

Articles of Incorporation

of

MVV Energie AG

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, trading and general supply and disposal of electricity, gas, water and district heating, the utilisation of non-recyclable materials, information processing and communications technology, 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 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**

- (1) Announcements are published in the electronic Federal Official Gazette, unless mandatory legal provisions require otherwise.
- (2) Information may also be conveyed to shareholders by means of electronic data transmission 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).

§ 5**Authorised Capital**

- (1) The Executive Board is authorised until 3 March 2010, subject to the consent of the Supervisory Board, to increase the share capital of the company by issuing new individual registered shares on one or several occasions in return for cash or non-cash contributions up to a total of Euro 242 864.64 (Authorised Capital I). In the case of shares being issued in return for non-cash contributions, the Executive Board is authorised, subject to the consent of the Supervisory Board, to exclude the subscription rights of the shareholders. The Executive Board is further authorised, subject to the consent of the Supervisory Board, to exclude residual amounts from shareholders' subscription rights. Furthermore, the Executive Board is authorised, subject to the consent of the Supervisory Board, to determine the further contents of such share rights and the conditions pertaining to their issue.
- (2) The Executive Board is authorised until 9 March 2011, subject to the consent of the Supervisory Board, to increase the share capital of the company to the exclusion of shareholders' subscription rights by issuing new individual registered shares on one or several

occasions in return for cash contributions up to a total of Euro 3 237 977.60, equivalent to approximately 2.4% of the share capital upon the passing of the resolution (Authorised Capital II), in order to issue the shares from 2006 onwards to employees of MVV Energie AG and to employees of select companies affiliated to MVV Energie AG either directly or following their subscription by a bank and repurchase by the company.

§ 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.
- (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

- (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 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 MVV GmbH directly or indirectly holds shares amounting to more than one half of the share capital. Ten 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.
- (2) Meetings are to be convened in writing 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, 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. Corresponding application is to be made of the provisions set out in Subsections 2 and 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 employees 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 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 and shall be signed by the Chairman. Such minutes shall state the location and date of the meeting, the participants, 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 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 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, the members of the Supervisory Board shall be reimbursed for all of their expenses, as well as for the value added tax incurred on their remuneration and expenses.

V. Annual General Meeting

§ 16 Venue and Convening of the Annual General Meeting

- (1) The Annual General Meeting, which passes resolution releasing the Executive Board and the Supervisory Board from responsibility, on the appropriation of earnings, the election of the 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 electronic Federal Official Gazette (Bundesanzeiger) with the statutory information in such a way that a period of at least thirty days shall pertain between such publication and the final registration day pursuant to Section 17 (2) of the Articles of Incorporation. 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 20 (2), 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) The registration to participate in the Annual General Meeting has to have been received by the company at the location stated in the notification of the convening of such meeting at the latest on the seventh day prior to the Annual General Meeting.

- (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. Should the deadline not end on a working day, then such deadline shall be deemed to end on the previous applicable working day.
- (4) Shareholders are entitled to be represented at the Annual General Meeting. Powers of attorney may be issued by shareholders in the legally required form by facsimile or by any other electronic communications channel specified in detail in the invitation to the Annual General Meeting. The respective details will be announced in the invitation.

§ 18

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 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 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 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 shall be entitled to restrict the shareholders' rights to pose questions or to make statements to an appropriate length of time. In particular, he 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.
- (4) The Chairman of the Annual General Meeting shall be entitled to permit the partial or complete audio and video transmission of the Annual General Meeting using electronic or other media. Such transmission may also be undertaken in a manner allowing the general public unrestricted access.

§ 19**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****§ 20****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.
- (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 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) Sentence 2 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 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.

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 Verkehrsgesellschaft 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.

- c) 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.