

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. on Friday, 18 March 2011.

Agenda:

- 1. Presentation of the annual financial statements as of 30 September 2010, the management report for the 2009/10 financial year, the consolidated financial statements (IFRS) as of 30 September 2010, the group management report for the 2009/10 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**

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 2010 be appropriated as follows:

- | | |
|--|-----------------|
| a) Distribution of a dividend of Euro 0.90 per individual share for the 2009/10 financial year | Euro 59 316 116 |
| b) Balance carried forward | Euro 40 000 000 |

The dividend is payable on 21 March 2011.

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 2009/10 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 2009/10 financial year.

5. Election of auditor for 2010/11 financial year

The Supervisory Board proposes the appointment of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Stuttgart, as auditors and group auditors for the 2010/11 financial year.

6. Election of members of Supervisory Board

The term in office of the members of the Supervisory Board expires upon the conclusion of the Annual General Meeting on 18 March 2011.

The Supervisory Board is structured in accordance with § 96 (1), 1st Alternative and § 101 (1) of the German Stock Corporation Act (AktG) in conjunction with § 1 (1), § 5 (1) Sentence 1, § 6 (2) and § 7 (1) Sentence 2 of the German Code-

termination Act (MitbestG) and § 9 (1) of the Articles of Incorporation. It comprises twenty members. Provided that MVV GmbH directly or indirectly holds shares equivalent to more than half of the share capital, the City of Mannheim appoints the Lord High Mayor and the head of the relevant specialist department to the Supervisory Board, with such members being counted among the ten members of the Supervisory Board to be elected by the Annual General Meeting. Ten members are elected by employees pursuant to the German Codetermination Act (MitbestG) of 1976. The Annual General Meeting is not restricted by these election proposals.

The election is held by way of individual election.

The Supervisory Board proposes the election of the following individuals as members of the Supervisory Board for a term in office expiring upon the conclusion of the Annual General Meeting formally approving the actions of the Supervisory Board for the 2014/15 financial year:

- a) Dr. Stefan Fulst-Blej, Mannheim,
Vocational Training College Lecturer
- b) Reinhold Götz, Mannheim
1st Authorised Representative of IG Metall Mannheim
- c) Prof. Dr. Egon Jüttner, Mannheim
Member of German Federal Parliament (MdB)
- d) Dr. Lorenz Näger, Mannheim
Member of Executive Board of HeidelbergCement AG, Heidelberg
- e) Wolfgang Raufelder, Mannheim
Architect
- f) Dr. Dieter Steinkamp, Duisburg
CEO of RheinEnergie AG, Cologne
- g) Carsten Südmersen, Mannheim
Management Consultant

- h) Heinz-Werner Ufer, Essen
Graduate in Economics

The candidates hereby proposed for election to the Supervisory Board hold positions in the following statutory supervisory boards and the following comparable supervisory bodies at German and foreign companies:

- a) Dr. Stefan Fulst-Blei
Membership of comparable supervisory bodies at German and foreign companies:
- GBG Mannheimer Wohnungsbaugesellschaft mbH
 - Mannheimer Abendakademie und Volkshochschule GmbH
 - Sparkasse Rhein Neckar Nord
 - Stadtmarketing Mannheim GmbH
- b) Reinhold Götz
Positions held in other statutory supervisory boards:
- EvoBus GmbH
 - MWM GmbH
- c) Prof. Dr. Egon Jüttner
Positions held in other statutory supervisory boards:
- MVV GmbH
- Membership of comparable supervisory bodies at German and foreign companies:
- Haus-, Wohnungs- und Grundeigentümergeverein Mannheim e.V.
- d) Dr. Lorenz Näger
Membership of comparable supervisory bodies at German and foreign companies:
- Castle Cement Limited
 - ENCI Holding N.V.
 - Hanson Limited
 - Hanson Pioneer España, S.L.
 - HeidelbergCement Canada Holding Limited

- HeidelbergCement Holding S.à.r.l.
- HeidelbergCement India Ltd.
- HeidelbergCement International Holding GmbH
- HeidelbergCement Netherlands Holding B.V.
- HeidelbergCement UK Holding II Limited
- HeidelbergCement UK Holding Limited
- Lehigh B.V.
- Lehigh Hanson, Inc.
- Lehigh Hanson Materials Limited
- Lehigh UK Limited
- Palatina Insurance Ltd.
- PHOENIX Pharmahandel GmbH & Co. KG
- PT Indocement Tunggal Prakarsa Tbk.
- Recem S.A.
- S.A. Cimenteries CBR
- Tamro Oyj

e) Wolfgang Raufelder

Positions held in other statutory supervisory boards:

- MVV GmbH

Membership of comparable supervisory bodies at German and foreign companies:

- Mannheimer Parkhausbetriebe GmbH
- Rhein-Neckar-Flugplatz GmbH
- Rhein-Neckar-Verkehr GmbH

f) Dr. Dieter Steinkamp

Positions held in other statutory supervisory boards:

- NetCologne Gesellschaft für Telekommunikation mbH
- rhenag Rheinische Energie Aktiengesellschaft

Membership of comparable supervisory bodies at German and foreign companies:

- AggerEnergie GmbH (Chairman)
- AVG Abfallentsorgungs- und Verwertungsgesellschaft mbH
- AWB Anfallwirtschaftsbetriebe Köln GmbH & Co. KG
- Bergische Licht-, Kraft- und Wasserwerke (BELKAW) GmbH
(Deputy Supervisory Board Chairman)
- BRUNATA Wärmemesser-Gesellschaft Schultheiss GmbH & Co.
- Energieversorgung Leverkusen GmbH & Co. KG (EVL)
- Gasversorgungsgesellschaft mbH Rhein-Erft (Supervisory Board Chairman)
- METRONA Wärmemesser-Gesellschaft Schultheiß GmbH & Co.
- Stadtwerke Leichlingen GmbH
- Stadtwerke Troisdorf GmbH
- Unternehmensverwaltungsgesellschaft METRONA mbH
- Verwaltungsgesellschaft Schultheiss mit beschränkter Haftung

g) Carsten Südmersen

Positions held in other statutory supervisory boards:

- MVV GmbH
- MVV Verkehr GmbH

Membership of comparable supervisory bodies at German and foreign companies:

- m:con – Mannheimer Kongress- und Touristik GmbH
- Rhein-Neckar Flugplatz GmbH
- Rhein-Neckar-Verkehr GmbH
- Sparkasse Rhein Neckar Nord
- Stadt Mannheim Beteiligungsgesellschaft mbH
- Stadtmarketing Mannheim GmbH

h) Heinz-Werner Ufer

Positions held in other statutory supervisory boards:

- Amprion GmbH (Chairman)

Pursuant to Point 5.4.3 Sentence 2 of the German Corporate Governance Code, the Supervisory Board proposes that the members of the Supervisory Board still to be constituted elect Dr. Peter Kurz, Lord High Mayor, as Chairman of the Supervisory Board. The City of Mannheim appoints Dr. Kurz to the Supervisory Board pursuant to § 9 (1) Sentence 2 of the company's Articles of Incorporation.

7. Resolution authorising conclusion of control and profit transfer agreements

MVV Energie AG on the one hand and MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH (hereinafter "Companies") on the other hand have concluded control and profit transfer agreements which, to be effective, must be approved by the Annual General Meeting of MVV Energie AG, the shareholders' meetings of the Companies and subsequently entered in the Commercial Register for the Companies.

The Companies were founded in November 2010. MVV Energie AG is the sole shareholder in the Companies. The Companies' share capital amounts to Euro 25 000.00 each, half of which is paid up pursuant to § 7 (2) Sentence 2 of the German Limited Companies Act (GmbHG). The Companies each have as their object the management of proprietary assets and all related transactions.

As all of the shares in the Companies are held by MVV Energie AG, no provisions are required in respect of settlement and compensation claims pursuant to § 304 et seq. of the German Stock Corporation Act (AktG).

It is not necessary for the control and profit transfer agreements to be audited by contractual auditors as all of the respective shares in the Companies are held by MVV Energie AG.

- a) The Executive and Supervisory Boards propose that the conclusion of control and profit transfer agreements between MVV Energie AG on the one hand and MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH on the other hand be approved.

- b) The control and profit transfer agreements with the Companies have the following principal contents:
- The companies shall subordinate their management to MVV Energie AG, which is entitled to issue instructions to the Companies. MVV Energie AG shall only exercise its right to issue instructions via its Executive Board. Such instructions must be issued in written form.
 - The Companies shall be obliged to transfer their entire profit to MVV Energie AG. The amount to be transferred, subject to the recognition or reversal of reserves, is equivalent to the annual net surplus prior to the profit transfer, reduced by
 - Any loss carried forward from the previous year,
 - Any amount possibly requiring allocation to a statutory reserve, and
 - Any amount not permitted to be distributed pursuant to § 268 (8) of the German Commercial Code (HGB).

The amount transferred may nevertheless not exceed the maximum profit transfer permitted in 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 surpluses to other revenues reserves (revenue reserves pursuant to § 272 (3) of the German Commercial Code – HGB) to the extent permitted by commercial law and economically reasonable. To the extent that they are recognised during the term of the agreement, other revenue reserves (revenue reserves pursuant to § 272 (3) of the German Commercial Code – HGB) must be reversed if so requested by MVV Energie AG and used to offset any annual net deficit or transferred as profit.

- The reversal and transfer of capital reserves (§ 272 (2) No. 4 of the German Commercial Code – HGB) recognised before or during the term of this agreement is not permitted. It is also not permitted to reverse and transfer retained earnings (§ 272 (3) of the German Commercial Code – HGB) recognised prior to the beginning of the agreements.
- The profit transfer obligation shall apply for the first time to the entire profit for the financial year in which the agreements take effect.
- MVV Energie AG shall be obliged pursuant to § 302 (1) of the German Stock Corporation Act (AktG) to settle each and every annual net deficit arising during the term of the agreement unless this is settled by withdrawing amounts from other revenue reserves that were previously allocated to such during the term of the agreement. This obligation to assume losses arises at the end of each respective financial year and charges interest at 5 %. Corresponding application shall otherwise also be made of the requirements of the respectively valid version of § 302 of the German Stock Corporation Act (AktG).
- The agreements shall take effect upon their entry in the Commercial Register for the respective company; their requirements governing the transfer of profit and assumption of losses shall apply for the first time in the financial year in which the agreements are entered in the Commercial Register.
- The agreements shall be concluded for a term of five full financial 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 one of the contractual partners no less than six months prior to expiry.

- The right to terminate the agreements for compelling reason without compliance with any notice period shall remain unaffected. Compelling reason shall especially be deemed to pertain in cases where MVV Energie AG no longer holds a majority stake in the companies or where an external shareholder acquires a stake in the companies.

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With effect from the time at which the Annual General Meeting is convened, shareholders will be able to view the following documents 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 documents listed in Agenda Item 1;
- Control and profit transfer agreement between MVV Energie AG and MVV Alpha vierzehn GmbH;
- Control and profit transfer agreement between MVV Energie AG and MVV Alpha fünfzehn GmbH;
- Joint reports of the Executive Board of MVV Energie AG and the managements of MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH in respect of the control and profit transfer agreements;
- The annual financial statements and management reports of MVV Energie AG for the 2007/08, 2008/09 and 2009/10 financial years. As MVV Alpha vierzehn GmbH and MVV Alpha fünfzehn GmbH were only founded in November 2010, no annual financial statements are yet available for these companies.

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
- Notes 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 required to grant powers of attorney for representation at the Annual General Meeting will be forwarded to shareholders directly.

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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 writing 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 11 March 2011**:

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: Hauptversammlung2011@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 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. Please note 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: Hauptversammlung2011@mvv.de

The requirement for such documents to be provided in writing does not apply when a bank, shareholders' association or other person or institution stipulated in § 135 (8) and (10) in conjunction with § 125 (5) of the German Stock Corporation Act (AktG) is to be authorised.

In any of the aforementioned cases, shareholders are requested to contact the person or institution to be authorised in good time to agree any form of power of attorney possibly required by such person or institution.

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.

Shareholders' rights

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

Shareholders may submit countermotions opposing any proposal made by the company's management in respect of any specified agenda item. They may also submit proposals in respect of the election of Supervisory Board members or auditors. We ask that shareholder motions be forwarded exclusively to the following address:

MVV Energie AG
– Group Legal Department / Konzernrechtsabteilung –
Luisenring 49
68159 Mannheim
Fax: +49 (0)621 290-2622

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 internet site 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 3 March 2011**.

The aforementioned sentences also apply by analogy for motions submitted by shareholders in respect of the election of Supervisory Board members or auditors, 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.

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 in cases where such request is received in writing by the company at the following address at least 30 days prior to the Annual General Meeting, i.e. by **midnight on 15 February 2011**:

MVV Energie AG
– Executive Board –
Luisenring 49
68159 Mannheim

Each new item must be accompanied by a substantiation or a proposed resolution. Supplementary motions will only be accounted for 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 counterproposal, election proposal or supplementary motion.

Right to information pursuant to § 131 (1) of the 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.

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The convening of the Annual General Meeting on 18 March 2011 has been announced by publication of this Agenda in the electronic Federal Official Gazette (*Bundesanzeiger*) on 3 February 2011.

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.

Mannheim, February 2011

MVV Energie AG

The Executive Board