

# **MVV Energie AG, Mannheim**

**ISIN DE000A0H52F5**

Shareholders of our company are hereby cordially invited to attend the

## **Annual General Meeting**

to be held at Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim

**at 10.00 a.m. (CET) on Friday, 4 March 2016**

## **Agenda**

- 1. Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2015, the combined management report of MVV Energie AG and the Group for the 2014/15 financial year, the explanatory report of the Executive Board in respect takeover-related disclosures, the proposal of the Executive Board in respect of the appropriation of unappropriated net profit, and the report of the Supervisory Board for the 2014/15 financial year.**

The Supervisory Board of MVV Energie AG approved the annual financial statements and the consolidated financial statements prepared by the Executive Board at its meeting on 3 December 2015. The annual financial statements are thus adopted, as a result of which no resolution is required from the Annual General Meeting.

## **2. Resolution on appropriation of unappropriated net profit**

The Executive and Supervisory Boards propose that the unappropriated net profit of Euro 60 099 927.28 reported in the annual financial statements as of 30 September 2015 be appropriated as follows:

- |  |                    |
|--|--------------------|
| a) Distribution of a dividend of Euro 0.90 per individual share for the 2014/15 financial year | Euro 59 316 116.40 |
| b) Balance carried forward   | Euro 783 810.88    |

The dividend is payable directly after adoption of the corresponding resolution by the Annual General Meeting, most probably on or after 7 March 2016.

## **3. Formal approval of actions of members of Executive Board**

The Executive and Supervisory Boards propose to formally approve the actions of the Executive Board members during the 2014/15 financial year.

## **4. Formal approval of actions of members of Supervisory Board**

The Executive and Supervisory Boards propose to formally approve the actions of the Supervisory Board members during the 2014/15 financial year.

## **5. Election of auditor for 2015/16 financial year**

The Supervisory Board proposes the election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Mannheim, as auditors and group auditors for the 2015/16 financial year.

## 6. Election of Supervisory Board members

The term in office of the members of the Supervisory Board expires upon the conclusion of the Annual General Meeting on 4 March 2016.

The Supervisory Board is structured in accordance with § 96 (1), 1st Alternative, § 96 (2) Sentence 1 and § 101 (1) of the German Stock Corporation Act (AktG) in conjunction with § 1 (1), § 5 (1) Sentence 1, § 6 (2) and § 7 (1) Sentence 2 of the German Codetermination Act (MitbestG) and § 9 (1) of the Articles of Incorporation. It comprises twenty members. Provided that the City of Mannheim is a shareholder in the company and directly or indirectly holds shares equivalent to more than half of the share capital, the City of Mannheim appoints the Lord High Mayor and the First Mayor as head of the relevant specialist department to the Supervisory Board pursuant to § 9 (1) Sentence 2 of the Articles of Incorporation, with such members being counted among the ten members of the Supervisory Board to be elected by the Annual General Meeting. Ten members are elected by employees pursuant to the German Codetermination Act (MitbestG) of 1976.

Pursuant to the “Law on Equal Participation of Men and Women in Private-Sector and Public-Sector Management Positions” dated 1 May 2015, the Supervisory Board of MVV Energie AG must comprise at least 30 % female members and at least 30 % male members. These minimum requirements must basically be complied with by the Supervisory Board as a whole. The employee representatives and the shareholders representatives have each exercised their right pursuant to § 96 (2) Sentence 3 of the German Stock Corporation Act (AktG) to object to this cumulative compliance requirement. Of the shareholder representative positions on the Supervisory Board at least three must therefore be held by women and at least three by men in order to meet the minimum requirement pursuant to § 96 (2) Sentence 1 of the German Stock Corporation Act (AktG).

The Supervisory Board proposes the election of the following individuals as members of the Supervisory Board of MVV Energie AG with effect as of the conclusion of the Annual General Meeting. Pursuant to § 9 (2) Sentence 1 of the Articles of Incorporation, members are elected for a term lasting until the

conclusion of the Annual General Meeting formally approving the actions of the Supervisory Board for the fourth financial year after the beginning of the term in office of the newly elected members. The financial year in which the election takes place is not included in this calculation. Assuming that the company does not introduce any shortened financial years, the term in office will therefore end upon the conclusion of the Annual General Meeting in 2021.

- a) Ralf Eisenhauer, Mannheim  
  
Specialist Construction Manager for Historic Burdens  
at GBG Mannheimer Wohnungsbaugesellschaft mbH
- b) Barbara Hoffmann, Mannheim  
  
Auditor, Tax Advisor
- c) Prof. Dr. Heidrun Kämper, Mannheim  
  
Academic Employee at Institute of the German Language, Mannheim
- d) Brigitte Kemmer, Waldsee  
  
Tax Advisor
- e) Dr. Lorenz Näger, Mannheim  
  
Member of Management Board of HeidelbergCement AG
- f) Dr. Dieter Steinkamp, Duisburg  
  
CEO of RheinEnergie AG
- g) Carsten Südmersen, Mannheim  
  
Management Consultant
- h) Prof. Heinz-Werner Ufer, Essen  
  
Graduate in Economics

The election is held by way of individual election.

Of the candidates proposed for election to the Supervisory Board, Professor Ufer – among others – qualifies as an independent financial expert pursuant to § 100 (5) of the German Stock Corporation Act (AktG), particularly given his longstanding activity as Chairman of the Audit Committee of MVV Energie AG.

The above election proposals are based on recommendations made by the Supervisory Board Nomination Committee and account for the targets set by the Supervisory Board in respect of its composition. Further disclosures concerning the professional careers of the candidates hereby proposed can be found in the résumés posted on our website at **[www.mvv-investor.de](http://www.mvv-investor.de)**.

The Supervisory Board has ascertained from the candidates that they are each in position to meet the expected time commitment.

Based on the Supervisory Board's assessment, there are no personal or business links between the individuals proposed for election on the one hand and MVV Energie AG, its group companies, the directors and officers of MVV Energie AG and any shareholder with a material participating interest in MVV Energie AG on the other hand that any shareholder judging the matter objectively could deem relevant for his or her election decision.

It is planned to propose Lord High Mayor Dr. Peter Kurz as Supervisory Board Chairman. Dr. Kurz has declared his willingness to stand once again for election as Chairman of the Supervisory Board.

Supplementary disclosures concerning the candidates proposed by the Supervisory Board, and in particular concerning their memberships pursuant to § 125 (1) Sentence 5 of the German Stock Corporation Act (AktG), can be found at the end of this invitation.

## **7. Resolution approving conclusion of control and profit transfer agreements and conclusion of profit transfer agreements**

MVV Energie AG on the one hand and MVV Alpha sechs GmbH and MVV Alpha sieben GmbH on the other hand each concluded a profit transfer agreement on 11 January 2016.

Furthermore, MVV Energie AG on the one hand and MVV Alpha acht GmbH and MVV Alpha neun GmbH on the other hand each concluded a control and profit transfer agreement on 11 January 2016.

The effectiveness of the aforementioned company agreements depends on approval by the Annual General Meeting of MVV Energie AG, the shareholders' meetings of the aforementioned companies and subsequent inclusion of the agreements in the companies' respective Commercial Register entries.

The companies were founded in December 2015. MVV Energie AG is the sole shareholder in each case. The share capital of the companies amounts to Euro 25 000 in each case and, pursuant to § 7 (2) Sentence 2 of the German Limited Liability Company Act (GmbHG), is paid up in half in each case. The companies each have as their object the management of proprietary assets and all associated business transactions.

- a) The Executive and Supervisory Boards propose approving the conclusion of the profit transfer agreements between MVV Energie AG on the one hand and MVV Alpha sechs GmbH and MVV Alpha sieben GmbH on the other hand and the conclusion of the control and profit transfer agreements between MVV Energie AG on the one hand and MVV Alpha acht GmbH and MVV Alpha neun GmbH on the other hand.
- b) The profit transfer agreements with the companies have the following main contents:
  - MVV Alpha sechs GmbH and MVV Alpha sieben GmbH are obliged to transfer their entire profit to MVV Energie AG. The maximum amount of profit transfer is determined in accordance with the respectively valid version of § 301 of the German Stock Corporation Act (AktG). The

profit transfer is executed for the first time for the financial year in which the profit transfer agreements become effective

- Subject to approval by MVV Energie AG, the companies may allocate amounts from their annual net surplus to revenue reserves (revenue reserves as defined in § 272 (3) of the German Commercial Code – HGB) to the extent permitted by commercial law and economically reasonable on the basis of prudent commercial assessment
- MVV Energie AG is obliged to assume losses pursuant to the respectively valid version of § 302 of the German Stock Corporation Act (AktG)
- The agreements become effective upon their inclusion in the companies' respective Commercial Register entries
- The agreements are concluded for a term of five full financial years (i.e. five time years) at the companies following entry of the respective agreement in the Commercial Register and are extended without amendment by one year in each case unless terminated by either partner to the agreement no later than three months prior to expiry
- The right to terminate the agreements for compelling reason and without compliance with a notice period remains unaffected. Compelling reason is deemed to apply in particular when MVV Energie AG no longer holds a majority interest in the companies, an external shareholder obtains an interest in the companies or the companies are disposed of, contributed, merged, spun off or liquidated
- As all shares in the companies are held by MVV Energie AG, there is no need to include settlement and compensation claim requirements pursuant to § 304 f of the German Stock Corporation Act (AktG)
- No audit of the agreements by contract auditors is required, as all shares in these companies are owned by MVV Energie AG

c) The control and profit transfer agreements include the same requirements as the profit transfer agreements and additionally include the following main contents:

- MVV Alpha acht GmbH and MVV Alpha neun GmbH subordinate their management to MVV Energie AG, which is entitled to issue instructions to the companies. MVV Energie AG will only exercise its right to issue instructions via its Executive Board. Instructions must be issued in writing.

\* \* \*

With effect from the time at which the Annual General Meeting is convened, the documents listed below will be available at the following website

**[www.mvv-investor.de](http://www.mvv-investor.de)**

These will also be available for inspection at the Annual General Meeting.

- The documents listed in Agenda Item 1
- Profit transfer agreement between MVV Energie AG and MVV Alpha sechs GmbH
- Profit transfer agreement between MVV Energie AG and MVV Alpha sieben GmbH
- Control and profit transfer agreement between MVV Energie AG and MVV Alpha acht GmbH
- Control and profit transfer agreement between MVV Energie AG and MVV Alpha neun GmbH
- Joint reports of the Executive Board of MVV Energie AG and the managements of the companies respectively concluding the control and profit transfer agreements and the profit transfer agreements
- Annual financial statements and combined management reports of MVV Energie AG for 2012/13, 2013/14 und 2014/15 financial years

- Opening balance sheets of MVV Alpha sechs GmbH, MVV Alpha sieben GmbH, MVV Alpha acht GmbH and MVV Alpha neun GmbH; no annual financial statements are available for these companies as they were only founded in December 2015.

Shareholders can also find the information required by § 124a of the German Stock Corporation Act (AktG) at the aforementioned website. The forms to be used for granting powers of attorney and for voting via the postal ballot for the Annual General Meeting will be forwarded to shareholders directly.

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### **Requirements governing participation in the Annual General Meeting and exercising of voting rights**

Only those shareholders which have registered with the company on time and which are entered in the Share Register on the day of the Annual General Meeting shall be entitled to participate in the Annual General Meeting and exercise their voting rights.

A registration form has been provided in the documents forwarded to shareholders.

Such registration must have been received in writing by the company no later than six days prior to the day of the Annual General Meeting, i.e. at the latest by

**midnight on Friday, 26 February 2016**

at the following address:

Annual General Meeting MVV Energie AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Fax: +49 (0)69 256 270 49  
E-mail: Hauptversammlung2016@mvv.de

Pursuant to § 67 (2) Sentence 1 of the German Stock Corporation Act (AktG), only those persons entered in the Share Register are deemed to be shareholders from the company's perspective. Participation and voting rights therefore require such

person still to be entered as a shareholder in the Share Register on the day of the Annual General Meeting. The number of voting rights attributable to any person entitled to participate in the Annual General Meeting is based on the scope of shareholding entered in the Share Register on the day of the Annual General Meeting.

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### **Procedures governing exercising of voting rights by proxies**

Shareholders may also have their voting rights exercised at the Annual General Meeting by voting proxies, for example the depositing bank, a shareholders' association or other persons of their choice.

Powers of attorney may be issued both before and during the Annual General Meeting and may also be issued prior to registration. When issuing powers of attorney, shareholders may forward the relevant declarations either to the party thereby authorised or to the company. The relevant registration requirements nevertheless continue to apply. Should the shareholder authorise more than one person, then the company may reject one or several such persons.

The company provides its shareholders with the option of authorising voting proxies appointed by the company and obliged to vote in line with shareholders' instructions in advance of the Annual General Meeting already. The voting proxies exercise voting rights exclusively on the basis of the instructions issued by shareholders. The voting proxies appointed by the company must be provided with explicit and clear instructions concerning the exercising of voting rights. Should no instructions or insufficiently clear instructions be provided for individual agenda items due to be decided by voting, the voting proxies appointed by the company will not be authorised to exercise voting rights for such agenda item and will abstain in the event of the item being put to the vote. Please note that the voting proxies cannot accept any instructions to make statements, pose questions or propose motions.

Powers of attorney, their revocation and the documentary evidence of such authorisation must all be provided in writing. The following address is available for shareholders to submit any statements to the company concerning the granting of powers

of attorney, their revocation and for communicating documentary evidence of any power of attorney granted to an authorised party or the revocation of such:

Annual General Meeting MVV Energie AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Fax: +49 (0)69 256 270 49  
E-mail: Hauptversammlung2016@mvv.de

Powers of attorney issued to a voting proxy appointed by the company may be revoked without any specific formal requirements, and in particular by the issuer of such power of attorney attending the meeting in person. Banks, shareholders' associations or other persons or institutions stipulated in § 135 (8) and (10) in conjunction with § 125 (5) of the German Stock Corporation Act (AktG) may have different requirements in place for the acceptance of powers of attorney issued by shareholders. Shareholders are therefore requested to contact the person or institution involved in any of the aforementioned cases in good time to agree any form of power of attorney possibly required by such person or institution.

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### **Procedures governing postal vote**

Shareholders unable to attend the Annual General Meeting in person may also cast their votes in writing by way of a postal ballot. To exercise their voting rights by way of the postal ballot, shareholders must have registered with the company within the respective deadline. Votes are cast using the form accompanying the invitation to the Annual General Meeting, which is forwarded directly to shareholders.

The votes cast by way of postal ballot must have been received by the company at the aforementioned address no later than

**midnight on Friday, 26 February 2016.**

Authorised banks, other persons or institutions deemed equivalent pursuant to § 135 (8) and (10) in conjunction with § 125 (5) of the German Stock Corporation Act

(AktG), and other parties authorised by shareholders may also draw on the possibility of casting votes by way of the postal ballot.

Further information concerning registration and the granting of powers of attorney can be found in the documents sent to shareholders, as can the forms required to grant powers of attorney for voting rights and the forms for postal ballot voting.

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## **Shareholders' rights**

### **Supplementary motions pursuant to § 122 (2) AktG**

Shareholders whose combined shares are equivalent to a twentieth of the share capital or the prorated amount of Euro 500 000.00 are permitted pursuant to § 122 (2) of the German Stock Corporation Act (AktG) to request that items be placed on the agenda and announced. Each new item must be accompanied by a substantiation or a draft resolution.

Supplementary motions should be forwarded to the following address:

MVV Energie AG  
– Executive Board –  
Luisenring 49  
68159 Mannheim

Such motions must be addressed in writing to the Executive Board and received by the company at least 30 days prior to the day of the Annual General Meeting, i.e. by

**midnight on Tuesday, 2 February 2016.**

No account will be taken of motions received after this deadline.

Furthermore, supplementary motions will only be considered if the submitters provide documentary evidence that they have owned the shares covered by the minimum share ownership requirement for at least three months prior to the day of the Annual General Meeting.

For the proposal of the supplementary motion to be effective, the shareholders submitting such motion must continue to hold the minimum number of shares through to the company's decision on the motion or, should the company not comply with the motion and the shareholders subsequently seek a court decision, until such time that the court reaches its decision.

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**Countermotions and election proposals from shareholders  
pursuant to § 126 (1) and § 127 AktG**

Shareholders may submit motions opposing proposals made by the company's management in respect of any specified agenda item. They may also submit election proposals concerning the election of Supervisory Board members and of auditors. Shareholder motions should be forwarded exclusively to the following address:

MVV Energie AG  
Group Legal Department, Compliance and Materials Management  
Luisenring 49  
68159 Mannheim  
Fax: +49 (0)621 290-2622  
E-mail: Hauptversammlung2016@mvv.de

The company will publish countermotions pursuant to § 126 (1) of the German Stock Corporation Act (AktG), including the name of the shareholder, the reasons for such countermotion and any statement by the management, at the website **www.mvv-investor.de**, provided that such countermotions and their substantiation are received at the aforementioned address at the latest 14 days prior to the day of the Annual General Meeting, i.e. by

**midnight on Thursday, 18 February 2016.**

The reasons which, if applicable, mean that countermotions and substantiations do not require publication are listed in § 126 (2) of the German Stock Corporation (AktG). These are described in greater detail on the aforementioned website.

The aforementioned sentences also apply by analogy for election proposals submitted by shareholders, but such motions do not require substantiation. Apart from the cases outlined in § 126 (2) of the German Stock Corporation Act (AktG), the Executive Board is not required to publish election proposals submitted by shareholders unless such include the name, profession exercised and place of residence of the proposed Supervisory Board members or auditors, and in the case of proposed Supervisory Board members disclosures concerning their membership in other statutory supervisory boards. Disclosures concerning their membership in comparable supervisory bodies at German and foreign companies should also be appended.

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### **Right to information pursuant to § 131 (1) and 293g (3) AktG**

Upon request, each shareholder is entitled pursuant to § 131 (1) of the German Stock Corporation Act (AktG) to receive information from the Executive Board at the Annual General Meeting concerning matters relating to the company, provided that such information is necessary for an appropriate assessment of the respective agenda item. The obligation to provide information also includes information relating to the company's legal and business relationships with any associate company and information relating to the situation of the Group and of the companies included in the consolidated financial statements.

In respect of Agenda Item 7, each shareholder is further entitled pursuant to § 293g (3) of the German Stock Corporation Act (AktG) to receive upon request information at the Annual General Meeting about all matters that are of material relevance for the conclusion of the respective control and/or profit transfer agreements at MVV Alpha sechs GmbH, MVV Alpha sieben GmbH, MVV Alpha acht GmbH and MVV Alpha neun GmbH.

Provided that specific conditions set out in greater detail in § 131 (3) of the German Stock Corporation Act (AktG) are met, the Executive Board is entitled to refuse to provide this information. These conditions are described in greater detail on the website at **[www.mvv-investor.de](http://www.mvv-investor.de)**.

Further details about shareholders' rights can also be found on the aforementioned website.

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The convening of the Annual General Meeting on 4 March 2016 was announced by publication of this Agenda in the Federal Gazette (*Bundesanzeiger*) on 21 January 2016.

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### **Number of shares and voting rights**

The company's share capital of Euro 168 721 397.76 is divided into 65 906 796 individual shares.

Of these, 65 906 796 individual shares were furnished with participation and voting rights upon the convening of this Annual General Meeting.

The company did not hold any treasury stock upon the convening of the meeting.

Each share entitles its bearer to one vote.

Registration for the Annual General Meeting does not block the shares. Shareholders are thus free to dispose over their shares following registration for the meeting.

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### **Supplementary disclosures in respect of Agenda Item 6**

The candidates proposed for election to the Supervisory Board in Agenda Item 6 are members of the statutory supervisory boards at the companies listed under a) and members of comparable German and foreign company supervisory boards pursuant to § 125 (1) Sentence 5 of the German Stock Corporation (AktG) at the companies listed under b).

#### **Ralf Eisenhauer**

- a) none
- b) Sparkasse Rhein-Neckar Nord, Mannheim

Stadtmarketing Mannheim GmbH, Mannheim

**Barbara Hoffmann**

- a) none
- b) Berliner Stadtreinigungsbetriebe Anstalt des öffentlichen Rechts, Berlin

**Prof. Dr. Heidrun Kämper**

- a) none
- b) m:con – mannheim:congress GmbH, Mannheim

Stadt Mannheim Beteiligungsgesellschaft mbH, Mannheim

**Brigitte Kemmer**

- a) none
- b) none

**Dr. Lorenz Näger**

- a) none
- b) Castle Cement Limited, Maidenhead, UK

Cimenteries CBR S.A., Brussels, Belgium

ENCI Holding N.V., 's-Hertogenbosch, Netherlands

Hanson Limited, Maidenhead, UK

Hanson Pioneer España, S.L.U., Madrid, Spain

HeidelbergCement Canada Holding Limited, Maidenhead, UK

HeidelbergCement Holding S.à.r.l., Luxembourg

HeidelbergCement India Limited, Karnataka (Tumkur District), India

HeidelbergCement Netherlands Holding B.V., 's-Hertogenbosch, Netherlands

HeidelbergCement UK Holding Limited, Maidenhead, UK

HeidelbergCement UK Holding II Limited, Maidenhead, UK

Lehigh B.V., 's-Hertogenbosch, Netherlands (Chairman)

Lehigh Hanson, Inc., Irving, TX, USA

Lehigh Hanson Materials Limited, Calgary, Canada

Lehigh UK Limited, Maidenhead, UK

Palatina Insurance Limited, Sliema, Malta

PT Indocement Tunggul Prakarsa Tbk., Jakarta, Indonesia

PHOENIX Pharmahandel GmbH & Co. KG, Mannheim

Recem S.A., Luxembourg

**Dr. Dieter Steinkamp**

- a) NetCologne Gesellschaft für Telekommunikation mbH, Cologne
- rhenag Rheinische Energie Aktiengesellschaft, Cologne
- b) AggerEnergie GmbH, Gummersbach (Supervisory Board Chairman)
- AVG Abfallentsorgungs- und Verwertungsgesellschaft Köln mbH, Cologne
- AWB Abfallwirtschaftsbetriebe Köln GmbH, Cologne
- BELKAW GmbH, Bergisch Gladbach
- BRUNATA Wärmemesser-Gesellschaft Schultheiss GmbH + Co., Hürth
- Energieversorgung Leverkusen GmbH & Co. KG (EVL), Leverkusen
- Gasversorgungsgesellschaft mbH Rhein-Erft, Hürth
- METRONA Wärmemesser Gesellschaft Schultheiß GmbH & Co., Hürth
- modernes köln, Gesellschaft für Stadtentwicklung mbH, Cologne

moderne stadt, Gesellschaft zur Förderung des Städtebaues und der Gemeindeentwicklung mbH, Cologne (Supervisory Board Chairman)

Stadtwerke Lohmar GmbH & Co. KG, Lohmar (Deputy Supervisory Board Chairman)

Stadtwerke Troisdorf GmbH, Troisdorf

Unternehmensverwaltungsgesellschaft Metrona mbH, Hürth

Verwaltungsgesellschaft Schultheiss mbH, Hürth

Stromnetz Bornheim GmbH & Co. KG, Bornheim (Deputy Supervisory Board Chairman)

### **Carsten Südmersen**

a) none

b) m:con – mannheim:congress GmbH, Mannheim

MWS Projektentwicklungsgesellschaft mbH, Mannheim

Sparkasse Rhein-Neckar Nord, Mannheim

Stadtmarketing Mannheim GmbH, Mannheim

### **Prof. Heinz-Werner Ufer**

a) Amprion GmbH, Dortmund (Chairman)

b) none

Résumés of the candidates can be found on our website at [www.mvv-investor.de](http://www.mvv-investor.de).

Mannheim, January 2016

MVV Energie AG

The Executive Board