

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) of the German Stock Corporation Act (AktG) to request that items should be placed on the agenda and announced. Each new item must be accompanied by a corresponding substantiation or draft resolution.

The company requests that 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 on Tuesday, 5 February 2019.

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.

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

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

MVV Energie AG
Group Legal Department, Compliance and Materials Management
Luisenring 49
68159 Mannheim
Hauptversammlung2019@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.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 on Thursday, 21 February 2019.

The reasons which, if applicable, mean that countermotions and substantiations do not require publication are listed in § 126 (2) of the German Stock Corporation (AktG). Accordingly, countermotions and their substantiations do not require publication

1. to the extent that publication would make the Executive Board liable to prosecution
2. when the countermotion would result in the Annual General Meeting adopting a resolution that contravenes either the law or the company's Articles of Incorporation
3. when the substantiation includes clearly inaccurate or misleading information in material points or includes offensive material

4. when a counterproposal submitted by the shareholder in respect of the same issue has already been communicated to an Annual General Meeting of the company pursuant to § 125 of the German Stock Corporation Act (AktG)
5. when the same counterproposal submitted by the shareholder with materially similar substantiations has already been communicated to at least two Annual General Meetings of the company pursuant to § 125 of the German Stock Corporation Act (AktG) in the past five years and the counterproposal was supported by less than one twentieth of the share capital represented at the respective Annual General Meeting
6. when the shareholder makes it apparent that he/she will not attend the Annual General Meeting and will not be represented at such or
7. when the shareholder failed to propose a counterproposal previously communicated to two Annual General Meetings in the past two years or to have such counterproposal proposed on his/her behalf.

Furthermore, substantiations with a total length in excess of 5,000 characters also do not require publication.

Where several shareholders submit counterproposals in respect of the same item to be put to resolution, the Executive Board may summarise the respective counterproposals and their substantiations.

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

The right of each shareholder to submit counterproposals to the various agenda items and the election proposals for Supervisory Board members or auditors during the

Annual General Meeting and without prior communication to the company within the respective deadline continues to apply.

Counter motions and election proposals from shareholders, including those communicated to the company in advance and within the respective deadlines, may only be voted on if they are proposed during 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. The Executive Board may thus refuse to provide information

1. to the extent that, based on prudent commercial assessment, the provision of such information may place the company or one of its associates at a not inconsiderable disadvantage
2. to the extent that such information relates to tax valuations or individual tax amounts
3. about the difference between the values at which items have been recognised in the annual balance sheet and any higher values for such items, unless the Annual General Meeting is required to adopt the annual financial statements
4. about accounting policies to the extent that the disclosure of such policies in the notes to the financial statements suffices to provide a true and fair picture

of the company's net asset, financial and earnings position pursuant to § 264 (2) of the German Commercial Code (HGB); this does not apply when the Annual General Meeting is required to adopt the annual financial statements

5. to the extent that the Executive Board would make itself liable for prosecution by providing the information
6. in the case of a bank or financial services company to the extent that the accounting policies applied and offsetting measures implemented in the annual financial statements, management report, consolidated financial statements or group management report do not require disclosure
7. to the extent that the information has been available without interruption on the company's internet site for at least seven days prior to the beginning of and during the Annual General Meeting.

The information may not be refused for any other reasons.

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Statement and question rights

Pursuant to § 18 (3) of the Articles of Incorporation, the Chairman of the Annual General Meeting may impose a suitable limit on the time allocated to questions and statements by shareholders. In particular, the Chairman is entitled either at the beginning of or during the Annual General Meeting to set suitable time limits for the Annual General Meeting as a whole, for the discussion of individual agenda items and for individual questions and statements.