

Articles of Association of EnBW Energie Baden-Württemberg AG

[Dated 29 April 2010]

Only the German Version is legally binding.

I. General Provisions

Art. 1

Company and Registered Office

(1) The name of the Company is

EnBW Energie Baden-Württemberg AG.

(2) It has its registered office in Karlsruhe.

Art. 2

Purpose of the Company

(1) The purpose of the Company is the management of a group of companies that are active, in particular, in the economic sectors of energy supply, water supply and disposal, including generation, winning or procurement, transmission and distribution or transport, sale and trading, and the provision of services in these business areas. The Company may also acquire and manage industrial and other investments in other economic sectors, in particular in the areas of information technology, telecommunications, transportation and real estate industry.

(2) The Company is entitled to conduct all business and to undertake such measures that are related to the purpose of the Company or that are suitable to directly or indirectly serve it. With the approval of the Supervisory Board, it may also conduct activities in the business areas specified in Para. 1 itself for limited periods of time.

(3) The Company is entitled to establish branches in Germany and abroad and to found, acquire or invest in other companies. It may group such companies wholly or partly under uniform management. It may also exercise its business activities through subsidiaries, investments and joint ventures or wholly or partly source out these activities to associated companies or assign these activities to associated companies and confine itself to the management and administration of its associated companies.

Art. 3

Duration of the Company

The duration of the Company is not limited to a certain time period.

Art. 4
Announcements

Company announcements are published exclusively in the machine-readable Bundesanzeiger (German Federal Gazette).

II. Share Capital and Shares

Art. 5
Volume and Distribution of the Share Capital

The share capital of the Company totals € 640,015,872.00 and is divided into 250,006,200 no-par value shares.

Art. 6
Terms of Shares

Shareholders are not entitled to securitization of their shares or dividends unless such certification is required by the regulations of a stock exchange on which the shares of the Company are admitted to trading. The Company is entitled to issue share certificates evidencing individual shares or several shares (global share certificates).

III. Management Board

Art. 7
Management Board

- (1) The Management Board of the Company consists of several members. The Supervisory Board appoints the members of the Management Board and determines their number.
- (2) If a member of the Management Board is appointed Chairman of the Management Board, it will have the casting vote in the event of a tie on the Management Board.
- (3) The Company is legally represented by each member of the Management Board. Legal representation of the Company is subject to the general legal requirements.

IV. Supervisory Board

Art. 8

Number of Supervisory Board Members, Term of Office, Composition

- (1) The Supervisory Board consists of 20 members.
- (2) When electing members of the Supervisory Board, in as far as the General Meeting does not decide on a shorter period for individual members, several members or all members, these members are elected for a period up to the end of the General Meeting, which decides on their discharge in the fourth financial year following their appointment. This does not include the financial year in which the term of office begins. The election of a successor for a member that withdraws from the Supervisory Board prior to the end of its term of office is effected for the remainder of the term of office of the member that has withdrawn.
- (3) No more than two former members of the Management Board of the Company may belong to the Supervisory Board. Moreover, the General Meeting may not elect any person to the Supervisory Board who exercises directorship or consultancy functions for important competitors of the Company or, if he or she also belongs to the Management Board of a publicly listed company, already performs three Supervisory Board mandates in publicly listed companies outside of the Group.
- (4) Any member of the Supervisory Board may resign from his office by submitting one month's written notice to the Chairman of the Supervisory Board or to the Management Board.

Art. 9

Formation of the Supervisory Board

- (1) A General Meeting at which all the Supervisory Board members to be elected by the General Meeting are new members is followed by a meeting of the Supervisory Board for which no separate invitation is necessary. At this meeting, the Supervisory Board is chaired by the eldest Supervisory Board member representing the shareholders and elects a Chairman and Deputy Chairman of the Supervisory Board. The terms of office of the Chairman and Deputy Chairman are the duration of their memberships of the Supervisory Board, in as far as no shorter period was decided on upon their election. If the Chairman or the Deputy Chairman of the Supervisory Board withdraws during their terms of office, the Supervisory Board must hold a by-election without delay.
- (2) The Deputy Chairman exercises the rights and fulfils the obligations of the Chairman of the Supervisory Board as stipulated by the law and these Articles of Association only in the event of the Chairman of the Supervisory Board being hindered.

Art. 10

Duties and Rights of the Supervisory Board

- (1) The Supervisory Board monitors the management of business operations by the Management Board and gives advice to the members of the Management Board.
- (2) The Supervisory Board determines the types of transaction that require its approval.
- (3) If transactions requiring approval don't tolerate delay and if the Supervisory Board is unable to make an immediate decision, the Management Board may act independently as required by the rules of procedure of the Supervisory Board. Retroactive approval is to be obtained at the next meeting of the

Supervisory Board, at which the reasons for the urgency of the decision and the way in which the matter was handled are to be notified.

Art. 11

Meetings of the Supervisory Board

- (1) Meetings of the Supervisory Board are convened by the Chairman of the Supervisory Board or, in absence of the Chairman and the Deputy Chairman, by the Management Board – as often as is necessitated by business matters or if the Supervisory Board or a member of the Management Board requires such a meeting.
- (2) The Supervisory Board is to be convened in text form by notifying members of the agenda for the meeting with notice of at least one week. In urgent cases, meetings may be convened in a different manner or at shorter notice.

Art. 12

Adoption of Resolutions by the Supervisory Board

- (1) The Chairman of the Supervisory chairs the meeting of the Supervisory Board and stipulates the order in which the matters at hand are dealt with as well as the mode of voting.
- (2) The Supervisory Board has a quorum if all members have been invited via their last-given address and if at least half the number of members of which it has to consist in total take part in the decision-making process.
- (3) If correct advance notification has not been given of an item on the agenda, a decision on the matter in question may only be made if no Supervisory Board member present at the meeting objects to this procedure. In such an event, Supervisory Board members who are not present must be given an opportunity to retroactively submit their written vote within an appropriate period to be specified by the Chairman; the decision will only take effect if no objection to the procedure is raised by any absent member within this period.
- (4) Resolutions of the Supervisory Board are adopted by a simple majority of the votes cast unless otherwise provided by law. Abstentions are not counted as cast votes. If there is equality of votes, the Chairman of the Supervisory Board decides if and when the vote will be repeated. If the Supervisory Board, with the majority of Supervisory Board members present, decides on a revote of the same matter, this is to be carried out in the next meeting, provided that the majority of Supervisory Board members request an immediate revote as per Art. 8 Para 1. If the votes are once again equal, the Chairman of the Supervisory Board may cast the statutory second vote. The deputy is not entitled to the secondary vote.
- (5) Resolutions may also be adopted by way of voting in writing, by telephone or in other comparable forms. The rules of procedure of the Supervisory Board shall stipulate the further details.

Art. 13

Committees of the Supervisory Board

The Supervisory Board may appoint Supervisory Board committees from among its members and stipulate the duties and powers of these committees in rules of procedure. Insofar as this is legally admissible, the committees of the Supervisory Board may be assigned matters for decision in place of the Supervisory Board. The Supervisory Board must set up the committee required in Section 27 Para. 3 of the German Co-determination Act (MitbestG).

Art. 14

Remuneration of the Members of the Supervisory Board

In addition to reimbursement of their expenses, the members of the Supervisory Board receive a fixed fee and a variable fee laid down by the General Meeting. The fixed fee is payable after the end of the financial year, the variable fee after the end of the General meeting that decides on the formal discharge of the Supervisory Board for the completed financial year. In addition, any turnover tax due on the remuneration of the members of the Supervisory Board will be refunded by the Company.

V. General Meeting

Art. 15

Venue and Convening of the General Meeting

- (1) The General Meeting takes place at the registered office of the Company, a German stock market location or a place located in Baden-Württemberg.
- (2) The General Meeting is convened by the Management Board.
- (3) The General Meeting must be convened no fewer than 36 days before the day of the meeting, not including the day of the General Meeting itself and the day on which it is convened.
- (4) The General Meeting convened to adopt the resolutions concerning the formal discharge of the members of the Management Board and the Supervisory Board, the appropriation of profits and the appointment of the annual auditor (Ordinary General Meeting) must be held within the first eight months of each financial year.
- (5) The Company is authorised to transfer information by way of telecommunication to shareholders and holders of other approved securities of the Company with the approval granted according to legal requirements or approval deemed to have been granted.

Art. 16

Participation in the General Meeting and Exercise of Voting Right

- (1) The right to attend the General Meeting and to vote on motions is restricted to those shareholders who have registered with the Company before the General Meeting, and have shown proof of ownership of shares. The registration and the proof of ownership of shares must be in text form and in German or English and reach the Company, or another institution authorised to receive them, no later than six days before the General Meeting, at the address specified for this purpose in the invitation. The day of the General Meeting and the day on which the registration and proof of ownership is received are not to be included in this calculation.
- (2) The proof of ownership of shares must be submitted from the financial institution at which the depot is kept, and must apply to the twenty-first day before the General Meeting. In the case of shares that are not deposited with a financial institution on the date in question, the proof of ownership as required in Item 1 may also be issued by the Company, by a German notary, or by a securities clearing and deposit bank, or by a credit institution within the European Union. With regard to the Company, and for the purposes of attendance at the General Meeting and voting on motions, only those shareholders who have provided proof of their status are regarded as shareholders. In the case of

doubts about the correctness or genuineness of the proof, the Company is entitled to demand further proof. If this further proof is not provided or not provided in the proper form or if this proof itself is also doubted, the Company shall be entitled to reject the shareholder's entitlement to attend the General Meeting or to exercise its voting rights.

- (3) The right to vote can be exercised by an authorised person by proxy voting power. If the shareholder authorises more than one person, the company may reject one or more of these persons. The granting of proxy voting power, its revocation and proof of authorization must be presented to the company in text form. Details for the granting of these powers, their revocation and their proof to the company are determined by the Management Board and made known when the General Meeting is convened. Proxy voting powers can be transferred to the Company by electronic means to be determined by the Management Board which shall also be made known when the General Meeting is called. § 135 AktG (German Companies Act) shall not be affected by the rules of this clause.
- (4) The Management Board is entitled to enable shareholders to register their votes in writing or by electronic means of communication (absentee vote), without attending the General Meeting in person or by means of an authorised person. The procedure and further details on absentee votes shall be laid down by the Management Board and made known when the General Meeting is called.
- (5) The members of the Management Board and the Supervisory Council shall attend the General Meeting in person. If it is impossible for a member of the Supervisory Council to be present at the venue of the General Meeting because of pressing business at a distant place, it may participate in the General Meeting via video or audio link.
- (6) The Management Board is entitled to permit the video or audio transmission of all or part of the General Meeting in a manner to be specified in more detail by it. Transmission may also take place in a form that is freely accessible to the general public. The type, scope and details of the transmission shall be publicised when the General Meeting is called.

Art. 17

Chair of the General Meeting

- (1) The General Meeting is chaired by the Chairman of the Supervisory Board or in case of his absence by another member of the Supervisory Board to be determined by the Supervisory Board.
- (2) The Chairperson chairs the General Meeting, and determines both the sequence of items on the agenda and the manner and form of voting. The result of a vote may also be calculated by subtracting the yes or no votes and the abstentions from the total number of votes to which the attendant voting shareholders are entitled. The Chairperson of the Meeting is entitled to limit temporarily the shareholders' rights to pose question and to speak as appropriate. In particular, he or she may determine the time-frame of the Meeting, the discussion on the various items on the agenda, and the individual questions and speeches as appropriate.

Art. 18

Adoption of Resolutions by the General Meeting

- (1) Resolutions of the General Meeting require a majority of the votes cast (simple majority), unless the law or these Articles of Association stipulate a larger majority or further requirements. If the law requires a higher majority of the votes cast or of the share capital represented for the adoption of a resolution, a simple majority is sufficient in cases in which the law leaves it to the Articles of Association to determine the procedure. Each no-par value share entitles the holder to one vote.

- (2) The Supervisory Board is authorised to amend the Articles of Association where such amendments affect the wording only.

VI. Financial Year, Profit Distribution and Appropriation of Retained Earnings

Art. 19

Financial Year, Annual Accounts

- (1) The financial year of the Company is the calendar year.
- (2) In the first three months of the financial year, the Management Board must draw up the annual financial statement and the management report as well as the consolidated annual financial statement and the consolidated management report for the foregoing financial year and submit these documents to the Supervisory Board without delay once they have been drawn up. At the same time, the Management Board must submit to the Supervisory Board the proposal for the appropriation of retained earnings it intends to put before the General Meeting.
- (3) The Supervisory Board or a committee to which this task has been delegated commissions the auditor to audit the annual financial statement and the consolidated financial statement. The auditor must sign his or her report and submit this report to the Supervisory Board. The Management Board is to be given an opportunity to be heard before the report is forwarded to the Supervisory Board.
- (4) The Supervisory Board must review the annual financial statement, the management report and the proposal for the appropriation of retained earnings as well as the consolidated financial statement and the consolidated management report and submit a written report on its findings to the General Meeting. The Supervisory Board must forward its report to the Management Board within one month of the date on which it received the relevant documents.

Art. 20

Profit Distribution

In the event of a capital increase, profit distribution for the new shares may be performed in deviation from Section 60 Para. 2 Clause 3 of the German Public Companies Act (AktG).

VII. Formation Provisions, Formation Expenses

Art. 21

Formation Provisions

Following the merger of Badenwerk Holding AG, Karlsruhe, and EVS Holding AG, Stuttgart, the Company is formed by way of new formation through the transfer of the assets and liabilities of these companies. For the transfer of the assets and liabilities of Badenwerk Holding AG, the latter's shareholders are granted 90,865,400 ordinary bearer shares of the Company with a nominal value of 5 DM each, in other words with a total nominal value of DM 454,327,000, and 1,730,800 non-voting bearer preference shares of the Company with a nominal value of DM 5 each, in other words with a total nominal value of DM 8,654,000. For the transfer of the assets and liabilities of EVS Holding AG, the latter's shareholders are granted 141,088,383 ordinary registered shares of the Company with a nominal value of DM 5 each, in other words with a total nominal value of DM 705,441,915, and 16,321,617 ordinary bearer shares of the

Company with a nominal value of DM 5 each, in other words with a total nominal value of DM 81,608,085.

Art. 22
Formation Expenses

The Company bears the costs associated with its formation up to an amount of DM 1,000,000.