



2006 Duke Energy Charter

We are Duke Energy, a leading energy company located in the Americas with an affiliated real estate operation.

Our purpose is to create superior and sustainable value for our customers, employees, communities and investors through the production, conversion, delivery and sale of energy and energy services.

To be a leader in a new era of growth, we must:

- Establish an industry-leading electric power platform through successful execution of the merger with Cinergy.
- Continue to build a high-performance culture focused on safety, diversity and inclusion, employee development, leadership and results.
- Deliver on our 2006 financial objectives and position the company for growth in 2007 and beyond.
- Complete the Duke Energy North America exit and pursue strategic portfolio opportunities.
- Build credibility through leadership on key policy issues, transparent communications and excellent customer service.

In conducting our business, we value:

- **Stewardship** – A commitment to health, safety, environmental responsibility and our communities.
- **Integrity** – Ethically and honestly doing what we say we will do.
- **Respect for the Individual** – Embracing diversity and inclusion, enhanced by openness, sharing, trust, teamwork and involvement.
- **High Performance** – Achieving superior business results and stretching our capabilities.
- **Win-Win Relationships** – Having relationships which focus on the creation of value for all parties.
- **Initiative** – Having the courage, creativity and discipline to lead change and shape the future.

We will be successful when:

- Our investors realize a superior return on their investment.
- Our customers and suppliers benefit from our business relationships.
- The communities in which we operate value our citizenship.
- Every employee starts each day with a sense of purpose, and ends each day safely with a sense of accomplishment.

2006 SHAREHOLDER MEETING

Tuesday, October 24, 2006

O.J. Miller Auditorium

Charlotte, N.C.



NOMINEES TO THE BOARD OF DIRECTORS

Roger Agnelli
President and Chief Executive Officer
Companhia Vale do Rio Doce, Brazil

Paul M. Anderson
Chairman of the Board
Duke Energy Corporation

William Barnet, III
*Chairman, President and
Chief Executive Officer*
The Barnet Company Inc. and
Barnet Development Corporation

G. Alex Bernhardt, Sr.
Chairman and Chief Executive Officer
Bernhardt Furniture Company

Michael G. Browning
Chairman and President
Browning Investments, Inc.

Phillip R. Cox
President and Chief Executive Officer
Cox Financial Corporation

William T. Esrey
Chairman Emeritus
Sprint Corporation

Ann Maynard Gray
Former President
Diversified Publishing Group of ABC, Inc.

James H. Hance, Jr.
*Retired Vice Chairman and
Chief Financial Officer*
Bank of America

Dennis R. Hendrix
Retired Chairman of the Board
PanEnergy Corp

Michael E.J. Phelps
Chairman
Dornoch Capital Inc.

James T. Rhodes
*Retired Chairman, President
and Chief Executive Officer*
Institute of Nuclear Power Operations

James E. Rogers
President and Chief Executive Officer
Duke Energy Corporation

Mary L. Schapiro
Chairman and Chief Executive Officer
National Association of Securities Dealers

Dudley S. Taft
President and Chief Executive Officer
Taft Broadcasting Company

Annual Meeting of Shareholders

October 24, 2006 – 10 a.m.

ORDER OF BUSINESS

WELCOME

Julie A. Dill
Group Executive, Investor Relations and Chief Communications Officer

CALL TO ORDER

Paul M. Anderson
Chairman of the Board

APPOINTMENT OF INSPECTORS OF ELECTION

REPORT BY THE SECRETARY OF THE MEETING

DETERMINATION OF A QUORUM

INTRODUCTION OF DIRECTORS

BUSINESS AGENDA

- Election of Directors
- Proposal to Approve the Duke Energy 2006 Long-Term Incentive Plan
- Ratification of Selection of Deloitte & Touche LLP as Duke Energy's Independent Public Accountant for 2006

CHAIRMAN'S REMARKS

PRESIDENT AND CEO'S REMARKS

James E. Rogers
President and Chief Executive Officer

REPORT OF VOTING INSPECTORS

QUESTION AND ANSWER PERIOD

ADJOURNMENT