

Shareholders' rights

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

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

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

The company will publish countermotions pursuant to § 126 (1) of the German Stock Corporation Act (AktG), including the name of the shareholder, the reasons for such countermotion and any statement by the management, at the internet site at www.mvv-investor.de, provided that such countermotions are received at the aforementioned address at the latest 14 days prior to the day of the Annual General Meeting, i.e. by **midnight on 25 February 2010**.

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

Minority motions pursuant to § 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose combined shares are equivalent to a twentieth of the share capital or the prorated amount of Euro 500 000.00 are permitted pursuant to § 122 (2) of the German Stock Corporation Act (AktG) to request that items be placed on the agenda and announced in cases where such request is received by the company at the aforementioned address at least 30 days prior to the Annual General Meeting, i.e. by **mid-night on 9 February 2010**. Each new item must be accompanied by a substantiation or a proposed resolution.

Shareholders are requested to provide documentary evidence of their capacity as shareholders upon forwarding the countermotion, election proposal or supplementary motion.

Right to information pursuant to § 131 (1) of the German Stock Corporation Act (AktG)

Upon request, each shareholder is entitled pursuant to § 131 (1) of the German Stock Corporation Act (AktG) to receive information from the Executive Board at the Annual General Meeting concerning matters relating to the company, provided that such information is necessary for an appropriate assessment of the respective agenda item. The obligation to provide information also includes information relating to the company's legal and business relationships with any associate company. Moreover, the Chairman of the Annual General Meeting may restrict the rights of shareholders to pose questions and make statements as appropriate pursuant to § 18 (2) of the Articles of Incorporation. In particular, he is entitled at the beginning of or in the course of the Annual General Meeting to set an appropriate framework for the time to be allocated to discussing individual agenda items and to questions and statements contributed by shareholders.