announcements by the Supervisory Board of the persons nominated for appointment**

On the condition precedent that the General Meeting of Shareholders makes no recommendations for other persons, the Supervisory Board announces that it nominates Mr. T. Wahlborg for appointment as a Supervisory Board B-member.

The nomination is supported by the Central Works Council and the Management Board.

**ITEM 3 - Proposal to appoint Mr. T. Wahlborg as member of the Supervisory Board (Resolution)**

On the condition precedent that the General Meeting of Shareholders makes no recommendations for other persons, the Supervisory Board proposes to appoint Mr. T. Wahlborg as a B-member of the Supervisory Board.

**ITEM 4 - Declaration of indemnity members of the foundation “Nuon Energy Public Assurances Foundation” (NEPAF) (Information)**

The company informs her shareholders about the fact that N.V. Nuon Energy gave a declaration of indemnity for the members of the foundation NEPAF.

**ITEM 5 - Questions**

**ITEM 6 - Close**

**Information as meant in Section 142 paragraph 3 of Book 2 of the Dutch Civil Code regarding individuals recommended to be (re)appointed as a member of the Supervisory Board:**

**Mr. T. Wahlborg**

Year of birth: 1962

Nationality: Swedish

**Current position:**

Head of Business Group Nordic, Vattenfall AB

As per 1 January 2011: Head of Business Division Distribution and Sales, Vattenfall AB

**Former positions:**

Country Manager Vattenfall Poland (2008-2009)

Vattenfall Sales Poland, Gliwice, Poland, Head of BU (2006-2008)

GZE SA, Gliwice, Poland, Vice President (2001-2006)

Vattenfall Poland, Warsaw, Poland, Vice President (1997 -2001)

Vattenfall International, Sweden, Business Development Director (1996-1997)

Sjaellenske Kraftverker, Denmark, Manager (1994-1996)

Vattenfall Varmekraft, Sweden, Manager (1990-1994)

Nynas Petroleum, Sweden, System Engineer (1988-1990)

**Reason:**

To create the possibility to have a composition of the Supervisory Board of Nuon Energy which is a good reflection of the different business units within Nuon Energy, it is proposed that Mr. D. Andresen will be replaced as a member by Mr. T. Wahlborg, Head of Business Division Distribution & Sales. By his addition to the current composition of the Supervisory Board, representation (direct/indirect) of the most important business divisions will be safeguarded.

## ANNEX A

### SUPERVISORY BOARD PROFILE

#### 1. SIZE AND COMPOSITION OF THE SUPERVISORY BOARD OF N.V. NUON ENERGY

- 1.1 The basic principle is that the size of the Supervisory Board is such that the Supervisory Board for the whole will be able to carry out its duties effectively and responsibly and that every individual Supervisory Director will be able to contribute its specific expertise.
- 1.2 Without prejudice to the abovementioned in 1.1, the Supervisory Board will consist of eight Supervisory Directors.
- 1.3 The composition of the Supervisory Board shall at all times be such that it will be as much as possible in compliance with clause of the By-Laws of the Supervisory Board.
- 1.4 The composition and qualities of the Supervisory Board as a whole should be in line with the Company's size, portfolio, nature and culture of the Company. The composition should be as varied as possible in terms of background, age, gender, experience.
- 1.5 In the Supervisory Board should be present international knowledge and experience in the following fields:
  - general management;
  - finance, economics and accounting;
  - health & strategy;
  - safety;
  - sustainability & environment;
  - personnel & organization among which participation in decision-making;
  - technology;
  - energy sector among which European energy markets and energy companies;
  - privatization, mergers and acquisitions;
  - marketing and retail;
  - legal affairs;
  - trading activities;
  - public affairs (at a national as well as an international level); and
- the business of the Company (production and distribution of electricity, gas and en heat).

#### 2. INDIVIDUAL SUPERVISORY DIRECTORS

- 2.1 Individual Supervisory Directors should be prepared and willing to fulfil the role as Supervisory Director according to Dutch Law, the Dutch Corporate Governance Code, the Articles of Association, the Shareholders Agreement and the By-Laws of the Supervisory Board.
- 2.2 At the moment of his/her appointment each Supervisory Director should subscribe to the Company's values, each member should fit in the overall Supervisory Board composition described above, and should not have a conflicting interest with the Company.

Supervisory Directors should represent the following qualities:

- (a) integrity;
- (b) able to operate independently and critically vis-à-vis the other Supervisory Directors and the Managing Directors;
- (c) an open eye for the interests of the Company and its various stakeholders;
- (d) aware of international trends in society;
- (e) a social antenna/an antenna for inter-personal dynamics;
- (f) proven success/prominence in society;
- (g) analytical and critical but solution-oriented;
- (h) having enough time available to fulfil his task adequately;
- (i) prepared to be evaluated periodically;
- (j) willing to accept to participate in Committees; and
- (k) willing to follow induction and training programs.

### 3. VARIOUS

- 3.1 The Supervisory Board shall also have due regard for corporate social responsibility issues that are relevant to the enterprise.<sup>1</sup>
- 3.2 The Supervisory Board shall discuss at least once a year, without the Management Board being present, the desired profile and the composition of the Supervisory Board and its functioning. The functioning of its Committees and the Supervisory Directors shall also be discussed. The report of the Supervisory Board shall state how the evaluation of the functioning of the Supervisory Board, the separate Committees and the individual Supervisory Directors has been carried out.<sup>2</sup>
- 3.3 Every modification of the Supervisory Board Profile will be discussed with the General Meeting and with the Works Council.<sup>3</sup>
- 3.4 On the occasion of each appointment and re-appointment of a Supervisory Director this Supervisory Board Profile has to be respected.<sup>4</sup>
- 3.5 This Supervisory Board Profile will be available on written request to the Company (for the attention of the Company Secretary (1.1 By-Laws of the Supervisory Board) and shall also be posted on the website of the Company.<sup>5</sup>

<sup>1</sup> Dutch Corporate Governance Code, Principle III.1.

<sup>2</sup> Dutch Corporate Governance Code, best practice provision III.1.7.

<sup>3</sup> Section 2:158 Dutch Civil Code.

<sup>4</sup> Dutch Corporate Governance Code, Principle III.3.

<sup>5</sup> Dutch Corporate Governance Code, best practice provision III.3.1.