

VATTENFALL AB
 (publ)
 Swedish corporate identity
 number 556036-2138

MINUTES recorded at the Annual General Meeting
 of Vattenfall Aktiebolag in Stockholm, on
 April 26, 2007.

PRESENT

Shareholders

Number of shares held

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 The Swedish State, represented
 by Ola Alterå, State Secretary to the
 Minister for Enterprise and Energy,
 as per power of attorney, Appendix 1

131,700,000

Board of Directors

Directors

Carl-Gustaf Angelin
 Johnny Bernhardsson
 Christer Bådholm
 Ronny Ekwall
 Greta Fossum
 Dag Klackenberg, Chairman
 Hans-Olov Olsson
 Lone Fønss Schröder
 Anders Sundström

Deputy Directors

Lars Carlsson
 Stig Lindberg
 Per-Ove Lööv

Proposed new Directors

Jonas Iversen
 Tuija Soanjärvi

and

Tove Cederborg, Secretary

Vattenfall Executive Group Management

Jan Erik Back
Ann-Charlotte Dahlström
Tuomo Hatakka
Lars G. Josefsson, Chief Executive Officer
Knut Leman
Hans von Uthmann
Göran Hindemark
Helen Biström
Anna Borg
Jan Bardell
Göran Lundgren

Auditors

Lars Träff
Per Redemo

Specially invited guests

A number of people were invited as special guests to attend the Annual General Meeting, as well as 184 people who had given notice of their participation by responding to an open invitation that Vattenfall AB had extended to the general public in advertisements in the daily press and on its website.

1 §

Dag Klackenberg was appointed Chairman of the Meeting to lead the proceedings.

2 §

Dag Klackenberg informed the audience that the Board had decided that this year's Meeting would be webcast live, over the Internet, on www.vattenfall.se.

3 §

Tove Cederborg was appointed to record the minutes of the Meeting.

4 §

State Secretary Ola Alterå and the Chairman were appointed to check and approve the minutes from today's Meeting.

5 §

The proposed agenda was presented which had been appended to the Notice of the Annual General Meeting. The Meeting approved the agenda.

6 §

The list of present shares and their owner were approved as the voting list for the Meeting.

7 §

It was then declared that the Meeting had been duly convened.

8 §

Chairman of the Board, Dag Klackenberg, commented in his statement on Vattenfall's development, operations and visions. He also commented in particular on the European Commission's proposal for a European energy policy based on three ambitions: a climate policy to prevent the average temperature of the Earth from rising more than 2 degrees, a functioning inner market to make Europe a competitive economy, and stable relations with the rest of the world to secure a steady supply of imported fuels. He also emphasised the importance of faster licensing processes for new plants and that network operations, not just in Sweden, but also in Germany and Finland, must be allowed a reasonable return on investment. He also reported on measures that the Board had taken in connection with the incident at the Forsmark nuclear power plant on July 25, 2006. Dag Klackenberg's entire statement is available on Vattenfall's website.

9 §

In his statement, CEO Lars G. Josefsson commented on the energy market and Vattenfall's development and operations. He described 2006 as another record year for Vattenfall but pointed out, at the same time, that there is uncertainty about future prices for primary energy and the trend of emission allowance rights.

He commented that Vattenfall's investment programme for the period 2007 to 2011 has been increased by SEK 30 billion to SEK 134 billion, of which SEK 71 billion is being invested in Germany, SEK 57 billion in the Nordic countries, and SEK 6 billion in Poland. SEK 102 billion of the funds in the investment programme will be invested in electricity and heat generation and SEK 31 billion in network activities.

He noted that customer uptake has been strong and that Vattenfall's share of the end customer market in Sweden, since the last Annual General Meeting, had increased from 13 per cent to 14 per cent as a result of the "Trygghetsavtalet" offering three-year fixed-price contract with the market's lowest three-year price. He also described Vattenfall's climate work – where Vattenfall's long-term goal is that emissions be reduced by an average of one million tonnes per year up to 2030, which corresponds to the emissions from approximately 400,000 cars per year.

Lars G. Josefsson's entire statement is available on Vattenfall's corporate website.

After the CEO's statement, attending members of the Riksdag (Swedish Parliament) were given the opportunity to ask questions.

10 §

The Board's and CEO's Annual Report for 2006, and the Audit Report on the auditing of the consolidated financial statements, were presented, Appendix 2.

The Company's auditor, Lars Träff, reported on the auditing work.

It was noted that the Annual Report and Audit Report for Vattenfall AB and the Vattenfall Group had been sent to the shareholder prior to the Meeting.

11 §

On the recommendation of the auditors, the Meeting decided to adopt the income statements and balance sheets in the Annual Report for Vattenfall AB and the Vattenfall Group, respectively.

12 §

The Meeting decided to distribute the profit, in accordance with the Board's proposed distribution of profit, in which profits at the disposal of the Annual General Meeting, a total of SEK 27,844,113,050, are to be allocated as follows:

- To be distributed to shareholders, SEK 7,500,000 000 ,
- To be carried forward, SEK 20,344,113 050.

The dividend will be paid on May 3, 2007.

13 §

The Meeting decided to discharge the members of the Board and the CEO from liability for the administration of the Company's business in 2006.

14 §

The Meeting resolved that the number of Directors to be appointed to the Board by the Annual General Meeting shall be eight (8).

15 §

The Chairman referred to information on the Company's website, and to information that was provided earlier to the owner, about the assignments that proposed Directors and Deputy Directors, which are appointed by the Annual General Meeting, have in other companies. The Meeting resolved to appoint the following persons as Directors of the Board of Vattenfall AB to serve until the next time the Annual General Meeting is held:

Christer Bådholm (re-election)
Greta Fossum (re-election)
Dag Klackenberg (re-election)
Jonas Iversen (new election)
Hans-Olov Olsson (re-election)
Lone Fønss Schröder (re-election)
Tuija Soanjärvi (new election)
Anders Sundström (re-election)

It was noted that Maarit Aarni-Sirviö and Peter Lindell had declined re-election.

Dag Klackenberg was elected Chairman and Hans-Olov Olsson was elected Deputy Chairman.

16 §

The Chairman reported on the Board's proposed principles for remuneration and other employment terms and conditions for senior executives and also reported on the employment terms and conditions for CEO Lars G. Josefsson.

The Annual General Meeting approved the following principles:

- The guidelines on employment terms and conditions of the Swedish government for persons employed for senior executive positions in state-owned companies comprise the basis for remuneration and other employment terms and conditions for people employed as members of Vattenfall's Executive Group Management in Sweden.
- Salaries and other benefits are to be competitive but not higher than salaries and benefits in comparable companies.

- No variable salary or bonuses are to be awarded to the Chief Executive Officer. For other managers and employees in Swedish companies of the Group, the highest variable salary to be applied is to correspond 16.7 per cent of their normal base salary. For some managers, their normal base salary can also be reduced by 16.7 per cent, depending on their performance. All personnel employed in Sweden are to be covered by an incentive program. The owner's long-term requirements for increased value creation shall be the common goal. In addition, the results of each unit/or individual performance are to be measured.

For a more detailed presentation of how these principles are applied, reference is made to the Corporate Governance Report and the section on remuneration of senior executives and the Group's Note 44 in the Annual Report for 2006.

17 §

It was decided that the Chairman of the Board shall receive a fee of SEK 480,000 and the Deputy Chairman a fee of SEK 350,000. Directors not employed by Vattenfall AB are to receive a fee of SEK 239, 000 and a fee of SEK 39 000 per director shall be paid to directors who have been appointed in accordance with the Swedish act (1987:1245) regarding board representation for private sector employees.

In addition, it was decided that a fee of SEK 70,000 per director shall be paid to directors serving on the Audit Committee and Safety Committee, respectively, who are not employees of Vattenfall AB. Furthermore, it was decided that a fee of SEK 13,000 per director shall be paid to directors on the Audit Committee and Safety Committee who have been appointed in accordance with the Swedish act (1987:1245) regarding board representation for private sector employees.

18 §

At the 2004 Annual General Meeting, Ernst & Young AB was appointed as auditor for a four-year period up to the 2008 Annual General Meeting. At the same Meeting, it was noted that the Swedish National Audit Office (Riksrevisionen) appointed authorised public accountant Per Redemo to be auditor for Vattenfall AB up to 2008. Authorised public accountant Göran Selander was appointed deputy auditor for the same period of time. The election of auditors and deputy auditors was therefore not on the agenda for the 2006 Meeting.

19 §

The Chairman reported that the local trade union organisations, in accordance with the Swedish act regarding for board representation for private sector employees, had appointed the following directors to the board:

For SEKO [Union of Service and Communication Employees]: Ronald Ekwall, as director, and Per-Ove Lööv as deputy director.

For Sif [Union of White-collar Employees]: Johnny Bernhardsson as director, Lars Carlsson as deputy director.

For Sveriges Ingenjörer [Swedish Association of Graduate Engineers]: Carl-Gustaf Angelin as director with Stig Lindberg, Ledarna [Swedish Association for Managerial and Professional Staff], as deputy director.

20 §

The Meeting decided

that Vattenfall AB's financial targets shall be unchanged as follows:

- Return on average equity of 15 per cent
- Cash flow interest coverage ratio of 3.5 – 4.5 times
- Maintain a credit rating in the "Single A" category and

that "Vattenfall AB's dividend policy shall be as follows:

The dividend long-term shall amount to 40-60 per cent of profit for the year (after tax). However, annual decisions about the dividend are to take into consideration the implementation of the Company's strategy, the Company's financial position and other economic goals."

21 §

It was noted that there was no further business to take up at the Meeting. The Chairman then declared the meeting ended.

In connection with the conclusion of the Meeting, State Secretary Ola Alterå handed over a folder from the owner to the Chairman for distribution within the Board of Directors and expressed his thanks to the Board, Executive Group Management and personnel for their fine efforts during 2006.

Minutes taken by:

Tove Cederborg

Approved by:

Ola Alterå

Dag Klackenborg