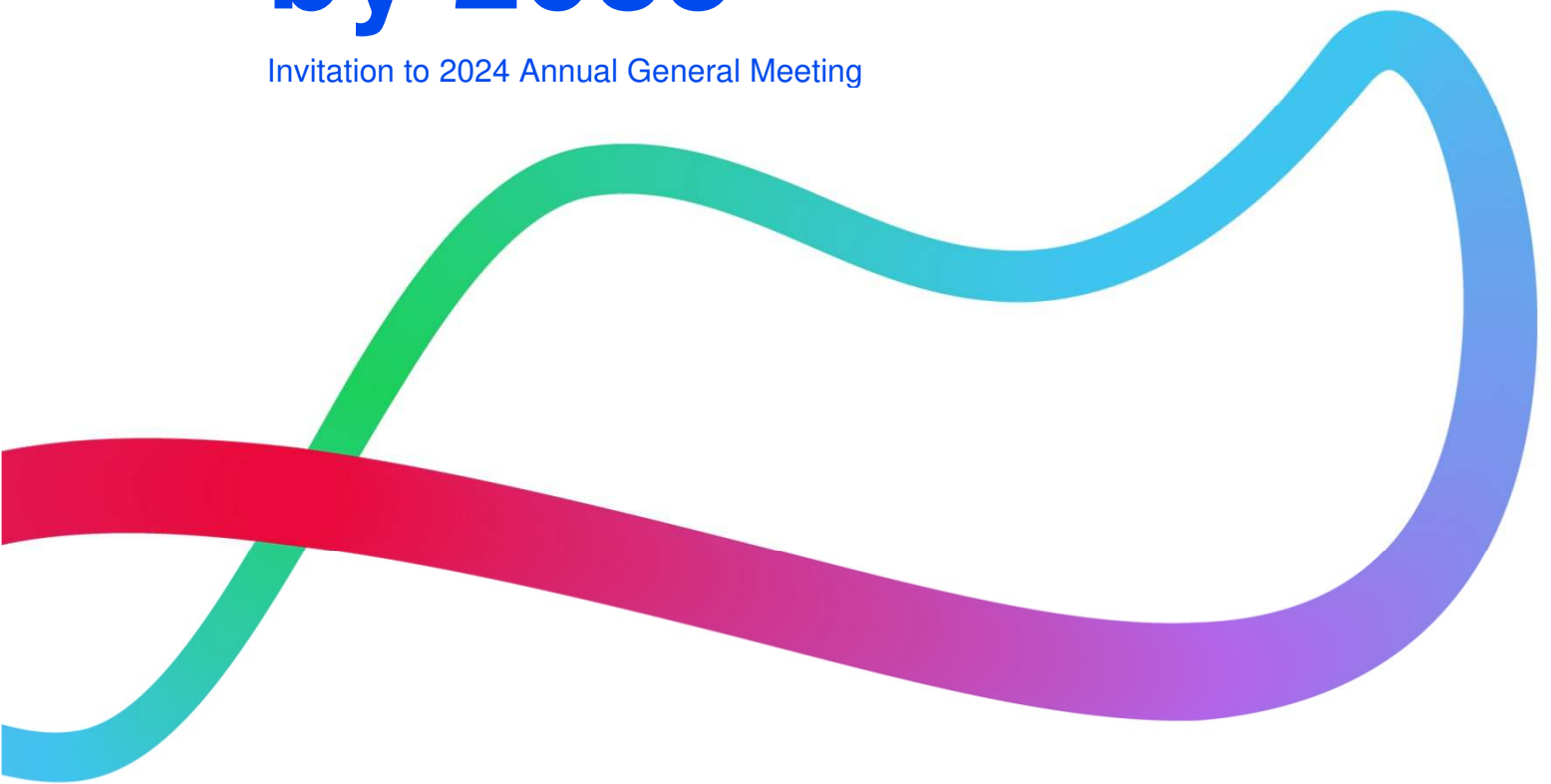




We inspire
with energy.

#climatepositive by 2035

Invitation to 2024 Annual General Meeting



Our future:
#climatepositive

MVV in Figures

	FY 2023	FY 2022	% change
Financial key figures			
Sales and earnings			
Adjusted sales excluding energy taxes (Euro million)	7,531	4,199	+ 79
Adjusted EBITDA ¹ (Euro million)	1,087	564	+ 93
Adjusted EBITDA excluding disposal gains	954	509	+ 87
Adjusted EBIT ¹ (Euro million)	880	353	>+ 100
Adjusted EBIT excluding disposal gains	747	298	>+ 100
Adjusted annual net income ¹ (Euro million)	592	249	>+ 100
Adjusted annual net income after minority interests ¹ (Euro million)	513	176	>+ 100
Capital structure			
Adjusted total assets at 30 September ² (Euro million)	6,028	6,888	- 12
Adjusted total assets excluding margins at 30 September ^{2,3} (Euro million)	5,872	5,434	+ 8
Adjusted equity at 30 September ² (Euro million)	2,391	1,863	+ 28
Adjusted equity ratio at 30 September ² (%)	39.7	27.1	+ 46
Adjusted equity ratio excluding margins at 30 September ^{2,3} (%)	40.7	34.3	+ 19
Net financial debt at 30 September (Euro million)	823	32	>+ 100
Net financial debt excluding margins at 30 September ³ (Euro million)	840	1,449	- 42
Cash flow and investments			
Cash flow from operating activities (Euro million)	- 614	952	-
Cash flow from operating activities excluding margins ³ (Euro million)	786	357	>+ 100
Investments (Euro million)	344	335	+ 3
Value performance			
ROCE (%)	33.5	16.2	>+ 100
ROCE excluding disposal gains (%)	28.4	13.7	>+ 100
ROCE excluding margins ³ (%)	26.3	10.7	>+ 100
ROCE excluding disposal gains and excluding margins (%)	22.3	9.0	>+ 100
WACC (%)	8.0	6.6	+ 21
Value spread (%)	25.5	9.6	>+ 100
Value spread excluding disposal gains (%)	20.4	7.1	>+ 100
Value spread excluding margins ³ (%)	18.3	4.1	>+ 100
Value spread excluding disposal gains and excluding margins (%)	14.3	2.4	>+ 100
Capital employed (Euro million)	2,629	2,178	+ 21
Capital employed excluding margins ³ (Euro million)	3,346	3,298	+ 1
Share			
Adjusted earnings per share ¹ (Euro)	7.78	2.67	>+ 100
Regular dividend per share (Euro)	1.15 ⁴	1.05	+ 10
One-off dividend per share (Euro)	0.30 ⁴	-	-

¹ Excluding non-operating measurement items for financial derivatives and including interest income from finance leases

² Excluding non-operating measurement items for financial derivatives

³ Excluding collateral deposited for counterparty default risk (margins)

⁴ Subject to approval by Annual General Meeting on 8 March 2024

	FY 2023	FY 2022	% change
Non-financial key figures			
Direct CO ₂ emissions (Scope 1) ^{1,2} (tonnes 000s)	2,684	3,649	- 26
Indirect CO ₂ emissions (Scope 2) ¹ (tonnes 000s)	127	147	- 14
Indirect CO ₂ emissions (Scope 3) ¹ (tonnes 000s)	5,984	5,072	+ 18
Electricity generation capacity from renewable energies ^{1,3} (MW _e)	633	614	+ 3
Renewable energies as share of proprietary electricity generation ¹ (%)	41	32	+ 28
Electricity generation volumes from renewable energies ^{1,4} (kWh million)	1,398	1,295	+ 8
Green heat generation capacity ¹ (MW _t)	812	861	- 6
Green heat as share of proprietary heat generation ^{1,5} (%)	46	39	+ 18
Green heat generation volumes ^{1,2,5} (kWh million)	2,465	2,662	- 7
Completed development of new renewable energies plants (MW _e)	1,436	476	>+ 100
Operations management for renewable energies plants (MW _e)	3,708	3,779	- 2
Number of employees at 30 September (headcount)	6,390	6,556	- 3
of which women	1,880	1,864	+ 1
of which men	4,509	4,692	- 4
of which diverse	1	-	-
of which full-time employees	5,336	5,529	- 3
of which part-time employees	1,054	1,027	+ 3
Number of trainees at 30 September (headcount)	331	335	- 1
Share of female managers at 30 September (%)	19	16	+ 19
Accident frequency rate (LTIF) ⁶ (number of accidents per 1,000,000 hours of work)	4.3	3.7	+ 16

¹ Fully consolidated and at-equity companies

² Previous year's figure adjusted

³ Including electricity generation capacity from wind turbines for repowering at 30 September 2023 (28 MW)/30 September 2022 (30 MW)

⁴ Including electricity generation volumes from wind turbines for repowering at 30 September 2023 (31 million kWh)/30 September 2022 (21 million kWh)

⁵ Heat from biomass, biogas and energy from waste plants, including RDF plants

⁶ Figures for 2022 and 2021 calendar years



Agenda

1. Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2023, the combined management report of MVV Energie AG and the Group for the 2023 financial year and the report of the Supervisory Board for the 2023 financial year **Page 5**
2. Resolution on appropriation of unappropriated net profit **Page 5**
3. Formal approval of actions of members of Executive Board **Page 6**
4. Formal approval of actions of members of Supervisory Board **Page 6**
5. Election of auditor for 2024 financial year **Page 6**
6. Resolution on approval of Remuneration Report **Page 6**
7. Resolution on rescindment of existing authorised capital and creation of new authorised capital with the authorisation to exclude subscription rights and corresponding amendments to Articles of Incorporation **Page 6**
8. Amendments to Articles of Incorporation **Page 9**

MVV Energie AG, Mannheim

ISIN DE000A0H52F5

Shareholders of our company are hereby cordially invited to the

Annual General Meeting

to be held

at Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim

at 10.00 a.m. (CET) on Friday, 8 March 2024.

I. Agenda

1. **Presentation of the adopted annual financial statements of MVV Energie AG and the approved consolidated financial statements (IFRS) as of 30 September 2023, the combined management report of MVV Energie AG and the Group for the 2023 financial year and the report of the Supervisory Board for the 2023 financial year**

The aforementioned documents also include the explanatory report in respect of disclosures made pursuant to § 289a (1) and § 315a (1) of the German Commercial Code (HGB). These documents can be accessed at our website www.mvv.de/investors and will also be available at the Annual General Meeting and explained in greater detail there.

At its meeting on 1 December 2023, 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 95,564,854.20 reported in the annual financial statements as of 30 September 2023 should be fully distributed as follows:

- | | | |
|----|--|---------------------|
| a) | Distribution of a dividend of Euro 1.15 per individual share with dividend entitlement for the 2023 financial year | Euro 75,792,815.40 |
| b) | Distribution of a one-off dividend of Euro 0.30 per individual share with dividend entitlement for the 2023 financial year | Euro 19,772,038.80. |

The claim to payment of the dividend matures on the third working day after the date of the resolution adopted by the Annual General Meeting, i.e. on Wednesday, 13 March 2024.

3. Formal approval of actions of members of Executive Board

The Executive and Supervisory Boards propose to formally approve the actions taken in the 2023 financial year by the Executive Board members in office in this period.

4. Formal approval of actions of members of Supervisory Board

The Executive and Supervisory Boards propose to formally approve the actions taken in the 2023 financial year by the Supervisory Board members in office in this period.

5. Election of auditor for 2024 financial year

Based on the recommendation submitted by its Audit Committee, the Supervisory Board proposes the election of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as auditors and group auditors for the 2024 financial year.

The Audit Committee declared in its recommendation that this was free of undue influence by third parties and that no clauses restricting the selection by the Annual General Meeting of the type referred to in Article 16 (6) of the EU Audit Regulation had been imposed.

6. Resolution on approval of Remuneration Report

The Executive and Supervisory Boards propose that the report prepared by the Executive and Supervisory Boards on the remuneration of the Executive and Supervisory Boards of MVV Energie AG for the 2023 financial year should be approved.

Pursuant to § 120a (4) of the German Stock Corporation Act (AktG), the Annual General Meeting adopts a resolution on the approval of the remuneration report prepared and audited pursuant to § 162 AktG for the previous financial year. The remuneration systems underlying the report were approved by the Annual General Meeting of MVV Energie AG on 12 March 2021. These resolutions have been published on the website www.mvv.de/investors.

The remuneration report prepared by the Executive and Supervisory Boards has been audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Essen, pursuant to § 162 (3) AktG to ascertain whether the disclosures required by § 162 (1) and (2) AktG have been made. The remuneration report for the 2023 financial year, including the auditor's report, has been appended to this agenda in Section II, can be accessed via our website www.mvv.de/investors and will also be available at the Annual General Meeting. Furthermore, subsequent to this Annual General Meeting the report will also be available at our website www.mvv.de/investors for a ten-year period.

The resolution does not give rise to any rights or obligations and is not contestable.

7. Resolution on rescindment of existing authorised capital and creation of new authorised capital with the authorisation to exclude subscription rights and corresponding amendments to Articles of Incorporation

The Annual General Meeting on 8 March 2019 authorised the Executive Board until 7 March 2024, subject to approval by the Supervisory Board, to issue authorised capital of up to Euro 51,200,000 (Authorised Capital 2019) and resolved corresponding amendments to the Articles of Incorporation. No use has been made of this authorisation to date. To offer MVV Energie AG greater scope in future as well to adjust the company's equity resources in line with

business and legal requirements, it is intended to rescind Authorised Capital 2019, which is still in place, and create new authorised capital which authorises the Executive Board until 7 March 2029, 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) The authorisation of the Executive Board resolved in Agenda Item 6 of the Annual General Meeting on 8 March 2019, namely to increase the company's share capital, subject to approval by the Supervisory Board, by up to Euro 51,200,000 in the period until 7 March 2024 (Authorised Capital 2019) shall be rescinded, with simultaneous rescindment of § 5 of the Articles of Incorporation.

b) Authorised Capital 2024

The Executive Board shall be authorised until 8 March 2029, 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 2024).

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 as defined in § 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) 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) if 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 shares already listed upon the issue price being definitively determined, which step should be performed at as close a time as possible to the placement of the shares, 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. This 10 % of share capital limit shall (by imputation) include the prorated amount of share capital attributable to shares
 - issued during the term of Authorised Capital 2024 on the basis of an authorisation to dispose of treasury stocks to the exclusion of subscription rights pursuant to § 71 (1) No. 8 Sentence 5 and § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG)
 - issued during the term of Authorised Capital 2024 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), and/or
 - that may or are to be issued to service bonds with conversion or warrant rights or obligations provided that the bonds are issued during the term of Authorised Capital 2024 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.

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

“§ 5

Authorised Capital

- (1) The Executive Board is authorised until 8 March 2029, 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 2024).
- (2) Shareholders are generally to be granted subscription rights. This requirement may also be met by having the new shares taken over by a bank or a company as defined in Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) 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) if 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 shares already listed upon the issue price being definitively determined, which step should be performed at as close a time as possible to the placement of the shares, 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. This 10 % of share capital limit shall (by imputation) include the prorated amount of share capital attributable to shares
 - issued during the term of Authorised Capital 2024 on the basis of an authorisation to dispose of treasury stocks to the exclusion of subscription rights pursuant to Section 71 (1) No. 8 Sentence 5 and Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG)
 - issued during the term of Authorised Capital 2024 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 Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), and/or
 - that may or are to be issued to service bonds with conversion or warrant rights or obligations provided that the bonds are issued during the term of Authorised Capital 2024 to the exclusion of shareholders' subscription rights with analogous application of Section 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.”

8. Amendments to Articles of Incorporation

The Executive and Supervisory Boards propose newly adopting the Articles of Incorporation of MVV Energie AG in the version dated March 2023 to account for the amendments presented in Section III:

However, this proposed resolution explicitly does not refer to § 5 of the Articles of Incorporation, the amendment in which is subject to the resolution proposed in Agenda Item 7.

Explanation of Agenda Item 8

Agenda Item 8 includes the proposal to newly adopt the Articles of Incorporation of MVV Energie AG.

The various amendments are to be aggregated in a new version of the Articles of Incorporation. The amendments thereby proposed are presented in Section III, which on the one hand includes a clean version of the proposed new Articles of Incorporation and on the other a comparative version showing the amendments made in the new version compared with the current version.

The principal amendments proposed are as follows:

- The object of the company (§ 2) is to be amended in line with the company’s current alignment. In particular, the amendment is intended to clarify that the key focus of business activities at MVV Energie AG is not restricted to the generation and supply of utilities, but also includes, among other activities, the development, construction, marketing and operation of all kinds of plants to generate energy, heat and water, as well as all kinds of infrastructure in this area and in further areas stated in the article.
- The amendments to § 12 are intended to create a basis in the Articles of Incorporation for the Supervisory Board to hold meetings not only in person, but also in virtual and hybrid form. As a general rule, the Supervisory Board Chair determines the form of meeting to be held. In-person meetings must nevertheless be convened if a majority of Supervisory Board members objects to other formats. The amendments to § 13 (1) and (2) result from the addition to the Articles of Incorporation of provisions for virtual and hybrid Supervisory Board meetings in § 12. In particular, a clear distinction is to be made between the adoption of resolutions in the circulation procedure, which is not permitted as soon as one Supervisory Board member objects to this means of adopting resolutions, and a hybrid meeting. Due to the provisions governing virtual and hybrid meetings in § 12, the hypothetical presence inferred in § 13 (2) became redundant.
- In the interests of clarity, the provisions set out in § 16, § 17 and § 19 of the Articles of Incorporation are to be clarified by adding provisions that are applicable by law or which are permitted by law to be included in the Articles of Incorporation. These safeguard the possibility of holding the Annual General Meeting on a legally secure basis. In § 16 (3), the statutory provisions concerning the deadline for convening the meeting pursuant to § 123 AktG are now fully accounted for. Pursuant to § 123 (2) AktG, § 17 (2) creates the possibility of setting a shorter registration period for the Annual General Meeting in individual cases. The addition to § 17 (6) specifies the powers of the Executive Board to determine the requirements governing the online participation of shareholders in greater detail. The powers of the meeting chair are also specified in greater detail in § 19 (3). Thanks to his or her function, the meeting chair is authorised to restrict shareholders’ rights to submit questions and make statements. Pursuant to § 131 (2) Sentence 2 AktG, the existing version of the Articles of Incorporation already includes a corresponding authorisation. This is intended to prevent any abuse of the right to submit questions and make statements and to enable the Annual General Meeting to be held within an appropriate and reasonable timeframe. The powers of the meeting chair are now to be specified in further detail to clarify that he or she is particularly authorised to prematurely close the list of requests to speak and order the conclusion of the debate. This authorisation too may only be exercised with due consideration of the specific circumstances and application of due professional discretion.

- Finally, the new version of the Articles of Incorporation include linguistic and editorial amendments and the removal of provisions governing expenses relating to the foundation of the company and capital increases contained in the current § 21 and § 22. Due to the passage of time, these provisions no longer require continued inclusion.

With these amendments, the Articles of Incorporation now, in their entirety, reflect the latest status in terms of their language and contents. The clarity of the provisions contained therein has been enhanced, while pragmatic regulations have been introduced to facilitate the activities of the Supervisory Board in particular.

(Notes on English translation: The purely linguistic changes to the German version of the Articles of Incorporation, which are of a grammatical or orthographic nature, have no implications for the English version. In numerous cases, amendments are therefore indicated in the German version but not apparent in the English translation.)

As already mentioned, Section III presents the newly formulated Articles of Incorporation in their entirety. This section also includes a comparative version to highlight the amendments made to the Articles of Incorporation compared with their current version.

II. Remuneration Report (re. Agenda Item 6)

In what follows, the Executive and Supervisory Boards report pursuant to § 162 of the German Stock Corporation Act (AktG) on the remuneration of the Executive and Supervisory Boards of MVV Energie AG in the 2023 financial year. The remuneration systems for the Executive and Supervisory Boards of MVV Energie AG were approved by the Annual General Meeting on 12 March 2021. The resolutions have been published on our website [mvv.de/en/corporate-governance](https://www.mvv.de/en/corporate-governance). The remuneration report for the 2022 financial year was approved by the Annual General Meeting of MVV Energie AG on 10 March 2023.

Remuneration of Executive Board Members

Executive Board remuneration system

On 2 December 2020, the Supervisory Board adopted a remuneration system for the Executive Board pursuant to § 87a (1) AktG. This remuneration system was approved by the Annual General Meeting pursuant to § 120a (1) AktG on 12 March 2021 and has since been applied.

In accordance with § 87a (2) Sentence 1 AktG, the Supervisory Board is required to determine the remuneration of Executive Board members in accordance with the remuneration system submitted to the Annual General Meeting for approval pursuant to § 120a (1) AktG. This occurred on 12 March 2021.

The Executive Board remuneration system is aligned to our corporate strategy and our business model. As is customary in the energy sector, our investments are characterised by a long-term horizon. Furthermore, we operate in a highly dynamic market and political climate. The Executive Board remuneration system takes account of this framework. It on the one hand incentivises the long-term and sustainable development of the company and its value while on the other hand rewarding financial success. The company's long-term alignment is particularly reflected in variable remuneration, the predominant share of which is based on a three-year period. The remuneration system is thus consistent with the development in the remuneration of employees, who are covered by the company collective agreement for MVV Energie AG. Reference is made to the same key financial figures when assessing the variable remuneration for this group of employees and for the Executive Board.

All matters pertaining to the Executive Board are prepared in the Supervisory Board Personnel Committee and decided by the full Supervisory Board. These also include matters pertaining to the remuneration of Executive Board members, the Executive Board remuneration system and preparations for the appointment of new Executive Board members. The Personnel Committee comprises six members and is convened when required.

In this report, we present the total remuneration granted and owed to the Executive Board members in the 2023 financial year, even if variable remuneration is regularly disbursed only after the end of the respective financial year. We view remuneration as having been granted when the underlying work has been performed in full.

Executive Board remuneration comprises non-performance-related and performance-related components, the composition and determination of which is described below. No other payments were either committed or made by third parties to Executive Board members in connection with their activities as such.

The amount of individual Executive Board remuneration is based on and consistent with the recommendations made by market studies and benchmarks. With the assistance of an independent advisory company, the Supervisory Board reviewed the appropriateness of all components of remuneration in terms of their design, amount and structure in the 2019 financial year and established that these were appropriate. On the one hand, this review was horizontal, i.e. referred to the market by means of a cross-industry comparison in which we analysed 25 companies in the M-DAX and S-DAX indices. Furthermore, we analysed the remuneration at 14 energy suppliers, including companies in the DAX index and regional energy suppliers. On the other hand, we performed a vertical review on the appropriateness of remuneration. This confirmed that the relationship between the remuneration of the Chief Executive Officer and that of ordinary Executive Board members was appropriate, as was that to the remuneration of other employees and of heads of departments and authorised representatives.

The management system for the MVV Group ("MVV") is based on financial and non-financial key figures. Both sets of figures are regularly and transparently communicated, both within the company and externally, including in MVV's Annual Report. This management system is resilient and well balanced. It is summarised in the return on capital employed (ROCE), which is the main key figure for MVV's sustainable development, particularly also in the context of variable remuneration. This way, we ensure that all Executive Board members are similarly working to achieve the same targets for the company.

The Executive Board remuneration system provides for a cap on severance pay. Payments to a retiring member of the Executive Board may not exceed the amount of two annual remuneration packages. Moreover, no remuneration may be paid for periods exceeding the remaining term of the employment contract. No transitional allowance is granted in the event of the premature termination or non-extension of the employment contract.

The maximum remuneration stipulated by the Supervisory Board for Executive Board members covers fixed remuneration, contractually agreed maximum variable remuneration, fringe benefits, pension commitments and remuneration for supervisory board positions held within the Group. This involves the maximum arithmetically possible remuneration; as a general rule, this is not achieved as the Supervisory Board determines new minimum thresholds for variable remuneration each year taking due account of the company's business performance. Maximum remuneration amounts to Euro 2.46 million for the Chief Executive Officer and to between Euro 0.98 million and Euro 1.08 million for the other Executive Board members.

Non-performance-related remuneration

The non-performance-related remuneration components paid to Executive Board members comprise a fixed salary, fringe benefits and pension commitments. The fixed remuneration is paid in prorated instalments in the form of a monthly salary. Furthermore, Executive Board members receive fringe benefits. These mainly involve contributions to insurance policies customary to the market and non-cash benefits in kind resulting from company car use. The Executive Board members are required to tax the fringe benefits under their own responsibility.

Individual fixed remuneration packages are reviewed every two years. Potential adjustments to fixed remuneration are regularly based on the development in collectively agreed pay for those employees who are covered by the company collective agreement at MVV Energie AG. This ensures commensurate developments in remuneration between Executive Board members and the company's workforce. A structural analysis performed with expert support to assess Executive Board salaries compared with the remuneration paid to employees has confirmed that these salaries conform to market norms.

Performance-related remuneration

The variable remuneration of the Executive Board members comprises the annual bonus and sustainability bonuses 1 and 2, each of which is furnished with appropriate minimum thresholds and caps. The relationship between the total bonus and the business performance offers guidance for the setting of threshold values. The minimum thresholds are determined each year by the Supervisory Board. It is ensured that decisions taken by the Executive Board to safeguard the company's long-term success do not contravene the development in the total bonus.

The annual bonus is based on the adjusted EBIT achieved by MVV in the respective past financial year. To determine this key figure relevant to the company's management, we eliminate the following items from operating earnings before interest and taxes: positive and negative earnings items resulting from fair value measurement as of the reporting date of financial derivatives recognised under IFRS 9 and, if applicable, the effects of structural adjustments due to part-time early retirement and restructuring expenses. We add interest income from finance leases, which is reported in financing income in the income statement, to adjusted EBIT. To calculate the annual bonus, adjusted EBIT is amended, if applicable, to account for the effects of changes in shareholdings and the market (bonus-relevant adjusted EBIT).

Sustainability bonuses 1 and 2 are linked to the long-term increase in the company's value and based on the ROCE and WACC key figures. The ROCE key figure measures how efficiently the company has used its capital employed. As the capital required for operations is influenced above all by long-term strategic decisions, this key figure is well suited to assess the long-term development in the company and its value. The bonus-relevant ROCE figure is calculated by dividing bonus-relevant adjusted EBIT by capital employed. The costs of capital are expressed in the WACC figure. The parameters used to calculate WACC relevant to MVV are reviewed each year and partly updated to account for changes in the market. This resulted in a Group WACC of 8.0 % before taxes for the 2023 financial year (previous year: 6.6 %). The calculation of costs of capital was based on the methods promulgated by the Institute of Public Auditors in Germany (IDW) and is thus consistent with the relevant auditors' standard. Sustainability bonus 1 is paid if bonus-relevant ROCE exceeds the minimum return specified by the Supervisory Board each year over a three-year period. Sustainability bonus 2 is granted if bonus-relevant ROCE (as an average for the past three years) exceeds the costs of capital (also as an average for the past three years).

The key figures relevant to the payment of performance-related remuneration are presented in the following table.

Key figures relevant to payment of performance-related Executive Board remuneration to Executive Board members

	FY 2023	FY 2022	FY 2021	FY 2020	FY 2019
Annual bonus					
Bonus-relevant adjusted EBIT (Euro million)	389	298	255	–	–
Sustainability bonus					
Bonus-relevant ROCE before taxes (%)	10.8	8.9	8.2	7.5	7.9
Average bonus-relevant ROCE before taxes over three financial years (%)	9.3	8.2	7.9	–	–
WACC before taxes (%)	8.0	6.6	5.9	6.0	6.3

Executive Board members receive a contractually agreed amount both for the annual component and for the two sustainability components if the relevant key figures exceed the respective threshold values. For the annual component, such claims arise for each full one-million-euro amount by which the key figure exceeds the minimum threshold; for sustainability bonus 1, the claim arises for each whole per mil by which the minimum yield is exceeded; for sustainability bonus 2, such claim arises for each whole per mil by which the WACC key figure is exceeded. In the past financial year, the predetermined minimum threshold, minimum return and WACC were exceeded, giving rise to a claim to variable remuneration. Compared with the annual bonus, the sustainability bonuses account for the overwhelming share of variable remuneration for the Executive Board members of MVV Energie AG. No further multiyear variable remuneration is provided for, neither does the company maintain any stock option programmes or comparable instruments. The shareholder structure of MVV Energie AG weighs against offering variable remuneration in company shares or other share-based remuneration models; in particular, the low level of free float means there are only limited possibilities to participate in growth in the company's value via its shares. The remuneration system also entitles the Supervisory Board to increase or reduce individual claims to variable remuneration by up to 5 % on the basis of non-financial key figures. To date, the Supervisory Board has not drawn on this option. The claw-back of remuneration components is not provided for.

Retirement pension

In addition, Executive Board members at MVV Energie AG have been granted defined contribution pension commitments, the volume of which corresponds to the balances on virtual pension accounts at the time at which the benefits are claimed. Pension contributions bearing annual interest are credited to these accounts each year. The commitments also cover benefits for permanent inability to work and provision for surviving dependants.

Executive Board remuneration in 2023 financial year

The total remuneration granted and owed to the current members of the Executive Board in the year under report was structured as follows:

Total remuneration granted and owed to current Executive Board members

	Dr. Georg Müller Chief Executive Officer				Verena Amann Personnel Director			
	FY 2023		FY 2022		FY 2023		FY 2022	
	Euro 000s	% share of total remuneration	Euro 000s	% share of total remuneration	Euro 000s	% share of total remuneration	Euro 000s	% share of total remuneration
Fixed salary ¹	561	42	501	52	335	38	327	48
Fringe benefits ²	21	2	20	2	40	5	40	6
Other remuneration ³	7	1	5	1	9	1	9	1
Non-performance-related remuneration	589	45	526	55	384	44	376	55
Performance-related remuneration	729	55	435	45	482	56	311	45
Total remuneration⁴	1,318	100	961	100	866	100	687	100

	Ralf Klöpfer Sales Director				Dr. Hansjörg Roll Technology Director			
	FY 2023		FY 2022		FY 2023		FY 2022	
	Euro 000s	% share of total remuneration	Euro 000s	% share of total remuneration	Euro 000s	% share of total remuneration	Euro 000s	% share of total remuneration
Fixed salary ¹	335	39	327	48	335	40	327	43
Fringe benefits ²	37	4	37	5	18	2	20	2
Other remuneration ^{3, 5}	11	1	13	2	7	1	107	14
Non-performance-related remuneration	383	44	377	55	360	43	454	59
Performance-related remuneration	479	56	307	45	484	57	313	41
Total remuneration	862	100	684	100	844	100	767	100

1 Annual fixed remuneration including CEO allowance of Euro 226 thousand for Dr. Georg Müller

2 Contributions to health insurance, nursing care insurance, voluntary contributions to employers' mutual insurance association, non-cash benefits/benefits in kind

3 Remuneration from board activity at subsidiaries and shareholdings (entitlement in respective financial year). This is deducted from variable remuneration.

4 Time-apportioned remuneration for Dr. Georg Müller due to sickness-related absence in the 2022 financial year

5 As well as board activity remuneration of Euro 7 thousand, the figure for Dr. Hansjörg Roll in the 2022 financial year also includes a special payment of Euro 100 thousand.

Remuneration received for supervisory board positions within the Group (other remuneration) is imputed each year to performance-related remuneration and has been deducted.

Benefits payable in the event of regular termination of activity (pension obligations pursuant to IFRS)

Euro 000s	Development in virtual pension accounts			Pension provisions		Allocation to pension provisions	
	Balance at 1 Oct 2022	Pension contribution	Balance at 30 Sep 2023 ¹	Balance at 30 Sep 2023 ²	Service cost	Interest expenses	
Dr. Georg Müller	4,456	173	4,855	4,824	185		179
Verena Amann	345	106	464	441	115		14
Ralf Klöpfer	1,457	187	1,702	1,627	204		57
Dr. Hansjörg Roll	1,463	220	1,742	1,685	241		58
Total	7,721	686	8,763	8,577	745		308

1 Including interest

2 Equivalent to present value of vested claims

Remuneration of Supervisory Board Members

Supervisory Board remuneration system

Pursuant to § 15 of the Articles of Incorporation of MVV Energie AG, remuneration paid to members of the Supervisory Board is determined by the Annual General Meeting; this was most recently determined by resolution of the Annual General Meeting on 13 March 2020.

The remuneration system was approved by the Annual General Meeting on 12 March 2021. The Articles of Incorporation and remuneration system are published on our website mvv.de/en/corporate-governance.

In this report, we present the total remuneration granted and owed to Supervisory Board members in the 2023 financial year. We view this remuneration as having been granted as the underlying work has been performed in full. In accordance with the Articles of Incorporation, Supervisory Board members received fixed annual remuneration payable after the conclusion of the financial year. This annual remuneration takes the form of fixed remuneration. The amount of remuneration takes due account of the responsibility and scope of activities of the Supervisory Board members. Additional remuneration is paid to the Chair and Deputy Chair of the Supervisory Board and to the Chair and members of the Audit Committee. Annual remuneration was most recently adjusted in the 2020 financial year.

In addition, Supervisory Board members receive a meeting allowance for each meeting of the full Supervisory Board or committee meeting attended. This is also paid to members attending the Audit Committee as permanent guests. The Supervisory Board Chair and the Audit Committee Chair receive twice the amount to remunerate their additional tasks in chairing meetings and in preparing and following up on the meetings of the Supervisory Board and the Audit Committee. The meeting allowance was most recently adjusted in 2009.

Supervisory Board members are reimbursed for outlays arising in connection with the discharging of their duties, as well as for any value added tax incurred on the remuneration and any social security contributions incurred. An assistant is also provided to support the Supervisory Board Chair in discharging his duties.

Fixed remuneration, remuneration of additional committee activities, meeting allowances and the decision not to offer any performance-related remuneration are intended in particular to underline the independence of Supervisory Board members. Enabling the Supervisory Board to perform its supervisory and advisory activities appropriately and independently of the company's financial results, thus underlining the independence and competence of Supervisory Board members, means that, in performing its supervisory and advisory activities, the Supervisory Board is able to focus on the company's long-term and solid development.

Supervisory Board remuneration in 2023 financial year

In addition to the reimbursement of their outlays, the Supervisory Board members received annual remuneration of Euro 15,000. The Supervisory Board Chair received annual remuneration of Euro 30,000, while the Deputy Chair received Euro 22,500.

The Audit Committee Chair received additional annual remuneration of Euro 10,000, while the other members of this committee each received Euro 5,000.

Members joining or retiring from the Supervisory Board or a committee during the financial year received time-apportioned remuneration.

Furthermore, members of the Supervisory Board and its committees received a meeting allowance of Euro 1,000 for each meeting attended, while the Chairs of the Supervisory Board and the Audit Committee each received twice this amount for each meeting attended.

The Supervisory Board members did not receive any further remuneration or benefits in the year under report for services provided in a personal capacity, such as advisory or mediation services. No loans or advances were granted to Supervisory Board members and the company did not assume any liability on their behalf.

The following table presents the remuneration components granted and owed to current and former Supervisory Board members in the past financial year, including the respective relative share pursuant to § 162 (1) Sentence 1 AktG.

Remuneration granted and owed to current and former Supervisory Board members in 2023 financial year

	Fixed remuneration		Fixed remuneration for committee activity		Meeting allowances		Total remuneration	Previous year
	Euro	% share of total remuneration	Euro	% share of total remuneration	Euro	% share of total remuneration	Euro	Euro
Current Supervisory Board members								
Christian Specht, Chair	17,375	57	–	–	13,000	43	30,375	27,000
Angelo Bonelli	15,000	48	5,000	16	11,000	36	31,000	34,000
Timo Carstensen	15,000	71	–	–	6,000	29	21,000	22,000
Sabine U. Dietrich	15,000	88	–	–	2,000	12	17,000	21,000
Detlef Falk	15,000	47	5,000	16	12,000	37	32,000	30,000
Martin F. Herrmann	15,000	46	5,000	15	13,000	39	33,000	32,000
Barbara Hoffmann	15,000	65	–	–	8,000	35	23,000	26,000
Dr. Simon Kalvoda	15,000	71	–	–	6,000	29	21,000	–
Heike Kamradt-Weidner	22,500	52	5,000	11	16,000	37	43,500	43,500
Gregor Kurth	15,000	42	5,000	14	16,000	44	36,000	36,000
Thoralf Lingnau	15,000	75	–	–	5,000	25	20,000	22,000
Dr. Lorenz Näger	15,000	33	10,000	22	20,000	45	45,000	42,000
Eric Niedenthal (since 27 October 2022)	13,917	70	–	–	6,000	30	19,917	–
Tatjana Ratzel	15,000	71	–	–	6,000	29	21,000	22,000
Thorsten Riehle	15,000	71	–	–	6,000	29	21,000	22,000
Andreas Schöniger	15,000	63	–	–	9,000	37	24,000	10,250
Susanne Schöttke	15,000	75	–	–	5,000	25	20,000	22,000
Dr. Stefan Seipl	15,000	56	–	–	12,000	44	27,000	27,000
Total	278,792		35,000		172,000		485,792	438,750
Former Supervisory Board members								
Dr. Peter Kurz (Chair until 3 August 2023)	25,250	61	–	–	16,000	39	41,250	51,000
Susanne Wenz (until 31 August 2023)	13,750	100	–	–	–	–	13,750	16,000
Johannes Böttcher (until 26 October 2022)	1,083	100	–	–	–	–	1,083	22,000
Total	40,083		–		16,000		56,083	89,000
Total remuneration for current and former Supervisory Board members	318,875		35,000		188,000		541,875	527,750

Comparative Presentation

In the tables below, we report on the annual change in remuneration granted and owed to the Executive Board and in the remuneration of current and former Supervisory Board members. Moreover, to facilitate comparison we present the development in the company's earnings and in the remuneration of its employees on a full-time equivalent basis. To present the development in the company's earnings, we on the one hand report the adjusted EBIT of the MVV Group ("MVV") pursuant to IFRS and on the other hand present the annual net surplus of the group parent company MVV Energie AG pursuant to HGB. Both are key management figures for the company.

To report on the remuneration of employees, we present the average wages and salaries of employees of MVV Energie AG in the respective financial year. The components of remuneration have been selected to correspond with the total remuneration of the Executive Board. They comprise monthly remuneration pursuant to the relevant tables, fixed allowances, one-off payments, variable remuneration and any benefits in kind arising from the use of company cars. In September 2023, the Executive Board decided to grant a one-off payment of Euro 1,500 per full-time employee to mark the 150th anniversary of MVV and its predecessor companies. This voluntary payment is also intended to cushion the effects of the rise in consumer prices in the 2023 financial year.

The Executive Board remuneration presented below (total remuneration granted and owed) corresponds to the "total remuneration" published in previous financial years.

Comparative presentation of Executive Board remuneration, Supervisory Board remuneration, development in earnings and employee remuneration

Comparative presentation of total remuneration granted and owed to current Executive Board members over the past five financial years

	FY 2023	FY 2022	% change FY 2023 on FY 2022	FY 2021	% change FY 2022 on FY 2021	FY 2020	% change FY 2021 on FY 2020	FY 2019	% change FY 2020 on FY 2019	FY 2018	% change FY 2019 on FY 2018
Euro 000s											
Executive Board remuneration											
Dr. Georg Müller ¹ Chief Executive Officer	1,318	961	+ 37	1,059	- 9	960	+ 10	1,015	- 5	945	+ 7
Verena Amann Personnel Director (since 1 August 2019)	866	687	+ 26	690	-	624	+ 11	107	>+ 100	-	-
Ralf Klöpfer Sales Director	862	684	+ 26	689	- 1	622	+ 11	666	- 7	647	+ 3
Dr. Hansjörg Roll Technology Director	844	767	+ 10	671	+ 14	606	+ 11	651	- 7	617	+ 6

¹ Time-apportioned remuneration due to sickness-related absence in the 2022 financial year

Comparative presentation of total remuneration granted and owed to Supervisory Board members over the past five financial years

	FY 2023	FY 2022	% change FY 2023 on FY 2022	FY 2021	% change FY 2022 on FY 2021	FY 2020	% change FY 2021 on FY 2020	FY 2019	% change FY 2020 on FY 2019	FY 2018	% change FY 2019 on FY 2018
Current Supervisory Board members											
Christian Specht, Chair	30,375	27,000	+ 13	26,000	+ 4	30,000	- 13	18,875	+ 59	14,000	+ 35
Angelo Bonelli	31,000	34,000	- 9	19,055	+ 78	-	-	-	-	-	-
Timo Carstensen	21,000	22,000	- 5	21,000	+ 5	20,000	+ 5	16,000	+ 25	15,000	+ 7
Sabine U. Dietrich	17,000	21,000	- 19	20,000	+ 5	-	-	-	-	-	-
Detlef Falk	32,000	30,000	+ 7	31,000	- 3	30,000	+ 3	21,500	+ 40	25,500	- 16
Martin F. Herrmann	33,000	32,000	+ 3	17,055	+ 88	-	-	-	-	-	-
Barbara Hoffmann	23,000	26,000	- 12	24,000	+ 8	21,000	+ 14	15,000	+ 40	16,000	- 6
Dr. Simon Kalvoda	21,000	-	-	-	-	-	-	-	-	-	-
Heike Kamradt-Weidner	43,500	43,500	0	41,500	+ 5	41,500	-	32,500	+ 28	34,500	- 6
Gregor Kurth	36,000	36,000	0	32,000	+ 13	7,667	>+ 100	-	-	-	-
Thoralf Lingnau	20,000	22,000	- 9	21,000	+ 5	14,292	+ 47	-	-	-	-
Dr. Lorenz Näger	45,000	42,000	+ 7	36,764	+ 14	31,000	+ 19	19,500	+ 59	23,500	- 17
Eric Niedenthal (since 27 October 2022)	19,917	-	-	-	-	-	-	-	-	-	-
Tatjana Ratzel	21,000	22,000	- 5	22,000	-	-	-	-	-	-	-
Thorsten Riehle	21,000	22,000	- 5	11,292	+ 95	-	-	-	-	-	-
Andreas Schöniger	24,000	10,250	>+ 100	-	-	-	-	-	-	-	-
Susanne Schöttke	20,000	22,000	- 9	10,292	>+ 100	-	-	-	-	-	-
Dr. Stefan Seipl	27,000	27,000	0	26,000	+ 4	-	-	-	-	-	-
Former Supervisory Board members											
Dr. Peter Kurz (Chair until 3 August 2023)	41,250	51,000	- 19	49,000	+ 4	48,000	+ 2	39,000	+ 23	36,000	+ 8
Susanne Wenz (until 31 August 2023)	13,750	16,000	- 14	19,000	- 16	20,000	- 5	3,222	>+ 100	-	-
Johannes Böttcher (until 26 October 2022)	1,083	22,000	- 95	21,000	+ 5	22,000	- 5	16,000	+ 38	15,000	+ 7

Comparative presentation of development in earnings and employee remuneration over the past five financial years

	FY 2023	FY 2022	% change FY 2023 on FY 2022	FY 2021	% change FY 2022 on FY 2021	FY 2020	% change FY 2021 on FY 2020	FY 2019	% change FY 2020 on FY 2019	FY 2018	% change FY 2019 on FY 2018
Development in earnings											
Adjusted EBIT (Euro million)	880	353	>+ 100	278	+ 27	233	+ 19	225	+ 4	228	- 1
Annual net surplus of MVV Energie AG (Euro million)	191	117	+ 63	111	+ 5	99	+ 12	99	-	114	- 13
Average employee remuneration											
MVV Energie AG (Euro)	98,560	95,833	+ 3	94,069	+ 2	91,162	+ 3	88,959	+ 2	88,843	-

Independent Auditor's Report

Report of the Independent Auditor on the Audit of the Remuneration Report pursuant to § 162 Abs. 3 AktG

To MVV Energie AG, Mannheim

Audit opinion

We have audited the remuneration report of MVV Energie AG, Mannheim, for the financial year from 1 October 2022 to 30 September 2023 to ascertain in formal terms whether the disclosures required by § [Article] 162 Abs. [paragraph] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] were provided in the remuneration report. Consistent with § 162 Abs. 3 AktG, we have not audited the contents of the remuneration report.

In our opinion, the disclosures required by § 162 Abs. 1 and 2 AktG have, in all material respects, been provided in the appended remuneration report. Our audit opinion does not cover the contents of the remuneration report.

Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with § 162 Abs. 3 AktG, taking due account of the IDW Audit Standard: The Audit of the Remuneration Report pursuant to § 162 Abs. 3 AktG (IDW AS 870). Our responsibilities under this requirement and this standard are further described in the "Auditor's responsibilities" section of our report. Our audit firm has applied IDW Standard on Quality Control 1: Requirements to Quality Control for Audit Firms (IDW QS 1). We have complied with professional regulations pursuant to the German Auditors' Ordinance (WPO) and the Professional Code for German Public Auditors and German Chartered Accountants (BS WP/vBP), including the requirements in respect of independence.

Responsibilities of the executive directors and the supervisory board

The executive directors and the supervisory board are responsible for the preparation of the remuneration report, including the associated disclosures, in such a way as to satisfy the requirements of § 162 AktG. In addition, they are responsible for such internal controls as they have determined necessary to enable the preparation of a remuneration report, including the associated disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required by § 162 Abs. 1 and 2 AktG have, in all material respects, been provided in the remuneration report, as well as to issue a report that includes our audit opinion.

We planned and conducted our audit in such a way as to enable us to ascertain the formal completeness of the remuneration report by comparing the disclosures provided in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG. Consistent with § 162 Abs. 3 AktG, we have not audited the accuracy of the contents provided in the disclosures, the completeness of the contents of individual disclosures or the appropriate presentation of the remuneration report.

Essen, 1 December 2023

PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft

Ralph Welter

Andrea Ehrenmann

Wirtschaftsprüfer
[German Public Auditor]

Wirtschaftsprüferin
[German Public Auditor]

* * *

III. New version of the Articles of Incorporation – object of the resolution proposed in Agenda Item 8

1. New version of the Articles of Incorporation (without indication of amendments)

Articles of Incorporation

of

MVV Energie AG¹

I.

General Provisions

§ 1

Name, Legal Domicile and Financial Year

- (1) The company has the name:

“MVV Energie AG”

- (2) The legal domicile of the company is in Mannheim.

- (3) The financial year begins on 1.10 and ends on 30.9 of the subsequent year.

§ 2

Object of the Company

- (1) The object of the company is the generation, procurement, delivery, trading and general supply of electricity, gases, water and heat, as well as all kinds of fuels, the capture, storage, transport and use of CO₂, the development, construction, marketing and operation of all kinds of plants to generate energy, heat and water, as well as all kinds of infrastructures in these fields and industrial parks, electric mobility and smart cities, the preparation, treatment and incineration of waste and non-recyclable materials, information processing, including the planning, construction, marketing and operation of data centres, the planning, establishment and operation of telecommunications facilities, the acquisition, development, utilisation and management of real estate, the operation of real estate and building and facility management, as well as the advising of third parties and the provision of services of all kinds in the aforementioned areas.

¹ All functional designations in the Articles of Incorporation refer equally to all people irrespective of their gender or their sexual orientation.

- (2) The company is entitled to undertake all transactions and measures required by the object of the company or which are directly or indirectly suited to serving such object. The company is entitled to establish branches and to establish, acquire or purchase shareholdings in other companies. It may unite such companies in part or as a whole under uniform management. It may also undertake its activities by means of subsidiaries, shareholdings or joint ventures, or hive off such activities in part or as a whole to affiliated companies, or transfer them to affiliated companies and restrict its own activities to the management and administration of its affiliated companies.

§ 3

Announcements, Communication of Information

- (1) Announcements are published in the Federal Official Gazette, unless mandatory legal provisions require otherwise.
- (2) Information may also be communicated to shareholders electronically in accordance with the relevant legal provisions.

II.

Share Capital and Shares

§ 4

Share Capital

- (1) The share capital of the company amounts to Euro 168,721,397.76 (in words: one hundred and sixty-eight million, seven hundred and twenty-one thousand, three hundred and ninety-seven Euros and seventy-six cents).
- (2) The share capital is divided into 65,906,796 non-par registered shares.
- (3) In the event of capital increases, the commencement of profit participation for the new shares may be determined in deviation to the provisions of Section 60 (2) Sentence 3 of the German Stock Corporation Act (AktG).

[Note: The amendment to Article 5 of the Articles of Incorporation forms the object of the resolution proposed in Agenda Item 7]

§ 5 Authorised Capital

- (1) The Executive Board is authorised until 8 March 2029, 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 2024).
- (2) Shareholders are generally to be granted subscription rights. This requirement may also be met by having the new shares taken over by a bank or a company as defined in Section 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) 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) if 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 shares already listed upon the issue price being definitively determined, which step should be performed at as close a time as possible to the placement of the shares, 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. This 10 % of share capital limit shall (by imputation) include the pro-rated amount of share capital attributable to shares issued during the term of Authorised Capital 2024 on the basis of an authorisation to dispose of treasury stocks to the exclusion of subscription rights pursuant to Section 71 (1) No. 8 Sentence 5 and Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG)
 - issued during the term of Authorised Capital 2024 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 Section 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), and/or
 - that may or are to be issued to service bonds with conversion or warrant rights or obligations provided that the bonds are issued during the term of Authorised Capital 2024 to the exclusion of shareholders' subscription rights with analogous application of Section 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.
-

§ 6

Shares and Other Titles

- (1) The Executive Board shall decide on the issuing, the form and the contents of share certificates, as well as of profit participation and renewal coupons.
- (2) The company may combine individual shares of the same kind in share certificates evidencing ownership of a number of shares (multiple share certificates). The shareholders are not entitled to demand the evidencing of their shares.

III.

Executive Board

§ 7

Executive Board

- (1) The Executive Board consists of at least two members. The Supervisory Board shall appoint the members of the Executive Board and determine their number.
- (2) The Supervisory Board may appoint one member of the Executive Board to be the Chief Executive Officer.
- (3) The Supervisory Board may issue a Code of Procedure for the Executive Board.
- (4) The Supervisory Board may assign responsibility for the conclusion, amendment and termination of employment contracts to be concluded with members of the Executive Board to a Supervisory Board committee.

§ 8

Representation of the Company

- (1) The company may be represented by two members of the Executive Board jointly or by one member of the Executive Board together with a holder of a general commercial power of attorney (*Prokurist*).
- (2) The Supervisory Board may exempt members of the Executive Board in part or in full from the restrictions set out in Section 181 of the German Civil Code (BGB).

IV.
Supervisory Board

§ 9
Composition, Period in Office, Retirement from Office

- (1) The Supervisory Board consists of 20 members. As one part of the members of the Supervisory Board to be elected by the Annual General Meeting, the City of Mannheim shall be represented on the Supervisory Board by the Lord Mayor and the responsible departmental director to the extent that the City of Mannheim is a shareholder in the company and directly or indirectly holds shares amounting to more than one half of the share capital. 10 members are to be elected by the employees in accordance with the German Co-determination Act of 1976. The remaining members are to be elected by the shareholders in accordance with the provisions of the German Stock Corporation Act (AktG).
- (2) The members of the Supervisory Board are elected for the period up to the conclusion of the Annual General Meeting releasing them from responsibility for the fourth financial year following the beginning of their period in office. The financial year in which the election takes place shall not be included in this respect. At such election, the Annual General Meeting may set a shorter period in office. The election of a successor for any member departing from the Supervisory Board prior to the expiry of his/her period in office is to be undertaken for the remainder of the period in office of the respective member thereby departing.
- (3) Each member of the Supervisory Board may retire from office at any time following a notice period of one month and also without any compelling reason. The Chairman of the Supervisory Board and the Executive Board are to be notified in writing of such intention.

§ 10
Chairman and Deputy Chairman

- (1) At a meeting held directly following the Annual General Meeting at which the members of the Supervisory Board were elected, and which is not be required to be separately convened, the Supervisory Board shall elect a Chairman and a Deputy Chairman from among its number pursuant to Section 27 (1) and (2) of the German Codetermination Act (MitbestG) for the period in office set out in Section 9 (2), provided that no short period in office is determined upon such election.
- (2) In the event of the Chairman or the Deputy Chairman retiring from office prior to the expiry of the respective term in office, a by-election is to be held without delay for the remainder of the period in office of the person thereby retiring from office.

§ 11
Duties and Rights of the Supervisory Board

- (1) The Supervisory Board monitors the management of the company by the Executive Board.

- (2) The Supervisory Board may require in a Code of Procedure or by resolution that certain types of transaction shall require its consent.
- (3) The Supervisory Board is authorised to pass resolution on amendments to the Articles of Incorporation only affecting the respective formulation.

§ 12

Meetings of the Supervisory Board

- (1) The meetings of the Supervisory Board are to be convened by the Chairman, or by his/her Deputy in the event of the former being indisposed. The form of meeting to be held (in-person, hybrid or virtual meeting) must be communicated upon the convening of the meeting. The decision to hold a hybrid or virtual meeting may be rejected by a majority of Supervisory Board members; in this case, the Chairman is required to convene an in-person meeting.
- (2) Meetings are to be convened in text form and with advance notice of 14 days. The calculation of such notice period shall not include the day on which the invitation is dispatched and the day of the respective meeting. In urgent cases, the person convening the meeting may select a different procedure and reduce the notice period. The venue of the meeting shall be determined by the person convening such meeting.
- (3) The agenda is to be provided with the notification of the convening of such meeting. In the event of an item on the agenda not having been correctly announced, then resolution may only be passed on such item if no member of the Supervisory Board objects to such procedure.
- (4) The Supervisory Board is to be convened with the frequency required by business developments, or upon a member of the Executive Board or Supervisory Board requesting such meeting. The Supervisory Board must be convened at least once per calendar year quarter.
- (5) The Chairman of the Supervisory Board, or in the event of his/her being indisposed, his/her Deputy shall chair the meeting of the Supervisory Board and shall determine the order in which the items on the agenda are addressed, as well as the respective voting procedures.
- (6) The Executive Board shall participate in the meetings of the Supervisory Board, unless otherwise stipulated by the Supervisory Board in individual cases.
- (7) Specialists and other persons in a position to provide information may be included in the consultations. The Supervisory Board shall be required to provide its consent prior to the inclusion of such persons.

§ 13

Adoption of Resolutions by the Supervisory Board

- (1) Supervisory Board resolutions are generally to be adopted at meetings. Outside the framework of meetings, resolutions may also be adopted in writing or by other telecommunications channels (circulation procedure), provided that no objections are raised to this procedure by any members within a deadline set by the Chairman. Such resolutions are to be formulated by the Chairman in writing and forwarded to all members; they only become effective

once they have been adopted. Corresponding application is to be made of the provisions set out in Subsections 2 to 5 for voting procedures held outside the framework of meetings.

- (2) The Supervisory Board shall have a quorum when invitations to the meeting have been correctly sent to all members at their most recent known addresses and at least ten members participate in the adoption of the resolution. A member shall also be deemed to participate in the adoption of the resolution in cases where he/she abstains. The Chairman or, in the event of his/her being indisposed, his/her Deputy may postpone the adoption of resolutions on individual or all items on the agenda by a maximum of four weeks in the event of there not being a parity in the numbers of shareholder and employee representatives or of there being any other significant reason for such postponement. The Chairman is not authorised to permit any further postponement.
- (3) Absent members of the Supervisory Board may participate in the adoption of resolutions by the Supervisory Board by commissioning other members of the Supervisory Board or third parties thereby authorised in writing to submit written voting instructions.
- (4) Supervisory Board resolutions require a majority of the votes cast, unless a different majority is required by mandatory legal provisions. Abstentions shall not be deemed to be votes cast in this respect. In the event of any voting procedure resulting in a parity of votes, the Chairman shall have two votes in the renewed vote on the same item in the event of such renewed voting procedure also resulting in a parity of votes. The second vote may also be cast in writing pursuant to Subsection 3. The Deputy Chairman shall not be entitled to any second vote.
- (5) Written minutes of the negotiations and resolutions of the Supervisory Board are to be prepared – not as a prerequisite for such to become effective, but rather for documentation purposes – and shall be signed by the Chairman. Such minutes shall state the location and date of the meeting, the participants, the form of attendance, the items on the agenda, the principal contents of the negotiations and the resolutions adopted by the Supervisory Board. The minutes shall be forwarded to all members of the Supervisory Board.
- (6) The Chairman of the Supervisory Board or, in the event of his/her being indisposed, his/her Deputy is authorised to submit the statements of intent necessary for the execution of the resolutions adopted by the Supervisory Board on behalf of the Supervisory Board and to accept statements on behalf of the Supervisory Board.

§ 14

Supervisory Board Committees

- (1) Directly after the election of the Chairman and of the Deputy, the Supervisory Board shall establish a committee to address the duties designated in Section 31 (3) of the German Co-determination Act (MitbestG). This committee shall consist of the Chairman, his/her Deputy and one member each for the employee representatives and the shareholder representatives, in each case to be elected with a majority of the votes cast.
- (2) In addition to the committee referred to in Subsection 1, the Supervisory Board may establish one or several committees. Decision-making powers of the Supervisory Board may be transferred to such committees to the extent permitted by law.

- (3) The provisions set out in Section 12 (1) to (3), (5) and (7), as well as in Section 13 (1) and (2) Sentence 2, and (3) to (6) shall apply as appropriate to the Supervisory Board committees. Other provisions may be stipulated by the Code of Procedure to the extent permitted by law.

§ 15 Remuneration

- (1) The members of the Supervisory Board shall receive fixed remuneration payable upon the expiry of the respective financial year, as well a meeting allowance, whose level is to be resolved by the Annual General Meeting.
- (2) The Chairman shall receive twice and his/her Deputy one and a half times the amount of such remuneration. Members of the Supervisory Board who have not been members for a full financial year shall receive remuneration in accordance with the duration of their membership of the Supervisory Board.
- (3) Furthermore, Supervisory Board members are reimbursed for all reasonable expenses and for any value-added tax payable on their remuneration and expenses and for the employer's share of social insurance systems.

V. Annual General Meeting

§ 16 Venue and Convening of the Annual General Meeting

- (1) The Annual General Meeting, which in particular passes resolutions releasing members of the Executive Board and the Supervisory Board from responsibility, on the appropriation of earnings, the election of the (group) auditor, the election of members of the Supervisory Board and on the legally prescribed cases concerning the adoption of the annual financial statements, is to be held within the first eight months of each financial year.
- (2) The Annual General Meeting is to be convened by the Executive Board. The legal rights of other persons to convene the Annual General Meeting shall remain unaffected. The Annual General Meeting shall take place at the legal domicile of the company.
- (3) The notification of the convening of the Annual General Meeting, which shall include the agenda, the venue, the time at which the meeting is to begin and the address at which shareholders should register, is to be published in the Federal Official Gazette (Bundesanzeiger) with the statutory information. Unless statutory requirements permit a shorter deadline, the Annual General Meeting must be convened at least thirty days before the date of the meeting. The notification period is extended by the days of the registration deadline (Section 17 Abs. 2). The calculation of such deadline shall not include the day on which the meeting is convened or the day by the end of which shareholders are required to have registered prior to the meeting.
- (4) Following receipt of the report of the Supervisory Board pursuant to Section 21 (3), the Executive Board is obliged to convene the Annual General Meeting without delay.

§ 17

Participation in the Annual General Meeting

- (1) Participation in the Annual General Meeting and the exercising of voting rights is restricted to those shareholders which are entered in the share register on the day of the Annual General Meeting and which have registered in good time.
- (2) Registration to participate in the Annual General Meeting must have been received by the company in text form at the address specified for this purpose in the notification of the convening of such meeting at the latest six days prior to the Annual General Meeting. The notification of the convening of the meeting may provide for a shorter deadline (measured in days). The day of the Annual General Meeting and the day on which such documents are received are not included in the calculation of the deadline.
- (3) The deadlines referred to in this provision are to be counted back from the day of the Annual General Meeting, which day shall not be included in such calculation. It is of no relevance whether the deadline ends on a working day or not. It shall not be permitted to shift the deadline from a Sunday, Saturday or statutory public holiday to an earlier or later working day.
- (4) Voting rights may be exercised by authorised representatives. Where the granting of the relevant power of attorney does not fall within the scope of application of Section 135 of the German Stock Corporation Act (AktG), the granting or revoking of such power of attorney and proof of authorisation must be provided to the company in writing (Section 126b of the German Civil Code – BGB). When a voting proxy appointed by the company is to be authorised, the notification of the convening of the Annual General Meeting may also set out measures facilitating the granting and revoking of such power of attorney. Proof of authorisation may also be forwarded to the company by way of electronic communications channels specified in detail by the Executive Board.
- (5) The Executive Board shall be authorised to allow the video or audio broadcasting of parts or all of the Annual General Meeting via electronic and other media.
- (6) The Executive Board may allow shareholders to participate in the Annual General Meeting without being physically present and without any authorised representative and to exercise all of their rights, or individual specified rights, by way of electronic communications channels (“online participation”) and shall specify the details as appropriate. The Executive Board is also authorised to stipulate provisions concerning the scope of and procedures for participation and the exercising of rights pursuant to Sentence 2. The provisions hereby stipulated must be announced together with the notification of the convening of the Annual General Meeting.
- (7) The Executive Board may allow shareholders to cast their votes without being physically present at the Annual General Meeting either in writing or by way of electronic communications channels and shall specify the details as appropriate.

§ 18

Virtual Annual General Meeting

- (1) The Executive Board may determine that the Annual General Meeting shall be held without the physical presence of shareholders or their authorised representatives at the venue of the Annual General Meeting in accordance with

statutory requirements (“virtual Annual General Meeting”). The authorisation in Sentence 1 applies to Annual General Meetings held in the period up to and including 14 March 2028.

- (2) If the Annual General Meeting is held as a virtual Annual General Meeting pursuant to Subsection 1, subject to approval by the Chairman of the Supervisory Board individual Supervisory Board members may participate in the meeting by video and audio transmission provided that legal restrictions, a requirement for them to be present at another place or an inappropriately long duration of travel mean that they are unable to be physically present at the venue of the Annual General Meeting, or only at considerable expense.

§ 19

Chairmanship of the Annual General Meeting

- (1) The Annual General Meeting is to be chaired by the Chairman of the Supervisory Board or by another member of the Supervisory Board to be determined by the Supervisory Board.
- (2) The Meeting Chairman shall chair the discussion and determine the order of the agenda and the voting procedures. The result of such voting may also be determined by deducting the yes or no votes and the abstentions from the total number of persons entitled to vote. In the case of the elections to the Supervisory Board, the Meeting Chairman shall be entitled to hold a vote on a list of election proposals presented by the Supervisory Board or by the shareholders and/or shareholder representatives. The Meeting Chairman shall determine the manner in which voting rights are exercised, unless expressly resolved otherwise by the Annual General Meeting.
- (3) The Meeting Chairman shall be entitled to restrict the shareholders’ rights to pose questions or to make statements to an appropriate length of time. In particular, the Meeting Chairman shall be entitled at the beginning of or during the Annual General Meeting to determine an appropriate timeframe for the course of the Annual General Meeting, for the discussion of individual agenda items and for individual questions and statements; in particular, that shall also include the possibility of prematurely closing the list of requests to speak and ordering the conclusion of the debate.

§ 20

Adoption of Resolutions by the Annual General Meeting

- (1) Resolutions are to be adopted by the Annual General Meeting on the basis of a simple majority of the votes cast and, unless a majority of the capital is required by legal provisions over and above a majority of votes, by a simple majority of the share capital represented and entitled to vote on the resolution, unless a larger majority is required by mandatory legal provisions.
- (2) Each share entitles its holder to one vote.
- (3) In the event of a parity of votes, the motion shall be deemed to have been rejected, except in the case of elections.
- (4) In the event of a simple majority of votes not being attained in the first ballot for individual elections, a second ballot is to be held between those persons who obtained the two highest numbers of votes in the first ballot. The result of the second ballot shall be determined on the basis of the higher number of votes.

VI.

Annual Financial Statements, Reserves and Appropriation of Net Profit

§ 21

Annual Financial Statements

- (1) The Executive Board is required to compile the annual financial statements and management report for the past financial year in the first three months of the financial year and to present such statements and report to the Supervisory Board and the auditor without delay following their compilation. At the same time, the Executive Board shall present to the Supervisory Board the proposal which it intends to make to the Annual General Meeting in respect of the appropriation of net profit.
- (2) The Executive Board is required to compile the consolidated financial statements and the group management report for the past financial year within 90 days of the beginning of the financial year and to present such statements and report to the Supervisory Board and the auditor without delay following their compilation.
- (3) The Supervisory Board is required to examine the annual financial statements and the management report, as well as the proposal in respect of the appropriation of net profit and the consolidated financial statements and group management report, and to report the results of its examination in writing to the Annual General Meeting. It shall forward its report to the Executive Board within one month of it having received the respective documents. Section 171 (3) Sentences 2 and 3 of the German Stock Corporation Act (AktG) shall remain unaffected.
- (4) The annual financial statements shall be adopted upon being approved by the Supervisory Board. In the event of the Executive Board and the Supervisory Board resolving to transfer responsibility for the adoption of the annual financial statements to the Annual General Meeting, or in the event of the Supervisory Board not approving the annual financial statements, the Executive Board shall be required to convene a shareholders' meeting without delay to adopt the annual financial statements.
- (5) The annual financial statements and the management report, the consolidated financial statements and the group management report, as well as the proposal made by the Executive Board in respect of the appropriation of net profit and the report of the Supervisory Board, are to be displayed at the company's premises for inspection by shareholders from the time at which the Annual General Meeting is convened, unless such documents are accessible at the company's internet site over the same period.

2. New version of the Articles of Incorporation (highlighting amendments to current version)

Note: Due to technical reasons, in the Federal Official Gazette (Bundesanzeiger) the text cannot be presented in colour and also cannot be shown as having been crossed out. In this comparative version, those words in the existing version of the Articles of Incorporation which are no longer to be included in the new version have therefore been presented in square brackets and italics. Words newly added to the Articles of Incorporation have been underlined.

In the invitation to the meeting published on our website, the text due to be deleted in future has been crossed out while new text has been underlined twice. In addition, the changes are presented in different font colours.

Articles of Incorporation

of

MVV Energie AG¹

I.

General Provisions

§ 1

Name, Legal Domicile and Financial Year

(1) The company has the name:

“MVV Energie AG”

(2) The legal domicile of the company is in Mannheim.

(3) The financial year begins on 1.10 and ends on 30.9 of the subsequent year.

§ 2

Object of the Company

(1) The object of the company is the generation, procurement, delivery, trading and general ~~supply and disposal of electricity, gas, water and district heating, the utilisation of~~ supply of electricity, gases, water and heat, as well as all kinds of fuels, the capture, storage, transport and use of CO₂, the development, construction, marketing and operation of all kinds of plants to generate energy, heat and water, as well as all kinds of infrastructures in these fields and industrial parks, electric mobility and smart cities, the preparation, treatment and incineration of waste and

¹ All functional designations in the Articles of Incorporation refer equally to all people irrespective of their gender or their sexual orientation.

non-recyclable materials, information processing, ~~and communications technology~~[including the planning, construction, marketing and operation of data centres](#), the planning, establishment and operation of telecommunications facilities, the acquisition, development, utilisation and management of real estate, the operation of real estate and building and facility management, as well as the advising of third parties and the provision of services ~~in these of all kinds in the aforementioned~~[areas](#).

- (2) The company is entitled to undertake all transactions and measures required by the object of the company or which are directly or indirectly suited to serving such object. The company is entitled to establish branches and to establish, acquire or purchase shareholdings in other companies. It may unite such companies in part or as a whole under uniform management. It may also undertake its activities by means of subsidiaries, shareholdings or joint ventures, or hive off such activities in part or as a whole to affiliated companies, or transfer them to affiliated companies and restrict its own activities to the management and administration of its affiliated companies.

§ 3

Announcements, [Communication of Information](#)

- (1) Announcements are published in the Federal Official Gazette, unless mandatory legal provisions require otherwise.
- (2) Information may also be ~~conveyed~~[communicated](#) to shareholders ~~by means of electronic data transmission~~[electronically](#) in accordance with the relevant legal provisions.

II.

Share Capital and Shares

§ 4

Share Capital

- (1) The share capital of the company amounts to Euro 168,721,397.76 (in words: one hundred and sixty-eight million, seven hundred and twenty-one thousand, three hundred and ninety-seven Euros and seventy-six cents).
- (2) The share capital is divided into 65,906,796 non-par registered shares.
- (3) In the event of capital increases, the commencement of profit participation for the new shares may be determined in deviation to the provisions of Section 60 (2) Sentence 3 of the German Stock Corporation Act (AktG).

Note: The amendment to Article 5 of the Articles of Incorporation forms the object of the resolution proposed in Agenda Item 7

§ 5 Authorised Capital

- (1) The Executive Board is authorised until ~~78~~ March ~~2024~~2029, 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 ~~2019~~2024).
- (2) Shareholders are generally to be granted subscription rights. This requirement may also be met by having the new shares taken over by a bank or a company as defined in [§Section](#) 186 (5) Sentence 1 of the German Stock Corporation Act (AktG) 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 ~~9,880,000~~-13,180,000 new individual registered shares
 - (i) to exclude from such subscription rights any residual amounts resulting from the respective subscription ratio
 - (ii) if 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 shares already listed upon the issue price being definitively determined, which step should be performed at as close a time as possible to the placement of the shares, 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. This 10 % of share capital limit shall (by imputation) include the pro-rated amount of share capital attributable to shares
 - issued during the term of Authorised Capital ~~2019~~2024 on the basis of an authorisation to dispose of treasury stocks to the exclusion of subscription rights pursuant to [§Section](#) 71 (1) No. 8 Sentence 5 and [§Section](#) 186 (3) Sentence 4 of the German Stock Corporation Act (AktG)
 - issued during the term of Authorised Capital ~~2019~~2024 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 [§Section](#) 186 (3) Sentence 4 of the German Stock Corporation Act (AktG), and/or
 - that may or are to be issued to service bonds with conversion or warrant rights or obligations provided that the bonds are issued during the term of Authorised Capital ~~2019~~2024 to the exclusion of shareholders' subscription rights with analogous application of [§Section](#) 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.
-

§ 6

Shares and Other Titles

- (1) The Executive Board shall decide on the issuing, the form and the contents of share certificates, as well as of profit participation and renewal coupons.
- (2) The company may combine individual shares of the same kind in share certificates evidencing ownership of a number of shares (multiple share certificates). The shareholders are not entitled to demand the evidencing of their shares.

III.

Executive Board

§ 7

Executive Board

- (1) The Executive Board consists of at least two members. The Supervisory Board shall appoint the members of the Executive Board and determine their number.
- (2) The Supervisory Board may appoint one member of the Executive Board to be the ~~Spokesman of the Executive Board~~Chief Executive Officer.
- (3) The Supervisory Board may issue a Code of Procedure for the Executive Board.
- (4) The Supervisory Board may assign responsibility for the conclusion, amendment and termination of employment contracts to be concluded with members of the Executive Board to a Supervisory Board committee.

§ 8

Representation ~~by the Executive Board~~of the Company

- (1) The company may be represented by two members of the Executive Board jointly or by one member of the Executive Board together with a holder of a general commercial power of attorney (*Prokurist*).

- (2) The Supervisory Board may exempt members of the Executive Board [in part or in full](#) from the restrictions set out in Section 181 of the German Civil Code (BGB).

IV. Supervisory Board

§ 9 Composition, Period in Office, Retirement from Office

- (1) The Supervisory Board consists of 20 members. As one part of the members of the Supervisory Board to be elected by the Annual General Meeting, the City of Mannheim shall be represented on the Supervisory Board by the Lord Mayor and the responsible departmental director to the extent that the City of Mannheim is a shareholder in the company and directly or indirectly holds shares amounting to more than one half of the share capital. 10 members are to be elected by the employees in accordance with the German Co-determination Act of 1976. The remaining members are to be elected by the shareholders in accordance with the provisions of the German Stock Corporation Act (AktG).
- (2) The members of the Supervisory Board are elected for the period up to the conclusion of the Annual General Meeting releasing them from responsibility for the fourth financial year following the beginning of their period in office. The financial year in which the election takes place shall not be included in this respect. At such election, the Annual General Meeting may set a shorter period in office. The election of a successor for any member departing from the Supervisory Board prior to the expiry of his/her period in office is to be undertaken for the remainder of the period in office of the respective member thereby departing.
- (3) Each member of the Supervisory Board may retire from office at any time following a notice period of one month and also without any compelling reason. The Chairman of the Supervisory Board and the Executive Board are to be notified in writing of such intention.

§ 10 Chairman and Deputy Chairman

- (1) At a meeting held directly following the Annual General Meeting at which the members of the Supervisory Board were elected, and which is not be required to be separately convened, the Supervisory Board shall elect a Chairman and a Deputy Chairman from among its number pursuant to Section 27 (1) and (2) of the German Codetermination Act (MitbestG) for the period in office set out in Section 9 (2), provided that no short period in office is determined upon such election.
- (2) In the event of the Chairman or his/her Deputy retiring from office prior to the expiry of the respective term in office, a by-election is to be held without delay for the remainder of the period in office of the person thereby retiring from office.

§ 11

Duties and Rights of the Supervisory Board

- (1) The Supervisory Board monitors the management of the company by the Executive Board.
- (2) The Supervisory Board may require in a Code of Procedure or by resolution that certain types of transaction shall require its consent.
- (3) The Supervisory Board is authorised to pass resolution on amendments to the Articles of Incorporation only affecting the respective formulation.

§ 12

Meetings of the Supervisory Board

- (1) The meetings of the Supervisory Board are to be convened by the Chairman, or by his/her Deputy in the event of the former being indisposed. The form of meeting to be held (in-person, hybrid or virtual meeting) must be communicated upon the convening of the meeting. The decision to hold a hybrid or virtual meeting may be rejected by a majority of Supervisory Board members; in this case, the Chairman is required to convene an in-person meeting.
- (2) Meetings are to be convened ~~in writing~~in text form and with advance notice of 14 days. The calculation of such notice period shall not include the day on which the invitation is dispatched and the day of the respective meeting. In urgent cases, the person convening the meeting may select a different procedure and reduce the notice period. The venue of the meeting shall be determined by the person convening such meeting.
- (3) The agenda is to be provided with the notification of the convening of such meeting. In the event of an item on the agenda not having been correctly announced, then resolution may only be passed on such item if no member of the Supervisory Board objects to such procedure.
- (4) The Supervisory Board is to be convened with the frequency required by business developments, or upon a member of the Executive Board or Supervisory Board requesting such meeting. The Supervisory Board must be convened at least once per calendar year quarter.
- (5) The Chairman of the Supervisory Board, or in the event of his/her being indisposed, his/her Deputy shall chair the meeting of the Supervisory Board and shall determine the order in which the items on the agenda are addressed, as well as the respective voting procedures.
- (6) The Executive Board shall participate in the meetings of the Supervisory Board, unless otherwise stipulated by the Supervisory Board in individual cases.
- (7) Specialists and other persons in a position to provide information may be included in the consultations. The Supervisory Board shall be required to provide its consent prior to the inclusion of such persons.

§ 13

Adoption of Resolutions by the Supervisory Board

- (1) Supervisory Board resolutions are generally to be adopted at meetings. Outside the framework of meetings, resolutions may also be adopted in writing, ~~by telephone~~ or by other telecommunications channels [\(circulation procedure\)](#), provided that no objections are raised to this procedure by any members within a deadline set by the Chairman. ~~Such rights of objection shall not pertain in cases where the adoption of the resolution is undertaken such that the members of the Supervisory Board participating in such procedure are in contact via electronic telecommunications channels and able to discuss the resolution to be adopted.~~ Such resolutions are to be formulated by the Chairman in writing and forwarded to all members; [they only become effective once they have been adopted](#). Corresponding application is to be made of the provisions set out in Subsections 2 ~~and to~~ 5 for voting procedures held outside the framework of meetings.
- (2) The Supervisory Board shall have a quorum when invitations to the meeting have been correctly sent to all members at their most recent known addresses and at least ten members participate in the adoption of the resolution. ~~Members of the Supervisory Board linked by telephone or video conference shall be deemed to be present.~~ A member shall also be deemed to participate in the adoption of the resolution in cases where he/she abstains. The Chairman or, in the event of his/her being indisposed, his/her Deputy may postpone the adoption of resolutions on individual or all items on the agenda by a maximum of four weeks in the event of there not being a parity in the numbers of shareholder and employee representatives or of there being any other significant reason for such postponement. The Chairman is not authorised to permit any further postponement.
- (3) Absent members of the Supervisory Board may participate in the ~~casting of votes~~[adoption of resolutions](#) by the Supervisory Board by commissioning other members of the Supervisory Board or third parties thereby authorised in writing to submit written voting instructions.
- (4) Supervisory Board resolutions require a majority of the votes cast, unless a different majority is required by mandatory legal provisions. Abstentions shall not be deemed to be votes cast in this respect. In the event of any voting procedure resulting in a parity of votes, the Chairman shall have two votes in the renewed vote on the same item in the event of such renewed voting procedure also resulting in a parity of votes. The second vote may also be cast in writing pursuant to Subsection 3. The Deputy Chairman shall not be entitled to any second vote.
- (5) Written minutes of the negotiations and resolutions of the Supervisory Board are to be prepared ~~– not as a prerequisite for such to become effective, but rather for documentation purposes –~~ and shall be signed by the Chairman. Such minutes shall state the location and date of the meeting, the participants, [the form of attendance](#), the items on the agenda, the principal contents of the negotiations and the resolutions adopted by the Supervisory Board. The minutes shall be forwarded to all members of the Supervisory Board.
- (6) The Chairman of the Supervisory Board or, in the event of his/her being indisposed, his/her Deputy is authorised to submit the statements of intent necessary for the execution of the resolutions adopted by the Supervisory Board on behalf of the Supervisory Board and to accept statements on behalf of the Supervisory Board.

§ 14

Supervisory Board Committees

- (1) Directly after the election of the Chairman ~~or~~ and of the Deputy, the Supervisory Board shall establish a committee to address the duties designated in Section 31 (3) of the German Co-determination Act (MitbestG). This committee shall consist of the Chairman, his/her Deputy and one member each for ~~each of~~ the employee representatives and the shareholder representatives, in each case to be elected with a majority of the votes cast.
- (2) In addition to the committee referred to in Subsection 1, the Supervisory Board may establish one or several committees. Decision-making powers of the Supervisory Board may be transferred to such committees to the extent permitted by law.
- (3) The provisions set out in Section 12 (1) to (3), (5) and (7), as well as in Section 13 (1) and (2) Sentences ~~2 and 3~~, and (3) to (6) shall apply as appropriate to the Supervisory Board committees. Other provisions may be stipulated by the Code of Procedure to the extent permitted by law.

§ 15

Remuneration

- (1) The members of the Supervisory Board shall receive fixed remuneration payable upon the expiry of the respective financial year, as well a meeting allowance, whose level is to be resolved by the Annual General Meeting.
- (2) The Chairman shall receive twice and his/her Deputy one and a half times the amount of such remuneration. Members of the Supervisory Board who have not been members for a full financial year shall receive remuneration in accordance with the duration of their membership of the Supervisory Board.
- (3) Furthermore, Supervisory Board members are reimbursed for all reasonable expenses and for any value-added tax payable on their remuneration and expenses and for the employer's share of social insurance systems.

V.

Annual General Meeting

§ 16

Venue and Convening of the Annual General Meeting

- (1) The Annual General Meeting, which in particular passes resolutions releasing members of the Executive Board and the Supervisory Board from responsibility, on the appropriation of earnings, the election of the (group) auditor, the election of members of the Supervisory Board and on the legally prescribed cases concerning the adoption of the annual financial statements, is to be held within the first eight months of each financial year.

- (2) The Annual General Meeting is to be convened by the Executive Board. The legal rights of other persons to convene the Annual General Meeting shall remain unaffected. The Annual General Meeting shall take place at the legal domicile of the company.
- (3) The notification of the convening of the Annual General Meeting, which shall include the agenda, the venue, the time at which the meeting is to begin and the address at which shareholders should register, is to be published in the Federal Official Gazette (Bundesanzeiger) with the statutory information ~~in such a way that a period of at least 30 days shall pertain between such publication and the final registration day pursuant to Section 17 (2) of the Articles of Incorporation.~~ Unless statutory requirements permit a shorter deadline, the Annual General Meeting must be convened at least thirty days before the date of the meeting. The notification period is extended by the days of the registration deadline (Section 17 Abs. 2). The calculation of such deadline shall not include the day on which the meeting is convened or the day by the end of which shareholders are required to have registered prior to the meeting.
- (4) Following receipt of the report of the Supervisory Board pursuant to Section ~~2021~~ (3), the Executive Board is obliged to convene the Annual General Meeting without delay.

§ 17

Participation in the Annual General Meeting

- (1) Participation in the Annual General Meeting and the exercising of voting rights is restricted to those shareholders which are entered in the share register on the day of the Annual General Meeting and which have registered in good time.
- (2) Registration to participate in the Annual General Meeting must have been received by the company in text form at the address specified for this purpose in the notification of the convening of such meeting at the latest six days prior to the Annual General Meeting. The notification of the convening of the meeting may provide for a shorter deadline (measured in days). The day of the Annual General Meeting and the day on which such documents are received are not included in the calculation of the deadline.
- (3) The deadlines referred to in this provision are to be counted back from the day of the Annual General Meeting, which day shall not be included in such calculation. It is of no relevance whether the deadline ends on a working day or not. It shall not be permitted to shift the deadline from a ~~Saturday, Sunday~~ Sunday, Saturday or statutory public holiday to an earlier or later working day.
- (4) Voting rights may be exercised by authorised representatives. Where the granting of the relevant power of attorney does not fall within the scope of application of Section 135 of the German Stock Corporation Act (AktG), the granting or revoking of such power of attorney and proof of authorisation must be provided to the company in writing (Section 126b of the German Civil Code – BGB). When a voting proxy appointed by the company is to be authorised, the notification of the convening of the Annual General Meeting may also set out measures facilitating the granting and revoking of such power of attorney. Proof of authorisation may also be forwarded to the company by way of electronic communications channels specified in detail by the Executive Board.
- (5) The Executive Board shall be authorised to allow the video or audio broadcasting of parts or all of the Annual General Meeting via electronic and other media.

- (6) The Executive Board may allow shareholders to participate in the Annual General Meeting without being physically present and without any authorised representative and to exercise all of their rights, or individual specified rights, by way of electronic communications channels ([“online participation”](#)) and shall specify the details as appropriate. [The Executive Board is also authorised to stipulate provisions concerning the scope of and procedures for participation and the exercising of rights pursuant to Sentence 2. The provisions hereby stipulated must be announced together with the notification of the convening of the Annual General Meeting.](#)
- (7) The Executive Board may allow shareholders to cast their votes without being physically present at the Annual General Meeting either in writing or by way of electronic communications channels and shall specify the details as appropriate.

§ ~~17a~~18

Virtual Annual General Meeting

- [\(1\)](#) The Executive Board may determine that the Annual General Meeting shall be held without the physical presence of shareholders or their authorised representatives at the venue of the Annual General Meeting in accordance with statutory requirements (“virtual Annual General Meeting”). The authorisation in Sentence 1 applies to Annual General Meetings held in the period up to and including 14 March 2028.
- [\(2\)](#) [If the Annual General Meeting is held as a virtual Annual General Meeting pursuant to Subsection 1, subject to approval by the Chairman of the Supervisory Board individual Supervisory Board members may participate in the meeting by video and audio transmission provided that legal restrictions, a requirement for them to be present at another place or an inappropriately long duration of travel mean that they are unable to be physically present at the venue of the Annual General Meeting, or only at considerable expense.](#)

§ ~~18~~19

Chairmanship of the Annual General Meeting

- (1) The Annual General Meeting is to be chaired by the Chairman of the Supervisory Board or by another member of the Supervisory Board to be determined by the Supervisory Board.
- (2) The [Meeting](#) Chairman shall chair the discussion and determine the order of the agenda and the voting procedures. The result of such voting may also be determined by deducting the yes or no votes and the abstentions from the total number of persons entitled to vote. In the case of the elections to the Supervisory Board, the [Meeting](#) Chairman shall be entitled to hold a vote on a list of election proposals presented by the Supervisory Board or by the shareholders and/or shareholder representatives. The [Meeting](#) Chairman shall determine the manner in which voting rights are exercised, unless expressly resolved otherwise by the Annual General Meeting.
- (3) The ~~Chairman of the Annual General Meeting~~ [Meeting Chairman](#) shall be entitled to restrict the shareholders’ rights to pose questions or to make statements to an appropriate length of time. In particular, ~~he~~ [the Meeting Chairman](#) shall be entitled at the beginning of or during the Annual General Meeting to determine an appropriate timeframe for the course of the Annual General Meeting, for the discussion of individual agenda items and for individual questions and statements; [in particular, that shall also include the possibility of prematurely closing the list of requests to speak and ordering the conclusion of the debate.](#)

§ ~~19~~20

Adoption of Resolutions by the Annual General Meeting

- (1) Resolutions are to be adopted by the Annual General Meeting on the basis of a simple majority of the votes cast and, unless a majority of the capital is required by legal provisions over and above a majority of votes, by a simple majority of the share capital represented and entitled to vote on the resolution, unless a larger majority is required by mandatory legal provisions.
- (2) Each share entitles its holder to one vote.
- (3) In the event of a parity of votes, the motion shall be deemed to have been rejected, except in the case of elections.
- (4) In the event of a simple majority of votes not being attained in the first ballot for individual elections, a second ballot is to be held between those persons who obtained the two highest numbers of votes in the first ballot. The result of the second ballot shall be determined on the basis of the higher number of votes.

VI.

Annual Financial Statements, Reserves and Appropriation of Net ~~Earnings~~Profit

§ ~~20~~21

Annual Financial Statements

- (1) The Executive Board is required to compile the annual financial statements and management report for the past financial year in the first three months of the financial year and to present such statements and report to the Supervisory Board and the auditor without delay following their compilation. At the same time, the Executive Board shall present to the Supervisory Board the proposal which it intends to make to the Annual General Meeting in respect of the appropriation of net ~~earnings~~profit.
- (2) The Executive Board is required to compile the consolidated financial statements and the group management report for the past financial year within 90 days of the beginning of the financial year and to present such statements and report to the Supervisory Board and the auditor without delay following their compilation.
- (3) The Supervisory Board is required to examine the annual financial statements and the management report, as well as the proposal in respect of the appropriation of net ~~earnings~~profit and the consolidated financial statements and group management report, and to report the results of its examination in writing to the Annual General Meeting. It shall forward its report to the Executive Board within one month of it having received the respective documents. Section 171 (3) Sentences 2 and 3 of the German Stock Corporation Act (AktG) shall remain unaffected.
- (4) The annual financial statements shall be adopted upon ~~their~~ being approved by the Supervisory Board. In the event of the Executive Board and the Supervisory Board resolving to transfer responsibility for the adoption of the annual financial statements to the Annual General Meeting, or in the event of the Supervisory Board not approving

the annual financial statements, the Executive Board shall be required to convene a shareholders' meeting without delay to adopt the annual financial statements.

- (5) The annual financial statements and the management report, the consolidated financial statements and the group management report, as well as the proposal made by the Executive Board in respect of the appropriation of net ~~earnings~~profit and the report of the Supervisory Board, are to be displayed at the company's premises for inspection by shareholders from the time at which the Annual General Meeting is convened, unless such documents are accessible at the company's internet site over the same period.

VII.

Articles of Incorporation to be continued due to Sections 26 and 27 of the German Stock Corporation Act (AktG)

§ 21

Expenses relating to the Foundation of the Company

~~The Founding Articles stipulated:~~

~~"The expenses relating to the foundation of the company shall be borne by its founders."~~

§ 22

Continued Provisions in respect of Non-cash Contributions

~~In respect of the previous level of share capital, Section 5 (1) and (2) of the Articles of Incorporation of the company in their version dated 23.09.1998 stipulated:~~

- (1) ~~The share capital of the company amounts to DM 169,000,000 (in words: one hundred and sixty-nine million Deutschmarks). It was increased by DM 20,000,000 from its previous level of DM 149,000,000 to this amount pursuant to the resolution passed by the Annual General Meeting on 2 May 1985.~~
- (2) ~~The following provisions apply to the previous level of share capital:~~
- a) ~~The share capital of the company is increased by DM 143,900,000 from DM 100,000 (in words: one hundred thousand Deutschmarks) to DM 144,000,000 (in words: one hundred and forty-four million Deutschmarks).~~
- b) ~~For the purpose of the capital increase by DM 143,900,000, Mannheimer Versorgungs- und Verkehrs-gesellschaft mbH (MVV) shall contribute to the company its utilities subdivision with all of the assets and liabilities attributable to this subdivision. The contribution is made at the balance sheet values as of 30.09.1973 on the condition that any changes in the volume and value of the assets and liabilities thereby transferred arising in the period from 1.10.1973 to 30.09.1974 shall be settled in cash. The value~~

~~of the contribution is set at DM 158,300,000. As consideration for such contribution, the company shall grant 143,900 individual bearer shares of DM 1,000 each, which shall be issued with a premium of DM 14,400,000 and entitled to earnings participation with effect from 1.10.1974.~~

- ~~e) Capital increase to DM 149,000,000. The share capital was increased by DM 5,000,000 from its previous level of DM 144,000,000 to DM 149,000,000 (in words: one hundred and forty-nine million Deutschmarks) on the basis of the Annual General Meeting resolution dated 19 September 1984.~~

Requirements for participating in the Annual General Meeting and exercising voting rights

Entitlement to participate in the Annual General Meeting and to exercise shareholders' rights, including voting rights and the right to submit questions, is exclusively restricted to those shareholders who are entered in the Share Register on the day of the Annual General Meeting and who have registered with the company on time for the Annual General Meeting, as well as to the authorised representatives of such shareholders.

A registration form has been provided in the documents forwarded to shareholders.

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

midnight (24:00 CET) on Friday, 1 March 2024

at the following address:

Hauptversammlung MVV Energie AG
c/o Computershare Operations Center
80249 Munich
anmeldestelle@computershare.de

The company also enables its shareholders to register online for the Annual General Meeting via the Shareholder Portal, which can be accessed at the website

www.mvv.de/investors.

The access data required to register and further relevant information for using the portal will be forwarded together with the invitation to those shareholders who are entered in the Share Register.

Further information about the registration process can be found

- on the registration form forwarded together with the invitation, which can also be used to grant powers of attorney and to issue instructions to voting proxies appointed by the company, and
- online at the Shareholder Portal. This portal enables shareholders not only to authorise the voting proxies but also to cast their votes by way of electronic communications.

Pursuant to § 67 (2) Sentence 1 AktG, from the company's perspective the rights and obligations attributable to the shares only accrue to those persons entered in the Share Register. 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.

Please note that any orders to reassign share ownership in the Share Register that are received in the period from 2 March 2024 up to and including 8 March 2024 will only be processed, accounted for and take effect after the Annual General Meeting. The technical record date is therefore 1 March 2024 (midnight; 24:00 CET). Shareholders are therefore requested to submit any such orders in good time.

Registration for the Annual General Meeting does not involve any restriction on the disposability of the respective shares. Shareholders are therefore free to dispose over their shares following registration for the meeting.

* * *

Procedure for voting via an authorised representative

Shareholders may also have their voting rights at the Annual General Meeting exercised by an authorised representative, such as their depositing bank, a shareholders' association or another person of their choice.

Powers of attorney may be granted both before and during the Annual General Meeting and may also be granted prior to registration; however, they may only be granted until the time at which voting on the respective agenda item begins. Powers of attorney may be granted either by declarations made to the representative to be authorised or by declarations submitted to the company. This does not affect the relevant registration requirements. Should a shareholder authorise more than one person, then the company may reject one or several such persons.

The company enables its shareholders to authorise voting proxies appointed by the company and bound to act in accordance with shareholders' instructions. The voting proxies exercise voting rights exclusively on the basis of instructions issued by the respective shareholder. The voting proxies appointed by the company must be provided with explicit and clear instructions as to how voting rights should be exercised. Should a shareholder not issue any instructions, or unclear instructions, in respect of individual agenda items, the voting proxies appointed by the company are not authorised to exercise the respective voting rights and, should voting take place, will abstain. 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 be provided in text form. Declarations to the company concerning the granting of powers of attorney or the revocation of such, or concerning the submission of documentary evidence of any power of attorney granted to an authorised representative or the revocation of such, should be communicated to the following address:

Hauptversammlung MVV Energie AG
c/o Computershare Operations Center
80249 Munich
anmeldestelle@computershare.de

Please use the form sent with the invitation to grant powers of attorney and to issue instructions to voting proxies appointed by the company.

Alternatively, these declarations may also be communicated electronically using the Shareholder Portal on the company's website

 www.mvv.de/investors.

The access data for the Shareholder Portal and further information concerning use of this portal will be forwarded to shareholders together with the invitation. Shareholders should note that, if they use the form provided with the invitation to grant powers of attorney to voting proxies appointed by the company, or to revoke such, or to submit or amend instructions to such proxies, then this form must be received at the above address no later than **midnight (24:00 CET) on Thursday, 7 March 2024**. By contrast, the electronic submission of these declarations using the Shareholder Portal is permitted through to the beginning of voting on the respective agenda item. The Meeting Chair will notify shareholders in advance of the relevant point in time.

Powers of attorney granted to company voting proxies may also be revoked without any specific formal requirements and in particular by the shareholder who granted the respective power of attorney participating in the meeting himself or herself.

Intermediaries, shareholders' associations, voting rights advisors or other persons deemed equivalent in § 135 (8) AktG may have different requirements for their own authorisation by shareholders. Shareholders are requested to contact the person or institution to be authorised in any of the aforementioned cases in good time to agree any form of authorisation possibly required by such person or institution.

* * *

Procedure for electronic voting

Shareholders not participating in the Annual General Meeting may also cast their votes electronically. Only those shareholders who have registered with the company within the respective deadline may exercise their voting rights electronically. Votes are cast exclusively by way of electronic communication using the Shareholder Portal on the company's website www.mvv.de/investors; voting via the Shareholder Portal, including any amendment of votes already cast, is possible through to the end of voting. The Meeting Chair will notify shareholders in advance of the relevant point in time.

Authorised intermediaries, shareholders' associations, voting rights advisors and other persons deemed equivalent in § 135 (8) AktG may also draw on the option of casting votes electronically in line with the above requirements, as may other persons authorised by shareholders. The access data for the Shareholder Portal and further information concerning use of this portal will be forwarded to shareholders together with the invitation.

Any shareholder wishing to participate in the Annual General Meeting in person or via an authorised representative despite having already cast their votes electronically may do so; however, this leads to the revocation of the votes previously cast electronically.

* * *

Further information about exercising voting rights

Should voting rights be exercised, or powers of attorney granted and instructions issued, within the respective deadlines via several channels (letter, e-mail, electronically via the Shareholder Portal or by electronic vote pursuant to § 67c (1) and (2) Sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Commission Implementing Regulation ((EU) 2018/1212)), such voting rights are, irrespective of the order in which they are received, accounted for in the following order: (i) electronically via the Shareholder Portal, (ii) pursuant to § 67c (1) and (2) Sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212, (iii) by e-mail and (iv) by letter.

Should declarations be received in the same way with more than one form in which voting rights are exercised, the following order applies: Electronic votes have precedence over powers of attorney granted and instructions issued to company voting proxies and the latter have precedence over powers of attorney granted and instructions issued to an intermediary, a shareholders' association, a voting rights advisor pursuant to § 134a AktG or to a person deemed equivalent by § 135 (8).

Should an intermediary, a shareholders' association, a voting rights advisor pursuant to § 134a AktG or a person deemed equivalent by § 135 (8) AktG not be prepared to represent the respective shareholder, the company's voting proxies will be deemed as having been authorised to represent the shareholder in accordance with the instructions provided.

The most recent revocation of any declaration received within the relevant deadline shall be deemed definitive.

Votes cast electronically and powers of attorney granted and any instructions issued in respect of Agenda Item 2 (Appropriation of Unappropriated Net Profit) retain their validity even if the proposed appropriation of unappropriated net profit is adjusted to account for any change in the number of shares with dividend entitlement. If, for a given agenda item, it is decided to hold votes for individual points rather than for the agenda item as a whole, the votes cast electronically and any instructions issued shall apply for each point individually voted on.

* * *

Further information about registration and granting powers of attorney can be found in the documents forwarded to shareholders, as can the relevant forms required to grant powers of attorney for voting rights and information concerning use of the Shareholder Portal.

* * *

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) AktG to request that items should be placed on the agenda and announced. Each new item must be accompanied by a substantiation or draft resolution.

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 (24:00 CET) on Tuesday, 6 February 2024.

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.

* * *

Countermotions and election proposals 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
Hauptversammlung2024@mvv.de

The company will publish countermotions pursuant to § 126 (1) 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 (24:00 CET) on Thursday, 22 February 2024.

The reasons which, if applicable, mean that countermotions and substantiations do not require publication are listed in § 126 (2) 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) 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.

* * *

Right to information pursuant to § 131 (1) AktG

Pursuant to § 131 (1) AktG, each shareholder is entitled to request information from the Executive Board at the Annual General Meeting in respect of company matters, provided that such information is necessary for the appropriate assessment of the respective agenda item. The obligation to provide information also includes information about the company's legal and business relationships with an affiliated company, as well as about the position 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) AktG are met, the Executive Board is entitled to refuse to provide information. These conditions are described in greater detail at the website www.mvv.de/investors.

Further information about shareholders' rights can be found at www.mvv.de/investors.

* * *

Total number of shares and voting rights

Upon the Annual General Meeting being convened, the company's share capital amounted to Euro 168,721,397.76 and was divided into 65,906,796 individual shares. Each share entitles its bearer to one vote.

All 65,906,796 individual shares were furnished with participation and voting rights upon the convening of the Annual General Meeting.

The company did not hold any treasury stock at the time at which the Annual General Meeting was convened.

* * *

Information on data protection

As the responsible body, MVV Energie AG (Luisenring 49, 68159 Mannheim) processes personal data from shareholders (surname and first name, address, e-mail address, number of shares, class of shares, type of share ownership and admissions ticket number), as well as personal data from shareholder representatives where applicable, in accordance with valid data protection laws. Shares in MVV Energie AG are registered shares. The processing of personal data is legally mandatory for participation in the Annual General Meeting of MVV Energie AG and for maintaining the Share Register. The legal basis for this processing is provided by Article 6 (1) Sentence 1 c) GDPR in conjunction with § 118 et seq. and § 67 AktG. Where shareholders do not themselves provide their personal data, MVV Energie AG generally obtains this data from the shareholders' depositing bank. The Annual General Meeting can be watched live on the internet (video and audio livestream) through to the end of the presentation by the Chief Executive Officer. For shareholders of MVV Energie AG, the further proceedings at the Annual General Meeting will also be transmitted live at the Shareholder Portal. Other than this no video and audio recordings are produced, neither are any verbatim minutes compiled. Should the personal data of shareholders submitting statements be processed, then the legal basis for this processing is also provided by Article 6 (1) Sentence 1 f) GDPR.

At our Shareholder Portal, we basically process your personal data solely for the purposes for which you provide the data to us, such as to register you for the meeting and register you at the portal itself, to document your online registration for the Annual General Meeting, to document representation of your person at the Annual General Meeting by the respective authorised party on the basis of a power of attorney and, where applicable, to document any instructions you issue or the exercising of your votes electronically, to initiate contact for contact or service requests or to provide you with access to specific information.

MVV Energie AG deletes shareholders' personal data in accordance with legal provisions, and in particular when the personal data is no longer required for the original purpose for which it was collected or processed, the personal data is no longer required in connection with any administrative or court proceedings and no statutory retention obligations apply.

In accordance with legal requirements, shareholders are entitled to receive information about which personal data of theirs has been processed and to request the rectification, erasure or restriction in the processing of personal data concerning them. Furthermore, shareholders are entitled to lodge a complaint with the responsible supervisory body. **If personal data is processed on the basis of Article 6 (1) Sentence 1 f) GDPR, shareholders are also entitled to object to such processing in accordance with legal provisions.**

Shareholders may address any comments and enquiries concerning the processing of personal data to the Data Protection Officer of MVV Energie AG at: MVV Energie AG, Data Protection Officer, Luisenring 49, 68159 Mannheim, datenschutz@mvv.de.

Shareholders and shareholder representatives can also find further information about data protection at the MVV Energie AG website www.mvv.de/investors.

* * *

The convening of the Annual General Meeting on 8 March 2024 was announced by publication of this Agenda in the Federal Gazette (Bundesanzeiger) on 26 January 2024.

The contents of the invitation, documents to be made available to the Annual General Meeting, the report of the Executive Board on Agenda Item 7 pursuant to § 203 (2) Sentence 2 in conjunction with § 186 (4) Sentence 2 AktG and further information to be provided in connection with the Annual General Meeting pursuant to § 124a AktG are published on the company's website www.mvv.de/investors from the time at which the meeting is convened. The documents to be made available will also be on display for inspection during the Annual General Meeting. The forms to be used to grant powers of attorney or to issue instructions to company voting proxies for the Annual General Meeting will be sent to shareholders directly by post. After the Annual General Meeting, the voting results will be published at the same internet address.

Mannheim, January 2024

MVV Energie AG

The Executive Board

Disclosures pursuant to § 125 (5), Sentence 1 AktG in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212

A1	Unique identifier of the event	2cb9850cb398ee11b52d00505696f23c
A2	Type of message	Invitation to Annual General Meeting
B1	ISIN	DE000A0H52F5
B2	Name of issuer	MVV Energie AG
C1	Date of general meeting	8 March 2024
C2	Time of general meeting	9.00 UTC (10.00 CET)
C3	Type of general meeting	Annual General Meeting
C4	Location of general meeting	Congress Center Rosengarten, Rosengartenplatz 2, 68161 Mannheim
C5	Record date	1 March 2024
C6	Uniform resource locator (URL)	www.mvv.de/investors
D2	Issuer deadline for notification of	1 March 2024, 23.00 UTC (24.00 CET)

General Information

Venue opening time

9:00 (CET) on 8 March 2024. Meeting hall opens at 9:30 (CET).

Questions at Annual General Meeting

Shareholders wishing to pose questions at the Annual General Meeting are requested to submit their questions in writing, if possible ahead of the Annual General Meeting, to the Investor Relations department at MVV Energie AG.

Representation at Annual General Meeting

Shareholders unable to participate in the Annual General Meeting themselves may have their voting rights exercised by an authorised representative, a bank, a shareholders' association or a representative of MVV Energie AG (see Page 46).

Use of public transport

If you request an admissions ticket, you will receive a map that also serves as a ticket. This entitles you to use public transport (Deutsche Bahn: 2nd class) in the entire region covered by the Rhine-Neckar Public Transport Association (VRN) for the whole day on 8 March 2024).

Parking

Parking spaces subject to customary charges will be available in the underground car park under the Water Tower and in the Rosengarten Car Park during the Annual General Meeting of MVV Energie AG on 8 March 2024. It is not possible to refund the parking charges. Please note that there will be no direct access from the underground car park to the Congress Center Rosengarten on this day. Please use the main entrance to the Congress Center Rosengarten. **Free parking spaces** are available at the Mannheim-Mitte motorway exit (ADAC/TECHNOSEUM). From there, you can reach the venue using public transport.

We would inform you that the Congress Center Rosengarten is located within Mannheim's Green Zone. Your car should therefore display a green particle emissions sticker.

Financial Calendar

14 February 2024

3M Quarterly Statement 2024 Financial Year

8 March 2024 Annual General Meeting

The Annual General Meeting will be broadcast live for shareholders and their representatives at the online Shareholder Portal at www.mvv.de/investors. For all other interested parties, the welcome by the Supervisory Board Chair and the presentation by the Chief Executive Officer will also be broadcast by livestream on the day of the Annual General Meeting at www.mvv.de/investors. Recordings of the introduction by the Supervisory Board Chair and of the Executive Board report will be available subsequently at www.mvv.de/investors.

15 May 2024

H1 Interim Report 2024 Financial Year

15 August 2024

9M Quarterly Statement 2024 Financial Year

12 December 2024

Annual Report 2024 Financial Year

12 December 2024

Annual Results Press Conference and Analysts' Conference 2024 Financial Year

14 March 2025 Annual General Meeting

The dates of conference calls to be held with analysts during the financial year will be announced in good time.

MVV's financial reports can be downloaded from our websites.

Contact

MVV Energie AG
Marc Speicher
Provisional Head of Department
Finance and Investor Relations
Luisenring 49
68159 Mannheim

T +49 621 290 31 88
F +49 621 290 30 75
ir@mvv.de
www.mvv.de/investors

MVV Energie AG
Luisenring 49
D - 68159 Mannheim

