

**Approved Minutes of the Extraordinary Meeting of Shareholders of N.V. Nuon
Energy**

24 September 2009

Minutes of the Extraordinary Meeting of Shareholders of N.V. Nuon Energy, held September 24, 2009 at 8.30 am at the Nuon Office, Spaklerweg 20, Amsterdam, The Netherlands.

In accordance with Article 39.1 of the Articles of Association of N.V. Nuon Energy (the Company), the Chairman of the Supervisory Board, Mr L.G. Josefsson, acted as Chair of the meeting.

Present:

Shareholders (present casu quo represented)

- Mr. T. Hattaka representing Vattenfall AB
- Mr. W. L. Pardijs representing Gelderland
- Mr. A.W. Voordenhout representing Noord-Holland
- Mr. S. Vester representing Amsterdam

Supervisory Board:

- Mr. P. Bouw
- Mr. D. Andresen
- Mr. T. Hattaka

Management Board:

- Mr. Ø. Løseth
- Mr. D.G. Vierstra

Chairman of the meeting:

- Mr. L.G. Josefsson (Chairman of the Supervisory Board)

Secretary of the meeting:

- Mr. G.C.E. Rijcken (General Counsel N.V. Nuon Energy)

Minutes secretary:

- Ms M. Heuvelman (Deputy Company Secretary)

The meeting agenda was as follows:

1. Opening and announcements
2. Supervisory Board
 - a. Announcements 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. A Burgmans as a member of the Supervisory Board (Resolution)
4. Questions
5. Close

1. Opening and Announcements

The **Chair** opened Nuon Energy's Extraordinary Meeting of Shareholders and welcomed those present, especially the representatives of the shareholder Gelderland, the shareholder Noord-Holland and the shareholder Amsterdam.

The **Chair** noted that notice of this Extraordinary Meeting of Shareholders was given in writing and that the notice including the agenda and the explanatory notes were sent to the addresses of the shareholders as shown in the register of shareholders at September 8, 2009. Therefore the convocation of this meeting had taken place more than 15 days prior to the date of this meeting.

The **Chair** concluded that the Company had complied with the formalities for convening and holding an Extraordinary Meeting of Shareholders, accordingly valid resolutions of the General Meeting of Shareholders could be adopted.

The **Chair** mentioned that following the attendance list 4 Shareholders or representatives were present which in aggregated held 110.976.848 shares, representing about 81% of the issued share capital of the Company as at the date of this meeting.

The **Chair** noted that in accordance with article 40.1 of the Articles of Association of the Company the minutes of the meeting must be adopted by the Chair and the Secretary. The **Chair** requested Mr. Rard Rijcken, General Counsel of the Company, to act as the Secretary of this meeting and to draw up the minutes.

2. Proposal to appoint Mr. A. Burgmans as a member of the Supervisory Board

The **Chair** announced that agenda item 2 concerned announcement of the vacancy on the Supervisory Board. Pursuant to article 21 of the Articles of Association of the Company the Supervisory Board consists of eight members.

The **Chair** said that Mr. Peter Goes has announced that he will resign as per the close of this Extraordinary Meeting of Shareholders. The Supervisory Board has decided to fill this vacancy on the Supervisory Board in accordance with the profile of the Supervisory Board. There was no enhanced right of recommendation for the Central Works Council in respect of this vacancy. The Supervisory Board recommends appointing Mr. Antony Burgmans as a member of the Supervisory Board of the company.

The **Chair** mentioned that Mr. Burgmans is the former CEO of Unilever. During his career Mr. Burgmans has acquired extensive managerial and financial knowledge of international business environments. Mr. Burgmans has a very good and well known reputation in the Netherlands. It is expected that his knowledge and expertise will be of a great value to the

