

# **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, 16 March 2012.**

### **Agenda:**

- 1. Presentation of the annual financial statements of MVV Energie AG and the consolidated financial statements (IFRS) as of 30 September 2011, the combined management report for MVV Energie AG and the Group for the 2010/11 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 2010/11 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 2011 be appropriated as follows:

a) Distribution of a dividend of Euro 0.90 per individual share for the 2010/11 financial year	Euro 59 316 116
b) Balance carried forward	Euro 40 000 000

The dividend is payable on 19 March 2012.

### **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 2010/11 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 2010/11 financial year.

### **5. Election of auditor for 2011/12 financial year**

The Supervisory Board proposes the appointment of PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft, Mannheim, as auditors and group auditors for the 2011/12 financial year.

### **6. Election of a member of Supervisory Board**

Dr. Stefan Fulst-Blei is to stand down from his position on the Supervisory Board of MVV Energie AG upon the conclusion of the Annual General Meeting on 16 March 2012. Ralf Eisenhauer is to be elected by resolution of the Annual General Meeting as a member of the Supervisory Board to succeed Dr. Fulst-Blei for the period through to the conclusion of the Annual General Meeting formally approving the actions of the Supervisory Board for the 2014/15 financial year.

The Supervisory Board is structured in accordance with § 96 (1), 1<sup>st</sup> 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 Code-termination Act (MitbestG) of 1976. The Annual General Meeting is not restricted by these election proposals.

The Supervisory Board proposes the election of the following individual as a member 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,

Ralf Eisenhauer, Mannheim,  
Graduate in Geology, Graduate in Business Engineering (FH),  
Construction Manager.

Ralf Eisenhauer holds positions in the following statutory supervisory boards and the following comparable supervisory bodies at German and foreign companies:

Positions held in other statutory supervisory boards:

- MVV GmbH

Membership of comparable supervisory bodies at German and foreign companies:

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

## **7. Resolution authorising amendment of a control and profit transfer agreement**

The control and profit transfer agreement between MVV Energie AG and MVV RHE GmbH (at the time: MVV RHE AG) was concluded on 8 December 1998 and entered in the Commercial Register of MVV RHE GmbH on 16 December 1998. It was amended on 18 December 2003. The amendment was entered in the Commercial Register on 21 June 2004.

The amendment to the control and profit transfer agreement proposed to the Annual General Meeting is intended, following the change in the company's legal form to a limited liability company (GmbH), to adjust the agreement in line with § 17 of the German Corporate Tax Act (KStG) and in line with the verdicts issued by fiscal courts in respect of company contracts with limited liability companies so as to further secure the resultant tax benefits for MVV RHE GmbH, all of whose business shares are held by MVV Energie AG.

The complete reformulation of the control and profit transfer agreement due to the amendment agreement dated 15 January 2012 is purely due to practical considerations. In material terms, there are no changes in the rights and obligations of the parties to the agreement.

- a) The Executive and Supervisory Boards propose that the amendment to the control and profit transfer agreement between MVV Energie AG and MVV RHE GmbH be approved.
- b) The reformulated control and profit transfer agreement due to the amendment agreement has the following principal contents:
  - MVV RHE GmbH shall – as previously – subordinate its management to MVV Energie AG, which is entitled to issue instructions to MVV RHE GmbH. MVV Energie AG shall only exercise its right to issue instructions via its Executive Board. Such instructions must be issued in written form.

- MVV RHE GmbH shall – as previously – be obliged to transfer its 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, MVV RHE GmbH may – also as previously – allocate amounts from its annual net surplus 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 – as previously – not permitted. It is also not permitted to reverse and transfer capital reserves (§ 272 (2) No. 4 of the German Commercial Code – HGB) or revenue reserves (§ 272 (3) of the German Commercial Code – HGB) recognised prior to the beginning of the agreement.

- As previously, 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 at MVV RHE GmbH 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 % per annum. 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 amended control and profit transfer agreement shall take effect upon its entry in the Commercial Register of MVV RHE GmbH.
- The amended control and profit transfer agreement shall be concluded for a term of five full financial years at MVV RHE GmbH following entry of the respective agreement in the Commercial Register and is 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 agreement 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 MVV RHE GmbH or where an external shareholder acquires a stake in the company.

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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](http://www.mvv-investor.de):

- The documents listed in Agenda Item 1;
- The amendment agreement dated 15 January 2012 in respect of the control and profit transfer agreement between MVV Energie AG and MVV RHE GmbH;
- The joint report of the Executive Board of MVV Energie AG and the management of MVV RHE GmbH in respect of the amendment agreement for the control and profit transfer agreement;
- The annual financial statements and management reports of MVV Energie AG and MVV RHE GmbH for the 2008/09, 2009/10 and 2010/11 financial years.

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 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 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 9 March 2012**:

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: Hauptversammlung2012@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. 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: Hauptversammlung2012@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 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 are for the first time also permitted to 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 by **midnight on 9 March 2012**. 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.

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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 necessary for voting via the 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 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](http://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 1 March 2012**.

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 14 February 2012:**

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 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 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 16 March 2012 has been announced by publication of this Agenda in the electronic Federal Official Gazette (*Bundesanzeiger*) on 1 February 2012.

**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, February 2012

MVV Energie AG

The Executive Board