



## ADDITIONAL INFORMATION AND WHERE TO FIND IT

The proposed merger transaction involving Wisconsin Energy and IntegrYS will be submitted to the respective shareholders of Wisconsin Energy and IntegrYS for their consideration. In connection with the proposed merger transaction, Wisconsin Energy will prepare a registration statement on Form S-4 that will include a joint proxy statement/prospectus for the shareholders of Wisconsin Energy and IntegrYS to be filed with the Securities and Exchange Commission (the "SEC"), and each of Wisconsin Energy and IntegrYS will mail the joint proxy statement/prospectus to their respective shareholders and file other documents regarding the proposed merger transaction with the SEC. IntegrYS urges investors and shareholders to read the joint proxy statement/prospectus when it becomes available, as well as other documents filed with the SEC, because they will contain important information. Investors and security holders will be able to receive the registration statement containing the joint proxy statement/prospectus and other documents free of charge at the SEC's web site, <http://www.sec.gov>, from Wisconsin Energy at Corporate Secretary, 231 W. Michigan St., P.O. Box 1331, Milwaukee, WI 53201, or from IntegrYS at IntegrYS Energy Group, Inc., Investor Relations, 200 East Randolph Street, 23rd Floor, Chicago, IL 60601.

### Participants in Solicitation

This presentation is not a solicitation of a proxy from any investor or shareholder. Wisconsin Energy, IntegrYS and their respective directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective shareholders of Wisconsin Energy and IntegrYS in favor of the proposed merger transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Wisconsin Energy and IntegrYS in connection with the proposed merger transaction will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about Wisconsin Energy's executive officers and directors in its definitive proxy statement for its 2014 Annual Meeting of Stockholders, which was filed with the SEC on March 21, 2014. You can find more information about IntegrYS' executive officers and directors in its definitive proxy statement for its 2014 Annual Meeting of Shareholders, which was filed with the SEC on March 27, 2014. You can obtain free copies of these documents from Wisconsin Energy and IntegrYS using the contact information above.

### Non-Solicitation

This presentation shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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**TEG 425 6/23/2014**

**Section 1: 425 (FACT SHEET)**

Filed by Integrys Energy Group, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933, as amended,  
and deemed filed under Rule 14a-12 under the  
Securities Exchange Act of 1934, as amended  
Subject Company: Integrys Energy Group, Inc.  
Commission File No.: 1-11337

On June 23, 2014, Integrys Energy Group, Inc. ("Integrys") distributed a fact sheet about the proposed acquisition of Integrys by Wisconsin Energy Corporation. A copy of the fact sheet, which was posted by Integrys on its website, follows:

# WISCONSIN ENERGY to acquire INTEGRYS



## HEADQUARTERS

Milwaukee, Wisconsin

## EMPLOYEES

4,300

## FY 2013 FINANCIAL HIGHLIGHTS

Total revenue: \$4.5 billion  
GAAP EPS: \$2.51

## CUSTOMERS

2.2 million metered customers  
1.1 million electric  
1.1 million natural gas

## REGULATED UTILITIES

We Energies

## CAPACITY

5,987 MW of electric generation capacity

## TRANSMISSION & DISTRIBUTION

45,597 miles of electric transmission and distribution lines  
20,967 miles of gas transmission and distribution lines

## CREDIT RATING

A2/Stable (Moody's)  
A-/Stable (S&P)

## TICKER

WEC



## HEADQUARTERS

Chicago, Illinois

## EMPLOYEES

5,000

## FY 2013 FINANCIAL HIGHLIGHTS

Total revenue: \$5.6 billion  
GAAP EPS: \$4.39

## CUSTOMERS

2.1 million metered customers  
0.4 million electric  
1.7 million natural gas

## REGULATED UTILITIES

Wisconsin Public Service, Peoples Gas, North Shore Gas, Minnesota Energy Resources, Michigan Gas Utilities

## CAPACITY

2,816 MW of electric generation capacity

## TRANSMISSION & DISTRIBUTION

25,100 miles of electric transmission and distribution lines  
23,300 miles of gas transmission and distribution lines

## CREDIT RATING

Baa1/Stable (Moody's)  
A-/Stable (S&P)

## TICKER

TEG

## TRANSACTION OVERVIEW

<b>COMPANY NAME</b>	WEC Energy Group, Inc.
<b>CONSIDERATION</b>	Cash, stock and assumed debt transaction valued at \$9.1 billion, or a total consideration of \$71.47 per Integrys share  Integrys shareholders will receive common stock at a fixed exchange ratio of 1.128 Wisconsin Energy shares plus \$18.58 in cash per Integrys share; consideration mix of 74% stock and 26% cash
<b>OWNERSHIP</b>	Wisconsin Energy shareholders: 72% Integrys shareholders: 28%
<b>MANAGEMENT</b>	Gale Klappa will serve as chairman and CEO
<b>HEADQUARTERS</b>	Corporate headquarters in metropolitan Milwaukee, Wisconsin Operating headquarters in Chicago, Green Bay and Milwaukee
<b>CUSTOMERS</b>	More than 4.3 million metered gas and electric customers 1.5 million electric 2.8 million natural gas
<b>APPROVALS</b>	Integrys and Wisconsin Energy shareholders Federal and state regulatory agencies HSR clearance Other customary closing conditions
<b>EXPECTED CLOSING</b>	Summer 2015

## A LEADING MIDWEST ELECTRIC AND GAS UTILITY



