

**EnBW Energie Baden-Württemberg AG**  
**Karlsruhe**

ISIN DE0005220008 (WKN 522 000)

**Invitation to the Annual General Meeting**

We hereby invite our shareholders to our

**Annual General Meeting**

on

**Wednesday, 8 May 2019,**  
**at 10:00 a.m.**

in the

**Schwarzwaldhalle of the Kongresszentrum Karlsruhe**  
**Festplatz 5**  
**76137 Karlsruhe**

**Important Note:**

**This version of the Notice of Annual Shareholders' Meeting, prepared for the convenience of English-speaking readers, is a translation of the German original. For purposes of interpretation the German text shall be authoritative and final.**

**I. Agenda**

- 1. Presentation of the ratified financial statements as of 31 December 2018 of EnBW Energie Baden-Württemberg AG, the approved consolidated financial statements as of 31 December 2018 and the Combined Management Report of EnBW Energie Baden-Württemberg AG and the Group (including the explanatory report of the Board of Management on the disclosures pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code (HGB)), as well as the report of the Supervisory Board for the 2017 financial year**

In accordance with Section 172 of the German Stock Corporations Act (AktG), on 27 March 2019 the Supervisory Board approved the financial statements and consolidated financial statements prepared by the Board of Management, which were thereby ratified. A resolution by the Annual General Meeting is therefore not required by law on this item of the agenda and is for this reason not included. The documentation referred to in this item on the agenda can be found on the internet page of the company at <http://hv.enbw.com>.

The aforementioned documents will also be accessible and explained in more detail at the Annual General Meeting.

**2. Resolution on the appropriation of net profit available for distribution for the 2018 financial year**

The Board of Management and Supervisory Board propose to use the net profit available for distribution of €279,055,118.92 for the 2018 financial year – as presented in the ratified annual financial statements of EnBW Energie Baden-Württemberg AG for the year ended 31 December 2018 – to pay a dividend of €0.65 per eligible share (with a total of 270,855,027 participating no-par value shares, this corresponds to a total amount of €176,055,767.55) and to carry forward the remaining €102,999,351.37.

In accordance with Section 58 (4) Sentence 2 of the AktG, the dividend resolved by the Annual General Meeting will be paid out on 13 May 2019.

**3. Resolution to ratify the actions of the members of the Board of Management for the 2018 financial year**

The Board of Management and Supervisory Board propose the ratification of the actions of the serving members of the Supervisory Board for the 2018 financial year.

**4. Resolution to ratify the actions of the members of the Supervisory Board for the 2018 financial year**

The Board of Management and Supervisory Board propose the ratification of the actions of the serving members of the Supervisory Board for the 2018 financial year.

**5. Election of the auditor of the annual financial statements and consolidated financial statements for the 2019 financial year and of the auditor for the review of interim financial information**

In accordance with Article 16 of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC ("EU Regulation 537/2014"), the audit committee of the Supervisory Board has conducted a selection procedure for the audit of the separate and consolidated financial statements of EnBW Energie Baden-Württemberg AG and of certain separate financial statements and subgroup financial statements of group companies included in EnBW's consolidated financial statements, in each case for the financial years 2019 to 2023 inclusive (with a renewal option for two further financial years). Following this selection procedure, the Audit Committee recommended Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, and BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, to the Supervisory Board as auditors and stated the justification for its recommendation. In doing so, the audit committee stated to the Supervisory Board its justified preference for Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart. In its recommendation, the audit committee stated that its recommendation was free from influence by a third party and that no clause of the kind referred to in Article 16(6) of EU Regulation 537/2014 had been imposed upon it that restricted its choice to specific auditors.

- a) Based on the recommendation of its audit committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected for the 2019 financial year as auditor of the separate financial statements and the consolidated financial statements, as auditor for the review of the condensed financial statements

and interim management report contained in the Six-Monthly Financial Report as of 30 June 2019 and as auditor for any review of additional interim financial information within the meaning of Section 115 (7) of the WpHG in the 2019 financial year.

- b) Based on the recommendation and preference of its audit committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected as auditor for any review of additional interim financial information within the meaning of Section 115(7) of the WpHG in the 2020 financial year where any such review is carried out before the next Annual General Meeting.

## **6. Election to the Supervisory Board**

In accordance with Section 8 (1) of the Articles of Association, the company's Supervisory Board is made up of 20 members, consisting, pursuant to Sections 96 (1) and (2) and 101 (1) of the AktG and Section 7 Sentence 1 No. 3 of the German Codetermination Act (MitbestG), of ten members to be elected by the Annual General Meeting and ten to be elected by the employees, where at least 30% of members must be women and at least 30% of members must be men (that is, at least six women and six men). Pursuant to Section 96 (2) Sentence 3 of the AktG, the shareholder and employee representatives on the Supervisory Board have objected to the minimum percentage of women and men on the Supervisory Board being fulfilled collectively by the Supervisory Board as a whole. Consequently, the minimum percentages for each gender must be fulfilled separately both by the shareholder side and by the employee side. Of the ten shareholder seats on the Supervisory Board, at least three must therefore be held by women and at least three by men. This minimum percentage is already met, irrespective of the outcome of the by-election to be held at this Annual General Meeting.

Ms. Silke Krebs stepped down from office as member of the Supervisory Board and thus left the Supervisory Board with effect from 31 December 2018. Mr. Heinz Seiffert has likewise resigned as a member of the Supervisory Board. He likewise left the Supervisory Board with effect from 31 December 2018.

By order of the Mannheim Local Court (Amtsgericht Mannheim) of 6 December 2018, Harald Sievers, District Administrator of the district of Ravensburg, was appointed a member of the Supervisory Board to succeed Mr. Seiffert with effect from 1 January 2019. By further order of Mannheim Local Court of 14 February 2019, Ms. Marika Lulay, CEO of GFT Technologies SE, Stuttgart, was appointed with immediate effect to succeed Ms. Krebs as a member of the Supervisory Board.

In accordance with the recommendation in section 5.4.3 Sentence 2 of the German Corporate Governance Code, both court appointments were limited until the end of the company's Annual General Meeting in 2019, thus necessitating a by-election of two shareholder representatives to the Supervisory Board at this Annual General Meeting.

The Supervisory Board proposes that

- (a) Mr. Harald Sievers, Ravensburg, District Administrator of the district of Ravensburg, and
- b) Ms. Marika Lulay, Heppenheim, CEO and Member of the Administrative Board of GFT Technologies SE, Stuttgart

be elected in the capacity of shareholder representatives as members of the Supervisory Board of EnBW Energie Baden-Württemberg AG, each with effect from the end of the Annual General Meeting on 8 May 2019 for the period up until the end of the Annual General Meeting at which the resolution is adopted ratifying the actions of the members of the Supervisory Board for the 2020 financial year.

The foregoing nominations for election are based on the recommendation of the Supervisory Board's nomination committee, take into account the objectives resolved by the Supervisory Board with regard to its own composition, and are designed to complete the profile of skills and expertise for the entire Supervisory Board as prepared by the Supervisory Board.

In accordance with the recommendation in Section 5.4.3 Sentence 1 of the German Corporate Governance Code, it is intended for the election of the nominated candidates to be voted upon separately.

At the time of convocation of this Annual General Meeting, the nominees for election have memberships in statutory supervisory boards (1) and comparable domestic and foreign supervisory bodies of commercial enterprises (2) as follows:

a) Mr. Harald Sievers:

(1)

- Oberschwabenklinik gGmbH (Chairman of the Supervisory Board)

(2)

- Gesellschaft für Wirtschafts- und Innovationsförderung Landkreis Ravensburg mbH (WiR) (Chairman of the Supervisory Board)
- Ravensburger Entsorgungsanlagengesellschaft mbH (REAG) (Chairman of the Supervisory Board)
- Bodensee-Oberschwaben Verkehrsverbundgesellschaft mbH (Deputy Chairman of the Supervisory Board)
- Bodensee-Oberschwaben-Bahn VerwaltungsGmbH (Member of the Advisory Board)
- Kreissparkasse Ravensburg (Chairman of the Administrative Board)
- SV SparkassenVersicherung – Lebensversicherung AG (Member of the Supervisory Board)
- Zweckverband Oberschwäbische Elektrizitätswerke (Member of the Association Assembly)

b) Ms. Marika Lulay:

(1)

- Wüstenrot & Württembergische AG (Member of the Supervisory Board)

(2)

No memberships

Further information on the nominees, including current curricula vitae, will be available on the Internet at <http://hv.enbw.com> from the date of convocation of the Annual General Meeting.

## **Information pursuant to Section 5.4.1 (4) to (7) of the German Corporate Governance Code**

With regard to the nominees for election, the Supervisory Board has satisfied itself that the nominees each possess suitable knowledge and skills and are able to devote the amount of time required.

As District Administrator of the district of Ravensburg, Mr. Harald Sievers is, on behalf of the district of Ravensburg, Member of the Association Assembly and of the Administrative Board of Zweckverband Oberschwäbische Elektrizitätswerke, which through its wholly-owned subsidiary OEW Energie-Beteiligungs GmbH indirectly holds 46.75% of the share capital of EnBW Energie Baden-Württemberg AG. The nominees do not have any other personal or business relationship with the company or its group companies, with the governing bodies of the company or a with shareholder holding a material interest in the company, the disclosure of which, in the appraisal of the Supervisory Board, would be considered by a shareholder exercising objective judgement to be decisive for the shareholder's election decision.

### **7. Resolution concerning approval for amendment of the profit and loss transfer agreement between EnBW Energie Baden-Württemberg AG and terranets bw GmbH**

A profit and loss transfer agreement dated 15 December 2003 exists between EnBW Energie Baden-Württemberg AG as controlling entity and terranets bw GmbH, Stuttgart, as controlled entity; this profit and loss transfer agreement has been amended by agreements dated 18 December 2012, 9 December 2013 and 3 November 2014.

EnBW Energie Baden-Württemberg AG directly holds a 100% ownership interest in terranets bw GmbH. The existing profit and loss transfer agreement is to be made more flexible with regard to profit transfer, such that EnBW Energie Baden-Württemberg AG will in future be additionally be able to require advance payments from terranets bw GmbH in respect of expected profit transfers. Numerous other agreements with entities in the EnBW group also contain such an arrangement. EnBW Energie Baden-Württemberg AG signed an amending agreement for this purpose with terranets bw GmbH on 5 March 2019.

The Executive Board and the Supervisory Board propose that a resolution be adopted as follows:

Approval is hereby given for the amending agreement dated 5 March 2019 between EnBW Energie Baden-Württemberg AG and terranets bw GmbH, Stuttgart, amending the profit and loss transfer agreement between the two parties dated 15 December 2003 as amended on 3 November 2014.

The main substance of the amending agreement dated 5 March 2019 is as follows:

- EnBW Energie Baden-Württemberg AG may in future require advance payments from terranets bw GmbH in respect of profit transfers. If advance payments made during a year exceed net income for that year before the profit transfer, equalisation payment and income taxes, the excess advance payments are to be treated as an interest-bearing loan and repaid to terranets bw GmbH.

In order to become effective, the amending agreement dated 5 March 2019 requires the approval of the general meeting of terranets bw GmbH, the approval of the Annual General

Meeting of EnBW Energie Baden-Württemberg AG and entry into the commercial register for terranets bw GmbH. The general meeting of terranets bw GmbH has already approved the aforesaid amendment to the profit and loss transfer agreement dated 15 December 2003 as amended on 3 November 2014.

In compliance with Sections 295 (1) and 293a (1) of the AktG, the amendment to the aforesaid profit and loss transfer agreement has been explained and justified in greater detail in a joint report by the Executive Board of EnBW Energie Baden-Württemberg AG and the management of terranets bw GmbH.

The aforementioned joint report, the amending agreement dated 5 March 2019 and the profit and loss transfer agreement dated 15 December 2003 between EnBW Energie Baden-Württemberg AG and terranets bw GmbH as amended by the most recent amending agreement dated 3 November 2014, the annual financial statements and management reports of terranets bw GmbH for the last three financial years and the annual financial statements, consolidated financial statements and combined management reports for EnBW Energie Baden-Württemberg AG and the group for the last three financial years are available on the company's website at <http://hv.enbw.com> from the date of convocation of and until the end of the Annual General Meeting. These documents will also be available at the Annual General Meeting.

## **II. Further information about the invitation**

### **1. Total number of shares and voting rights**

As of the date of issue of the invitation to the Annual General Meeting, EnBW Energie Baden-Württemberg AG had issued 276,604,704 shares. All shares issued carry the right to one vote each; the number of voting rights therefore comes to 276,604,704. Of the 276,604,704 shares, 5,749,677 shares are held by the company itself or by dependent companies (treasury shares) as of the date of issue of the invitation to the Annual General Meeting. Treasury shares held by EnBW Energie Baden-Württemberg AG itself or by dependent companies do not carry any rights.

### **2. Conditions for attending the Annual General Meeting and exercising voting rights**

In accordance with Article 16 (1) of the Articles of Association, only those shareholders that register with the company in text form (Section 126b of the German Civil Code (BGB)) in German or English before the Annual General Meeting and provide substantiation of their shareholding are entitled to attend the Annual General Meeting and exercise their voting rights.

The substantiation of the shareholding must take the form of a certificate issued by the custodian bank in text form (Section 126b of the BGB) in German or English with reference to the beginning of the day on 17 April 2019 (0:00 hours, "record date").

A shareholder is only entitled to attend the Annual General Meeting and exercise their voting right once they have provided substantiation of their shareholding. The company is entitled to request further appropriate substantiation in the event of doubt regarding the correctness or authenticity of the substantiation. If further substantiation cannot be provided or if it is not provided in the required form, the company is entitled to refuse the shareholder.

Entitlement to attend the Annual General Meeting and the number of voting rights are based solely on the shareholder's shareholding as of the record date. The record date is not associated with a ban on the disposal of the shares. Even in the event of the sale of the shareholding in full or in part after the record date, entitlement to attend the Annual General Meeting and exercise a voting right is based solely on the shareholding of the shareholder on the record date; i.e. any disposal of shares after the record date does not affect the entitlement to attend the Annual General Meeting or the extent of the voting right. The same applies to the acquisition of shares after the record date. Individuals not holding any shares on the record date who subsequently become shareholders in the company are not entitled to attend or vote unless they are granted a right of proxy or power of attorney by the previous shareholder, and the company has received the registration and substantiation of the shareholding from the previous shareholder in the required form before the deadline. The record date does not affect the entitlement of shareholders to a dividend.

The registration for attendance at the Annual General Meeting and substantiation of the shareholding must be received by the company by the end of the day on 1 May 2019 (24:00 hours) at the latest at one of the following addresses:

EnBW Energie Baden-Württemberg AG  
c/o Landesbank Baden-Württemberg  
4035/H Hauptversammlungen  
Am Hauptbahnhof 2  
70173 Stuttgart  
or fax: +49 (0)711 - 12 77 92 64  
or e-mail: HV-Anmeldung@LBBW.de

The registration documents and substantiation of the shareholding are usually sent out by the custodian bank. Shareholders who request a ticket for the Annual General Meeting via their custodian bank in good time do not need to take any further action in that case. If in doubt, the shareholder should enquire of their custodian bank whether it will send out the registration and substantiation of their shareholding on their behalf. Once the registration and substantiation of the shareholding has been received by the company at one of the above addresses, the tickets for the Annual General Meeting will be issued and sent to the shareholders. A maximum of two tickets to the Annual General Meeting are issued for each share portfolio. The tickets serve an organisational purpose only and are not a prerequisite for attendance at the Annual General Meeting or for exercising a voting right.

### **3. Procedure for voting by proxy**

Shareholders are entitled to have their voting right and other rights at the Annual General Meeting exercised by a proxy, for example a bank, shareholders' association, proxy appointed by the company or a third party, provided they have been correspondingly granted with due authorisation. Registration for the Annual General Meeting and a substantiation of the shareholding before the deadline are also required in this case in accordance with the above conditions.

The granting, rescission or substantiation of the right of proxy to the company must be made in text form in accordance with Article 16 of the Articles of Association. Section 134 (3) Sentence 3 of the AktG and the Articles of Association do not stipulate the text form where the right of proxy is granted to a bank, a shareholders' association or any equivalent person or institution in accordance with Section 135 (8) and (10) of the AktG. In such cases, the above-mentioned individuals or institutions are required, however, to document the

right of proxy in a verifiable form; it must also be complete and may only contain declarations relating to exercising voting rights. In addition, the regulations of Section 135 of the AktG and any further special aspects should be observed; information on these requirements can be obtained from the person or institution that is to be granted right of proxy.

The right of proxy may be granted in a statement to either the proxy or the company.

The company has forms available for shareholders wishing to appoint a proxy. The form will be sent to the duly registered person. In addition, proxy forms can be downloaded from the company's website at <http://hv.enbw.com>.

If the shareholder grants proxy to more than one person, the company is entitled to reject one or more of these.

If the right of proxy was granted prior to the Annual General Meeting, it must be substantiated in text form and must then be presented (e.g. either the original or a copy of the right of proxy) by the proxy at the registration desk on the day of the Annual General Meeting. Shareholders or their proxies may also send substantiation of their right of proxy to one of the following addresses:

EnBW Energie Baden-Württemberg AG  
Gremien & Aktionärsbeziehungen  
Durlacher Allee 93  
76131 Karlsruhe  
or fax: +49 (0)721 - 91 42 01 00  
or e-mail: [hauptversammlung2019@enbw.com](mailto:hauptversammlung2019@enbw.com)

The above points of contact are also available when the right of proxy is to be granted in a statement to the company; an additional substantiation of the right of proxy is then no longer required. Revocation of the right of proxy granted can also be directly granted in a statement to the company in text form using the above points of contact.

If a right of proxy, its revocation or substantiation is sent to the company by post, it must be received by the company by the end of the day on 3 May 2019 2019 (24:00 hours) at the latest for organisational reasons. Delivery to the company by fax or e-mail is still possible up to and including the day of the Annual General Meeting.

Substantiation of rights of proxy granted at or during the Annual General Meeting may be made by presenting the substantiating document (e.g. the original right of proxy) at the exit.

#### **4. Procedure for voting by proxy holders designated by the company**

For all shareholders who are not able or do not wish to attend the Annual General Meeting in person, we offer the possibility of delegating a proxy appointed by the company ahead of the Annual General Meeting. The proxy is obliged to vote according to the instructions of the shareholder granting the right of proxy; he or she cannot exercise voting rights at their own discretion. Shareholders who wish to use this service are asked to request a ticket for the Annual General Meeting via their custodian bank. The proxy form, which is sent together with the ticket or can be downloaded from the website <http://hv.enbw.com> and with which the shareholder grants his/her right of proxy as well as instructions on exercising voting rights, must be sent to one of the above addresses Section 3 to be received by the company by 3 May 2019 2019 (24:00 hours) at the latest

Shareholders attending the Annual General Meeting also have the option of authorising a proxy appointed by the company to exercise voting rights arising from their shares in accordance with their instructions.

**5. Shareholder rights in accordance with Sections 122 (2), 126 (1), 127 and 131 (1) of the AktG**

**a) Additions to the agenda in accordance with Section 122 (2) of the AktG**

Shareholders with shares totalling one twentieth of the total share capital or a proportion of the share capital amounting to €500,000.00 (corresponding to a minimum of 195,313 shares in EnBW Energie Baden-Württemberg AG) are entitled in accordance with Section 122 (2) of the AktG to demand that items be added to the agenda and announced. In accordance with Sections 122 (2) of the AktG in conjunction with Section 122 (1) Sentence 3 of the AktG, shareholders putting forward a motion must provide documentation that they have held the shares for 90 days or more prior to the date the motion was received and that they will hold the shares until a decision has been made by the Board of Management on the motion. When calculating this 90 day period, attention should be paid to the defined calculation options according to Section 70 of the AktG. In addition, when calculating the 90 day period, the provisions in Section 121 (7) of AktG should also be applied accordingly.

The motion to add an item to the agenda must be addressed to the company's Board of Management in writing (Section 126 of the BGB) or electronic form, i.e. using a qualified electronic signature (Section 126a of the BGB), and must be received by the company by 7 April 2019 (24:00 hours). Shareholders are asked to use the following postal address or, if a qualified electronic signature is used, the following e-mail address for such motions:

EnBW Energie Baden-Württemberg AG  
Gremien & Aktionärsbeziehungen  
Durlacher Allee 93  
76131 Karlsruhe  
or E-Mail: [hauptversammlung2019@enbw.com](mailto:hauptversammlung2019@enbw.com)

**b) Motions and nominations for election in accordance with Sections 126 (1) and 127 of the AktG**

Shareholders may send countermotions to a proposal by the Board of Management and Supervisory Board regarding items on the agenda to the company stating the grounds for their countermotion. The same applies for proposals by a shareholder on the election of the members of the Supervisory Board or the auditors, although no grounds are required in this case. Countermotions on items of the agenda in accordance with Section 126 (1) of the AktG and proposals for election in accordance with Section 127 of the AktG must be made to one of the following addresses of the company:

EnBW Energie Baden-Württemberg AG  
Gremien & Aktionärsbeziehungen  
Durlacher Allee 93  
76131 Karlsruhe  
or Telefax: +49 (0)721 - 91 42 01 00  
or E-Mail: [hauptversammlung2019@enbw.com](mailto:hauptversammlung2019@enbw.com)

All countermotions and nominations received by the company at one of the above addresses by the end of the day on 23 April 2019 (24:00 hours) will be made available to the other shareholders immediately on the internet at <http://hv.enbw.com>. Any related statements from the management will also be made available at the above web address.

Countermotions and nominations that are not made to one of the above addresses of the company or where no substantiation of the applicant's or nominator's capacity as shareholder is provided, as well as countermotions without grounds, will not be published on the internet by the company. In the cases listed in Section 126 (2) of the AktG, a countermotion and the associated grounds or a nomination do not have to be made available by the company. Under that provision of the law, a countermotion does not have to be made available if, by making it available, the Board of Management would commit a criminal offence, or the countermotion would give rise to a resolution of the Annual General Meeting that would be in breach of the law or the company's Articles of Association. The grounds for a countermotion or a nomination do not have to be made available if they are more than 5,000 characters in length. Furthermore, nominations do not have to be made available if they do not include information according to Section 124 (3) Sentence 4 of the AktG and Section 125 (1) Sentence 5 of the AktG.

### **c) Shareholders' right to information in accordance with Section 131 (1) of the AktG**

At the Annual General Meeting, every shareholder and shareholder representative is entitled to demand information from the Board of Management on the company's affairs and on the situation of the Group, insofar as the information is necessary to properly assess an item on the agenda. This duty to provide information includes the company's legal and business relationships with affiliates if such information is also necessary to properly assess an item on the agenda. Requests for information must generally be made orally at the Annual General Meeting during the general discussion.

The chairperson of the Annual General Meeting is entitled under Article 17 (2) of the Articles of Association to set appropriate time limits on the right of shareholders to pose questions and speak at the Annual General Meeting. He/she may in particular set reasonable time frames for the course of the meeting, the discussion of individual items on the agenda and for individual questions and speeches.

The Board of Management is not obliged to answer individual questions or give out information if the reasons stated in Section 131 (3) of the AktG apply. The divulgence of information can be refused for example where, based on prudent commercial judgement, the divulged information could give rise to considerable disadvantages for the company or its affiliates or where the Board of Management would commit a criminal offence by divulging it. The divulgence of information can also be refused if it refers to tax bases, the amount of individual taxes or if the information requested has been available on the company's website for a period of at least seven days before the beginning of and during the Annual General Meeting.

## **6. Reference to available information**

The company has set up a website for the Annual General Meeting at the address

<http://hv.enbw.com>

From the date of issue of the invitation to the Annual General Meeting and at least up to the end of the Annual General meeting, a range of information relating to the Annual General Meeting will be accessible on this website. In particular, the text of the invitation together with the legally prescribed disclosures and explanations, including explanations on shareholder rights beyond those described in Section II. 5, will be made available. All documents and forms that must be provided for the Annual General Meeting will also be available on this website. These documents and forms will also be provided at the Annual General Meeting.

In addition, the shareholders and other interested parties can follow the opening words of the chairperson at the Annual General Meeting and the CEO's speech directly on the Internet at the above address.

Finally, voting results will also be published on this website after the Annual General Meeting.

Karlsruhe, March 2019

EnBW Energie Baden-Württemberg AG  
The Board of Management

## **Data protection information for shareholders, shareholder representatives and guests**

EnBW Energie Baden-Württemberg AG takes the protection of your personal data very seriously. In the following, we would like to inform you about what personal data we collect from you, how we process your data and the rights you have with regard to your personal data.

With regard to personal data that we collect when you visit our website, please see our information on data protection at <https://www.enbw.com/service/datenschutz/>.

### **1. Who is responsible for processing my data?**

EnBW Energie Baden-Württemberg AG  
Gremien & Aktionärsbeziehungen  
Durlacher Allee 93  
76131 Karlsruhe  
or fax: +49 (0)721 - 91 42 01 00  
or e-mail: [hauptversammlung2019@enbw.com](mailto:hauptversammlung2019@enbw.com)

If you have any questions, suggestions or complaints regarding the handling of your personal data, you may contact us using the contact details provided above.

### **2. How can I contact the Data Protection Officer?**

You can contact our Data Protection Officer using the following contact details: Our Data Protection Officer will be happy to answer any questions you may have regarding data protection.

### **3. What personal data is collected?**

When you register as a shareholder, shareholder representative or guest for the Annual General Meeting or grant a proxy, we collect and process the following personal data about you and/or your proxy:

- Forename and surname;
- Contact details (such address and e-mail address).

We also collect and process the following data on shareholders and their proxies:

- Share-related data (such as the number of shares, class of shares and type of share ownership);
- Data related to the Annual General Meeting (such as admission ticket number, proxies and instructions).

### **4. What are the purposes and legal basis for the processing of personal data?**

We collect and use your personal data for the following purposes:

- For your attendance of and voting in the Annual General Meeting;
- To meet the requirements of the German Stock Corporation Act (AktG) (such as for the attendance list);
- To enable shareholders and shareholder representatives to exercise shareholder rights (such as requests to speak and voting).

The legal basis for the processing is the AktG, in particular Section 123 (2) and (3) of the AktG read in conjunction with Section 16 (1) of the Articles of Association of EnBW Energie Baden-Württemberg AG and Section 129 (1) Sentence 2 of the AktG, and Article 6(1)(c) of the General Data Protection Regulation (GDPR). In addition, we process personal data for the purposes of the following legitimate interests within the meaning of Article 6(1)(f) of the GDPR: Organisation and orderly conduct of the Annual General Meeting.

### **5. Who receives your data?**

Your data is processed within EnBW Energie Baden-Württemberg AG by the employees involved in organisation of the Annual General Meeting. EnBW Energie Baden-Württemberg AG is the ultimate parent company of the EnBW Group and works together with other group companies on the basis of shared responsibilities. Personal data is only transferred to employees of other group companies if there is a legal basis for doing so and it is necessary for one of the above-mentioned purposes. In order to fulfil our contractual and legal obligations, we also make use of various external service providers, some of which are bound by processing agreements under data protection law (Article 4(8) and Article 28 of the GDPR). These receive only such personal data from us as is necessary for performance of the contracted service and process the data exclusively according to our instructions. Personal data is also made available to shareholders and shareholder representatives in accordance with statutory provisions, specifically in the form of the list of participants pursuant to Section 129 (1) Sentence 2 of the AktG.

In addition, we transmit your data to further recipients outside the company which process your data under their own responsibility (Article 4(7) of the GDPR). These may, for example, include controllers in the following categories:

- Public authorities on the basis of statutory requirements (such as supervisory authorities).

We do not store your data outside of the European Economic Area. Administrative access is also possible from a country outside the European Economic Area, however, as system operational capability is ensured in many cases using the follow-the-sun principle. In such cases, data is only accessed either if there is a European Commission adequacy decision for the country concerned, if we and the service providers have agreed the standard contractual clauses provided for such cases by the European Commission or if the company concerned has compiled its own internally binding data protection policies that have been recognised by the data protection supervisory authorities.

## 6. What rights do you have with regard to your personal data?

Subject to the applicable legal requirements being met, you have the right to:

- Access to your personal data (Article 15 of the GDPR). There are additional restrictions under Section 34 of the Federal Data Protection Act (BDSG).
- Information on the source of the data, the purpose and end of processing, and the details of the controllers, processors and parties to whom the data is disclosed;
- Rectification and updating of your personal data and to completion of incomplete personal data (Article 16 of the GDPR);
- Restriction of processing in accordance with Article 18 of the GDPR;
- Data portability by means of provision in electronic form (Article 20 of the GDPR);
- Erasure of your personal data, insofar as it is no longer necessary for the above-mentioned purposes (Article 17 of the GDPR). There are additional exemptions under Section 35 of the BDSG.
- Information on your right to object under Article 21 of the GDPR (this information is printed in bold in the box below);
- **Object to the processing of your personal data (Article 21 of the GDPR)**; this is explained in further detail in the text printed in bold in the box below;
- Lodge a complaint with us and/or the relevant data protection authority (Article 77 of the GDPR). The competent data protection supervisory authorities is that of the country or German state in which you have your place of residence or permanent abode or that of the German state of Baden-Württemberg, where EnBW Energie Baden-Württemberg AG has its registered office. The right to object is without prejudice to other administrative or judicial remedies.

In order to exercise your rights, please contact us using the contact details given under heading 1 above.

### **Information on the right to object under Article 21 of the GDPR.**

**If we process your data on the basis of legitimate interests (Article 6(1)(f) of the GDPR) or for the performance of a task carried out in the public interest (Article 6(1)(e) of the GDPR), and if there are grounds relating to your particular situation, you have the right to object to the processing pursuant to Article 21(1) of the GDPR. In the event that you object, we will no longer process the personal data for the stated purposes unless we can demonstrate compelling legitimate grounds for**

**processing that override your interests, rights and freedoms, or the processing is for the purpose of establishing, exercising or defending legal claims.**

**7. Am I required to provide the requested personal data?**

The collection and processing of your personal data is essential in order for you to be able to attend the Annual General Meeting and/or to exercise shareholder rights and, in particular, to vote.

**8. How long do we store your personal data?**

We do not retain your personal data for longer than is necessary in order to fulfil the above-mentioned purposes, after which we erase it. As a rule, data is stored with us for 10 years. We retain your personal data for as long as is required by law or as long as the company has a legitimate interest in storing it, such as in the event of judicial or extrajudicial disputes in connection with the Annual General Meeting.