

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, 8 March 2013.

Agenda

- 1. Presentation of the annual financial statements of MVV Energie AG and the consolidated financial statements (IFRS) as of 30 September 2012, the combined management report for MVV Energie AG and the MVV Energie Group for the 2011/12 financial year, the explanatory report of the Executive Board in respect of the disclosures made pursuant to § 289 (4) and (5) and § 315 (4) of the German Commercial Code (HGB), the proposal of the Executive Board in respect of the appropriation of the unappropriated net profit, and the report of the Supervisory Board for the 2011/12 financial year**

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

The Executive and Supervisory Boards propose that the unappropriated net profit of Euro 99 316 116 reported in the annual financial statements as of 30 September 2012 be appropriated as follows:

a) Distribution of a dividend of Euro 0.90 per individual share for the 2011/12 financial year	Euro 59 316 116
b) Balance carried forward	Euro 40 000 000

The dividend is payable on 11 March 2013.

3. Formal approval of actions of members of Executive Board

The Executive and Supervisory Boards propose to formally approve the actions of the members of the Executive Board during the 2011/12 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 members of the Supervisory Board during the 2011/12 financial year.

5. Election of auditor for 2012/13 financial year

The Supervisory Board proposes the appointment of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Mannheim, as auditors and group auditors for the 2012/13 financial year.

6. Resolution on amendments to the company's Articles of Incorporation

Following the entry into effect of legislation amending publication and announcement requirements on 1 April 2012, the electronic Federal Official Gazette is now simply referred to as the Federal Official Gazette.

The right on the part of the City of Mannheim to appoint the Lord High Mayor and the responsible departmental director to the Supervisory Board is to be

linked in future to the level of shareholding held by the City of Mannheim, without any further requirements having to be met.

The Executive and Supervisory Boards therefore propose adopting the following resolutions:

- a) § 3 (1) of the Articles of Incorporation shall be amended and reformulated as follows:

“Announcements are published in the Federal Official Gazette (Bundesanzeiger) unless mandatory legal provisions require otherwise.”

- b) § 9 (1) of the Articles of Incorporation shall be amended and reformulated as follows:

“The Supervisory Board consists of 20 members. As one part of the members to be elected by the Annual General Meeting, the City of Mannheim shall be represented on the Supervisory Board by the Lord High Mayor and the responsible departmental director to the extent that the City of Mannheim is a shareholder in the company and directly or indirectly holds shares corresponding to more than half of the share capital. Ten members are to be elected by the employees in accordance with the German Codetermination Act of 1976. The remaining members are to be elected by the shareholders in accordance with the provisions of the German Stock Corporation Act (AktG).”

- c) § 16 (3) Sentence 1 of the Articles of Incorporation shall be amended and reformulated as follows:

“The notification of the convening of the Annual General Meeting, which shall include the agenda, the venue, the time at which the meeting is to begin and the address at which shareholders should register, is to be published in the Federal Official Gazette (Bundesanzeiger) with the statutory information in such a way that a period of at least 30 days shall pertain between such publication and the final registration day pursuant to § 17 (2) of the Articles of Incorporation.”

* * *

With effect from the time at which the Annual General Meeting is convened, the documents listed in Agenda Item 1 will be available for inspection by shareholders at the business premises of MVV Energie AG, Luisenring 49, 68159 Mannheim. These documents will also be published on the internet at **www.mvv-investor.de**.

The aforementioned documents will also be available at the Annual General Meeting.

At the aforementioned internet address, shareholders are also provided with the following information pursuant to § 124a of the German Stock Corporation Act (AktG):

- Contents of the convening of the Annual General Meeting;
- Explanatory comments on Agenda Item 1;
- Documents to be made available to the Annual General Meeting;
- The total number of shares and voting rights upon the convening of the Annual General Meeting.

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.

* * *

Requirements governing participation in meeting and exercising of voting rights

Only those shareholders entered in the Share Register on the day of the Annual General Meeting and which have registered with the company on time 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 by the company in text form at the address stated below at the latest by the sixth day prior to the Annual General Meeting, i.e. at the latest by **midnight on 1 March 2013**:

Annual General Meeting / 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: Hauptversammlung2013@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 is entitled to reject one or several such persons.

The company offers its shareholders the option of authorise voting proxies appointed by the company who are 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. It should be noted 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 text form. 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:

MVV Energie AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Fax: +49 (0)69 256 270 49
E-mail: Hauptversammlung2013@mvv.de

Credit institutions, 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 casting of votes by postal ballot

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 be received by the company at the aforementioned address no later than **midnight on 1 March 2013**. Authorised credit institutions, 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 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 voting via postal ballot.

Shareholders' rights

Countermotions and election proposals from shareholders pursuant to § 126 (1) and § 127 of German Stock Corporation Act (AktG)

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

MVV Energie AG

Group Legal Department / Compliance and Materials Management – Konzernrecht / Compliance und Materialwirtschaft

Luisenring 49

68159 Mannheim

Fax: +49 (0)621 290-2622

E-mail: Hauptversammlung2013@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 **www.mvv-investor.de**, provided that such countermotions are received together with the reasons for such at the aforementioned address at the latest 14 days prior to the day of the Annual General Meeting, i.e. by **midnight on 21 February 2013**. The company is not required to publish countermotions in the cases covered by § 126 (2) of the German Stock Corporation Act (AktG).

The aforementioned sentences also apply by analogy for election proposals submitted by shareholders, but such motions do not require statements of reasons. 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, 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.

**Minority requests pursuant to § 122 (2)
of German Stock Corporation Act (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. Such requests must be addressed in writing to the Executive Board and must be received by the company at least 30 days prior to the Annual General Meeting, i.e. by **midnight on 5 February 2013**. Such requests must be forwarded to the following address:

MVV Energie AG
– Executive Board / Vorstand –
Luisenring 49
68159 Mannheim

Each new item must be accompanied by a statement of reason or a proposed resolution. Supplementary motions will only be considered if the respective shareholders provide documentary evidence that they have owned the shares covered by the minimum share ownership requirement for at least three months prior to the date of the Annual General Meeting.

Shareholders are requested to provide documentary evidence of their capacity as shareholders upon forwarding the countermotion, election proposal or supplementary motion.

Right to information pursuant to § 131 (1) of German Stock Corporation Act (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.

Further details of shareholders' rights can also be found on our aforementioned internet site.

* * *

The convening of the Annual General Meeting on 8 March 2013 has been announced by publication of this Agenda in the Federal Official Gazette (*Bundesanzeiger*) on 23 January 2013.

Number of shares and voting rights

Of the total of 65 906 796 individual shares in the company in circulation upon the convening of this Annual General Meeting, 65 906 796 shares are furnished with participation and voting rights. Each share entitles its bearer to one vote.

Mannheim, January 2013

MVV Energie AG

The Executive Board