

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, 10 March 2017.

Agenda

- 1. Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2016, the combined management report of MVV Energie AG and the Group for the 2016 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 2016 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 7 December 2016. 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 59,316,116.40 reported in the annual financial statements as of 30 September 2016 should be distributed in its full amount, corresponding to a dividend of Euro 0.90 per individual share with dividend entitlement.

The claim to payment of the dividend matures on the third working day after the date of the resolution adopted by the Annual General Meeting, i.e. on Wednesday, 15 March 2017. The payment will therefore be made on 15 March 2017.

3. Formal approval of actions of members of Executive Board

The Executive and Supervisory Boards propose to formally approve the actions taken in the 2016 financial year by the Executive Board members in office in this period.

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 2016 financial year.

5. Election of auditor for 2017 financial year

Based on a corresponding recommendation submitted by the Audit Committee, the Supervisory Board proposes the election of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Mannheim, as auditors and group auditors for the 2017 financial year.

6. Election of a member of the Supervisory Board

Dr. Dieter Steinkamp stood down from his position on the Supervisory Board as of 30 September 2016. By resolution dated 7 October 2016, Mannheim District Court appointed Dieter Hassel as a member of the Supervisory Board. Dieter Hassel is to be elected by the Annual General Meeting to the Supervisory Board for the remainder of the term in office of Dr. Dieter Steinkamp.

The Supervisory Board proposes the election of Dieter Hassel, a member of the Executive Board of RheinEnergie AG, Cologne, and resident in Cologne, as a member of the Supervisory Board of MVV Energie AG from the conclusion of the Annual General Meeting on 10 March 2017 and for the remainder of the term in office of the retired member Dr. Dieter Steinkamp.

The term in office of Dieter Hassel thus expires upon the conclusion of the Annual General Meeting in 2021.

Dieter Hassel is a member of the statutory supervisory boards at the companies listed under a) and of comparable supervisory bodies pursuant to § 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) at the German or foreign companies listed under b):

a) NetCologne Gesellschaft für Telekommunikation mbH, Cologne

BRUNATA-METRONA GmbH, Hürth

b) AggerEnergie GmbH, Gummersbach

BELKAW GmbH, Bergisch Gladbach
(Supervisory Board Chairman)

Energieversorgung Leverkusen GmbH & Co. KG (EVL), Leverkusen

Gasversorgungsgesellschaft mbH Rhein-Erft, Hürth

Rheinische NETZGesellschaft mbH, Cologne

Stadtwerke Leichlingen GmbH, Leichlingen
(Deputy Supervisory Board Chairman)

Stadtwerke Lohmar GmbH & Co. KG, Lohmar

The following information is also provided in respect of the election to the Supervisory Board:

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 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 elected by the Annual General Meeting. Ten members are elected by employees pursuant to the German Codetermination Act (MitbestG) of 1976.

Pursuant to § 96 (2) Sentence 1 of the German Stock Corporation Act (AktG), 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 right to object to the cumulative compliance requirement pursuant to § 96 (2) Sentence 3 of the German Stock Corporation Act (AktG) has not been exercised. Of the positions on the Supervisory Board, at least six must therefore be held by women and at least six by men in order to meet the minimum requirement pursuant to § 96 (2) Sentences 1 and 2 of the German Stock Corporation Act (AktG). The shareholder and employee representatives on the Supervisory Board both currently comprise three women and seven men. The minimum requirement is therefore already met irrespective of the election due to take place at the Annual General Meeting.

The above election proposal is based on the recommendation made by the Supervisory Board Nomination Committee and accounts for the targets set by the Supervisory Board in respect of its composition. Further disclosures con-

cerning the professional career of the candidate hereby proposed can be found in the résumé posted on our website at **www.mvv-investor.de**.

The Supervisory Board has ascertained from the candidate that he is in position to meet the expected time commitment.

Based on the Supervisory Board's assessment, there are no personal or business links between Dieter Hassel 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.

* * *

With effect from the time at which the Annual General Meeting is convened, the documents listed in Agenda Item 1 will be available at the following website:

www.mvv-investor.de.

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

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.

* * *

Consistent with the amended designation, in the respective draft resolutions this invitation refers (unlike in previous years) to the past financial year ending on 30 September 2016 as "the 2016 financial year" and to the current financial year ending on 30 September 2017 as "the 2017 financial year".

* * *

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

Only those shareholders which have registered with the company on time and 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 to 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, 3 March 2017,

at the following address:

Hauptversammlung MVV Energie AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Fax: +49 (0)69 256 270 49
E-mail: Hauptversammlung2017@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.

* * *

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:

Hauptversammlung MVV Energie AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg

Fax: +49 (0)69 256 270 49

E-mail: Hauptversammlung2017@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.

* * *

Procedures governing postal vote

Shareholders unable to attend the Annual General Meeting in person may also cast their votes 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, 3 March 2017.

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.

* * *

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, 7 February 2017.

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 for at least 90 days prior to the date of such motion being received.

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 Executive Board 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.

* * *

**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: Hauptversammlung2017@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, 23 February 2017.

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 statuto-

ry supervisory boards. Disclosures concerning their membership in comparable supervisory bodies at German and foreign companies should also be appended.

* * *

Right to information pursuant to § 131 (1) 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.

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**.

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

* * *

The convening of the Annual General Meeting on 10 March 2017 was announced by publication of this Agenda in the Federal Gazette (*Bundesanzeiger*) on 26 January 2017.

* * *

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 disposability of the shares. Shareholders are thus free to dispose over their shares following registration for the meeting.

Mannheim, January 2017

MVV Energie AG

The Executive Board