



Document

concerning the issue of

63,290 individual registered shares
with a prorated amount in the share capital of €2.56 per individual share
from the capital increase undertaken in September 2006
with profit entitlement from 1 October 2005

Nos. 118,782,401 – 118,845,690

of

MVV Energie AG
Mannheim

- ISIN DE000A0H52F5 -

pursuant to Section 4 (2) No. 6 of the German Securities Prospectus Act

The Executive Board of MVV Energie AG resolved on 22 May 2006, with the subsequent consent of the Supervisory Board on 30 June 2006, to utilise the Authorised Capital II approved by resolution of the Annual General Meeting held on 10 March 2006 pursuant to Section 5 (3) of the Articles of Incorporation and to increase the share capital of the company from €142 602 240.00 by up to €3 400 000 to a total of up to €146 002 240.00 by issuing up to 1 328 125 new non-par individual registered shares, with each individual share having a prorated amount in the share capital of €2.56 and with profit entitlement from 1 October 2005 in order to issue the shares following their subscription by a bank and repurchase by the company pursuant to Section 71 (1) No. 2 of the German Stock Corporation Act (AktG) to the employees of MVV Energie AG and of selected companies affiliated to MVV Energie AG within the framework of the "2006 Employee Share Option Programme".

The objective of the 2006 Employee Share Option Programme is to enable the employees of companies in the MVV Energie Group to participate in the success of the MVV Energie Group in order to strengthen the company and to promote the interest shown by and commitment of the employees to the MVV Energie Group and thus to also to safeguard the economic performance of the MVV Energie Group in the long term.

Pursuant to the 2006 Employee Share Option Programme, the employees entitled to participate were able to acquire shares in MVV Energie AG within a subscription period running from 8.00 a.m. on 28 August 2006 to 12.00 p.m. on 19 September 2006, with a minimum purchase volume of two packages of shares, each consisting of 10 shares, and a maximum purchase volume of 30 packages of shares, each consisting of 10 shares. The basis for the subscription of the employee shares is provided by a securities purchase agreement concluded between MVV Energie AG and the respective employees participating in the 2006 Employee Share Option Programme.

Following the expiry of the subscription deadline and the assessment of the shares ordered by the employees entitled to participate, the Executive Board of MVV Energie AG resolved on 20 September 2006, with the consent provided by the Supervisory Board on the same date, to utilise the Authorised Capital II granted to it pursuant to Section 5 (3) of the Articles of Incorporation by resolution of the Annual General Meeting held on 10 March 2006 in part and to increase the share capital of the company from €142 602 240.00 by €162 022.40 to €142 764 262.40 by issuing 63,290 new non-par individual shares, with each individual share having a prorated amount in the share capital of €2.56 and with profit entitlement from 1 October 2005. In accordance with the authorisation provided by the Annual General Meeting, the capital increase was undertaken to the exclusion of shareholders' subscription rights. The issuing amount for the new individual shares was set at €2.56. Commerzbank Aktiengesellschaft, Frankfurt am Main, was commissioned with the subscription and takeover of 63,290 shares.

Pursuant to the requirements of the 2006 Employee Share Option Programme, the Executive Board further resolved on 20 September 2006, with the consent of the Supervisory Board, to repurchase the 63,290 individual shares from Commerzbank Aktiengesellschaft pursuant to Section 71 (1) No. 2 of

the German Stock Corporation Act (AktG) in order to issue these within the framework of the "2006 Employee Share Option Programme" to those employees of MVV Energie AG and of companies affiliated to MVV Energie AG who had submitted a valid offer to acquire shares in the company within the aforementioned subscription period.

The execution of the capital increase was entered into the Commercial Register of the company at the Mannheim District Court on 28 September 2006.

The shares resulting from the capital increase are securitised in a global certificate which has been deposited at Clearstream Banking AG, Frankfurt am Main.

Following the execution of the capital increase, the registered share capital of MVV Energie AG now amounts to €142 764 262.40, divided into 55 767 290 non-par individual registered shares. Furthermore, pursuant to Section 5 of the current version of the company's Articles of Incorporation, until 3 March 2010 the company also has Authorised Capital I amounting to €26 200 000.00, and until 9 March 2011 it has remaining Authorised Capital II amounting to €3 237 977.60 and Conditional Capital I totalling €1 018 880.00.

Pursuant to resolutions passed by the admissions offices of the Frankfurt Stock Exchange and the Baden-Württemberg Stock Exchange in Stuttgart, the 63,290 individual shares are to be admitted for stock market trading on the official market of the stock exchanges in Frankfurt am Main and Stuttgart as well as in the subsection of the official market at the Frankfurt Stock Exchange involving additional duties subsequent to admission (Prime Standard) on 5 October 2006 and are expected to be included in existing stock market trading on the official market on 6 October 2006.

Frankfurt am Main, October 2006

MVV Energie AG