

## **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. Powers of attorney must nevertheless already have been issued by the time at which the voting procedure for the respective agenda item begins. 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. The voting proxies exercise voting rights exclusively on the basis of the instructions issued by shareholders. The voting proxies appointed by the company must be provided with explicit and clear instructions concerning the exercising of voting rights. Should no instructions or insufficiently clear instructions be provided for individual agenda items due to be decided by voting, the voting proxies appointed by the company will not be authorised to exercise voting rights for such agenda item and will abstain in the event of the item being put to the vote. Please note that the voting proxies cannot accept any instructions to make statements, pose questions or propose motions.

Powers of attorney, their revocation and documentary evidence of such authorisation must all be provided in writing. Shareholders wishing to communicate statements to the company concerning the issuing of powers of attorney or the revocation of such or to submit documentary evidence of any power of attorney issued to an authorised party or the revocation of such should forward these to the following address:

Hauptversammlung MVV Energie AG  
c/o Computershare Operations Center  
80249 Munich  
F +49 89 30903-74675  
anmeldestelle@computershare.de

Alternatively, such statements may also be communicated electronically using the password-protected shareholder portal on the company's homepage at

**[www.mvv.de/investors](http://www.mvv.de/investors)**.

Powers of attorney issued to a voting proxy appointed by the company may be revoked without any specific formal requirements, and in particular by the issuer of such power of attorney attending the meeting in person.

Banks, shareholders' associations or other persons or institutions stipulated in § 135 (8) and (10) in conjunction with § 125 (5) of the German Stock Corporation Act (AktG) may have different requirements in place for the acceptance of powers of attorney issued by shareholders. Shareholders are therefore requested to contact the person or institution involved in any of the aforementioned cases in good time to agree any form of power of attorney possibly required by such person or institution.

If the shareholder portal is used to issue powers of attorney, revoke such or submit documentary evidence of any such authorisation, then the disclosures provided for registration on the shareholder portal apply accordingly with the following additional stipulation: On the shareholder portal it is only possible to issue or revoke powers of attorney towards the voting proxies appointed by the company, amend instructions and cast votes until midnight on 7 March 2019.

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Further information concerning registration, the issuing of powers of attorney and the use of the shareholder portal can be found in the documents sent to shareholders, as can the forms required to issue powers of attorney for voting rights and the forms for postal ballot voting.