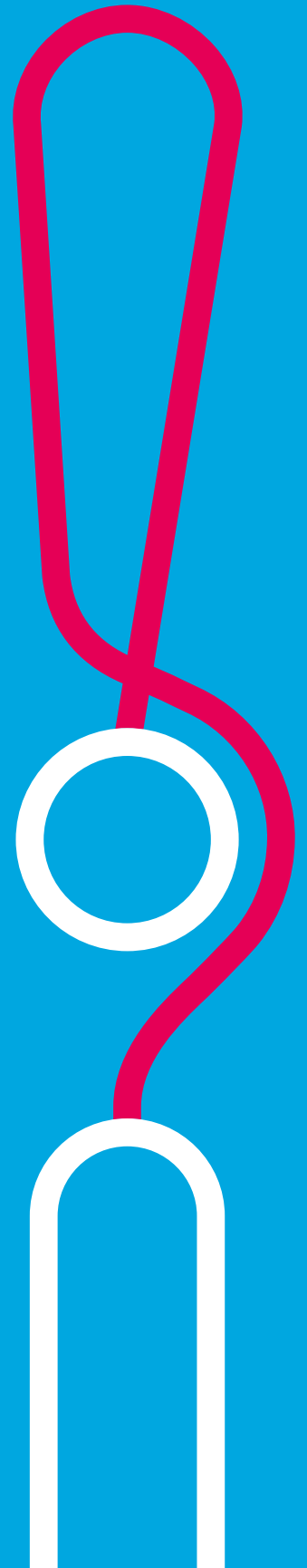




CODE OF
CONDUCT



innogy Principles of Conduct

Our way of doing business is characterised by integrity and compliance with the law. We expect the same of our partners. In particular, we are committed to the following principles:

1. HUMAN RIGHTS

We respect and support the Universal Declaration of Human Rights adopted by the United Nations and we use our influence to prevent infringements of human rights from happening.

2. LABOUR STANDARDS

We respect and support the core labour standards set out by the International Labour Organisation (ILO). We embrace diversity and equal treatment regardless of gender, marital status, ethnic origin, nationality, age, religion, sexual orientation, physical or mental disability. We uphold the right to freedom of association and recognise the right to collective bargaining. We aspire towards the highest level of health and safety across all workplaces and facilities.

3. ENVIRONMENT

We believe in handling natural resources responsibly and encourage the use of environmentally-friendly technologies.

4. FREE COMPETITION AND CAPITAL MARKET REGULATIONS

We champion free competition and transparent markets, and combat unfair competition and restrictions on competition. With respect to company information, we comply with national and international regulations governing the capital markets.

5. DATA PROTECTION

We make sure that personal data is handled very carefully.

6. PROTECTION OF BUSINESS SECRETS AND INTELLECTUAL PROPERTY

We advocate the protection of business secrets and third-party intellectual property.

7. TAXES, SUBSIDIES AND PUBLIC CONTRACTS

We follow statutory requirements and procedures relating to the collection of taxes, the granting of subsidies and the awarding of public contracts.

8. ANTI-CORRUPTION AND CONFLICTS OF INTEREST

No corruption is tolerated and we take all necessary and appropriate measures to prevent corruption. Conflicts between employees' private interests and the interests of the company are to be avoided. We make sure that no undue influence is exerted on policy-makers.

9. FOREIGN TRADE LAW

We comply with national and international sanctions and embargoes in force, as well as other restrictions on foreign trade laid down in law.

10. MONEY LAUNDERING

We take all measures that are necessary and appropriate to prevent the proceeds of crime being laundered.

innogy Code of Conduct

PREAMBLE

At innogy¹, we are aware of our social role and our responsibility towards customers, business partners, shareholders and employees. This is why we have a set of clear principles that define how we conduct our business and social activities.

Our activities are determined by our company's fundamental goals. These goals ensure that we have a common identity shared across all innogy Group companies and can be found in concrete terms in this Code of Conduct.

Our company's fundamental goals are to achieve company success by providing our customers with the services they need. We strive to constantly improve the quality of our products and services and thereby achieve a sustainable rate of return in line with the market for the innogy shareholders. To this end, we rely on:

- The skills, strength and dedication of our employees
- A reliable, social and political environment

- Opportunities provided by scientific and technological advances
- A clear focus on customers when developing innovative products

All of our company employees are required to act in a way that is independent, honest, loyal, full of integrity and respectful towards others and the environment. Our managers need to lead by example.

There are three primary objectives to this Code of Conduct. Firstly, it encourages all employees to take responsibility for their own actions and provides employees with the necessary guidance to this end. Secondly, it defines the goals and principles that guide our business activities. Finally, it sets the standards for collaborating with contractual partners and provides a common basis on which to build contractual relationships.

¹"innogy" hereinafter refers to innogy SE as well as directly and indirectly affiliated companies in and outside of Germany

I. SCOPE OF APPLICATION

The Code of Conduct applies uniformly throughout innogy. Subsidiaries of innogy outside of Germany may take into account the particular customs of their own countries when implementing the Code of Conduct, so long as this does not contradict the Code's basic principles.

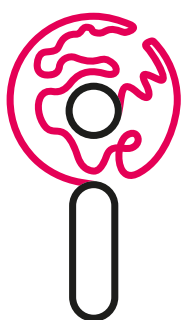
The Code of Conduct extends to company interests and all areas in which employees are perceived as representatives of innogy.

Global Compact

We feel obliged to the United Nations Global Compact initiative. This means that we are committed to recognizing, supporting and putting into practice the UN Global Compact's ten principles pertaining to human rights, labour standards, environmental protection and anti-corruption in our area of influence.

II. COMPLIANCE WITH LAWS AND REGULATIONS

It is important for us to be successful in the long term. We believe that this is only possible if we maintain our integrity in all aspects of our business activities. We must therefore comply with all laws, directives and comparable regulations. These constitute the framework that determines how we act. We make sure that we ourselves act in a way that complies with the law, and we expect the same from our partners.



III. EXTERNAL RELATIONS

General principles

We only wish to achieve our business goals by using legal and ethical means. We expect our partners to do the same.

Private interests must remain strictly separate from the interests of the company. Should a conflict of interest arise, it should be disclosed and resolved. Indeed, we must avoid even the impression of a conflict of interest.

We manage the company's tangible and intangible assets appropriately and protect them from being lost, stolen or misused. We also respect third-party property and are committed to protecting business secrets.

We may not solicit or accept monetary benefits from third parties, nor may we offer or give them to third parties. Other types of benefits are only allowed within the bounds of customary business practices, under the condition that such benefits will not lead to the impression of undue influence. Cash benefits are prohibited.

We make sure that we handle personal data very carefully.

Conduct towards customers

We offer our customers a wide range of products and services in the energy supply industry. It is very important for us to deal with customers fairly and to offer them suitable and efficient solutions.

Conduct towards shareholders

The innogy shareholders' capital is the prerequisite and foundation of our business activities. We therefore want to preserve this capital and achieve returns on it in line with market conditions.

Conduct towards business partners

We advocate free competition and transparent markets and are against unfair competition and restrictions of competition. This means that we comply with requirements regarding tax levies, subsidy grants and procedures for awarding public contracts.

Through our activities, we would like to set an example and work towards propagating the set of principles in our Code of Conduct. We therefore expect companies that enter into a business relationship with innogy to accept the principles in our Code of Conduct as the basis for the partnership. This happens by including the principles that are part of our innogy Code of Conduct in the contractual relationship. Should competing policies come into conflict with each other or the application of the principles of conduct not be possible during the course of the business relationship, we strive to agree on a common set of standards that is at least equal to the level of the UN Global Compact. If it becomes publicly known that a business partner has violated these responsibilities, we

will re-examine our business relationship with that partner and take any appropriate measures that we deem necessary.

When choosing consultants and agents, we focus especially on their qualifications and integrity.

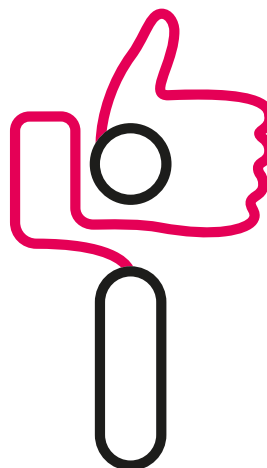
In all business relationships, we observe the applicable national and international sanction and embargo directives as well as any other applicable foreign trade law restrictions. We also take all necessary and appropriate measures to prevent money laundering.

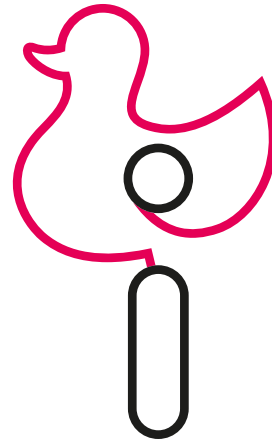
Conduct towards the public

We publish company information in accordance with German and international capital markets provisions in order to enable proper trading in company securities. At the same time, non-public information that could reasonably be expected to significantly affect the price of company securities must remain confidential until it is officially released and must not be used as the basis for decisions about buying or selling securities.

All communications from innogy are full, fair, accurate, timely and understandable. We respect the professional independence of journalists and the media.

Only authorised persons are allowed to disclose information concerning innogy or its subsidiaries to the public, the media or to other third parties.





IV. CONDUCT TOWARDS POLICY-MAKERS

Dialogue with representatives of government bodies and political parties is indispensable, but we want to avoid even the impression that innogy exercises undue influence. For this reason, we are committed to remaining non-partisan and do not make any contributions to any political parties or organisations and foundations that are closely associated with political parties.

innogy does not employ any employees whose main occupation is to hold public office or a parliamentary seat. Nor do we make consultancy agreements or similar 'payment for services' agreements with representatives from such groups of people.

V. COMMITMENT TO CORPORATE RESPONSIBILITY

A sense of responsibility towards society and the environment is an essential factor in maintaining the success of a company. We are aware of this, and therefore support corporate citizenship – especially in social, ecological and cultural areas. We seek to be in dialogue with groups that are affected by our business activities or whose activities influence innogy's business activities.

We are happy for our employees to engage privately in civic, political and democratic as well as social initiatives, especially for charitable and social causes, as long as these activities do not conflict with our business interests. innogy does not pursue its business interests through its employees' activities in this area.

VI. INTERNAL RELATIONS

Equal opportunity and mutual respect

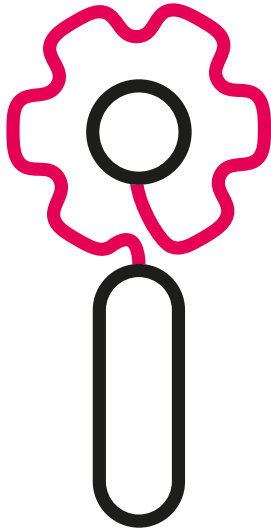
We respect the dignity and individuality of all employees. Our interactions with each other are characterised by mutual respect, fairness, team spirit, professionalism and openness.

No employee or job applicant will be discriminated against on grounds of gender, marital status, ethnic background, nationality, age, religion, sexual orientation, or physical or mental disability. Our employees' abilities and qualifications are the most important criteria for how we select, train and develop our employees. We advocate equal opportunity and diversity.

We endeavour to help our employees achieve a work-life balance and pay special attention to helping them reconcile their family lives with their careers.

Occupational health and safety

We work towards constantly improving the occupational health and safety conditions for our employees and the safety of our facilities. All employees are responsible for helping to protect other people and the environment in their work environment. All managers are required to instruct and support their employees in fulfilling these responsibilities.



VII. CODE OF CONDUCT AND REPORTING – IMPLEMENTATION, CONSOLIDATION, COMPLIANCE

General principles

This Code of Conduct forms the basis of our company culture and is of course a part of our day-to-day work. Nevertheless, it falls especially on the managers to actively encourage and request again and again that employees implement and comply with the Code of Conduct. The Group audit will pay close attention to the level of compliance with the Code of Conduct, and the Code's general principles will be a part of the audit criteria. The Code of Conduct is the basis for additional company regulations that will take into account factors specific to the industry and country concerned.

Compliance management system

In order to minimise the risks of breaching the Code of Conduct, innogy has provided a compliance management system. This serves to identify potential structural risks of corruption in the company. The measures necessary for removing or minimising the risks will be carried out, communicated regularly, monitored and continuously improved. This way, we wish to establish a compliance culture that meets the highest standards across the entire Group.

Contact partners and compliance officers

All employees should actively speak with their supervisors or respective Compliance Officers if they have any questions related to the Code of Conduct or compliance. The same is true if they come across any indications that the Code of Conduct has been breached.

There are designated Compliance Officers in all company divisions and Group companies who are always available as contact persons for these matters, especially when it comes to the issue of anti-corruption. The officers will treat every question, comment and suggestion with utmost confidentiality and deal with each concern individually as the situation demands. Upon request, the employee will be informed about how his or her report is being dealt with and what measures will be taking place. No employee will face recrimination for contacting a Compliance Officer, unless the employee has breached the Code of Conduct in some way.

An external contact person is also available for you to contact if you have any information concerning a breach of the Code of Conduct. Information given to the external contact persons will be passed on to the Chief Compliance Officer of innogy SE – anonymously, on request – who will then handle the information as described above.

You can find the contact details of the Compliance Officers and external contact persons on the intranet site.

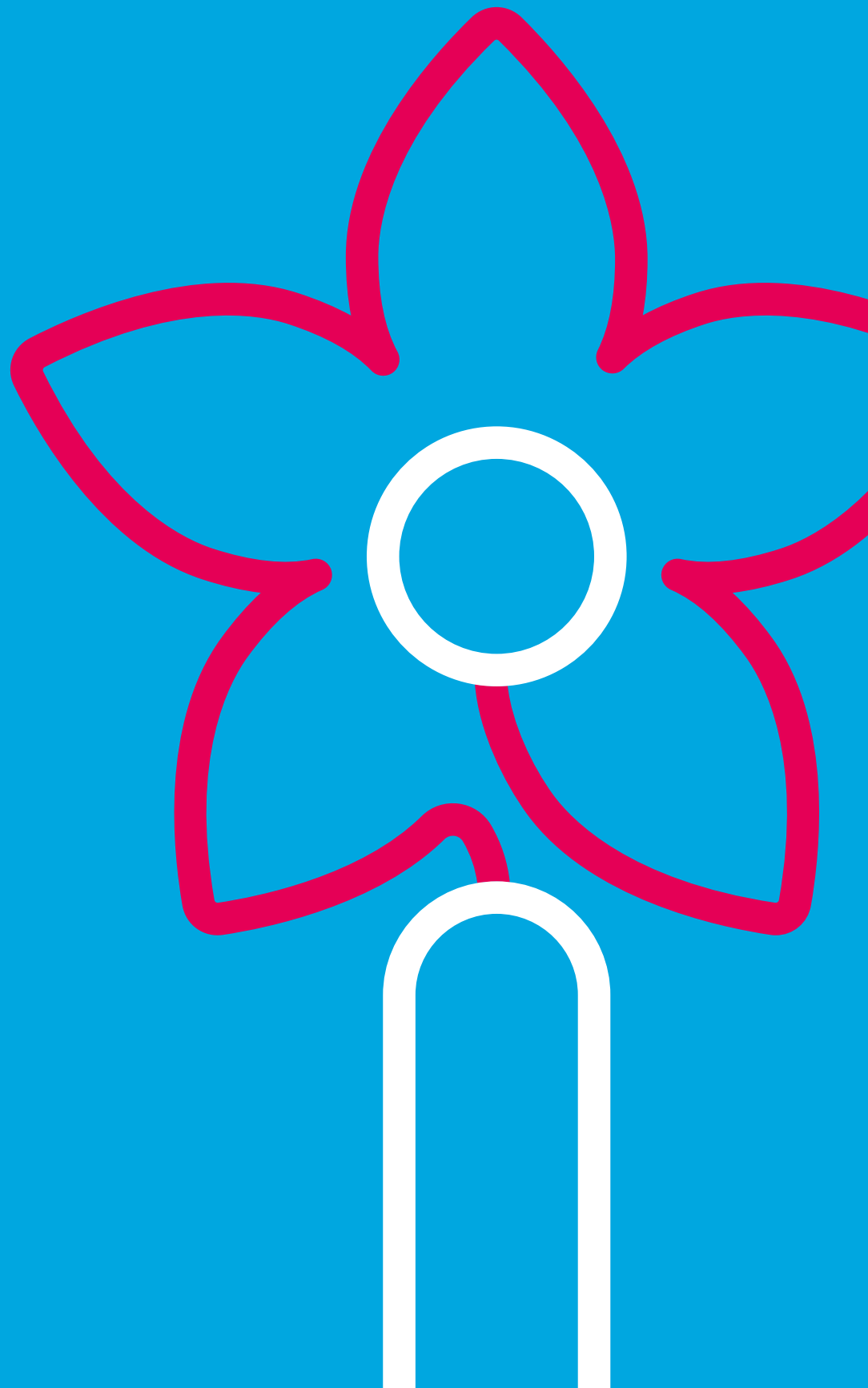
Confirmation and reporting

All managers who are responsible for employees need to give an annual report about the implementation of the Code of Conduct in their areas of responsibility.

Documentation

Benefits given to public officials that are of relevance in accordance with our policies, donations and sponsoring measures as well as consultancy contracts and agent contracts are documented in a Group-wide register.

Essen, September 2016



innogy SE

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