

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, 14 March 2014.

Agenda

- 1. Presentation of the adopted annual financial statements of MVV Energie AG and of the approved consolidated financial statements (IFRS) as of 30 September 2013, the combined management report for MVV Energie AG and the Group for the 2012/13 financial year, the explanatory report of the Executive Board in respect takeover-related disclosures and the key features of the internal control and risk management system, the proposal of the Executive Board in respect of the appropriation of unappropriated net profit, and the report of the Supervisory Board for the 2012/13 financial year.**

At its meeting on 5 December 2013, 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 99 316 116.40 reported in the annual financial statements as of 30 September 2013 be appropriated as follows:

- | | |
|--|---------------------|
| a) Distribution of a dividend of Euro 0.90 per individual share for the 2012/13 financial year | Euro 59 316 116.40 |
| b) Balance carried forward | Euro 40 000 000.00. |

The dividend is payable on 17 March 2014.

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 2012/13 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 2012/13 financial year.

5. Election of auditor for 2013/14 financial year

The Supervisory Board proposes the appointment of Pricewaterhouse-Coopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Mannheim, as auditors and group auditors for the 2013/14 financial year.

6. Resolution on creation of new authorised capital and corresponding amendments to Articles of Incorporation

To offer the company greater scope in future to adjust its equity resources in line with business and legal requirements it is intended to create authorised capital allowing the Executive Board until 13 March 2019, subject to approval by the Supervisory Board, to increase the company's share capital by up to Euro 51 200 000.00 in total by issuing up to 20 000 000 new individual registered shares on one or several occasions in return for cash and/or non-cash contributions.

The Executive and Supervisory Boards propose adopting the following resolution:

a) Authorised capital

The Executive Board shall be authorised until 13 March 2019, subject to approval by the Supervisory Board, to increase the company's share capital by up to Euro 51 200 000.00 in total by issuing up to 20 000 000 new individual registered shares on one or several occasions in return for cash and/or non-cash contributions (Authorised Capital 2014).

Shareholders shall generally be granted subscription rights. This requirement may also be met by having the new shares taken over by a bank or a company with operations pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) of the German Banking Act (KWG) together with the obligation to offer these shares to shareholders for subscription. The Executive Board shall be authorised, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights on one or several occasions and in full or in part for a maximum total of up to 13 180 000 new individual registered shares

- (i) to exclude from such subscription rights any residual amounts resulting from the respective subscription ratio
- (ii) when the capital increase is executed in return for cash contributions, the issue price of the new shares does not fall materially

short of the stock market price of equivalent shares already listed upon the issue price being definitively determined and the total share of share capital attributable to the new shares issued to the exclusion of subscription rights does not exceed 10 % of the share capital either at the time at which this authorisation becomes effective or upon its execution. The prorated amount of share capital attributable to shares disposed of to the exclusion of subscription rights during the term of Authorised Capital 2014 and on the basis of an authorisation to dispose of treasury stock pursuant to § 71 (1) No. 8 Sentence 5 and § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must be imputed to this 10% limit on share capital. The prorated amount of share capital attributable to shares issued during the term of Authorised Capital 2014 on the basis of other authorisations to issue shares in the company to the exclusion of shareholders' subscription rights with direct or analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must also be imputed to this 10% limit. Furthermore, the prorated amount of share capital attributable to shares that can or must be issued to service bonds with conversion or warrant rights or obligations must also be imputed to this 10% limit, provided that the bonds are issued during the term of the Authorised Capital 2014 to the exclusion of shareholders' subscription rights with analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG)

- (iii) to meet the company's obligations in connection with convertible and warrant bonds issued by the company
- (iv) in the case of capital increases executed in return for non-cash contributions to issue shares for the purpose of (directly or indirectly) acquiring companies, parts of companies, interests in companies or other assets in connection with acquisition projects.

The Executive Board shall be authorised, subject to approval by the Supervisory Board, to determine the contents of share-related rights and the further conditions of share issues.

- b) § 5 of the company's Articles of Incorporation shall be reformulated as follows:

“§ 5

Authorised capital

- (1) The Executive Board is authorised until 13 March 2019, subject to approval by the Supervisory Board, to increase the company's share capital by up to Euro 51 200 000.00 in total by issuing up to 20 000 000 new individual registered shares on one or several occasions in return for cash and/or non-cash contributions (Authorised Capital 2014).
- (2) Shareholders must generally be granted subscription rights. This requirement may also be met by having the new shares taken over by a bank or a company with operations pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) of the German Banking Act (KWG) together with the obligation to offer these shares to shareholders for subscription. The Executive Board is authorised, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights on one or several occasions and in full or in part for a maximum total of up to 13 180 000 new individual registered shares
 - (i) to exclude from such subscription rights any residual amounts resulting from the respective subscription ratio
 - (ii) when the capital increase is executed in return for cash contributions, the issue price of the new shares does not fall materially short of the stock market price of equivalent shares already listed upon the issue price being definitively determined and the total share of share capital attributable to the new

shares issued to the exclusion of subscription rights does not exceed 10 % of the share capital either at the time at which this authorisation becomes effective or upon its execution. The prorated amount of share capital attributable to shares disposed of to the exclusion of subscription rights during the term of Authorised Capital 2014 and on the basis of an authorisation to dispose of treasury stock pursuant to § 71 (1) No. 8 Sentence 5 and § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must be imputed to this 10% limit on share capital. The prorated amount of share capital attributable to shares issued during the term of Authorised Capital 2014 on the basis of other authorisations to issue shares in the company to the exclusion of shareholders' subscription rights with direct or analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) must also be imputed to this 10% limit. Furthermore, the prorated amount of share capital attributable to shares that can or must be issued to service bonds with conversion or warrant rights or obligations must also be imputed to this 10% limit, provided that the bonds are issued during the term of the Authorised Capital 2014 to the exclusion of shareholders' subscription rights and with analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG)

- (iii) to meet the company's obligations in connection with convertible and warrant bonds issued by the company
- (iv) in the case of capital increases executed in return for non-cash contributions to issue shares for the purpose of (directly or indirectly) acquiring companies, parts of companies, interests in companies or other assets in connection with acquisition projects.

- (3) The Executive Board is authorised, subject to approval by the Supervisory Board, to determine the contents of share-related rights and the further conditions of share issues."

7. Resolution approving amendment to profit transfer agreements and amendment to control and profit transfer agreements

§ 17 of the German Corporate Income Tax Act (KStG) has been amended to account for the law amending and simplifying corporate taxation and the tax travel expense law dated 20 February 2013 (Federal Law Gazette (BGBl) I P. 285). In respect of loss assumption obligations, control and profit transfer agreements concluded with companies with limited liability must now include an explicit dynamic reference to the requirements of § 302 of the German Stock Corporation Act (AktG) in its respectively valid version (§ 17 Sentence 2 No. 2 KStG). In the absence of such reference, there is the risk that the fiscal unity will be denied and that the resultant tax benefits will be lost.

For this reason, the loss assumption requirement included in the profit transfer agreements between MVV Energie AG on the one hand and Netrion GmbH, SECURA Energie GmbH and MVV Trading GmbH on the other hand and in the control and profit transfer agreements between MVV Energie AG on the one hand and MVV RHE GmbH, MVV Enamic GmbH, MVV Umwelt GmbH, MVV Windenergie GmbH, MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH on the other hand is to be reformulated by concluding amendment agreements.

The main content of the amendment agreements involves adjusting the loss assumption obligation to an exclusively dynamic reference to § 302 of the German Stock Corporation Act (AktG) in its respectively valid version. Any future legislative amendment to § 302 AktG would then impact directly on the relationship between MVV Energie AG and the aforementioned companies.

Other than this amendment, the affiliation agreements will remain unchanged. Conclusion of the amendment agreements will not lead to any changes in the rights and obligations of the parties to the agreements, and in particular in the

obligation of the aforementioned companies to transfer their profit and in the obligation of MVV Energie AG to assume losses. The terms of the affiliation agreements will also not be affected.

The effectiveness of the amendment agreements is dependent on approval by the Annual General Meeting of MVV Energie AG and by the shareholders' meetings of the aforementioned companies and on their subsequent inclusion in the Commercial Register entries for the respective companies.

- a) The Executive and Supervisory Boards therefore propose the approval of the following amendment agreements between MVV Energie AG and the companies listed below:
 - aa) Amendment agreement dated 16 December 2013 to profit transfer agreement dated 29 September 2006 with Netrion GmbH, Mannheim
 - bb) Amendment agreement dated 16 December 2013 to profit transfer agreement dated 5 August 2008 with SECURA Energie GmbH, Mannheim
 - cc) Amendment agreement dated 16 December 2013 to profit transfer agreement dated 20 January 2005 with MVV Trading GmbH, Mannheim, amended by clarification agreement dated 20 March 2006 and amendment agreement dated 21 November 2006
 - dd) Amendment agreement dated 16 December 2013 to control and profit transfer agreement dated 8 December 1998 with MVV RHE GmbH, Mannheim, amended by amendment agreements dated 18 December 2003 and 15 January 2012
 - ee) Amendment agreement dated 16 December 2013 to control and profit agreement dated 20 January 2005 with MVV Enamic GmbH, Mannheim, amended by clarification agreement dated 20 March 2006 and amendment agreement dated 18 December 2006

- ff) Amendment agreement dated 16 December 2013 to control agreement dated 20 January 2005 with MVV Umwelt GmbH, Mannheim, amended by clarification agreement dated 20 March 2006 and amended into a control and profit transfer agreement by amendment agreement dated 17 November 2006
 - gg) Amendment agreement dated 16 December 2013 to control and profit transfer agreement dated 12 January 2009 with MVV Windenergie GmbH, Mannheim
 - hh) Amendment agreement dated 16 December 2013 to control and profit transfer agreement dated 17 December 2010 with MVV Alpha vierzehn GmbH, Mannheim
 - ii) Amendment agreement dated 16 December 2013 to control and profit transfer agreement dated 17 December 2010 with MVV Alpha fünfzehn GmbH, Mannheim.
- b) The amendment agreements to the profit transfer agreements between MVV Energie AG on the one hand and Netrion GmbH, SECURA Energie GmbH and MVV Trading GmbH on the other hand each have the following main contents:
- Point (1) presents the contractual history of the respective profit transfer agreements
 - Point (2) points out that the respective profit transfer agreement must be amended in order to secure the associated tax benefits. Reference is made to the new version of § 17 of the German Corporate Income Tax Act (KStG) presented above
 - Point (3) amends the respective profit transfer agreement by replacing the existing § 2 concerning loss assumption with a new version of § 2 with the following wording:

“§ 2

Loss Assumption

In respect of loss assumption, corresponding application is made of the respectively valid version of § 302 of the German Stock Corporation Act (AktG).”

To date, the profit transfer agreements summarised the contents of § 302 (1) of the German Stock Corporation Act (AktG) in their respective § 2 (1) and stipulated corresponding application of § 302 of the German Stock Corporation Act (AktG) in their respective § 2 (2). In future, consistent with the requirements of § 17 Sentence 2 No. 2 of the German Corporate Income Tax Act (KStG) reference will be made exclusively to the requirements of § 302 of the German Stock Corporation Act (AktG) in its respectively valid version.

Furthermore, the requirement previously included in § 2 (1) Sentence 2 of the profit transfer agreement with SECURA Energie GmbH, under which the loss settlement claim arises at the respective company at the end of each financial year and charges interest of 5%, will no longer be retained or included in future, as no such requirement is provided for under § 17 Sentence 2 No. 2 of the German Corporate Income Tax Act (KStG). In a verdict passed on 11 October 1999 (II ZR 120/98), the Federal Court of Justice (BGH) nevertheless clarified that, even in the absence of a special requirement, loss settlement claims arise and become due for payment on the annual balance sheet date of the controlled entity. The level of due date interest is derived in accordance with § 352 and § 353 of the German Commercial Code (HGB) (statutory interest rate).

Upon conclusion, the profit transfer agreements with Netrion GmbH and MVV Trading GmbH were audited by a contract auditor in accordance with § 295 and § 293b of the German Stock Corporation Act (AktG). The contract auditor then confirmed that settlement and compensation had been suitably determined. The amendment agreements were subject to a renewed audit by the contract auditor, who confirmed that its original

assessments concerning the suitability of settlement and compensation continued to apply.

No audit of the amendment agreement with SECURA Energie GmbH by contract auditors was required, as all of the shares in SECURA Energie GmbH are owned by MVV Energie AG.

- c) The amendment agreements to the control and profit transfer agreements between MVV Energie AG on the one hand and MVV RHE GmbH, MVV Enamic GmbH, MVV Umwelt GmbH, MVV Windenergie GmbH, MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH on the other hand each have the following main contents:
- Point (1) presents the contractual history of the respective control and profit transfer agreements
 - Point (2) points out that the respective control and profit transfer agreement must be amended in order to secure the associated tax benefits. Reference is made to the new version of § 17 of the German Corporate Income Tax Act (KStG) presented above
 - Point (3) amends the respective control and profit transfer agreement by replacing the existing § 3 concerning loss assumption with a new version of § 3 with the following wording:

“§ 3

Loss assumption

In respect of loss assumption, corresponding application is made of the respectively valid version of § 302 of the German Stock Corporation Act (AktG)”

To date, the control and profit transfer agreements summarised the contents of § 302 (1) of the German Stock Corporation Act (AktG) in their respective § 2 (1) and stipulated corresponding application of § 302 of the German Stock Corporation Act (AktG) in their respective § 2 (2). In future, consistent with the requirements of § 17 Sentence 2 No. 2 of the

German Corporate Income Tax Act (KStG) reference will be made exclusively to the requirements of § 302 of the German Stock Corporation Act (AktG) in its respectively valid version.

Furthermore, the requirement previously included in § 3 (1) Sentence 2, under which the loss settlement claim arises at the respective company at the end of each financial year and charges interest of 5%, will no longer be included in future, as no such is requirement is provided for under § 17 Sentence 2 No. 2 of the German Corporate Income Tax Act (KStG). In a verdict passed on 11 October 1999 (II ZR 120/98), the Federal Court of Justice (BGH) nevertheless clarified that, even in the absence of a special requirement, loss settlement claims arise and become due for payment on the annual balance sheet date of the controlled entity. The level of due date interest is derived in accordance with § 352 and § 353 of the German Commercial Code (HGB) (statutory interest rate).

No audit of the amendment agreements by contract auditors is required, as all of the shares in the companies are owned by MVV Energie AG.

8. Resolution approving conclusion of control and profit transfer agreements

MVV Energie AG on the one hand and MVV Alpha eins GmbH and MVV Alpha zwei GmbH on the other hand (hereinafter “Companies”) each concluded control and profit transfer agreements on 16 December 2013. Their effectiveness depends in each case on approval by the Annual General Meeting of MVV Energie AG, the shareholders’ meetings of the Companies and on the subsequent Commercial Register entries.

The Companies were founded in December 2013. MVV Energie AG is the sole shareholder in the Companies. The Companies’ share capital 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 of all associated business transactions.

- a) The Executive and Supervisory Boards propose approving the conclusion of control and profit transfer agreements between MVV Energie AG on the one hand and MVV Alpha eins GmbH and MVV Alpha zwei GmbH on the other hand.
- b) The control and profit transfer agreements with the Companies have the following main contents:
- The Companies 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
 - The Companies 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)
 - 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' 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 six 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 the shares in the companies are owned 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 of the shares in these companies are owned by MVV Energie AG.

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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

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

- The documents listed in Agenda Item 1
- The existing profit transfer agreements between MVV Energie AG on the one hand and Netrion GmbH, SECURA Energie GmbH and MVV Trading GmbH on the other hand and the existing control and profit transfer agreements between MVV Energie AG on the one hand and MVV RHE GmbH, MVV Enamic GmbH, MVV Umwelt GmbH, MVV Windenergie GmbH, MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH on the other hand
- The amendment agreements to the profit transfer agreements between MVV Energie AG on the one hand and Netrion GmbH, SECURA Energie GmbH and MVV Trading GmbH on the other hand and to the control and profit transfer

agreements between MVV Energie AG on the one hand and MVV RHE GmbH, MVV Enamic GmbH, MVV Umwelt GmbH, MVV Windenergie GmbH, MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH on the other hand

- The joint reports of the Executive Board of MVV Energie AG and the managements of the companies in respect of the amendment agreements
- The reports in respect of the audit of the profit transfer agreements between MVV Energie AG on the one hand and Netrion GmbH and MVV Trading GmbH on the other hand
- The control and profit transfer agreement between MVV Energie AG and MVV Alpha eins GmbH and the control and profit and transfer agreement between MVV Energie AG and MVV Alpha zwei GmbH
- The joint reports of the Executive Board of MVV Energie AG and the managements of MVV Alpha eins GmbH and MVV Alpha zwei GmbH in respect of the control and profit transfer agreements
- The annual financial statements of MVV Energie AG and the companies with which amendment agreements have been concluded and the management reports (where available) for the 2010/11, 2011/12 and 2012/13 financial years. As MVV Alpha eins GmbH and MVV Alpha zwei GmbH were only founded in December 2013, no annual financial statements are yet available for these companies.

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 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 by the company in writing no later than six days prior to the day of the Annual General Meeting, i.e. at the latest by

midnight on Friday, 7 March 2014

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: Hauptversammlung2014@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. 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 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:

MVV Energie AG
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg
Fax: +49 (0)69 256 270 49
E-mail: Hauptversammlung2014@mvv.de

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 at-

torney 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 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 Friday, 7 March 2014.

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

Counter motions and election proposals from shareholders pursuant to § 126 (1) and § 127 of German Stock Corporation Act (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 (to the extent that

such election forms part of the agenda for the Annual General Meeting) 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: Hauptversammlung2014@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 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, 27 February 2014.

The reasons which, if applicable, mean that countermotions and substantiations do not require publication are listed in § 126 (2) of the German Stock Corporation Act (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 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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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 such 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, 11 February 2014.

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.

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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 internet site at www.mvv-investor.de.

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

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The convening of the Annual General Meeting on 14 March 2014 has been announced by publication of this Agenda in the Federal Gazette (*Bundesanzeiger*) on 29 January 2014.

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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 convening 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.

Mannheim, January 2014

MVV Energie AG

The Executive Board

**Report of the Executive Board to the Annual General Meeting in respect of
Agenda Item 6 pursuant to § 203 (2) Sentence 2 in conjunction with § 186 (4)
Sentence 2 of the German Stock Corporation Act (AktG)**

The resolution proposed in Agenda Item 6 provides a new authorisation to create authorised capital that would be valid for a five-year term from the date of the Annual General Meeting onwards. The proposed authorisation will offer MVV Energie AG greater scope to adjust the company's equity resources in line with commercial and legal requirements in future as well. In acting on this authorisation, the company will generally grant subscription rights to shareholders. Here, the new shares may also be taken over by one or several bank(s) (or any other company with operations pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) of the German Banking Act – KWG) with the obligation to offer these shares to shareholders for subscription (indirect subscription right pursuant to § 186 (5) of the German Stock Corporation Act – AktG). The involvement of banks as intermediaries merely serves to facilitate the technical execution of the share issue. The Executive Board should nevertheless be authorised to exclude shareholders' subscription rights in the following cases:

Subject to approval by the Supervisory Board, the Executive Board should be authorised to exclude any residual amounts from shareholders' subscription rights. This serves to achieve a practicable subscription ratio in terms of the amount of the respective capital increase. This in turn facilitates the execution of subscription rights and avoids additional expense.

Furthermore, for capital increases executed in return for cash contributions the Executive Board should be authorised, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights in cases where the cash capital increase does not exceed 10 % of existing share capital upon the adoption of such resolution by the Annual General Meeting or, if lower, the amount of existing share capital upon the exercising of the authorisation (taking due account of any utilisation of other authorisations to dispose of treasury stock or issue warrant/convertible bonds to the exclusion of subscription rights pursuant to § 186 (3) Sentence 4 of the German Stock Corporation Act – AktG) and provided that the issue price does not fall materially short of the stock market price. Such cash capital increase to the exclusion of subscription rights pursuant to § 186 (3) Sentence 4 of the German Stock Corpora-

tion Act (AktG) will allow the company to respond to favourable market conditions rapidly and at very short notice and thus to obtain better financial terms by setting the issue price on close-to-market terms. Were subscription rights to be granted, then it would not be possible to set the price on close-to-market terms and ensure a smooth placement. It is true that § 186 (2) of the German Stock Corporation Act (AktG) permits publication of the subscription price at the latest up to three days prior to expiry of the subscription deadline. Given the volatility frequently observable on stock markets, however, even this would expose the company to a market risk over several days, a factor that would result in safety margins when setting the issue price and thus negate the possibility of obtaining close-to-market terms. Even where subscription rights exist, the successful placement of shares with third parties may be threatened or may involve additional expense due to the uncertainty surrounding the exercising of such rights (subscription behaviour). Finally, where subscription rights are granted the length of the subscription period means that the company cannot react at short notice to changes in market conditions but is rather exposed to the risk of a reduction in share prices during the subscription period. This factor may result in unfavourable equity procurement for the company.

In acting on the authorisation, the Executive Board will determine the issue price in such a way that it does not fall materially short of the stock market price and that any potential discount to the stock market price in line with market conditions prevalent upon the setting of the definitive issue price is as low as possible. As a result, and given the restriction on the amount covered by the authorisation to 10% of share capital, the authorisation takes due account of shareholders' interest in terms of protecting the value of their shareholdings against dilution and avoiding any loss of influence consistent with § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). Shareholders wishing to maintain their level of shareholding in the event of a capital increase executed to the exclusion of subscription rights have the option of acquiring the necessary number of shares via the stock exchange.

The Executive Board should further be authorised, subject to approval by the Supervisory Board, to exclude subscription rights in the event of a capital increase executed in return for cash contributions to enable the company to meet obligations in connection with convertible and warrant bonds issued by the company. The exclusion of subscription rights here has the advantage that it is no longer necessary to reduce

the conversion or warrant price, a factor that may otherwise be necessitated by the respective option or bond terms for conversion/warrant rights already issued or conversion/warrant exercising obligations already materialised. As a result, it may be possible to achieve a higher overall inflow of funds.

The Executive Board should further be authorised, subject to approval by the Supervisory Board, to exclude subscription rights for capital increases executed in return for non-cash contributions for the purpose of (directly or indirectly) acquiring companies, parts of companies, interests in companies or other assets associated with acquisition projects. The acquisition of interests may involve any scope of investment. This is intended to enable the Executive Board to offer company shares as consideration in suitable individual cases. The company should obtain the possibility of reacting quickly and successfully to any advantageous offers or opportunities arising for business combinations or to acquire companies, parts of companies or interests in companies. In competition with other companies operating in the same sector which also have the option of using shares as an “acquisition currency”, this measure serves to uphold and boost the company’s competitiveness and to expand its own portfolio. Furthermore, the possibility of transferring shares to acquire companies, parts of companies or interests in companies or in the context of business combinations may prove to be a more favourable form of financing for the company, as it protects liquidity, and thus also help safeguard shareholders’ interests. The Executive and Supervisory Boards will carefully examine each individual case to ascertain whether the exclusion of subscription rights for this purpose is necessary and whether the value of the company, part of a company or company interest to be acquired is appropriate to the value of the new shares in the company. There are currently no specific acquisition projects for which authorised capital should be used.

The total amount of shares issued under this authorisation to the exclusion of subscription rights and in return for cash or non-cash contributions may not exceed a total of 13 180 000 individual registered shares. This restriction thus ensures a corresponding upper limit on subscription right exclusions and limits the potential dilution of shareholdings excluded from subscription rights.

There are no specific plans to act on the proposed authorisation. The Executive Board will report to the Annual General Meeting on any utilisation of authorised capital.

Mannheim, January 2014

MVV Energie AG

The Executive Board