



**We inspire
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Shaping change

Invitation to 2025 Annual General Meeting



**Our future:
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MVV in Figures

	FY 2024	FY 2023	% change
Financial key figures			
Sales and earnings			
Adjusted sales excluding energy taxes (Euro million)	7,194	7,531	- 4
Adjusted EBITDA ¹ (Euro million)	633	1,087	- 42
Adjusted EBITDA excluding disposal gains ¹ (Euro million)	623	954	- 35
Adjusted EBIT ¹ (Euro million)	426	880	- 52
Adjusted EBIT excluding disposal gains ¹ (Euro million)	416	747	- 44
Adjusted annual net income ¹ (Euro million)	281	592	- 53
Adjusted annual net income after minority interests ¹ (Euro million)	233	513	- 55
Capital structure			
Adjusted total assets at 30 September ² (Euro million)	5,947	6,028	- 1
Adjusted equity at 30 September ² (Euro million)	2,526	2,391	+ 6
Adjusted equity ratio at 30 September ² (%)	42.5	39.7	+ 7
Net financial debt at 30 September (Euro million)	926	823	+ 13
Cash flow and investments			
Cash flow from operating activities (Euro million)	498	- 614	-
Investments (Euro million)	417	344	+ 21
Value performance			
Adjusted ROCE ¹ (%)	12.5	33.5	- 63
Adjusted ROCE excluding disposal gains ¹ (%)	12.2	28.4	- 57
WACC (%)	8.6	8.0	+ 8
Value spread (%)	3.9	25.5	- 85
Value spread excluding disposal gains (%)	3.6	20.4	- 82
Adjusted capital employed ⁴ (Euro million)	3,411	2,629	+ 30
Share			
Adjusted earnings per share ¹ (Euro)	3.53	7.78	- 55
Regular dividend per share (Euro)	1.25 ³	1.15	+ 9
One-off dividend per share (Euro)	-	0.30	-

1 Excluding non-operating measurement items for derivatives and including interest income from finance leases

2 Excluding non-operating measurement items for derivatives

3 Subject to approval by Annual General Meeting on 14 March 2025

4 Adjusted equity plus financial debt plus provisions for pensions and similar obligations less cash and cash equivalents (calculated as annual average)

	FY 2024	FY 2023	% change
Non-financial key figures			
Direct CO ₂ emissions (Scope 1) ¹ (tonnes 000s)	2,588	2,684	- 4
Indirect CO ₂ emissions (Scope 2) ¹ (tonnes 000s)	124	127	- 2
Indirect CO ₂ emissions (Scope 3) ^{1,2} (tonnes 000s)	4,517	5,736	- 21
Electricity generation capacity from renewable energies ^{1,2,3} (MW _e)	661	635	+ 4
Renewable energies as share of proprietary electricity generation ¹ (%)	42	41	+ 2
Electricity generation volumes from renewable energies ^{1,4} (kWh million)	1,269	1,398	- 9
Green heat generation capacity ¹ (MW _t)	812	812	0
Green heat as share of proprietary heat generation ^{1,5} (%)	46	46	0
Green heat generation volumes ^{1,5} (kWh million)	2,421	2,465	- 2
Completed development of new renewable energies plants ² (MW _e)	661	1,519	- 56
Operations management for renewable energies plants (MW _e)	3,878	3,708	+ 5
Number of employees at 30 September (headcount)	6,649	6,390	+ 4
of which women	1,976	1,880	+ 5
of which men	4,672	4,509	+ 4
of which diverse	1	1	0
of which full-time employees	5,447	5,336	+ 2
of which part-time employees	1,202	1,054	+ 14
of which trainees at 30 September (headcount)	343	331	+ 4
Share of female managers at 30 September (%)	21	19	+ 11
Accident frequency rate (LTIF) (number of accidents per 1,000,000 hours of work)	3.9	4.3	- 9

1 Fully consolidated and at-equity companies

2 Previous year's figure adjusted

3 Including electricity generation capacity from wind turbines for repowering at 30 September 2024 (28 MW)/30 September 2023 (28 MW)

4 Including electricity generation volumes from wind turbines for repowering at 30 September 2024 (33 million kWh)/30 September 2023 (31 million kWh)

5 Heat from biomass, biogas and energy from waste plants, including RDF plants



Agenda

1. Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2024, the combined management report of MVV Energie AG and the Group for the 2024 financial year and the report of the Supervisory Board for the 2024 financial year **Page 5**
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MVV Energie AG, Mannheim

ISIN DE000A0H52F5

Shareholders of our company are hereby cordially invited to the

Annual General Meeting

to be held

at Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim

at 10.00 a.m. (CET) on Friday, 14 March 2025.

I. Agenda

1. **Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2024, the combined management report of MVV Energie AG and the Group for the 2024 financial year and the report of the Supervisory Board for the 2024 financial year**

The aforementioned documents also include the explanatory report in respect of disclosures made pursuant to § 289a and § 315a of the German Commercial Code (HGB). These documents can be accessed at our website at www.mvv.de/investors and will also be available at the Annual General Meeting and explained in greater detail there.

At its meeting on 4 December 2024, the Supervisory Board of MVV Energie AG approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. 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 82,383,495.00 reported in the annual financial statements as of 30 September 2024 should be distributed in full, corresponding to a dividend of Euro 1.25 per individual share. Entitlement 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, 19 March 2025.

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

The Executive and Supervisory Boards propose to formally approve the actions taken in the 2024 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 taken in the 2024 financial year by the Supervisory Board members in office in this period.

5. Election of auditor for 2025 financial year

Based on the recommendation submitted by its Audit Committee, the Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditors and group auditors for the 2025 financial year.

The Audit Committee declared in its recommendation that this was free of undue influence by third parties and that no clauses restricting the selection by the Annual General Meeting of the type referred to in Article 16 (6) of the EU Audit Regulation had been imposed.

6. Election of auditor for the group sustainability report for the 2025 financial year

Based on the recommendation submitted by its Audit Committee, the Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditor for the group sustainability report for the 2025 financial year.

Should an audit of the sustainability report for the 2025 financial year be required by law due to implementation of the Corporate Sustainability Reporting Directive (EU) 2022/2464 dated 14 December 2022 (CSRD) and should law-makers facilitate or require the appointment of an auditor for the sustainability report by the Annual General Meeting, then KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, will also be appointed as auditor for the group sustainability report.

7. Resolution on approval of the remuneration system for Executive Board members

The Supervisory Board proposes that the remuneration system for Executive Board members should be approved.

Pursuant to § 120a (1) of the German Stock Corporation Act (AktG), the Annual General Meeting of listed companies is required to adopt a resolution approving the remuneration system for Executive Board members presented by the Supervisory Board upon any material amendment being made to such system and at least every four years. Consistent with legal requirements, the first resolution in this respect was adopted by the Annual General Meeting on 12 March 2021. Accordingly, the adoption of a renewed resolution is required by the Annual General Meeting on 14 March 2025.

While the basic principles of the remuneration system and the remuneration methodology are to be retained without amendment, the remuneration system is to be rendered more flexible by including a provision consistent with the legal requirements of § 87a (2) Sentence 2 AktG to enable the company to react appropriately to exceptional developments and suitably account for specific constellations. Accordingly, the Supervisory Board may decide to deviate from the existing remuneration system on a temporary basis or in individual cases if and insofar this is in the interests of the company and its long-term wellbeing. Such deviation may in principle affect all performance-related and non-performance-related remuneration components presented, and in particular fixed remuneration and variable remuneration components, as well as the amounts of such and the assumptions used to calculate and disburse such. Furthermore, based on its due discretion the Supervisory Board may in these cases grant additional remuneration components or replace individual remuneration components with other remuneration components and grant one-off payments and ancillary benefits for members newly joining the Executive Board if such measures are deemed appropriate for the recruitment of new Executive Board members.

As part of the measures taken to further develop pension cover, from the 2025 financial year onwards new Executive Board members will receive a direct defined contribution commitment with congruent reinsurance cover. No benefits are now envisaged to cover permanent inability to work.

The remuneration system will be available at our website at www.mvv.de/investors from the convening of the Annual General Meeting onwards. The remuneration system will also be available there during the Annual General Meeting and, after the meeting, will subsequently be separately accessible on our website at www.mvv.de/investors for a ten-year period.

8. Resolution on confirmation of the remuneration of Supervisory Board members

The Executive and Supervisory Boards propose that the remuneration of Supervisory Board members, which was most recently approved by the Annual General Meeting on 12 March 2021, should be confirmed once more. Pursuant to § 113 (3) AktG, a resolution has to be adopted in respect of Supervisory Board remuneration at least every four years. A resolution confirming remuneration is permitted, with such resolution being adopted for the first time by the Annual General Meeting on 12 March 2021. Accordingly, the adoption of a renewed resolution is required by the Annual General Meeting on 14 March 2025.

The existing remuneration system, which is published on our website at www.mvv.de/investors, is to remain unchanged. With the adoption of the new version of § 15 (3) of the Articles of Incorporation by the 2023 Annual General Meeting, we additionally included a requirement in the Articles of Incorporation that the employer's share of contributions to social security systems should also be reimbursed.

The remuneration system will also be available at this website during the Annual General Meeting and, after the meeting, will subsequently be separately accessible on our website at www.mvv.de/investors for a ten-year period.

9. Resolution on approval of Remuneration Report

The Executive and Supervisory Boards propose that the report prepared by the Executive and Supervisory Boards on the remuneration of the Executive and Supervisory Boards of MVV Energie AG for the 2024 financial year should be approved.

Pursuant to § 120a (4) of the German Stock Corporation Act (AktG), the Annual General Meeting adopts a resolution on the approval of the remuneration report prepared and audited pursuant to § 162 AktG for the previous financial year. The remuneration systems underlying the report were most recently approved by the Annual General Meeting of MVV Energie AG on 12 March 2021 and are being presented to the Annual Report this year for renewed approval and confirmation respectively (see Agenda Items 7 and 8). The respective resolution has been and will be published on the website at www.mvv.de/investors.

The remuneration report prepared by the Executive and Supervisory Boards has been audited by KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, pursuant to § 162 (3) AktG to ascertain whether the disclosures required by § 162 (1) and (2) AktG have been made. The remuneration report for the 2024 financial year, including the auditor's report, can be accessed via our website at www.mvv.de/investors and will also be available there at the Annual General Meeting. Subsequent to this Annual General Meeting, the report will be separately available at our website at www.mvv.de/investors for a ten-year period.

The resolution does not give rise to any rights or obligations and is not contestable.

10. Resolution on authorising the purchase and use of treasury stock with the possibility of excluding subscription rights

The authorisation granted to the Executive Board by the Annual General Meeting held on 13 March 2020 to purchase treasury stock pursuant to § 71 (1) No. 8 AktG expired at the end of the respective limitation on 12 March 2025 and is therefore to be renewed. No use has been made of this authorisation through to the date on which this Annual General Meeting was convened. To uphold its ability to buy back shares, the company is once again to be authorised to purchase treasury stock, with the previous authorisation thereby being rescinded.

The Executive and Supervisory Boards propose the adoption of the following resolution:

- a. The Executive Board shall be authorised pursuant to § 71 (1) No. 8 AktG to purchase treasury stock for every purpose permitted within the respective legal restrictions and in accordance with the following requirements. This authorisation shall apply until 13 March 2030. It is limited to a 10 % share of existing share capital upon adoption of the resolution by the Annual General Meeting or, if lower, of the volume of share capital upon the authorisation being exercised. Together with other treasury stock held by the company or attributable to it pursuant to § 71a et seq. AktG, the shares purchased on the basis of this authorisation may at no time exceed 10 % of share capital.

At the discretion of the Executive Board, the shares may be purchased

- via the stock exchange or
- by way of a public purchase offer addressed to all shareholders.

In both cases, the purchase price per share (excluding incidental expenses) must be within $\pm 10\%$ of the average closing price of the MVV Energie AG share in the XETRA trading system (or any equivalent successor system) of the Frankfurt Stock Exchange on the five trading days preceding conclusion of the executory agreement, where the shares are to be purchased via the stock exchange, or on the five trading days preceding publication of a public purchase offer.

If, in the case of a public purchase offer, a substantial variance arises in the share price following publication of the offer, then the offer may be adjusted; the relevant reference period in this case shall be the five trading days preceding publication of the adjustment.

Should the purchase offer be oversubscribed, then acceptance shall be executed in proportion to the number of shares offered. Preferred acceptance of low numbers of shares up to 100 individual company shares thereby offered for purchase may be provided for per shareholder, as may measures rounding the number of shares up or down due to commercial reasons in order to avoid fractions of shares arising.

- b. Subject in each case to approval by the Supervisory Board, the Executive Board shall be authorised to use the shares purchased on the basis of the authorisation granted under a) not only for disposal via the stock exchange or by way of an offer addressed to all shareholders, but also for all other purposes permitted by law, and in particular to pursue one or several of the objectives stated below in points (1) to (5).

Pursuant to § 71 (1) No. 8 and § 186 (3) and (4) AktG, shareholders' statutory subscription rights to these treasury stock shares shall be excluded to the extent that such shares are used in accordance with the following authorisations. Furthermore, if disposing of the treasury stock by way of an offer addressed to all shareholders the Executive Board may exclude shareholders' subscription rights for residual amounts.

- (1) The treasury stock may be disposed of in return for non-cash contributions, and in particular for the purpose of offering them to third parties in the context of business combinations or the acquisition of companies, sections of companies or shares in companies (including any stocking up of existing shareholdings).
- (2) The treasury stock may be disposed of in return for cash, provided that the price of such shares does not fall materially short of the stock market price of equivalent shares in the company at the time of such disposal. However, this authorisation shall only apply to the extent that – in addition to and alongside the limitation to a 10 % share of existing share capital upon the Annual General Meeting adopting the resolution or, if lower, upon this authorisation being exercised – the shares disposed of to the exclusion of shareholders' subscription rights pursuant to § 186 (3) Sentence 4

AktG do not exceed a total of 20 % of the company's share capital either upon such authorisation coming into force or upon it being exercised. Shares issued or sold or due to be issued or sold to the exclusion of subscription rights pursuant to or with corresponding application of § 186 (3) Sentence 4 AktG shall be imputed to this 20 % limit of share capital.

- (3) The treasury stock may be offered for purchase by individuals currently or previously employed by the company or by any company affiliated to such and then assigned to such individuals.
- (4) The treasury stock may be used by the company to satisfy future option or conversion rights or obligations in connection with warrant, convertible and/or profit participation bonds issued by the company, profit participation rights or combinations of the aforementioned instruments.
- (5) Finally, the treasury stock may be retired without any further resolution by the Annual General Meeting. Such retirement may also be executed without reducing the capital by increasing the prorated amount of the company's share capital attributable to the other individual shares; the Executive Board shall be authorised in such case to adjust the number of shares in the Articles of Incorporation. Such retirement may involve a reduction in capital; in this case, the Executive Board shall be authorised to reduce the company's share capital by the prorated amount attributable to the retired shares and to make corresponding adjustments to the number of shares and volume of share capital stated in the Articles of Incorporation.

The treasury stock may be assigned to a bank or to another company meeting the requirements of § 186 (5) Sentence 1 AktG provided that such bank or company takes over the shares with the obligation to sell them via the stock exchange, offer them for purchase by shareholders or execute the aforementioned purposes.

- c. The authorisation permits treasury stock to be purchased and used in whole or in part, on one or several occasions, in pursuit of one or several objectives by the company, as well as by group companies or by third parties acting on account of the company or of group companies.

Requirements for participating in the Annual General Meeting and exercising voting rights

Entitlement to participate in the Annual General Meeting and to exercise shareholders' rights, including voting rights and the right to submit questions, is exclusively restricted to those shareholders who are entered in the Share Register on the day of the Annual General Meeting and who have registered with the company on time for the Annual General Meeting, as well as to the authorised representatives of such shareholders.

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

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 (24:00 CET) on Friday, 7 March 2025

at the following address:

Hauptversammlung MVV Energie AG
c/o Computershare Operations Center
80249 Munich
anmeldestelle@computershare.de

The company also enables its shareholders to register online for the Annual General Meeting via the Shareholder Portal, which can be accessed at the website

www.mvv.de/investors.

The access data required to register and further relevant information for using the portal will be forwarded together with the invitation to those shareholders who are entered in the Share Register.

Further information about the registration process can be found

- on the registration form forwarded together with the invitation, which can also be used to grant powers of attorney and to issue instructions to voting proxies appointed by the company, and
- online at the Shareholder Portal. This portal enables shareholders not only to authorise the voting proxies but also to cast their votes by way of electronic communications.

Pursuant to § 67 (2) Sentence 1 AktG, from the company's perspective the rights and obligations attributable to the shares only accrue to those persons entered in the Share Register. 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.

Please note that any orders to reassign share ownership in the Share Register that are received in the period from 8 March 2025 up to and including 14 March 2025 will only be processed, accounted for and take effect after the Annual General Meeting. The technical record date is therefore 7 March 2025 (midnight; 24:00 CET). Shareholders are therefore requested to submit any such orders in good time.

Registration for the Annual General Meeting does not involve any restriction on the disposability of the respective shares. Shareholders are therefore free to dispose over their shares following registration for the meeting.

* * *

Procedure for voting via an authorised representative

Shareholders may also have their voting rights at the Annual General Meeting exercised by an authorised representative, such as their depositing bank, a shareholders' association or another person of their choice.

Powers of attorney may be granted both before and during the Annual General Meeting and may also be granted prior to registration; however, they may only be granted until the time at which voting on the respective agenda item begins. Powers of attorney may be granted either by declarations made to the representative to be authorised or by declarations submitted to the company. This does not affect the relevant registration requirements. Should a shareholder authorise more than one person, then the company may reject one or several such persons.

The company enables its shareholders to authorise voting proxies appointed by the company and bound to act in accordance with shareholders' instructions. The voting proxies exercise voting rights exclusively on the basis of instructions issued by the respective shareholder. The voting proxies appointed by the company must be provided with explicit and clear instructions as to how voting rights should be exercised. Should a shareholder not issue any instructions, or unclear instructions, in respect of individual agenda items, the voting proxies appointed by the company are not authorised to exercise the respective voting rights and, should voting take place, will abstain. Please note that the voting proxies cannot accept any instructions to make statements, pose questions or propose motions.

Powers of attorney, their revocation and documentary evidence of such authorisation must be provided in text form. Declarations to the company concerning the granting of powers of attorney or the revocation of such, or concerning the submission of documentary evidence of any power of attorney granted to an authorised representative or the revocation of such, should be communicated to the following address:

Hauptversammlung MVV Energie AG
c/o Computershare Operations Center
80249 Munich
anmeldestelle@computershare.de

Please use the form sent with the invitation to grant powers of attorney and to issue instructions to voting proxies appointed by the company.

Alternatively, these declarations may also be communicated electronically using the Shareholder Portal on the company's website

 www.mvv.de/investors.

The access data for the Shareholder Portal and further information concerning use of this portal will be forwarded to shareholders together with the invitation. Shareholders should note that, if they use the form provided with the invitation to grant powers of attorney to voting proxies appointed by the company, or to revoke such, or to submit or amend instructions to such proxies, then this form must be received at the above address no later than **midnight (24:00 CET) on Thursday, 13 March 2025**. By contrast, the electronic submission of these declarations using the Shareholder Portal is permitted through to the beginning of voting on the respective agenda item. The Meeting Chair will notify shareholders in advance of the relevant point in time.

Powers of attorney granted to company voting proxies may also be revoked without any specific formal requirements and in particular by the shareholder who granted the respective power of attorney participating in the meeting himself or herself.

Intermediaries, shareholders' associations, voting rights advisors or other persons deemed equivalent in § 135 (8) AktG may have different requirements for their own authorisation by shareholders. Shareholders are requested to contact the person or institution to be authorised in any of the aforementioned cases in good time to agree any form of authorisation possibly required by such person or institution.

* * *

Procedure for electronic voting

Shareholders not participating in the Annual General Meeting may also cast their votes electronically. Only those shareholders who have registered with the company within the respective deadline may exercise their voting rights electronically. Votes are cast exclusively by way of electronic communication using the Shareholder Portal on the company's website at www.mvv.de/investors; voting via the Shareholder Portal, including any amendment of votes already cast, is possible through to the end of voting. The Meeting Chair will notify shareholders in advance of the relevant point in time.

Authorised intermediaries, shareholders' associations, voting rights advisors and other persons deemed equivalent in § 135 (8) AktG may also draw on the option of casting votes electronically in line with the above requirements, as may other persons authorised by shareholders. The access data for the Shareholder Portal and further information concerning use of this portal will be forwarded to shareholders together with the invitation.

Any shareholder wishing to participate in the Annual General Meeting in person or via an authorised representative despite having already cast their votes electronically may do so; however, this leads to the revocation of the votes previously cast electronically.

* * *

Further information about exercising voting rights

Should voting rights be exercised, or powers of attorney granted and instructions issued, within the respective deadlines via several channels (letter, e-mail, electronically via the Shareholder Portal or by electronic vote pursuant to § 67c (1) and (2) Sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212), such voting rights are, irrespective of the order in which they are received, accounted for in the following order: (i) electronically via the Shareholder Portal, (ii) pursuant to § 67c (1) and (2) Sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212, (iii) by e-mail and (iv) by letter.

Should declarations be received in the same way with more than one form in which voting rights are exercised, the following order applies: Electronic votes have precedence over powers of attorney granted and instructions issued to company voting proxies and the latter have precedence over powers of attorney granted and instructions issued to an intermediary, a shareholders' association, a voting rights advisor pursuant to § 134a AktG or to a person deemed equivalent by § 135 (8) AktG.

Should an intermediary, a shareholders' association, a voting rights advisor pursuant to § 134a AktG or a person deemed equivalent by § 135 (8) AktG not be prepared to represent the respective shareholder, the company's voting proxies will be deemed as having been authorised to represent the shareholder in accordance with the instructions provided.

The most recent revocation of any declaration received within the relevant deadline and meeting formal requirements shall be deemed definitive.

Votes cast electronically and powers of attorney granted and any instructions issued in respect of Agenda Item 2 (Appropriation of Unappropriated Net Profit) retain their validity even if the proposed appropriation of unappropriated net profit is adjusted to account for any change in the number of shares with dividend entitlement. If, for a given agenda item, it is decided to hold votes for individual points rather than for the agenda item as a whole, the votes cast electronically and any instructions issued shall apply for each point individually voted on.

Further information about registration and granting powers of attorney can be found in the documents forwarded to shareholders, as can the relevant forms required to grant powers of attorney for voting rights and information concerning use of the Shareholder Portal.

* * *

Shareholders' rights

Supplementary motions pursuant to § 122 (2) AktG

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

Any such 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 (24:00 CET) on Tuesday, 11 February 2025.

No account can 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 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
Hauptversammlung2025@mvv.de

The company will publish countermotions pursuant to § 126 (1) AktG, including the name of the shareholder, the reasons for such countermotion and any statement by the management, at the website at www.mvv.de/investors 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 (24:00 CET) on Thursday, 27 February 2025.

The reasons which, if applicable, mean that countermotions and substantiations do not require publication are listed in § 126 (2) 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) 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.

* * *

Right to information pursuant to § 131 (1) AktG

Pursuant to § 131 (1) AktG, each shareholder is entitled to request information from the Executive Board at the Annual General Meeting in respect of company matters, provided that such information is necessary for the appropriate assessment of the respective agenda item. The obligation to provide information also includes information about the company's legal and business relationships with an affiliated company, as well as about the position 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) AktG are met, the Executive Board is entitled to refuse to provide information. These conditions are described in greater detail at the website at www.mvv.de/investors.

Further information about shareholders' rights can be found at www.mvv.de/investors.

* * *

Total number of shares and voting rights

Upon the Annual General Meeting being convened, the company's share capital amounted to Euro 168,721,397.76 and was divided into 65,906,796 individual shares. Each share entitles its bearer to one vote.

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

The company did not hold any treasury stock at the time at which the Annual General Meeting was convened.

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Information on data protection

As the responsible body, MVV Energie AG (Luisenring 49, 68159 Mannheim) processes personal data from shareholders (surname and first name, address, e-mail address, number of shares, class of shares, type of share ownership and admissions ticket number), as well as personal data from shareholder representatives where applicable, in accordance with valid data protection laws. Shares in MVV Energie AG are registered shares. The processing of personal data is legally mandatory for participation in the Annual General Meeting of MVV Energie AG and for maintaining the Share Register. The legal basis for this processing is provided by Article 6 (1) Sentence 1 c) GDPR in conjunction with § 118 et seq. and § 67 AktG. Where shareholders do not themselves provide their personal data, MVV Energie AG generally obtains this data from the shareholders' depositing bank. The Annual General Meeting can be watched live on the internet (video and audio livestream) through to the end of the presentation by the Chief Executive Officer. For shareholders of MVV Energie AG, the further proceedings at the Annual General Meeting will also be transmitted live at the Shareholder Portal. Other than this no video and audio recordings are produced, neither are any verbatim minutes compiled. Should the personal data of shareholders submitting statements be processed, then the legal basis for this processing is also provided by Article 6 (1) Sentence 1 f) GDPR.

At our Shareholder Portal, we basically process your personal data solely for the purposes for which you provide the data to us, such as to register you for the meeting and register you at the portal itself, to document your online registration for the Annual General Meeting, to document representation of your person at the Annual General Meeting by the respective authorised party on the basis of a power of attorney and, where applicable, to document any instructions you issue or the exercising of your votes electronically, to initiate contact for contact or service requests or to provide you with access to specific information.

MVV Energie AG deletes shareholders' personal data in accordance with legal provisions, and in particular when the personal data is no longer required for the original purpose for which it was collected or processed, the personal data is no longer required in connection with any legal proceedings and no statutory retention obligations apply.

In accordance with legal requirements, shareholders are entitled to receive information about which personal data of theirs has been processed and to request the rectification, erasure or restriction in the processing of personal data concerning them. Furthermore, shareholders are entitled to lodge a complaint with the responsible supervisory body. **If personal data is processed on the basis of Article 6 (1) Sentence 1 f) GDPR, shareholders are also entitled to object to such processing in accordance with legal provisions.**

Shareholders may address any comments and enquiries concerning the processing of personal data to the Data Protection Officer of MVV Energie AG at: MVV Energie AG, Data Protection Officer, Luisenring 49, 68159 Mannheim, datenschutz@mvv.de.

Shareholders and shareholder representatives can also find further information about data protection at the MVV Energie AG website at www.mvv.de/investors.

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The convening of the Annual General Meeting on 14 March 2025 was announced by publication of this Agenda in the Federal Gazette (Bundesanzeiger) on 3 February 2025.

The contents of the invitation, documents to be made available to the Annual General Meeting, the report of the Executive Board on Agenda Item 10 pursuant to § 71 (1) No. 8 in conjunction with § 186 (4) Sentence 2 AktG and further information to be provided in connection with the Annual General Meeting pursuant to § 124a AktG are published on the company's website at www.mvv.de/investors from the time at which the meeting is convened. The documents to be made available will also be on display for inspection during the Annual General Meeting. The forms to be used to grant powers of attorney or to issue instructions to company voting proxies for the Annual General Meeting will be sent to shareholders directly by post or electronically. After the Annual General Meeting, the voting results will be published at the same internet address.

Mannheim, February 2025

MVV Energie AG

The Executive Board

Disclosures pursuant to § 125 (5), Sentence 1 AktG in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212

A1	Unique identifier of the event	1b9db23c4401ef11b53300505696f23c
A2	Type of message	Invitation to Annual General Meeting
B1	ISIN	DE000A0H52F5
B2	Name of issuer	MVV Energie AG
C1	Date of general meeting	14 March 2025
C2	Time of general meeting	9.00 UTC (10.00 CET)
C3	Type of general meeting	Annual General Meeting
C4	Location of general meeting	Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim
C5	Record date	7 March 2025
C6	Uniform resource locator (URL)	www.mvv.de/investors
D2	Issuer deadline for notification of	7 March 2025, 23.00 UTC (24.00 CET)

General Information

Venue opening time

9:00 (CET) on 14 March 2025 · Meeting hall opens at 9:30 (CET).

Questions at Annual General Meeting

Shareholders wishing to pose questions at the Annual General Meeting are requested to submit their questions in writing, if possible ahead of the Annual General Meeting, to the Investor Relations department at MVV Energie AG.

Representation at Annual General Meeting

Shareholders unable to participate in the Annual General Meeting themselves may have their voting rights exercised by an authorised representative, a bank, a shareholders' association or a representative of MVV Energie AG (see Page 11).

Use of public transport

If you request an admissions ticket, you will receive a map that also serves as a ticket. This entitles you to use public transport (Deutsche Bahn: 2nd class) in the entire region covered by the Rhine-Neckar Public Transport Association (VRN) for the whole day on 14 March 2025).

Parking

Parking spaces subject to customary charges will be available in the underground car park under the Water Tower and in the Rosengarten Car Park during the Annual General Meeting of MVV Energie AG on 14 March 2025. It is not possible to refund the parking charges. Please note that there will be no direct access from the underground car park to the Congress Center Rosengarten on this day. Please use the main entrance to the Congress Center Rosengarten. **Free parking spaces** are available at the Mannheim-Mitte motorway exit (ADAC/TECHNOSEUM). From there, you can reach the venue using public transport.

We would inform you that the Congress Center Rosengarten is located within Mannheim's Green Zone. Your car should therefore display a green particle emissions sticker.

Financial Calendar

13 February 2025

3M Quarterly Statement 2025 Financial Year

14 March 2025 Annual General Meeting

The Annual General Meeting will be broadcast live for shareholders and their representatives at the online Shareholder Portal at www.mvv.de/investors. For all other interested parties, the welcome by the Supervisory Board Chair and the presentation by the Chief Executive Officer will also be broadcast by livestream on the day of the Annual General Meeting at www.mvv.de/investors. Recordings of the introduction by the Supervisory Board Chair and of the Executive Board report will be available subsequently at www.mvv.de/investors.

14 May 2025

H1 Interim Report 2025 Financial Year

14 August 2025

9M Quarterly Statement 2025 Financial Year

11 December 2025

Annual Report 2025 Financial Year

11 December 2025

Annual Results Press Conference and Analysts' Conference 2025 Financial Year

13 March 2026 Annual General Meeting

The dates of conference calls to be held with analysts during the financial year will be announced in good time.

MVV's financial reports can be downloaded from our websites.

Contact

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