

Vattenfall and Nuon join forces to create a leading European energy company

Investor & Analyst Conference Call

Hosted by:
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Transaction highlights (1)

Transaction

- Vattenfall will acquire 100% of Nuon (“Nuon PLB”), which comprises all (unbundled) commercial activities of Nuon. Initial acquisition of 49%. Subsequent acquisition of remaining 51% in the form of deferred share purchases 2011, 2013, and 2015.

Purchase price, equity value

- EUR 5,051.9 million for 49%. Price for remaining tranches is fixed and equal to the price for the initial 49% stake. Fixed dividend payments to be paid to Nuon shareholders during the co-shareholding period of six years. The equity value for 100% is EUR 10,310 million.

Enterprise value

- EUR 8,500 million (100%, 31 Dec. 2008).

Multiple

- EV/EBITDA: 9.7x - based on normalised 2008 EBITDA of EUR 877 (corrected for income from participations).

Transaction highlights (2)

Expected closing date

- 30 June 2009

Key conditions to closing

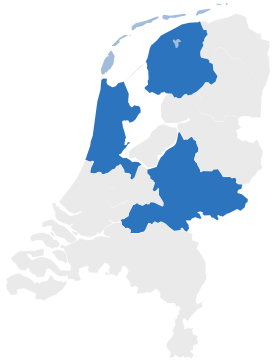
- Execution of SPA by at least 80% of Nuon's shareholders.
- Unbundling of Nuon, including finalization process unbundling plan.
- Competition clearance.

Governance

- Vattenfall will assume control from day 1.
- Vattenfall will have four out of eight members in the Nuon Supervisory Board. Vattenfall appoints the Chairman, who will have a casting vote.
- Four members will be nominated by remaining Nuon shareholders, including two nominated by the Works Council.

Description of Nuon

Local presence

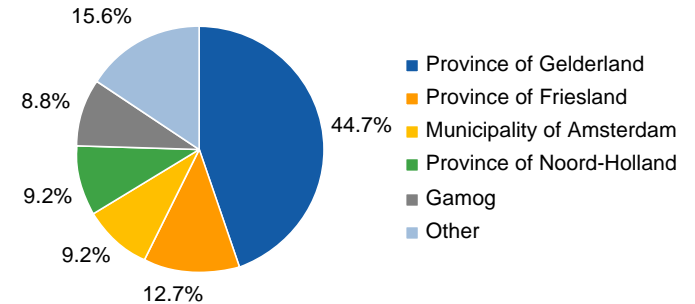


Key operational figures 2007

▪ Electricity sales	23.7 TWh
▪ Electricity generation	17.4 TWh
▪ Production capacity	4 GW
▪ Electricity customers	2.7 million
▪ Gas customers	2.1 million
▪ Gas sales	4.8 bcm
▪ Number of employees	7,031 FTE

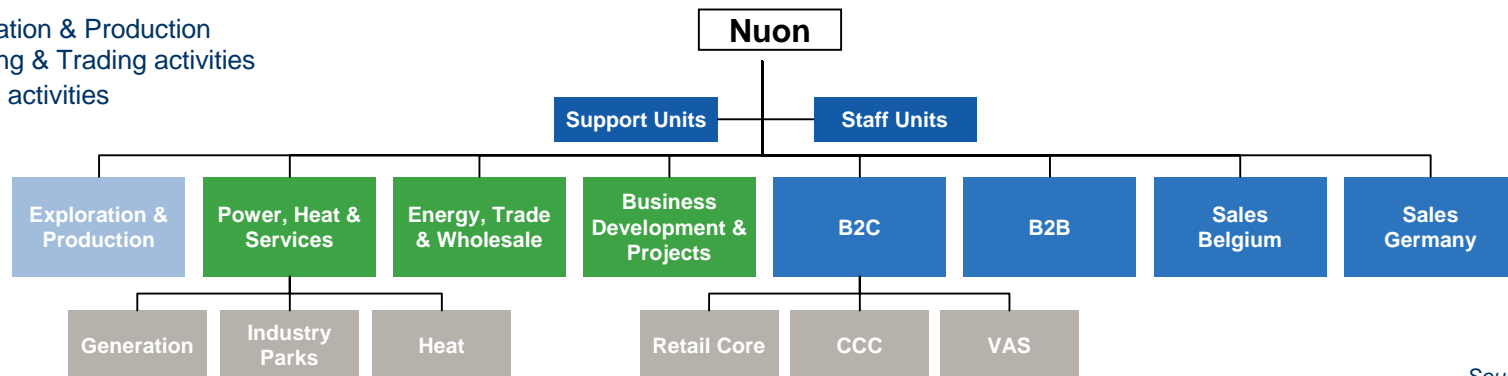
Note: figures include international operations

Ownership



Organisational structure Nuon

- Exploration & Production
- Sourcing & Trading activities
- Supply activities



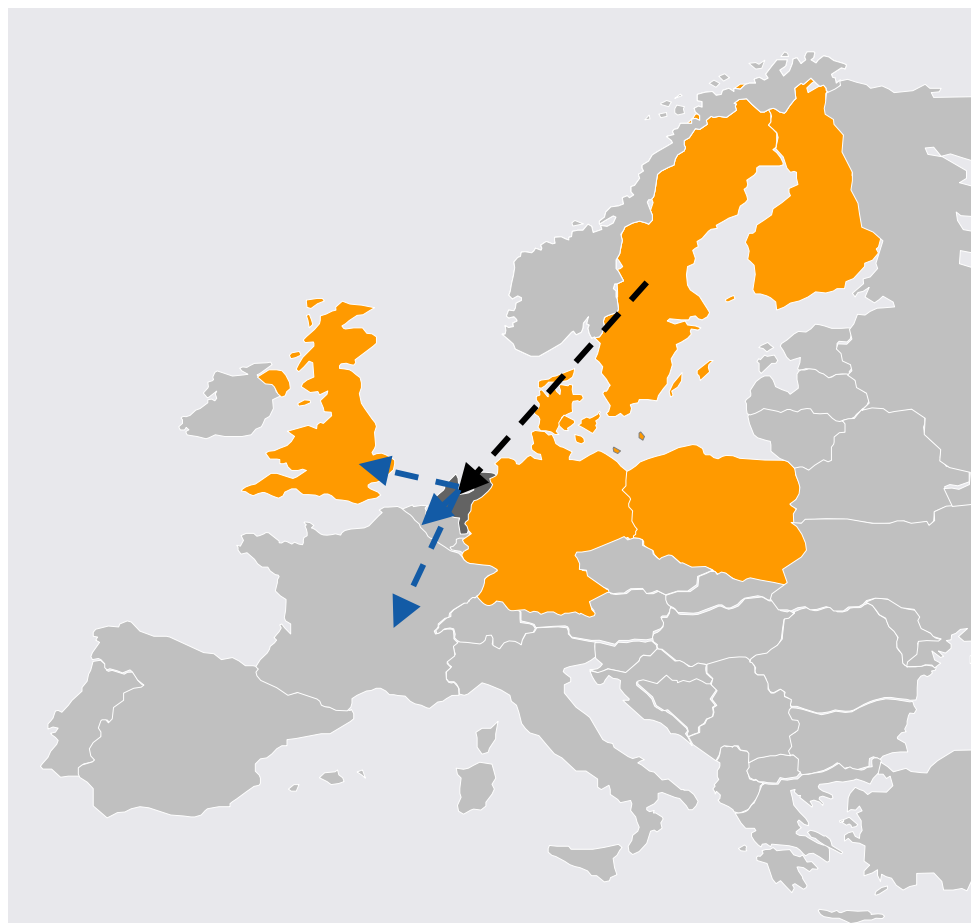
Source: Nuon


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Strategic rationale – Summary

- The Dutch market is one of the most attractive regions for Vattenfall's geographic expansion.
- Beneficial risk diversification by establishing a new core market, and venturing into gas provides a partial hedge to coal-fired operations in Germany.
- Nuon is a very attractive company in the Netherlands that will bring unique competence to Vattenfall.
- The combined entity of Nuon and Vattenfall with its strong technology platform is well positioned to become the leading European company in making electricity clean.

The Dutch market is one of the most attractive regions for Vattenfall's geographic expansion



 Vattenfall's current presence

- Growing market with capacity shortage providing the opportunity for a shift towards renewables and clean energy
- Ageing asset portfolio
- Proximity and good connectivity with Vattenfall's core markets consolidating its NW European footprint
- Strong platform for further growth in adjacent geographies, e.g. Belgium, France, UK
- Emerging as a gas and bio-mass hub

A strong platform for value creation and accelerated growth

Synergy opportunities

Combining the two companies provides synergy opportunities in e.g., reduced IT costs and improved purchasing power.

Substantial skill transfer opportunities to strengthen the current business and improve performance in e.g., trading, customer product offering, plant operations.

Platform for accelerated growth

Strong technical competence, project delivery capacity and gas competence to drive accelerated growth in a diversified generation portfolio and gas sourcing.

Opportunity to shape generation portfolio towards renewables and clean energy through wind, bio-mass, IGCC and CCS.

A leading supply and trading unit across relevant commodities and key European markets building on best of the two companies.

Improved position to shape regulatory discussions on energy efficiency, renewables and CCS.

Well positioned geographically to perform business development in adjacent regions.

Attractive employer with international career and competence sharing opportunities.

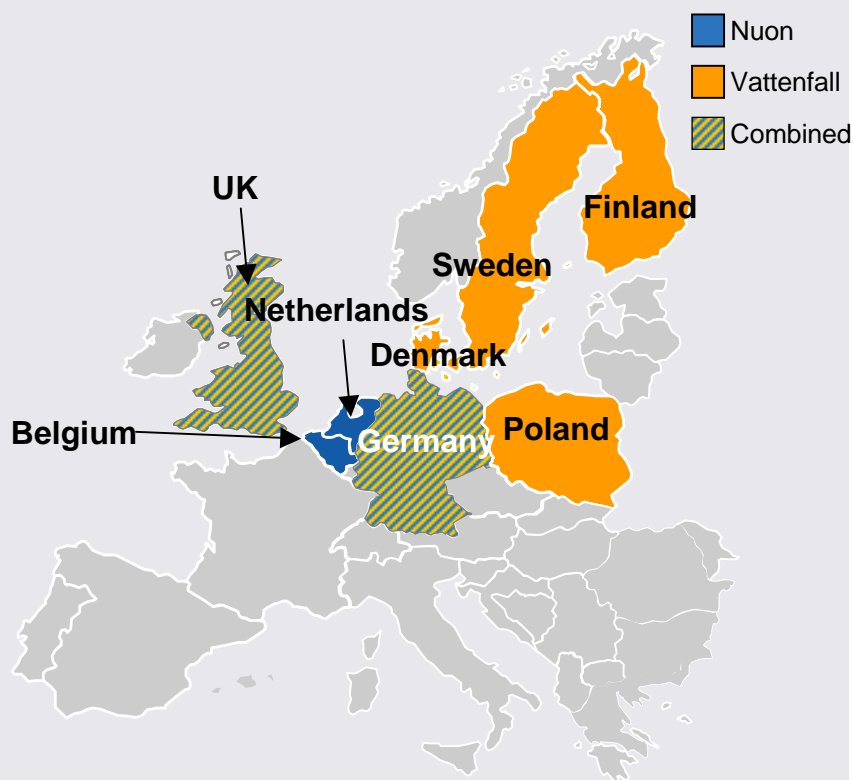
Nuon will bring unique competence to Vattenfall

- Scale and competence to drive growth in Benelux region
- Well run company with strong management and track record of performance improvement
- Strong expertise in gas along the entire value chain
- Strong identity and brand recognition, high customer satisfaction and high profitability based on successful customer service model
- Technical leadership in IGCC, CCGT, pre-combustion CCS and renewables (thin film solar/PV, offshore wind, bio-mass)
- Significant trading competence and position in key trading hubs and exchanges

The partnership will build on Nuon's strengths and leverage them across the combined company

The combined entity will emerge as a top player in the European energy market, leading in making electricity clean

Strong presence across Europe



- Netherlands is the most attractive market for geographic expansion
- Combined entity will be an integrated energy player active across the entire value chain in Electricity, Gas and Heat

Top position in the European energy market

Heat generation 39.2 TWh

#1 in Europe

Electricity generation 185 TWh

#5 in Europe

Trading Presence in major trading hubs and commodities

Top 3

Leader in Europe with strong clean technology platform

Wind capacity Off-shore – 371 MW
Total – 900 MW

#1 in Europe
#8 in Europe

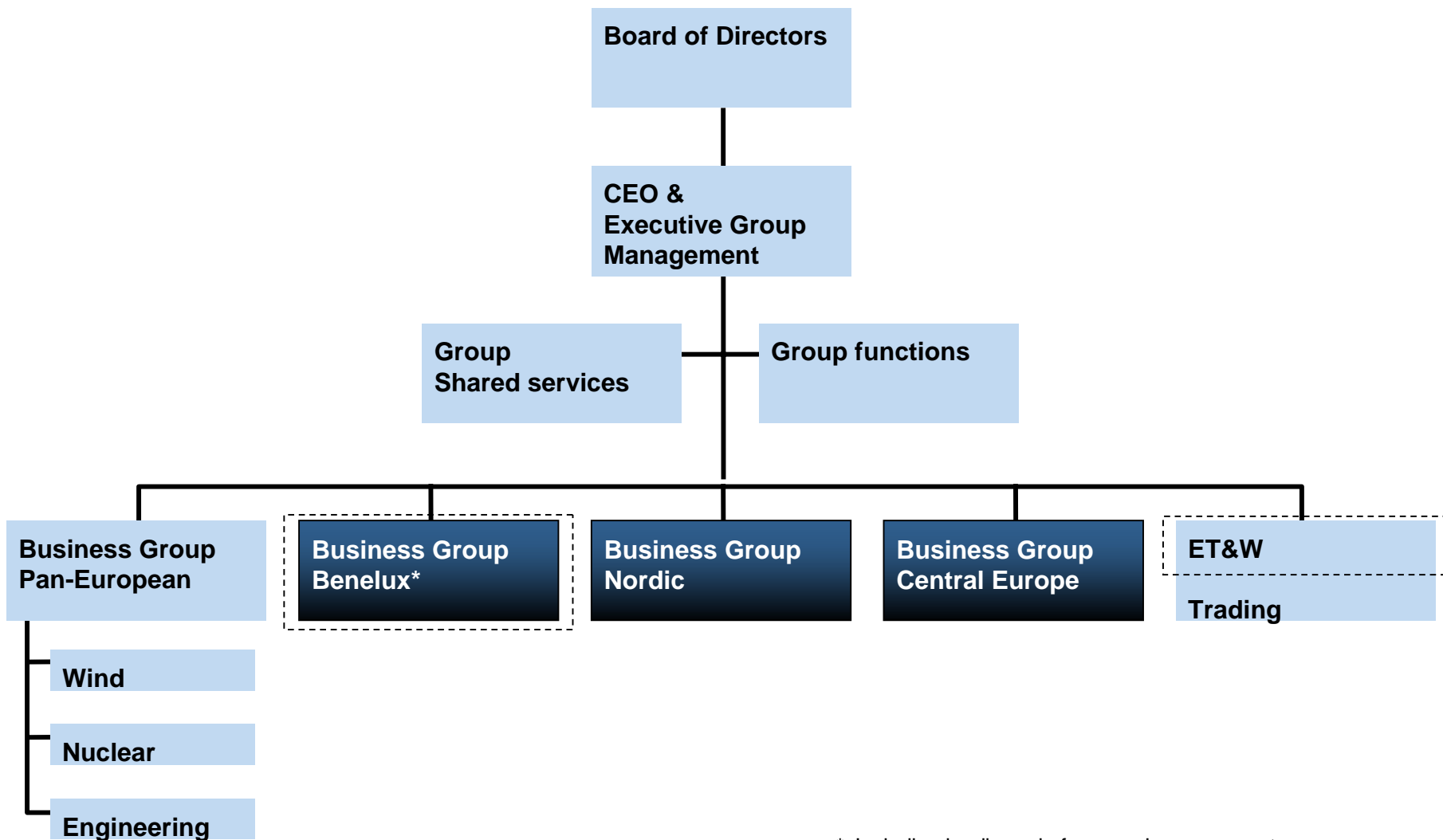
Bio-mass installed capacity* 520 MW

#5 in Europe

Clean technology platform Leaders in developing IGCC, CCS, and on-/off-shore wind

Global thought leader

Nuon will be one of the three regional business groups



* Including leading role for group's gas competence

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Timetable

Key milestones

- Nuon Supervisory Board recommends the shareholders to accept Vattenfall's offer.
- Expected closing of transaction.
- Initial payment for 49%.
- 1st deferred payment for 15% of the remaining shares
- 2nd deferred payment for 15% of the remaining shares
- 3rd deferred payment for 21% of the remaining shares
- Vattenfall will consolidate Nuon as of 1 January 2009 retroactively upon completion.

Date

- 21 February 2009
- 30 June 2009
- 30 June 2009
- Two years after completion
- Four years after completion
- Six years after completion

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Funding

Funding of the transaction:

- Initial bridge credit facility
 - EUR 5 billion, committed
 - 9 major core relationship banks
 - 1 year + option to prolong 50% for a further 1 year
 - Margin: Euribor + 150 bps for the first 6 months, 75 bps step up for the second 6 month period, thereafter a 50 bps step up 6-monthly

Take out:

- Take out of the facility is scheduled for 2009 via Vattenfall's existing "Debt Issuance Programme" (EMTN), which will be increased from EUR 9 billion to EUR 15 billion

Divestments:

- Vattenfall will carry out substantial divestments

Reduction of capex plan:

- The recently announced capex programme for the years 2009-2013, will be reduced from SEK 202 billion to SEK 191 billion.

Rating

Vattenfall is committed to maintaining credit ratings in the single A category.

Current ratings are:

Standard & Poor's

A- (stable outlook).

Moody's

A2 (stable outlook).

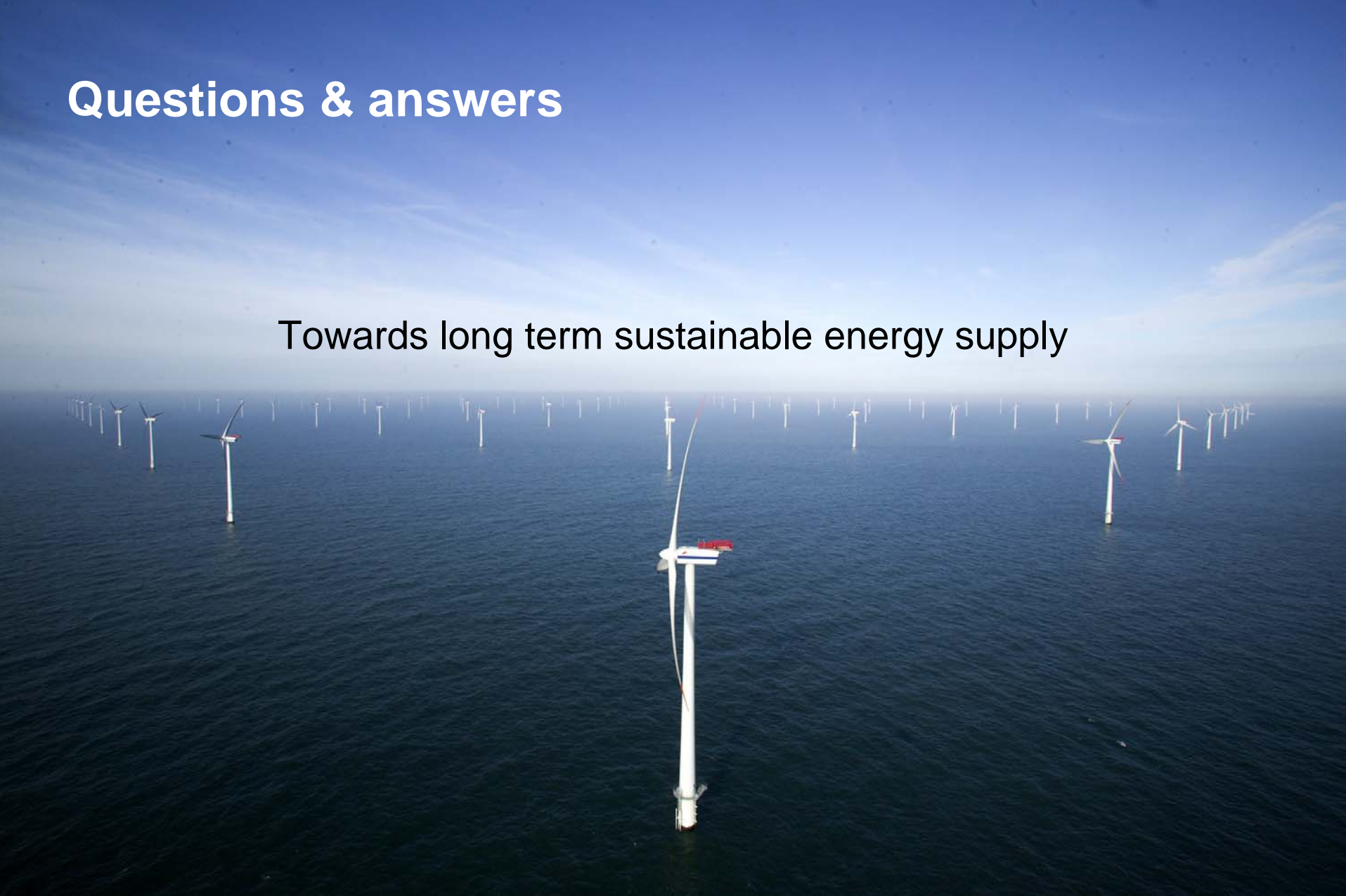
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Key financial criteria met

IRR	✓	Exceed post-tax project WACC of 7.0%.
RCF/adjusted net debt	✓	Support credit rating commitment.
FFO/adjusted net debt	✓	Support credit rating commitment.
Adjusted net debt/EBITDA	✓	Support credit rating commitment.
Net Profit	✓	Positive aggregative Net Profit contribution after cost of acquisition financing and surplus value depreciations during second year.
RONA	✓	Exceed targeted 11% year 1.
ROE	✓	Exceed targeted 15% year 2.
Dividends from Vattenfall AB	✓	2009 dividend of FY2008 expected within Vattenfall's policy to distribute 40 – 60% of Net Profit.

Questions & answers

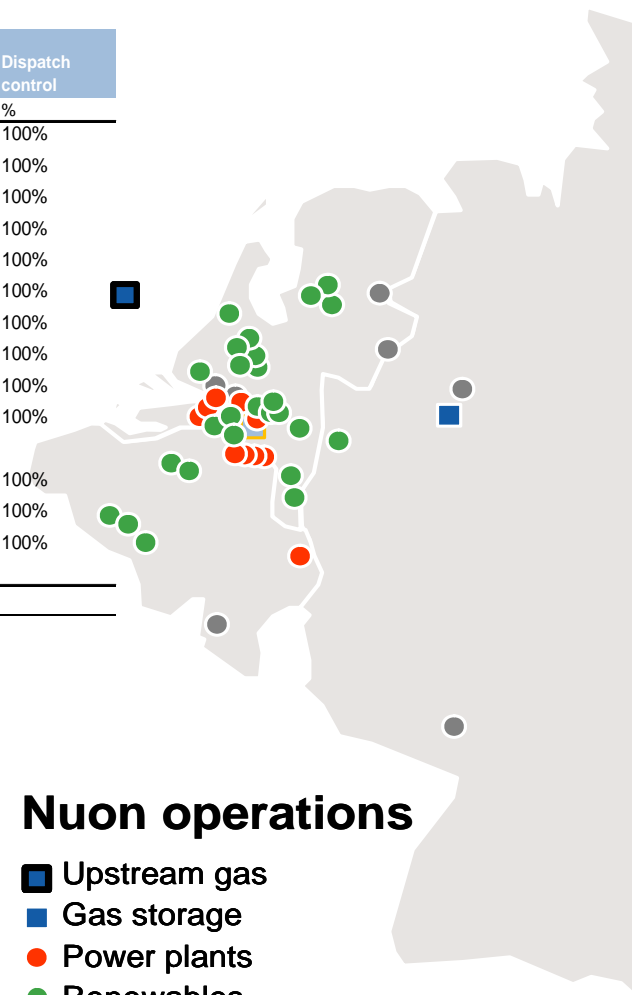
Towards long term sustainable energy supply



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Nuon operational asset overview; power plants

Power station	Type	Net electrical capacity	Net thermal capacity	Plant type	Fuel type	CoD	End of operations	Ownership	Dispatch control
Name		Mwe	MWth			1-Jan	31-Dec	%	%
Buggenum	Generation	248	-	IGCC	Coal / gas / biomass	1993	2022	100%	100%
Diemen 33	Generation	249	160	CCGT / CHP	Gas	1995	2024	100%	100%
Hemweg 7	Generation	600	-	Conventional	Gas	1978	2011	100%	100%
Hemweg 8	Generation	650	-	Supercritical coal	Coal	1994	2023	100%	100%
Ijmond 1	Generation	144	105	CCGT	BFG	1997	2026	100%	100%
Lage Weide 6	Generation	247	180	CCGT	Gas	1995	2024	100%	100%
Merwedekanaal-10	Generation	96	100	CCGT / CHP	Gas	1978	2009	100%	100%
Merwedekanaal-11	Generation	103	110	CCGT / CHP	Gas	1984	2019	100%	100%
Merwedekanaal-12	Generation	217	180	CCGT / CHP	Gas	1989	2027	100%	100%
Purmerend	Generation	65	69	CCGT	Gas	1989	2028	100%	100%
Small-scale CHP	Generation	121	165	CHP	Gas			100%	
Velsen 24	Generation	430	-	Conventional	BFG / Gas	1974	2013	100%	100%
Velsen 25	Generation	375	-	Conventional	BFG / Gas	1986	2025	100%	100%
Velsen GT	Generation	22	-	GT	Gas	1975	2014	100%	100%
Total Grape operational		3,567	1,069						



Nuon operations

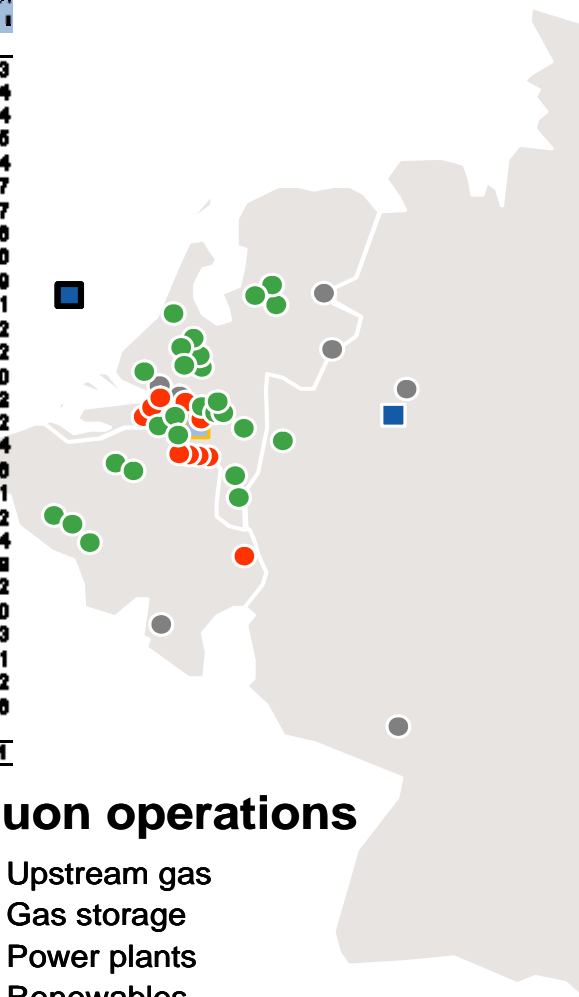
- Upstream gas
- Gas storage
- Power plants
- Renewables
- Projects

Nuon operational asset overview; wind

Wind farm	Location	Type	Gross electrical capacity	Ownership	Net electrical capacity	Average production	End of operation
			MW	%	MW	GWh	
Lely	Netherlands	Onshore	2.0	100%	2.0	3.3	2013
De Blijmen	Netherlands	Onshore	8.0	100%	8.0	13.0	2014
Hidden House	Netherlands	Onshore	3.5	100%	3.5	8.8	2014
Harry Wilt Kroonenberg	Netherlands	Onshore	12.8	100%	12.8	16.5	2016
Wagendorp	Netherlands	Onshore	3.0	25%	0.8	1.5	2014
Eemmeerdijk	Netherlands	Onshore	18.0	100%	18.0	27.5	2017
Vaalen	Netherlands	Onshore	1.1	100%	1.1	2.8	2017
Irene Vorrink	Netherlands	Onshore	18.8	100%	18.8	33.0	2018
Windpoort I	Netherlands	Onshore	13.2	40%	5.3	8.0	2020
Jasp Rodenburg	Netherlands	Onshore	18.5	100%	18.5	30.0	2019
Oudebanderoort	Netherlands	Onshore	19.8	50%	9.9	20.8	2021
Groottocht	Netherlands	Onshore	11.8	50%	5.9	12.2	2022
Slufterdam	Netherlands	Onshore	13.5	100%	13.5	45.8	2022
Uitendrecht	Netherlands	Onshore	8.0	100%	8.0	10.8	2020
Waardevoort	Netherlands	Onshore	9.7	50%	4.4	9.1	2022
Waterkrachtvoort	Netherlands	Onshore	14.0	50%	7.0	18.5	2022
De Hfm	Netherlands	Onshore	4.8	42%	2.0	4.2	2024
Oudeendijk	Netherlands	Onshore	4.8	100%	4.8	11.8	2020
Martapolder	Netherlands	Onshore	4.8	100%	4.8	9.5	2021
Willem Anna Polder	Netherlands	Onshore	9.0	40%	3.6	7.9	2022
Hoofdplaspolder	Netherlands	Onshore	10.0	70%	7.0	17.5	2024
Taxal	Netherlands	Onshore	1.0	100%	1.0	1.4	2008
Enhuizen	Netherlands	Onshore	9.0	100%	9.0	3.3	2012
So Bair Friesland	Netherlands	Onshore	0.3	100%	0.3	0.2	2010
Antwerp	Belgium	Onshore	4.0	50%	2.0	5.0	2023
Arfo Wind (Norway)	Norway	Onshore	40.0	58%	22.4	47.0	2021
Park Cynog (UK)	United Kingdom	Onshore	3.8	100%	3.8	8.3	2022
Noordzee Ind	Netherlands	Offshore	108.0	50%	54.0	199.8	2020
TOTAL			398		244	645	2021

Nuon operations

- Upstream gas
- Gas storage
- Power plants
- Renewables
- Projects



Strategic priorities for Benelux

Gas sourcing and E&P

- Support Nuon's current strategy and targets of securing 10-20% of own gas demand through upstream gas assets in addition to LT&ST gas contracts

Generation

- Pursue substantial capacity growth in the Netherlands and adjacent markets, with increasing focus on renewables and clean energy

Trading

- Establish a leading trading unit across relevant commodities and key European markets building on best of the two companies

Supply and VAS

- Continue to grow market share building on Nuon's customer service model and dual-fuel offering expertise to accelerate customer growth and profitability in Germany
- Explore growth opportunities in de-centralized heat generation technologies. Retail services will continue to provide high service levels and sustaining a positive customer experience.