

## **Procedures governing the exercising of voting rights by proxies**

Shareholders may also have their voting rights exercised at the Annual General Meeting by voting proxies, for example the depositing bank, a shareholders' association or other persons of their choice. In this case, the persons thereby authorised are required to register themselves or to be registered by the respective shareholder. Should the shareholder authorise more than one person, then the company may reject the registration of one or several such persons.

The company provides its shareholders with the option of authorising voting proxies appointed by the company and obliged to vote in line with shareholders' instructions. The voting proxies exercise voting rights exclusively on the basis of the instructions issued by shareholders. Please note that the voting proxies cannot accept any instructions to make statements, pose questions or propose motions.

Powers of attorney, their revocation and the documentary evidence of such authorisation must all be provided in writing. The following address is available for shareholders to submit any statements to the company concerning the granting of powers of attorney, their revocation and for communicating documentary evidence of any power of attorney granted to an authorised party or the revocation of such:

MVV Energie AG  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg  
Fax: +49 (0)69 256 270 49  
E-mail: [Hauptversammlung2010@mvv.de](mailto:Hauptversammlung2010@mvv.de)

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

Should a bank or any another of the aforementioned persons or institutions be entered in the Commercial Register, it may nevertheless only exercise the voting rights attributable to shares which it does not own on the basis of a corresponding authorisation.

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

Further information concerning registration and the granting of powers of attorney can be found in the documents sent to shareholders, as can the forms required to grant powers of attorney for voting rights.