

Enexis fixed income investor presentation January 2012



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Key investment considerations

Strong business position	 Natural monopoly in its operating region Second largest energy distributor of the Netherlands with 31% market share The limited non-regulated activities are strengthening the core of the regulated activities and create additional profit
Government ownership	 100% owned by Dutch provinces and municipalities No private shareholders are permitted by law Key role in execution of government energy policy
Favourable regulation	 Stable and predictable cash flows from regulated revenues Transparent regulatory framework Mature regulatory regime geared towards encouraging investments and efficiency
Financial solidity	 Conservative target financial ratio's are comfortably met Solid risk management policy and risk based asset management approach Strong investment grade issuer ratings of Aa3 (stable outlook) from Moody's and A+ (positive outlook) from S&P
Clear strategy	 Focused on a high degree of transparency and taking social responsibility Facilitates sustainable, reliable and safe energy supply Maintain cost efficient and high quality network
Experienced management team	 Experienced board of directors with clear and strong ethos Strong and long-standing senior and middle management team with a successful track record of planning and execution



Agenda

- **1.** Company overview
- **2.** Market overview and strategic objectives
- **3.** The Dutch energy market and its regulatory environment
- 4. Financial performance
- **5.** Financial policy
- 6. Recent developments

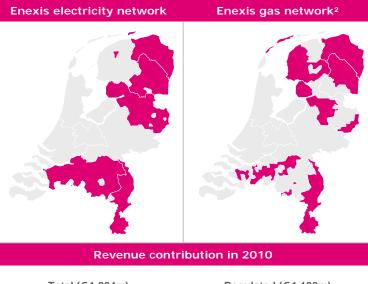


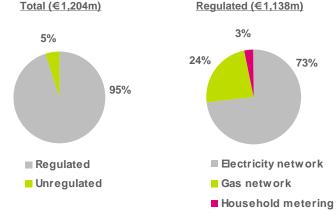
1. Company overview



Company overview

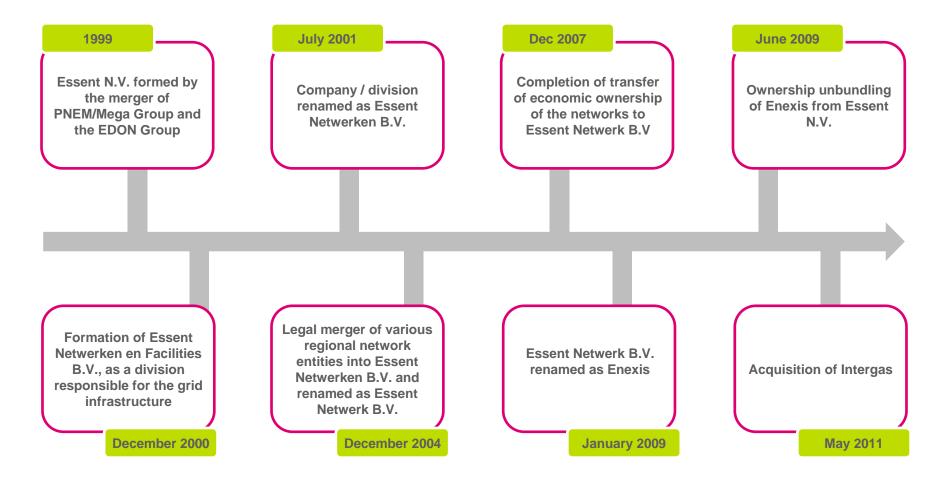
- Enexis is one of the leading regional Electricity and Gas Network Operators in The Netherlands, owning and managing the gas and electricity grids that were formerly part of Essent N.V.
- Enexis has a natural monopoly in the regions it operates
- Enexis' core business is regulated in nature and it makes a regulated turnover
- Non regulated activities (e.g. metering, energy advisory, engineering & services and renewable energy infrastructure) are related to its regulated business, but commercial in nature
- Enexis primarily operates in the northern, eastern and southern parts of the Netherlands. The network has
 - 132,000km of electricity cables, servicing approximately 2.6 million electricity customers
 - 44,000km of gas pipelines, servicing approximately 2 million gas customers
- High reliability of electricity and gas networks based on limited annual outage time over a long period
- Enexis is 100% owned by Dutch provinces and municipalities that are prohibited by law to privatize their holdings
- Key facts and figures of Enexis
 - Approximately 4,000 employees
 - A+ (positive) S&P rating
 - Aa3 (stable) Moody's rating
 - FY2010 revenues of €1,204m (1H2011 €647m)¹
 - FY2010 EBIT of €355m (1H2011 €215m)¹
 - Total assets of €5,911m (1H2011 €6,143m)¹
- Note: 1) FY2010 figures are excluding Intergas; 1H2011 figures are including Intergas Note: 2) Excluding Intergas







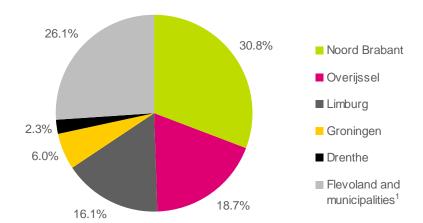
History and key milestones





Enexis shareholder structure

- The shareholder base of Enexis consists of Dutch provinces and municipalities
- The provinces and municipalities represent the highest decision making body within Enexis
- Shareholder interests are represented through a Shareholder Committee
- Enexis' Shareholders Committee has the authority to determine if certain decisions of the Board are in line with current strategy and do not need approval of the General Shareholder meeting. Committee has an advisory role to the General Shareholder Meeting
- The shareholders convene at least once a year in a General Shareholder Meeting when they approve significant business decisions, e.g. annual report, dividend policy, current strategy and supervisory structure
- General Shareholder Meeting decisions are taken by absolute majority, unless law or the Articles of Association prescribe otherwise



Enexis shareholder structure

The Electricity and Gas Acts prohibits the transfer of ownership to parties outside the local government circle. Any amendment in shareholdings requires prior approval by the Dutch Minister of Economic Affairs

Note: 1) Approximately 120 municipalities in these provinces and in the province of Friesland and Flevoland



Board of Directors of Enexis Holding N.V.

Executive board of Enexis Holding N.V.

H. Fennema CEO

Appointed: 2010



Previous positions:

- Member of the Board of Directors and COO of Eneco Energy
- Statutory Director Eneco Netbeheer
- Strategy Director at Eneco Holding



Appointed: 2008



Previous positions:

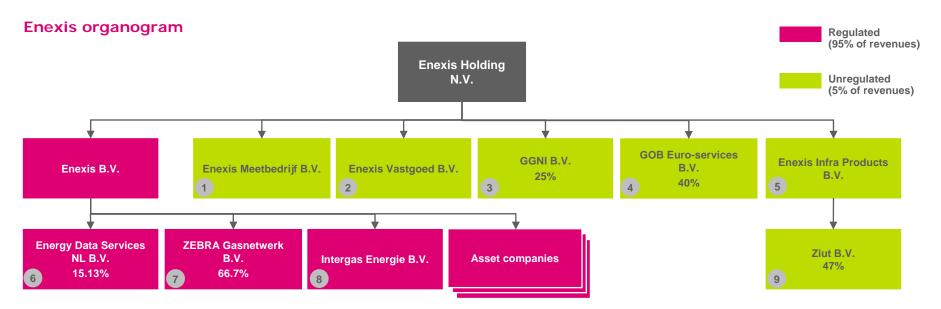
- Several positions as finance director within Essent
- Finance director mainland Europe in Cable & Wireless
- Director of Corporate Control & Reporting at Unisource Group



The Board of Directors consists of two members, and is supported by a senior and middle management team with extensive experience in the energy sector



Enexis organizational structure



Explanatory notes Enexis subsidiaries

Subsidiaries	Ownership	Description
1. Enexis Meetbedrijf B.V.	100%	Metering data collection, validation and related services
2. Enexis Vastgoed B.V.	100%	Real estate Ownership
3. GGNI B.V.	25%	GGNI helps to market Dutch natural gas expertise worldwide
4. GOB Euro-services B.V.	40%	Services to small cross border industrial area (Germany & the Netherlands)
5. Enexis Infra Products B.V.	100%	Non regulated services and renewable energy network projects
6. Energy Data Services NL B.V.	15.13%	Provides an array of administrative services on a shared basis with other network companies
7. ZEBRA Gasnetwerk B.V.	66.7%	The ZEBRA pipe line is a high pressure gas pipe line in the South-West of the Netherlands
8. Intergas Energie B.V.	100%	Newly acquired gas distributor in the Netherlands (province Noord Brabant)
9. Ziut B.V.	47%	Ziut provides services in areas of public lighting and traffic control systems

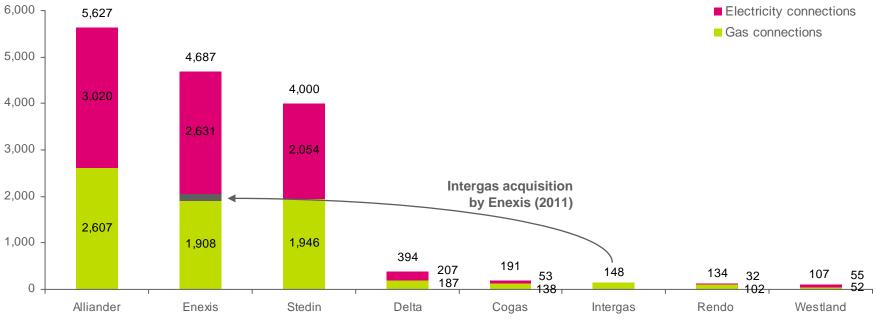


2. Market overview and strategic objectives



Enexis market share

Number of connections (x1,000)



Sources: EnergieNed "Energy in the Netherlands" 2011 publication and Enexis

- Enexis and Intergas together have 2.6 million electricity customers and 2 million gas customers in the Netherlands
- Enexis has a combined market share of 31%



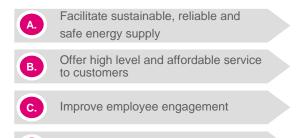


Enexis strategic objectives

Strategy is focused on social importance of energy distribution

- Clear focus on regulated core business of distribution of electricity and gas and related core strengthening business
 - Enexis only focuses on those unregulated activities that are strengthening the core regulated activities or that are related to them
- Policy triangle shows key focal points: affordable, reliable, sustainable and public-oriented service





Achieve regulatory return

D.

Strategy and stakeholder model translated into strategic targets

A. Society:

- Enexis has a leading role in enabling the energy transition in the Netherlands
- Safety and grid reliability are maintained at the current high level
- Operating costs are lower than the operating costs of other grid operators
- Acquisition and integration of smaller grid operators

B. Individual customers:

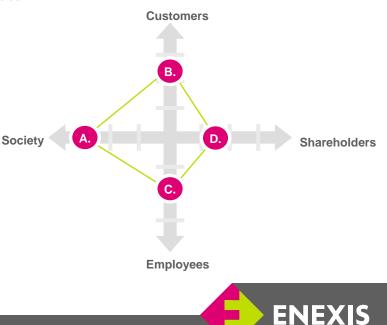
- A controlled development of grid tariffs in line with Dutch CPI
- Customer satisfaction exceeds preset target measured via periodic customer surveys

C. Employees:

 Enexis has a top 25 position as an attractive employer and is positioned better than other grid operators

D. Shareholders:

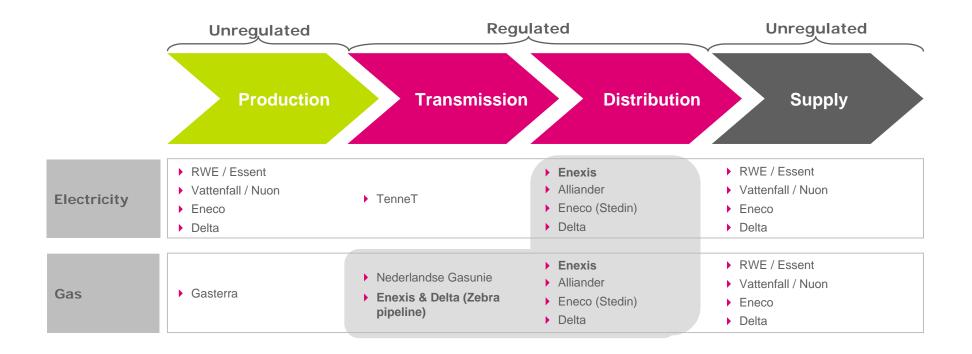
- Provinces and municipalities are actively involved with Enexis and support the company in its objectives re reliability, sustainability and public orientation
- Shareholders will receive the return that is allowed by the regulator



3. The Dutch energy market and its regulatory environment



The Dutch energy value chain



The energy supply market in the Netherlands was fully liberalised on 1 July 2004

To ensure freedom of choice, generation and supply were legally separated from networks ("ownership unbundling"), with the exception of Eneco and Delta networks



Authorities in the Dutch electricity and gas sector

Legislation

- The regulatory framework of the electricity and gas sector in the Netherlands is based upon the *Electricity Act and the Gas Act*. Subsequently, the Regulator ("Energiekamer" or "Energy Chamber") defines the regulatory structure in its policy papers
- > The Acts are based on three principles of Dutch energy policy: reliability, sustainability and efficiency

Authorities

- The regulation is implemented and enforced by two authority bodies:
 - the *Ministry of Economic Affairs*
 - the Energy Chamber, a division of the NMa
- The minister's main function is the overall implementation of the Electricity and Gas Acts and the determination of the Dutch energy policy
- The NMa's main function is to promote competition in the electricity and gas sector and to protect buyers against abuse of a dominant position

Energy policy maker



- Publishes the Energy Report at least every four years
- Monitoring the security of supply in the Netherlands
- Approval and dismissal of network managers
- > Approval for change of ownership network assets
- Granting of an exception to the obligation to appoint a network manager in case of a so called private network

Discretionary power to take measures or give instructions which are deemed necessary

Regulator



- Set the tariff structure and conditions for the transmission and distribution of electricity and gas
- Set the yearly (maximum) connection and transport tariffs for each network manager
- Entrusted with the handling of complaints by customers with respect to the way in which a network manager fulfils its duties under the Electricity and Gas Acts

Enforcement instruments

- Binding instructions
- Periodic penalty payments
- Administrative fines

Financial requirements for regional network managers (by decree)

- EBIT interest cover $\geq 1.7x$
- FFO interest cover $\geq 2.5x$
- FFO to total debt $\geq 11\%$
- Debt to total Cap \leq 70%

Or an investment grade rating (Min. BBB/Baa2)



Regulatory environment

- Regulation aims for a balance between quality and sustainability, whilst providing an incentive for efficiency
- Total cost recovery for the network managers remains one of the basic principles, which allows individual companies with an average performance to recover their full costs (including a return on invested capital based on the WACC as set by the Energiekamer, applied on the regulatory asset base)
- For the 2011-2013 period the WACC (in pre tax real terms) is set at 6.2%
- The x-factor is a defined annual discount on the turnover of a network manager. Network managers aim to manage the operational costs to the new benchmark reflecting the target efficiency level at the end of the regulatory period
- The "CPI-x" methodology calculates the maximum tariff increase allowed for the regulatory period
- The negative x-factors as determined by the regulator for the 2011-2013 period will thus allow for an increase in tariffs on top of inflation
- Due to realized cost-efficiency programs Enexis was able to limit the tariff increase for 2012 to 2.5%, which is in line with CPI. With this tariff increase Enexis will realize its targeted shareholder return, while also comfortably complying within its financial ratios

Electricity

	X-Fa	ctor
Company	2008-2010	2011-2013
Delta Netwerkbedrijf B.V.	5.8	(6.6)
Endinet B.V.	4.6	(5.5)
Enexis B.V.	5.0	(6.2)
Liander N.V.	3.6	(7.0)
Stedin B.V.	6.3	(7.9)

Gas

	X-Fa	ctor
Company	2008-2010	2011-2013
Delta Netwerkbedrijf B.V.	7.2	(0.5)
Endinet B.V.	7.8	(1.6)
Enexis B.V.	8.7	(3.4)
Liander N.V.	6.7	(2.7)
Intergas Energie B.V.	4.5	1.0
Stedin B.V.	4.8	(2.8)

Source: Energiekamer, Enexis



Favourable regulatory framework secures cost recovery and reasonable return on invested capital



4. Financial performance



Three year condensed Income Statement

Income statement

H1 2011 ¹	H1 2010	2010	2009	2008
647.5	589.9	1,204.2	1,358.1	1,341.9
533.6	485.7	996.9	1,149.1	1,138.4
320.3	333.7	647.2	750	772.9
214.8	154.5	354.6	408.3	372.1
-44.5	-48.5	-93.8	-72.5	-175.7
170.3	106	260.8	335.8	196.4
127.1	79.6	193.7	263.1	147.5
	647.5 533.6 320.3 214.8 -44.5 170.3	647.5589.9533.6485.7320.3333.7214.8154.5-44.5-48.5170.3106	647.5589.91,204.2533.6485.7996.9320.3333.7647.2214.8154.5354.6-44.5-48.5-93.8170.3106260.8	647.5589.91,204.21,358.1533.6485.7996.91,149.1320.3333.7647.2750214.8154.5354.6408.3-44.5-48.5-93.8-72.5170.3106260.8335.8





Operating expense²

+39% 214.8 154.5 H1 2010 H1 2011

EBIT



Profit after tax



Note: 1) Including Intergas Note: 2) Includes depreciation and impairments

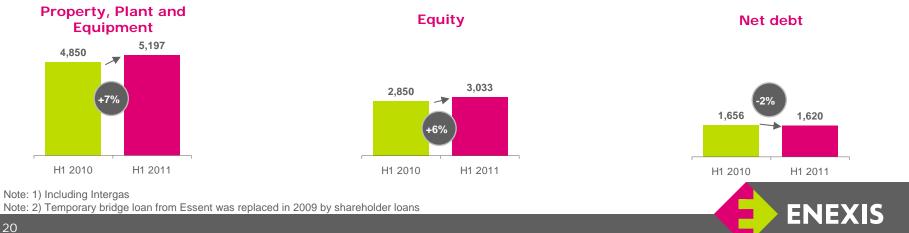
Three year condensed Balance Sheet

Balance sheet

In €million	H1 2011 ¹	H1 2010	2010	2009	2008
Property, Plant and Equipment	5,197	4,850	4,938	4,795	4,524
Non-current assets	5,332	4,958	5,059	4,894	4,586
Receivables	483	560	504	575	656
Cash and cash equivalents	308	269	330	192	2
Current assets	811	844	851	782	679
Total assets	6,143	5,803	5,912	5,677	5,581

In €million	H1 2011 ¹	H1 2010	2010	2009	2008
Equity	3,033	2,850	2,964	2,849	2,236
Non-current interest-bearing liabilities	1,909	1,912	1,911	1,912	112
Non-current liabilities	2,392	2,296	2,325	2,223	192 ²
Trade and other payables	640	615	572	562	599
Current liabilities	719	657	623	605	3,153 ²
Total liabilities	6,143	5,803	5,912	5,677	5,581
H1 2011 H1 2010	2010	200	na	20	08

In €million	H1 2011	H1 2010	2010	2009	2008
Net operating capital	-197	-69	-86	0.2	26
Invested capital	5,136	4,890	4,974	4,895	4,927



Three year condensed Cash Flow statement

Cash flow statement

In €million	H1 2011 ¹	H1 2010	2010	2009	2008
Cash flow from:					
Operating activities	411.1	347.7	629.1	615.9	486.1
Investment activities	-377.1 ²	-190.8	-412.1	-90.1 ³	-298.1
Financing activities	-55.9	-79.7	-79.0	-335.6	-205.2
Net cash flow	-21.9	77.2	138.0	190.2	-17.2

Operating cash flow



Investments normalised (excl. M&A)



Note: 1) Including Intergas

Note: 2) Includes acquisition of Intergas for €186.4 million Note: 3) Includes the sale of the high-voltage grid for €314.5 million

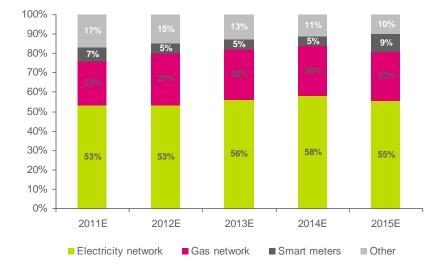


Expected capital expenditure (excl. M&A)

600 CAGR = 8.5% 531.7 479.8 500 441.8 46.2 399 22 382.2 400 21.8 21.5 27.6 300 200 294.6 277.7 248 211.4 100 202.3 0 2011 2012 2013 2014 2015 Other Electricity network Gas network Smart meters

Net investments 2011 – 2015 (€ million)¹

Net investments 2011 – 2015 (% of total investments)¹

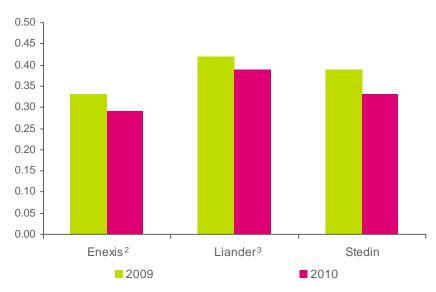


Enexis has a successful track record of 100 years in the construction and realization of network expansions and replacements for electricity and gas



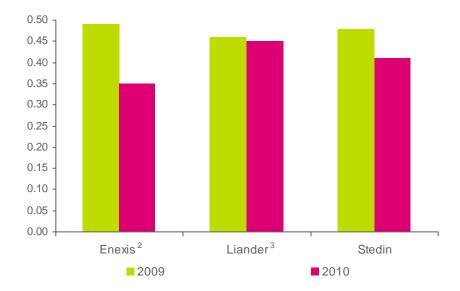
Note: 1) Net investments = Investments minus contributions from 3rd parties

Cost efficiency in distribution market



Opex per standardized output¹ - Electricity

Opex per standardized output¹ - Gas



Sources: CODATA Energiekamer and Enexis

Within the sector Enexis performs best in terms of operational efficiency

Note: 1) Excluding E.A.V. (one-off connection cost reimbursement) Note: 2) Figures include Intergas Pro Forma Note: 3) Figures include Endinet Pro Forma



5. Financial policy EXIS 0% electric!



Financial policy

Co-ordinated by the Treasury team...

Treasury at Enexis has a mandate to align the capital structure and funding policies with the legal and regulatory framework and with market developments

Legal & Regulatory framework	Minimum financial ratiosRegulatory WACCRestrictive dividend policy
Financial market developments	Investor appetiteShareholder attitude

... on the basis of approved parameters

The Treasury team fulfils its role mindful of three pillars of constraint that have been determined either through law, through agreement with shareholders or by the Board

s of licy	Risk management	Treasury as cost centrePrudent risk management policy
e pillar cial po	Credit ratings policy	Target long term: min. A/A2
Three financ	Financial metrics	Legal minimum ratiosConservative Board approved ratios

Legal minimum metrics ²	
EBIT interest coverage	≥1.7
FFO interest coverage	≥2.5
FFO to total debt	≥11%
Total debt to total cap	≤70% ¹

Target financial key figures Enexis		
EBIT interest coverage	≥2.5x	
FFO interest coverage	≥4.0x	
FFO/net interest bearing debt	≥20%	
Net interest bearing debt / (equity + net interest-bearing debt)	≤55%	

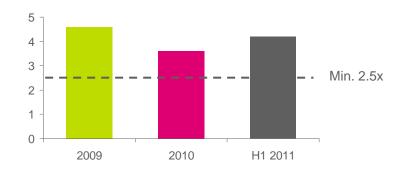
Enexis targets are more conservative than metrics required by law

Note: 1) \leq 60% at the time of unbundling Note: 2) As an alternative a grid operator can obtain a credit rating of at least BBB/Baa2

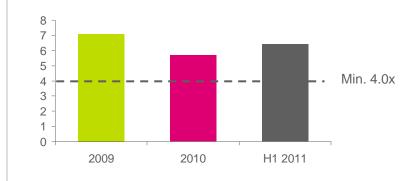


Realization of financial policy

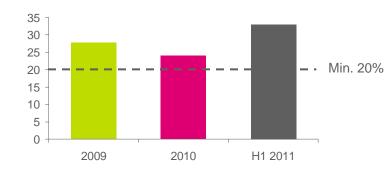
EBIT interest coverage



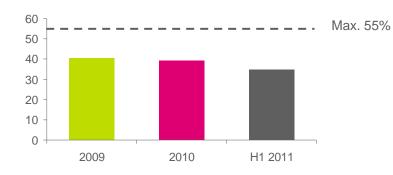
FFO interest coverage



FFO / Net interest-bearing debt



Net interest bearing debt / (equity + NIB debt)



Due to the stable business model and prudent financial structure Enexis stays comfortably within its policy



Funding profile and credit lines

- After the ownership unbundling from Essent, Enexis received €1.8bn shareholder loans ("SH-Loans") on 30 September 2009
- Enexis envisages to take-out the SH-Loans in the bond market in line with their maturities (together with the financing of future funding requirements for investments)
- In order to secure financial flexibility, limit potential refinancing risk and ensure regular bond issuances to establish Enexis as a recognized issuer in the market, the SH-Loans has been structured in a range of maturities:
 - Tranche A: \in 450m, tenor of 3 years (2012)
 - Tranche B: €500m, tenor of 5 years (2014)
 - Tranche C: €500m, tenor of 7 years (2016)
 - Tranche D: €350m, tenor of 10 years (2019)
- Enexis has the flexibility to voluntary repay the SH-Loans up to 1 year prior to maturity
- To secure a solid financial profile, an equity conversion element with a tenor of 10 years is incorporated:
 - Mandatory equity conversion of tranche D in the event Enexis B.V. structurally does not comply with legal required metrics or with financial covenants in its loan documentation
- Euro Medium Term Note (EMTN) programme of €3bn has been established in December 2011
- Revolving Credit Facility (RCF) of €450m (undrawn) will mature in June 2015







Rating agencies on Enexis

STANDARD &POOR'S

Ratings	 "A+" long term corporate rating Rating on Positive outlook 	 "Aa3" long-term issuer rating Rating on Stable Outlook
Strenghts	 Low-risk, monopoly electricity and gas distribution networks in the company's license areas Stable and predictable cash flows from regulated revenues under transparent regulatory framework Strengthened financial risk profile owing to recent tariff increases and the postponement of its investment program 	 Regulatory environment and asset ownership model. Transparent regulation and strong systemic shareholder support Efficiency and execution risk. The low average annual outage time reflects the extremely high reliability of Enexis' network assets Stability of business model and prudent financial structure
Weaknesses	 Regulatory reset risk and exposure to incentive-based regulation Potential for further consolidation in the Dutch energy distribution sector 	Although the scope, timing and funding of Enexis' potential future acquisition within the envisaged consolidation is not certain, the company would need to increase its leverage to finance such acquisitions
Key metrics	Adjusted FFO to debt of more than 20% over the next few years expected to be sustained by Enexis	 FFO/Net debt above 15%, Enexis is expected to strengthen its financial profile over the next three years

Moody's



Risk management and insurance policy

- Risk management policy implemented based on COSO Enterprise Risk Management Framework
- The objective of the risk management and insurance policy is to protect Enexis' capital against financial risks that surpass the normal uncertainties of business operations
- Enexis' policy aims to introduce and foster measures to control and limit any risks that can endanger the company's continuity as much as possible
- Risks that, despite effective preventive measures, have the potential to have a significant negative impact on the company's financial position or jeopardise its continuity and cannot be excluded or reduced- must be insured
- In other words, these risks must be financed by spreading the chance of loss over a series of years whilst simultaneously limiting the chance of loss in the form of insurance premiums
- Unless it is required by law, losses that have a negligible effect on the company's financial position do not, in principle, need to be insured

Main insurances Enexis

- Liability insurance
- Extensive fire insurance
- Construction all risk
- Directors and officers liability
- Fraud
- Accidents and business travel
- Leased cars and equipment



6. Recent developments



100% electric

Recent developments

- 1. Acquisition of Intergas Energie BV (2010: €29 million turnover and 60 employees)
 - On the 31st May 2011 Enexis closed the transaction for a purchase price of approximately €192 million on a net debt- and cash free basis
 - The purchase price was financed out of the existing cash position of Enexis
 - As of 1st of January 2012 the integration proces of Intergas into Enexis has been successfully finalized, realizing anticipated synergies and net profit growth
- 2. Voluntary early termination of US Cross Border Leases ("CBLs")
 - In 2011 Enexis succeeded to voluntarily terminate the last of the remaining network CBLs, which were transferred to Enexis at the time of Ownership unbundling
 - The acquired Intergas Networks CBL is currently being negotiated to be voluntarily terminated before end of January 2012
 - If the Intergas CBL termination can be successfully closed, Enexis will no longer have any CBLs related to its networks

3. New market model in the Netherlands

- The new market model in the Netherlands involves a.o. the roll out of smart meters and the introduction of the obligatory Supplier model, which measures results in simplifying administrative processes, mainly between energy suppliers, grid operators and customers
- > The new market model results in lower network costs and "one-stop-shopping" for energy customers



Question & Answers?

If no further Q&A we would like to thank you for your attention and we would like to point out that this presentation and other relevant information is also available on the Enexis website (http://www.enexis.nl/site/investor_relations/eng/Publications.jsp)

