

# Remuneration report

The Remuneration report summarises the principles relevant for determining the remuneration of the members of the Board of Management and explains the structure and level of both Board of Management and Supervisory Board remuneration.

The Remuneration report takes the recommendations of the German Corporate Governance Code and the German Accounting Standard (DRS) 17 (amended in 2010) into consideration in this respect. It also contains disclosures required by German commercial law and the supplementary provisions of the German Act on the Appropriateness of Management Board Remuneration (VorstAG) included in the notes pursuant to section 314 of the German Commercial Code (HGB) and the management report pursuant to section 315 of the HGB.

## Remuneration of the Board of Management

Based on a proposal by the personnel committee, the Supervisory Board passes a resolution on the remuneration of the Board of Management, including the main contract elements, and reviews it on a regular basis. The criteria for determining appropriate remuneration include the responsibilities and performance of the members of the Board of Management, the economic situation, the success and sustainable development of the company and the relationship between the remuneration of the Board of Management and the remuneration of senior management and the workforce as a whole, and its development over time.

The Supervisory Board of EnBW AG passed a resolution on 4 December 2014 on the second stage of the restructuring of the Board of Management remuneration system, effective as of 1 January 2015. This simplified the remuneration system, introduced an additional sustainability component in the case of the LTI (Long Term Incentive) and redefined the share of the total remuneration accounted for by the individual remuneration components. The purpose of this restructuring of the remuneration system was not to increase the target and maximum income of the members of the Board of Management. The remuneration for 2015 consists of the following essential components:

### Fixed remuneration

This comprises fixed basic annual remuneration, of which only a part counts towards pension claims, and other earnings.

### Variable remuneration

> **Performance bonus (Short Term Incentive – STI):** The level of the performance bonus depends on the extent to which the respective targets agreed for the financial year have been

achieved. These include financial targets at a Group level (corporate targets), which are measured relative to the two performance indicators **EBITDA** and **ROCE**, as well as individual targets. The amount of the performance bonus in the event of the 100% achievement of the targets, as well as the maximum and minimum values in the event of overachievement or underachievement of the agreed targets, can be found in the table “Target income of members of the Board of Management”. The performance bonus for the current assessment year is paid immediately. The delayed payments of the performance bonus from the previous years of 2013 and 2014 (deferral 1 and 2) are adjusted to reflect the extent to which the corporate targets were met in the two subsequent years. Interest of 3% per annum is paid on these shares, which are paid out following ratification of the respective financial statements for these subsequent years.

> **Value appreciation bonus (long-term incentive – LTI):** The value appreciation bonus consists of a basic LTI, a competition component and a sustainability component that was newly introduced as of 1 January 2015. The sum of the variable remuneration payments based on these three components give the total value appreciation bonus. As with the performance bonus, the Supervisory Board defines target values, lower limits and upper limits in advance. The basic LTI is determined by the accumulated contribution to value derived from the three-year mid-term planning. It is calculated from the difference between the performance indicators **ROCE** and **WACC** (weighted average cost of capital) multiplied by the average capital employed. The competition component measures the relative performance of the EnBW Group in the respective three-year performance period against a peer group of competitors on the basis of the value spread (= ROCE - WACC). The goal of the sustainable growth of the company in its strictest sense is also taken into account through the LTI sustainability components. In this component, the impact of the sustainable growth of the company on the areas of customers, employees and environment/society is taken into account. The extent to which the targets for all three components have been achieved is determined after the conclusion of the three-year planning period that acts as the basis for the calculations in each case. The amount of the value appreciation bonus in the event of the 100% achievement of the targets, as well as the maximum and minimum values in the event of overachievement or underachievement of the agreed targets, can also be found in the table “Target income of members of the Board of Management”. The amount based on the achievement of the relevant targets is paid out after the conclusion of the three-year measurement period. With a view to maintaining the previous level of target income, interest of 3% per annum is paid on the calculated bonus payment for two years after the conclusion of the three-year measurement period.

## Remuneration of members of the Board of Management in the 2015 financial year

in €  (previous-year figures in brackets)	Fixed remuneration		Variable remuneration		Total
	Basic remuneration	Other remuneration <sup>1</sup>	Without long-term incentive	With long-term incentive	
Dr. Frank Mastiaux, Chairman	990,000 (850,000)	11,872 (12,554)	978,060 (763,996)	1,014,032 <sup>2</sup> (591,518)	2,993,964 (2,218,068)
Dr. Bernhard Beck, LL.M.	515,000 (500,000)	47,104 (47,111)	570,640 (429,167)	610,617 <sup>2</sup> (365,161)	1,743,361 (1,341,439)
Thomas Kusterer	515,000 (450,000)	22,122 (21,374)	495,170 (382,000)	549,555 <sup>2</sup> (530,537)	1,581,847 (1,383,911)
Dr. Dirk Mausbeck (until 30/09/2014)	0 (337,500)	0 (12,582)	7,763 (285,375)	484,218 <sup>2</sup> (508,104)	491,981 (1,143,561)
Dr. Hans-Josef Zimmer	515,000 (450,000)	39,880 (39,769)	498,320 (379,750)	549,555 <sup>2</sup> (530,537)	1,602,755 (1,400,056)
<b>Total</b>	<b>2,535,000</b> <b>(2,587,500)</b>	<b>120,978</b> <b>(133,390)</b>	<b>2,549,953</b> <b>(2,240,288)</b>	<b>3,207,977</b> <b>(2,525,857)</b>	<b>8,413,908</b> <b>(7,487,035)</b>

<sup>1</sup> Other remuneration includes monetary benefits, particularly from the provision of company cars amounting to €120,307 (previous year: €132,886).

<sup>2</sup> Current deferrals and the preliminary value appreciation bonus for the performance periods 2014 to 2016 and 2015 to 2017 amount to €2,423,140 for Dr. Frank Mastiaux (previous year: €1,717,786), €1,350,673 for Dr. Bernhard Beck (previous year: €971,459), €1,186,921 for Thomas Kusterer (previous year: €876,313), €415,814 for Dr. Dirk Mausbeck (previous year: €712,097) and €1,186,921 for Dr. Hans-Josef Zimmer (previous year: €876,313). The exact level of the value appreciation bonus for the performance periods 2014 to 2016 and 2015 to 2017 can only be determined following the end of the 2016 financial year and the 2017 financial year, respectively, and can fluctuate within the LTI spread pursuant to the following table "Target income of members of the Board of Management".

Target income of members of the Board of Management<sup>1</sup>

in €	Dr. Frank Mastiaux Chief Executive Officer				Dr. Bernhard Beck, LL.M. Chief Personnel Officer				Thomas Kusterer Chief Financial Officer			
	2014	2015	2015 (min.)	2015 (max.)	2014	2015	2015 (min.)	2015 (max.)	2014	2015	2015 (min.)	2015 (max.)
Fixed remuneration	850,000	990,000	990,000	990,000	500,000	515,000	515,000	515,000	450,000	515,000	515,000	515,000
Fringe benefits	12,554	11,872	11,872	11,872	47,111	47,104	47,104	47,104	21,374	22,122	22,122	22,122
<b>Total</b>	<b>862,554</b>	<b>1,001,872</b>	<b>1,001,872</b>	<b>1,001,872</b>	<b>547,111</b>	<b>562,104</b>	<b>562,104</b>	<b>562,104</b>	<b>471,374</b>	<b>537,122</b>	<b>537,122</b>	<b>537,122</b>
One-year variable remuneration performance bonus	620,500	748,000	0	1,089,000	365,000	455,000	0	628,000	328,500	390,000	0	546,000
Multi-year variable remuneration												
Deferral 1	238,000	-	-	-	140,000	-	-	-	126,000	-	-	-
Deferral 2	238,000	-	-	-	140,000	-	-	-	126,000	-	-	-
LTI	510,000	1,026,000	0	1,494,000	280,000	630,000	0	870,000	252,000	535,000	0	749,000
<b>Total</b>	<b>2,469,054</b>	<b>2,775,872</b>	<b>1,001,872</b>	<b>3,584,872</b>	<b>1,472,111</b>	<b>1,647,104</b>	<b>562,104</b>	<b>2,060,104</b>	<b>1,303,874</b>	<b>1,462,122</b>	<b>537,122</b>	<b>1,832,122</b>
Pension expenses	444,949	617,515	617,515	617,515	150,943	150,748	150,748	150,748	210,774	294,190	294,190	294,190
<b>Total remuneration</b>	<b>2,914,003</b>	<b>3,393,387</b>	<b>1,619,387</b>	<b>4,202,387</b>	<b>1,623,054</b>	<b>1,797,852</b>	<b>712,852</b>	<b>2,210,852</b>	<b>1,514,648</b>	<b>1,756,312</b>	<b>831,312</b>	<b>2,126,312</b>

<sup>1</sup> This table illustrates the remuneration in both the reporting year and previous year which arises given 100% achievement of the target (target income) and the potential minimum and maximum remuneration for the financial year. Remuneration is described for members of the Board of Management who were appointed at least on a part-time basis in either the reporting year or previous year to the Board of Management of EnBW AG.

Payments to members of the Board of Management<sup>1</sup>

in €	Dr. Frank Mastiaux Chief Executive Officer		Dr. Bernhard Beck, LL.M. Chief Personnel Officer		Thomas Kusterer Chief Financial Officer	
	2015	2014	2015	2014	2015	2014
Fixed remuneration	990,000	850,000	515,000	500,000	515,000	450,000
Fringe benefits	11,872	12,554	47,104	47,111	22,122	21,374
<b>Total</b>	<b>1,001,872</b>	<b>862,554</b>	<b>562,104</b>	<b>547,111</b>	<b>537,122</b>	<b>471,374</b>
One-year variable remuneration performance bonus	756,333	755,667	410,667	444,283	363,750	395,650
Multi-year variable remuneration						
Deferrals from 2011	-	-	-	-	-	65,834
Deferrals from 2012	119,639	124,361	74,775	77,726	269,189	279,813
Deferrals from 2013	471,878	-	290,387	-	261,348	-
<b>Total</b>	<b>2,349,722</b>	<b>1,742,582</b>	<b>1,337,933</b>	<b>1,069,120</b>	<b>1,431,409</b>	<b>1,212,671</b>
Pension expenses	617,515	444,949	150,748	150,943	294,190	210,774
<b>Total remuneration</b>	<b>2,967,237</b>	<b>2,187,531</b>	<b>1,488,681</b>	<b>1,220,063</b>	<b>1,725,599</b>	<b>1,423,445</b>

<sup>1</sup> This table illustrates payments in both the reporting year and previous year pursuant to the German Income Tax Act (Einkommensteuergesetz). Earnings are described for members of the Board of Management who were appointed at least on a part-time basis in either the reporting year or previous year to the Board of Management of EnBW AG.

	Dr. Dirk Mausbeck Chief Commercial Officer (until 30/09/2014)				Dr. Hans-Josef-Zimmer Chief Technical Officer			
	2014	2015	2015 (min.)	2015 (max.)	2014	2015	2015 (min.)	2015 (max.)
	337,500	-	-	-	450,000	515,000	515,000	515,000
	12,582	-	-	-	39,769	39,880	39,880	39,880
	<b>350,082</b>	-	-	-	<b>489,769</b>	<b>554,880</b>	<b>554,880</b>	<b>554,880</b>
	246,375	-	-	-	328,500	390,000	0	546,000
	94,500	-	-	-	126,000	-	-	-
	94,500	-	-	-	126,000	-	-	-
	189,000	-	-	-	252,000	535,000	0	749,000
	<b>974,457</b>	-	-	-	<b>1,322,269</b>	<b>1,479,880</b>	<b>554,880</b>	<b>1,849,880</b>
	41,490	-	-	-	258,817	308,841	308,841	308,841
	<b>1,015,947</b>	-	-	-	<b>1,581,086</b>	<b>1,788,721</b>	<b>863,721</b>	<b>2,158,721</b>

	Dr. Dirk Mausbeck Chief Commercial Officer (until 30/09/2014)		Dr. Hans-Josef-Zimmer Chief Technical Officer	
	2015	2014	2015	2014
	-	337,500	515,000	450,000
	-	12,582	39,880	39,769
	<b>0</b>	<b>350,082</b>	<b>554,880</b>	<b>489,769</b>
	264,538	392,995	366,900	393,400
	-	19,506	-	-
	246,756	256,495	269,189	279,813
	261,348	-	261,348	-
	<b>772,642</b>	<b>1,019,078</b>	<b>1,452,317</b>	<b>1,162,982</b>
	-	41,490	308,841	258,817
	<b>772,642</b>	<b>1,060,568</b>	<b>1,761,158</b>	<b>1,421,799</b>

## Compensation agreed with the Board of Management in the event of termination of service

During their first term of office, members of the Board of Management are generally not entitled to retirement benefits. As of his first term of office, Dr. Frank Mastiaux has a vested right to retirement benefits.

From the second term of office onwards, pension entitlements from the age of 63 or in the event of permanent disability are calculated as follows: Vested benefits rise in proportion to the period from first-time appointment to the Board of Management and are capped at 60% of the pensionable basic annual remuneration. Unless benefits have already become vested by operation of law, they become vested as of the second term of office. The rates of increase are generally set such that the maximum post-employment benefit is reached at the same time as the contractually agreed age limit. Other company pension entitlements earned are credited once the maximum pensionable basic annual remuneration has been exceeded.

When benefit obligations become due for payment, the payments are indexed in accordance with the German Company Pensions Act (Betriebsrentengesetz).

In the event of the death of a member of the Board of Management, the surviving dependants are entitled to continued payment of the remuneration for three months. For as long as they live, widows receive 60% of the benefit that the member of the Board of Management received or would have received on the day they died if the pension had been due for payment on that day. Children of the member of the Board of Management receive an orphan's allowance until they reach the age of 25 (20% if they have lost both parents, 12% if they have lost one parent). The benefits paid to surviving dependants are limited in total to 100% of the pension entitlements.

The following change of control regulation currently exists for all members of the Board of Management: If members of the Board of Management relinquish their office and resign due to a change of control, they are entitled to their outstanding annual basic remuneration until the expiry of the planned contractual duration (but limited to a maximum of three annual basic salaries) and to the deferrals already earned as part of the performance bonus. Such entitlements are restricted to one and a half times the severance cap, cannot

compensate for more than the residual term of the service contract and are due in the event of premature termination of the service contract.

Where Board of Management employment contracts are concluded or extended, in the event of the early termination of Board of Management activity due to a change of control, it is agreed that settlement or severance payments should not exceed the severance cap and should not compensate for more than the residual term of the service contract.

No severance benefit obligations exist above and beyond this in the event of premature termination of service on the Board of Management. However, severance benefits may be payable on the basis of a severance agreement made with the individual. For agreements in place as of the reporting date, it was agreed that payments made to a member of the Board of Management on premature termination of his or her contract without serious cause, including fringe benefits, will not exceed the value of two years' remuneration (severance cap) and compensate for no more than the remaining term of the contract. In concluding or extending management board contracts, care is taken to ensure that no payments will be made to a member of the Board of Management in the event of the premature termination of the contract due to an important reason for which the member of the Board of Management is responsible.

In the event of temporary unavailability for work on the part of a member of the Board of Management due to illness or any other reason for which the member of the Board of Management is not responsible, remuneration will be paid for the first six months. The amount of variable remuneration will be calculated from the average of the last three years, and basic remuneration will be paid for a further six months. However, payments in the event of unavailability for work will be made no longer than until the end of the term of the service agreement.

The disclosures for the 2015 financial year concerning post-employment benefits (previous-year figures in brackets) are presented below. This presentation satisfies the requirements of section 285 No. 9a HGB. The disclosures include the vested entitlement as of the reporting date, the annual expenses for pension obligations and the present value of the pension obligations earned as of the reporting date (including pension entitlements financed by the board members themselves by waiving part of their salary).

## Post-employment benefits

(previous-year figures in brackets)	Vested benefit as of 31/12/2015	Annual expenses for pension obligations in € <sup>1</sup>	Present value of pension obligations (defined obligations) in €
Dr. Frank Mastiaux, Chairman	32.5% <sup>2</sup> (30%)	617,515 (444,949)	1,820,911 (1,332,117)
Dr. Bernhard Beck, LL.M.	60% <sup>3</sup> (60%)	150,748 (150,943)	5,571,722 (5,677,345)
Thomas Kusterer	40% <sup>3</sup> (37.5%)	294,190 (210,774)	2,393,781 (2,252,937)
Dr. Dirk Mausbeck (until 30/09/2014)	- (8.5%) <sup>4</sup>	- (41,490)	- (512,373)
Dr. Hans-Josef Zimmer	50% <sup>3</sup> (47.5%)	308,841 (258,817)	4,787,215 (4,748,713)

<sup>1</sup> Including an addition to capital for pension benefits totalling €105,901 (previous year: €124,188). This is a pension commitment financed through voluntarily waiving of part of the salary.

<sup>2</sup> Basis for entitlement in percentage of the pensionable annual basic remuneration, currently: €600,000.

<sup>3</sup> Basis for entitlement in percentage of the pensionable annual basic remuneration, currently: €350,000.

<sup>4</sup> Basis for entitlement in percentage of the pensionable annual basic remuneration, currently: €250,000.

Annual expenses for pension obligations include both service and interest costs. There are defined benefit obligations in accordance with IFRS of €14.6 million for the current members of the Board of Management (previous year: €14.5 million).

Former members of the Board of Management and their surviving dependants received total remunerations of €7.1 million in the 2015 financial year (previous year: €8.0 million). These pension payments are indexed to the percentage change in remuneration according to the collective bargaining agreement.

There are defined benefit obligations to former members of the Board of Management and their surviving dependants in accordance with IFRS of €94.4 million (previous year: €98.5 million).

As in the previous year, no loans or advances had been granted to members of the Board of Management at the end of the financial year.

## Remuneration of the Supervisory Board

In response to a proposal of the Board of Management and Supervisory Board, the Annual General Meeting on 25 April 2013 revised the regulations for the remuneration of the Supervisory Board. Accordingly, members of the Supervisory Board receive fixed remuneration of €40,000 each payable at

the end of the financial year in addition to reimbursement of their expenses for the entire 2015 financial year. The Chairman of the Supervisory Board receives twice the above, while the Deputy Chairman of the Supervisory Board receives one and a half times the aforementioned amount.

Members of the Supervisory Board receive fixed remuneration of €5,000 each per financial year to offset the additional work involved in any activities in one or more Supervisory Board committees. The Chairperson of one or more committees receives twice the amount of the remuneration for the committee work, unless the respective committee has not met in the financial year concerned.

Members of the Supervisory Board who have only belonged to the Supervisory Board or a committee or acted as a Chairperson for part of the financial year are paid remuneration proportionate to the duration of their office or their position in that financial year.

In addition, members of the Supervisory Board receive an attendance fee of €500 for Supervisory Board meetings and committee meetings. Attendance at preliminary meetings is remunerated with €250 per meeting, but only for one preliminary meeting per Supervisory Board meeting.

According to this remuneration system, the members of the Supervisory Board will receive the following total remuneration for the 2015 financial year (including attendance fees and remuneration for offices held at subsidiaries):

## Total remuneration for members of the Supervisory Board of EnBW AG 2015

in € (previous-year figures in brackets)	Fixed remuneration (incl. attendance fees)	Remuneration for offices held at subsidiaries	Total
Dr. Claus Dieter Hoffmann, Chairman	98,000 (81,500)	0 (0)	98,000 (81,500)
Dietrich Herd, Deputy Chairman	76,250 (61,000)	9,500 (11,213)	85,750 (72,213)
Lutz Feldmann (since 29/04/2015)	33,260 (0)	0 (0)	33,260 (0)
Stefan Paul Hamm <sup>1</sup>	46,476 (35,250)	9,301 (6,260)	55,777 (41,510)
Michaela Kräutter <sup>1</sup> (since 20/11/2015)	5,353 (0)	0 (0)	5,353 (0)
Silke Krebs <sup>2</sup>	50,500 (42,000)	0 (0)	50,500 (42,000)
Marianne Kugler-Wendt <sup>1</sup>	52,250 (41,500)	6,400 (7,647)	58,650 (49,147)
Wolfgang Lang	52,250 (42,000)	8,862 (7,935)	61,112 (49,935)
Dr. Hubert Lienhard	49,500 (39,500)	0 (0)	49,500 (39,500)
Sebastian Maier	45,250 (35,000)	6,915 (4,365)	52,165 (39,365)
Arnold Messner	55,250 (45,750)	7,813 (7,090)	63,063 (52,840)
Dr. Wolf-Rüdiger Michel <sup>3</sup>	49,000 (19,534)	0 (4,607)	49,000 (24,141)
Gunda Röstel	57,000 (47,500)	0 (0)	57,000 (47,500)
Dr. Nils Schmid <sup>2</sup>	52,000 (43,000)	0 (0)	52,000 (43,000)
Klaus Schörnich	51,250 (41,750)	14,375 (13,475)	65,625 (55,225)
Heinz Seiffert <sup>3</sup>	53,000 (44,000)	0 (0)	53,000 (44,000)
Carola Wahl	43,500 (21,802)	0 (0)	43,500 (21,802)
Dietmar Weber	52,250 (41,750)	0 (2,287)	52,250 (44,037)
Lothar Wölfle <sup>3</sup> (since 01/07/2015)	25,020 (0)	0 (0)	25,020 (0)
Dr. Bernd-Michael Zinow	58,250 (48,250)	12,800 (11,620)	71,050 (59,870)
Dirk Gaerte <sup>3</sup> (until 30/06/2014)	0 (19,856)	0 (0)	0 (19,856)
Bodo Moray <sup>1</sup> (until 30/09/2015)	37,658 (42,000)	5,244 (8,477)	42,902 (50,477)
Gerhard Stratthaus (until 29/04/2015)	16,171 (39,000)	0 (0)	16,171 (39,000)
Kurt Widmaier <sup>3</sup> (until 30/06/2015)	24,815 (42,500)	0 (0)	24,815 (42,500)
<b>Total</b>	<b>1,084,253</b> <b>(874,442)</b>	<b>81,210</b> <b>(84,976)</b>	<b>1,165,463</b> <b>(959,418)</b>

<sup>1</sup> In accordance with the regulations of the German Federation of Trade Unions (DGB) on the transfer of supervisory board remuneration, the remuneration is transferred to the Hans Böckler foundation and ver.di GewerkschaftsPolitische Bildung gGmbH.

<sup>2</sup> The members of the state government and the state secretaries have agreed to transfer any remuneration received for membership of supervisory boards, advisory boards and all other comparable boards to which they have been appointed in connection with their office or to which they are assigned as a member of the state government, applying section 5 of the Ancillary Activities Ordinance (LNTVO) analogously, provided that the extent to which the remuneration received in the calendar year exceeds a gross total of €6,100 (council of ministers resolution dated 24/05/2011).

<sup>3</sup> The obligation to pay remuneration to members of the administrative district (Landkreis) is regulated in sections 60-65 of the Civil Service Act (LBG) in conjunction with sections 2-6 of the Ancillary Activities Ordinance (LNTVO).

The above disclosures include attendance fees of the members of the Supervisory Board amounting to €130,500 (previous year: €139,250) and attendance fees totalling €21,190 in the remuneration for offices held at subsidiaries (previous year: €24,840). No other remuneration or benefits for services rendered personally, in particular consulting or mediation services, were paid to members of the Supervisory Board, nor did they receive any loans or advances in the reporting year.

The members of the Board of Management and the Supervisory Board are covered by adequate D&O insurance concluded in the interest of EnBW. An appropriate deductible was arranged for this D&O insurance, equivalent to three basic monthly salaries for members of the Board of Management and half of the annual remuneration for members of the Supervisory Board. Since 1 July 2010, the deductible for D&O insurance for both members of the Board of Management and the Supervisory Board has been 10% of the claims, but no more than one and a half times the fixed annual remuneration.

## Disclosures pursuant to sections 289 (4) and 315 (4) German Commercial Code (HGB) and explanatory report of the Board of Management

In the following, the Board of Management provides the information prescribed by sections 289 (4) and 315 (4) German Commercial Code (HGB) and explains this in accordance with section 176 (1) sentence 1 German Stock Corporations Act (AktG). The composition of the subscribed capital is described and explained in the notes to the annual and consolidated financial statement in the section "Equity". Direct or indirect shares in capital which exceed 10% of the voting rights are described and explained in the notes to the annual financial statement in the sections "Shareholder composition" and "Disclosures pursuant to section 21 German Securities Trading Act (WpHG)" and the notes to the consolidated financial statement in section "Related parties (individuals)".

### Restrictions relating to voting rights or transferability of shares

A shareholder agreement existed up to 22 December 2015 between, on the one hand, Zweckverband Oberschwäbische Elektrizitätswerke (Zweckverband OEW) and OEW Energie-Beteiligungs GmbH and, on the other, the State of Baden-Württemberg, NECKARPRI GmbH and NECKARPRI-Beteiligungsgesellschaft mbH. The shareholder agreement contained customary clauses governing the relationship between the two major shareholders of EnBW, as well as clauses relating to their relationship with EnBW and coordinating their influence on EnBW. These included but were not limited to clauses prescribing that voting rights were to be exercised in a coordinated and in some cases uniform manner, establishing a shareholders' committee for these purposes and clauses stipulating that each party shall consult with the other party on significant transactions and decisions. Furthermore, they included clauses relating to restrictions of authorisation over EnBW shares held by the main shareholders and a general

mutual obligation for both main shareholders to maintain parity investment relationships in EnBW with respect to each another. The aforementioned shareholder agreement was annulled on 22 December 2015.

An agreement existed up to 22 December 2015 between, on the one hand, NECKARPRI GmbH and NECKARPRI-Beteiligungsgesellschaft mbH and, on the other, Zweckverband OEW and OEW Energie-Beteiligungs GmbH which granted OEW Energie-Beteiligungs GmbH the right to purchase both the NECKARPRI-Beteiligungsgesellschaft mbH lines of shares acquired in EnBW AG arising from the voluntary takeover offer dated 7 January 2011 (3,852,236 shares) and from the capital increase implemented on 5 July 2012 (12,929,978 shares) if, as part of the request for arbitration by NECKARPRI GmbH against E.D.F. INTERNATIONAL S.A., Paris, France, the purchase of the EnBW shares acquired by this company with an agreement dated 6 December 2010 is unwound. However, it had been communicated to EnBW that the state government did not wish to unwind this transaction and that the agreement was intended to ensure that the ownership structure of EnBW remained stable at all times. This agreement was also annulled on 22 December 2015.

At the same time as the annulment of the two aforementioned agreements, new agreements were reached on 22 December 2015 between, on the one hand, Zweckverband OEW and OEW Energie-Beteiligungs GmbH and, on the other, the Federal State of Baden-Württemberg, NECKARPRI GmbH and NECKARPRI-Beteiligungsgesellschaft mbH, which include clauses relating to restrictions of authorisation over EnBW shares held by these parties and a general mutual obligation of both main shareholders to maintain parity investment relationships in EnBW with respect to each another.