

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

**Friday, 17 July 2020,
at 10:00 a.m. (CEST)**

as

**virtual Annual General Meeting without the physical presence
of shareholders or their proxy holders.**

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 2019 of EnBW Energie Baden-Württemberg AG, the approved consolidated financial statements as of 31 December 2019 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 2019 financial year**

In accordance with Section 172 of the German Stock Corporations Act (AktG), on 20 March 2020 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 2019 financial year

The Board of Management and Supervisory Board propose to use the net profit available for distribution of € 383,578,320.57 for the 2019 financial year – as presented in the ratified annual financial statements of EnBW Energie Baden-Württemberg AG for the year ended 31 December 2019 – to pay a dividend of €0.70 per eligible share (with a total of 270,855,027 participating no-par value shares, this corresponds to a total amount of €189,598,518.90) and to carry forward the remaining €193,979,801.67.

Note:

On the basis of section 1 (4) and (6) of the Act Concerning Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 Measures Act, article 2 of the Act of 27 March 2020 to Mitigate the Consequences of the COVID 19 Pandemic in Civil, Insolvency and Criminal Procedure Law, Federal Law Gazette I 2020 No. 14, p. 569) and on the basis of section 59 (2) of the Stock Corporation Act (AktG), the Executive Board resolved on 28 April 2020 to distribute, out of the retained earnings for the 2019 financial year shown in the annual financial statements of EnBW Energie Baden-Württemberg AG as of 31 December 2019 approved by the Supervisory Board on 20 March 2020, an advance payment to shareholders of €0.35 per share, which at 270,855,027 eligible shares corresponds to an amount of €94,799,259.45. The Supervisory Board approved the advance payment by resolution of 11 May 2020. Analogously to section 58 (4) sentence 2 AktG, the advance payment was made to shareholders on 14 May 2020.

Deducting the advance payment already made to shareholders out of retained earnings for the 2019 financial year, a dividend of €0.35 per eligible share will remain to be paid if the Annual General Meeting passes the proposed resolution for the appropriation of distributable profit; at 270,855,027 eligible shares, this corresponds to an amount of €94,799,259.45. In accordance with section 58 (4) sentence 2 AktG, this second half of the resolved dividend will be paid out on 22 July 2020.

3. Resolution to ratify the actions of the members of the Board of Management for the 2019 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 2019 financial year.

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The Board of Management and Supervisory Board propose the ratification of the actions of the serving members of the Supervisory Board for the 2019 financial year.

5. Election of the auditor of the annual financial statements and consolidated financial statements for the 2020 financial year and of the auditor for the review of interim financial information

- a) Based on the recommendation of its audit committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, be elected for the 2020 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 2020 and 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.
- b) Based on the recommendation 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 2021 financial year where any such review is carried out before the next Annual General Meeting.

The audit committee has 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 Audit Regulation (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) had been imposed upon it that restricted its choice to specific auditors.

6. Resolution on the remuneration of Supervisory Board members

The German Stock Corporation Act as amended by the Act to Implement the Second Shareholder Rights Directive (ARUG II) stipulates that the annual general meeting of a listed company must adopt a resolution on the remuneration of Supervisory Board members at least every four years. In accordance with the transitional provisions, the Annual General Meeting will adopt a resolution on Supervisory Board remuneration applying the new stipulations under ARUG II for the first time in 2021. However, as the Annual General Meeting last reviewed and amended Supervisory Board remuneration in 2013 and, under the resolution adopted at that time, remuneration was last modified as of 1 January 2016, the Executive Board and Supervisory Board have taken the change in the law as the occasion for a thorough review of Supervisory Board remuneration. A comprehensive benchmark comparison was therefore carried out by independent remuneration experts in 2019. The expert opinion found all remuneration components for Supervisory Board members except attendance fees to be significantly below the prevailing market level at peer companies.

For this reason, it appears appropriate for the annual basic remuneration to be increased by €4,000.00.

It was also found that the additional time involved in Supervisory Board committee work was not adequately reflected in the additional fixed remuneration paid for this purpose in cases where a Supervisory Board member is on more than one committee. This is because Supervisory Board members have so far been paid additional fixed remuneration of €7,500.00 per financial year for the additional time involved in serving on one or more committees, meaning that serving on multiple committees, which can be significantly more time-intensive, is treated the same as serving on only one committee. Certain committees are also more time-intensive in terms of preparation, meeting duration and the number of meetings.

To better reflect the effort involved, it therefore appears appropriate to pay the above-mentioned additional fixed remuneration for each committee membership (limited to a

maximum of two committee memberships) and to increase the additional fixed remuneration from €7,500.00 to €10,000.00 per year for membership of the Finance and Investment Committee and of the Audit Committee. At the same time, the additional fixed remuneration is not to be paid for membership of the Nomination Committee or of the Mediation Committee as membership of these committees normally involves a relatively small time commitment. Finally, it is necessary to clarify that remuneration is only paid if the committee concerned has met at least once in the financial year in question.

The Supervisory Board and Executive Board therefore propose the adoption of the following resolution on the remuneration of Supervisory Board members:

The provisions on the remuneration of Supervisory Board members, last adopted by resolution of the Annual General Meeting on 25 April 2013, are revised as follows on the basis of Article 14 of the Company's Articles of Association and with effect from the beginning of the 2020 financial year:

- a) In addition to reimbursement of their expenses, the members of the Supervisory Board each receive fixed basic remuneration of €44,000.00 per financial year, payable at the end of the financial year.
- b) ¹For the additional work of serving on a Supervisory Board committee, members of the Supervisory Board each receive, in addition to the basic remuneration under a), fixed remuneration of €7,500.00 per committee membership per financial year, payable at the end of the financial year. ²Notwithstanding the first sentence, the additional fixed annual remuneration for membership of the Supervisory Board Finance and Investment Committee and Audit Committee is €10,000.00 per financial year. ³If a Supervisory Board member serves on multiple committees in a financial year, the additional fixed remuneration for committee membership is only paid for a maximum of two committee memberships, with precedence given to the higher-remunerated memberships. ⁴Notwithstanding the first sentence, no additional fixed remuneration is paid for service on the Nomination or Mediation Committee. ⁵Additional fixed remuneration for membership of a Supervisory Board committee is only paid if the committee concerned has been active at least once in the financial year in question.
- c) ¹The Chairperson of the Supervisory Board is paid twice the basic remuneration under a) and the Deputy Chairperson of the Supervisory Board 1.5 times the basic remuneration under a). ²The chairperson of one or more committees is paid twice the remuneration under b) unless the committee concerned has not been active in the financial year in question.
- d) Supervisory Board members who served on the Supervisory Board or on a committee for only part of the financial year or who held office as chairperson or deputy chairperson for only part of the financial year receive a portion of the remuneration under a), b) and c) above corresponding to the duration of their Supervisory Board mandate, committee membership or office.
- e) ¹In addition, the members of the Supervisory Board each receive an attendance fee of €750.00 for each meeting of the Supervisory Board and its committees that they attend. ²An attendance fee of €250.00 per meeting is paid for participation in preparatory meetings for Supervisory Board meetings; only one preparatory meeting is remunerated per Supervisory Board meeting.

- f) ¹In the interest of the Company, the members of the Supervisory Board are included in any directors' and officers' liability insurance taken out by the Company in an appropriate amount. ²The premiums for such insurance are paid by the Company.

7. Amendment of Article 16 (2) of the Articles of Association (Participation in the General Meeting and Exercise of Voting Right)

The requirements for proof of share ownership in order to participate and vote in annual general meetings have been changed by the Act to Implement the Second Shareholder Rights Directive (ARUG II). In future, under the amended Section 123 (4) sentence 1 of the German Stock Corporation Act (AktG), proof from the last intermediary within the meaning of the newly inserted Section 67C (3) AktG is sufficient for participation or voting in an Annual General Meeting. Under Article 16 (2) of the Company's Articles of Association, on the other hand, in accordance with Section 123 (4) sentence 1 AktG prior to the amendment, proof of ownership from the custodian bank is required in order to participate and vote in the Annual General Meeting.

ARUG II entered into force on 1 January 2020. However, the amended section 123 (4) sentence 1 AktG and the new section 67c AktG do not apply until 3 September 2020 and apply for the first time to general meetings convened after 3 September 2020.

A corresponding amendment to the Articles of Association is already to be resolved now in order to prevent any divergence between the Articles of Association and the law with regard to the stipulations on proof of ownership for participation or voting in the Annual General Meeting. The Executive Board is to ensure that the amendment to the Articles of Association does not enter into effect before September 3, 2020 by postponing registration of the amendment in the Commercial Register.

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

- a) Article 16 (2) sentences 1 and 2 of the Company's Articles of Association are revised as follows:

"The proof of ownership must be provided by submitting, in accordance with Section 67 (3) of the German Stock Corporation Act (AktG), proof of share ownership in text form from the last intermediary in German or English relating to the beginning of the twenty-first day prior to the General Meeting. ²For shares not in custody with a last intermediary on the date in question, the proof of ownership in accordance with the first sentence can also be issued by the Company, a German notary or by a securities clearing and deposit bank or by a credit institution within the European Union."

- b) The Executive Board is instructed to submit the amendment to Article 16 (2) sentences 1 and 2 of the Articles of Association for entry in the Commercial Register not until after September 3, 2020.

8. Further amendments and additions to article 16 (7) of the Articles of Association (Participation in the General Meeting and Exercise of Voting Right) and article 20 of the Articles of Association (Profit Distribution)

In light of recent experience with the coronavirus pandemic, authorisation is to be provided to make use of certain powers granted by law to increase the Company's scope for action in future when needed. The Company's Articles of Association are to be supplemented and

amended for this purpose. The current Articles of Association are available online at <http://hv.enbw.com>.

a) Addition of a new paragraph 7 to article 16 of the Articles of Association

Under section 118 (1) sentence 2 AktG, the Articles of Association may authorise the Executive Board to provide shareholders with the possibility of 'online participation' in the Annual General Meeting and thus to exercise some or all of their rights in whole or part by electronic communication. For greater flexibility when holding future Annual General Meetings, this authorisation is to be added to the Company's Articles of Association.

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

Article 16 of the Company's Articles of Association is supplemented by the following paragraph 7:

"¹The Executive Board is authorised to provide for shareholders also to attend the Annual General Meeting without being present at the meeting venue and without a proxy holder and to exercise their rights in whole or part by means of electronic communication ('online participation'). ²The Executive Board is authorised to make stipulations on the scope of and procedure for participation and the exercise of rights in accordance with the first sentence. ³These will be published on convocation of the Annual General Meeting."

b) Revision of article 20 of the Articles of Association

Under section 59 AktG, the Articles of Association can authorise the Executive Board to make an advance payment to shareholders out of the expected retained earnings. To provide such an authorisation, the heading of article 20 of the Company's Articles of Association is to be amended and a new paragraph 2 added. The current article 20 is to become the future paragraph 1 without change to its content.

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

Article 20 of the Company's Articles of Association is revised as follows:

"Article 20 Profit Distribution and Advance Payment against Retained Earnings

(1) In the event of a capital increase, the eligibility of the new shares for profit distributions may be specified differently from the manner specified in section 60 (2) sentence 3 AktG.

(2) ¹The Executive Board is authorised – subject to the approval of the Supervisory Board – after the end of a financial year to make an advance payment to shareholders against the expected retained earnings if preliminary financial statements for the year ended show an annual net profit. ²Any advance payment may not exceed half of the amount of annual net profit remaining after deduction of the amounts that the law or the Articles of Association require to be transferred to revenue reserves. ³The advance payment also may not exceed half of the previous year's retained earnings."

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. Requirements for participating and voting in the virtual Annual General Meeting

On the basis of section 1 (1) and (2) of the COVID-19 Measures Act, the Executive Board has resolved with the approval of the Supervisory Board that the Annual General Meeting will be held as a virtual Annual General Meeting, without the physical presence of shareholders or their proxy holders. Shareholders and their proxy holders are therefore not permitted to attend this year's Annual General Meeting in person. The entire Annual General Meeting will be broadcast online by audio/video stream in a password-protected **Investor Portal** at:

<http://hv.enbw.com>

The Annual General Meeting will be held on Company premises in Schelmenwasenstrasse 15, 70567 Stuttgart, Germany, in the presence of the Chairman of the Supervisory Board and the Chief Executive Officer, the Company-designated proxy holder and a notary commissioned with recording the minutes of the Annual General Meeting. The remaining members of the Executive Board and of the Supervisory Board will take part in the Annual General Meeting in person or by means of the audio/video stream.

The holding of the 2020 Annual General Meeting as a virtual Annual General Meeting in accordance with the COVID-19 Measures Act results in modifications to the Annual General Meeting procedures and to shareholders' rights.

For shareholders and their proxy holders:

- The entire Annual General Meeting will be broadcast by audio/video stream;
- They will be able to exercise their voting rights by electronic communication (postal vote using the Investor Portal) and to grant proxies;
- They will be provided with a means of asking questions by electronic communication;
- Shareholders who have exercised their right to vote in accordance with the second list item above – including those who have exercised their voting rights through a proxy holder – will be provided with a means of filing an objection to a resolution of the Annual General Meeting and, notwithstanding section 245 (1) AktG, will not be required to have attended at the Annual General Meeting in order to do so.

Under article 16 (1) of the Articles of Association, only those shareholders have the right to participate in the virtual Annual General Meeting and exercise their voting rights who have

registered in text form (section 126b of the German Civil Code) in German or English for the Company's Annual General Meeting and have provided proof of share ownership.

Proof of share ownership must be provided in the form of a certificate issued in text form in German or English by the depository institution and must relate to the beginning of 26 June 2020 (i.e. 26 June 2020, 0:00 hours CEST, referred to as the 'record date').

For the purposes of the Company, only those who have submitted proof of share ownership have the right to participate and vote in the virtual Annual General Meeting. If there are doubts about the accuracy or authenticity of the proof of share ownership, the Company has the right to require suitable additional proof. The Company may refuse to admit the shareholder if such additional proof is not provided, or not in proper form.

The right to participate in the virtual Annual General Meeting and the number of voting rights is solely determined by the shares held by the shareholder at the record date. There is no restriction on the right to sell shares after the record date. Even if all or part of a shareholding is sold after the record date, the right to participate in the virtual Annual General Meeting and the number of voting rights continue to be determined solely by the shares held by the shareholder at the record date; i.e. for the purposes of the Company, sales of shares after the record date have no effect on the right to participate in the Annual General Meeting or the number of voting rights. The same applies to purchases of shares after the record date. Parties who do not hold any shares at the record date and do not become shareholders until after the record date only have the right to participate and vote in the virtual Annual General Meeting for the shares they hold if the Company receives in due form and time a registration and proof of share ownership from the previous shareholder and the previous shareholder grants proxy to the new shareholder or authorises the new shareholder to exercise the rights. The record date has no effect on dividend entitlement.

Registration for the virtual Annual General Meeting and proof of share ownership must be received by the Company at one of the following addresses no later than the end of 10 July 2020 (i.e., 10 July 2020, 24:00 hours CEST):

EnBW Energie Baden-Württemberg AG
c/o Landesbank Baden-Württemberg
4035/H Hauptversammlungen
Am Hauptbahnhof 2
70173 Stuttgart, Germany
or fax: +49 (0)711 – 12 77 92 64
or email: hv-anmeldung@lbbw.de

Registration and proof of shareholding are usually sent by the depository institution. In such cases, shareholders who request the documents required for participation in the virtual Annual General Meeting via their depository institution in good time do not need to take any further action. In case of doubt, shareholders should contact their depository institution to find out whether it will register them and provide proof of share ownership on their behalf. After receipt of registration and proof of share ownership by the Company at one of the above addresses, the documents required for participation in the virtual Annual General Meeting (including a confirmation of registration and the access code needed for online access using the Investor Portal) will be issued and sent to the shareholders.

3. Postal voting

Shareholders may also exercise their voting rights by postal vote. The option of postal voting includes both text-based voting sent in advance by letter mail or electronically and online voting using the Investor Portal. These options are described in more detail in the following.

Timely registration and proof of share ownership as specified above in section II. 2 are also required for postal voting. Intermediaries (such as credit institutions), shareholder associations, proxy advisers and equivalent authorised legal entities under section 135 AktG, in so far as they are proxy holders, may also use postal voting.

Postal votes can be sent to the Company by letter mail to the address given in section II. 4. or online using the Investor Portal. A form for postal voting is available on the Company website:

<http://hv.enbw.com>

The form can also be requested from the addresses given in section II. 6. b).

Postal votes can be sent to the Company by letter mail no later than the end of 12 July 2020 (i.e. 12 July 2020, 24:00 hrs CEST) (date and time of receipt by the Company) to the address given in section II. 4. Postal votes received later by letter mail will not be considered.

Shareholders who have registered in good time also have the option – including subsequently to 12 July 2020 (24:00 hrs CEST) – of sending, submitting, amending and revoking postal votes using the online access to the Investor Portal at:

<http://hv.enbw.com>

This option remains available until the point in time determined as the latest voting time by the chair of the virtual Annual General Meeting.

4. Procedure for voting using a proxy holder

Shareholders may exercise their voting right and their other rights in the virtual Annual General Meeting through a proxy holder, such as a credit institution, a shareholder association, a Company-designated proxy holder or a third party, provided that they have previously granted proxy to the proxy holder. Here, too, timely registration for the virtual Annual General Meeting and proof of share ownership are required as specified above.

In accordance with article 16 (3) of the Articles of Association, the granting of proxy, its revocation and proof of proxy vis-à-vis the Company must be in text form. Neither the law nor Company's Articles of Association require the text form for the granting of proxy to an intermediary (such as a credit institution), a shareholder association, proxy adviser or equivalent authorised legal entity under section 135 AktG. In such cases, however, the above parties or institutions are required to record the granting of proxy for verification; the proxy form must also be completed in full and may only contain representations associated with the exercise of voting rights. It is also necessary in such cases to observe the provisions of section 135 AktG and possibly other specific requirements to be obtained from the party or institution to be granted proxy.

Like the shareholders themselves, proxy holders cannot physically participate in the Annual General Meeting. They can only exercise the voting rights for the shareholders they represent by postal vote (see section II. 3.) or by granting (sub-)proxy to the Company-designated proxies (see section II. 5.). For a proxy holder to use online access via the Investor Portal, the principal must provide the proxy holder with the access code sent with the confirmation of registration for the Annual General Meeting, unless the access code has been sent directly to the proxy holder.

Proxy can be granted vis-à-vis the proxy holder or vis-à-vis the Company.

The Company provides forms that shareholders may, but do not have to, use to grant proxy if they wish to do so. A proxy form is sent to duly registered parties. Proxy forms can also be downloaded from the Company website:

<http://hv.enbw.com>

If a shareholder grants proxy to more than one party, the Company may refuse one or more of them.

Proof of proxy granted before the Annual General Meeting must be in text form. Shareholders and their proxy holders may send proof of granted proxies using the online access via the Investor Portal:

<http://hv.enbw.com>

Shareholders will find further details in the explanatory notes provided there. Shareholders and their proxies can also send proof of proxy to the following address:

EnBW Energie Baden-Württemberg AG
Gremien & Aktionärsbeziehungen
Durlacher Allee 93
76131 Karlsruhe

The above channels are also available where proxy is granted by notifying the Company; there is then no need to provide separate proof of the granting of proxy. A granted proxy can also be revoked by notifying the Company directly in text form using the above channels.

Where proxies, amendments to proxies, revocations of proxies or proofs of proxy are sent to the Company by letter mail, they must be received by the Company by the end of 12 July 2020 (i.e. 12 July 2020, 24:00 hrs CEST). The Company can also be given notice online using the Investor Portal up to and including the day of the Annual General Meeting until the point in time determined as the latest voting time by the chair of the virtual Annual General Meeting.

5. Procedure for voting using Company-designated proxy holders

We offer all shareholders and their proxies the option of granting proxy, before or during the Company's virtual Annual General Meeting, to Company-designated proxy holders. Company-designated proxy holders are obliged to vote solely in accordance with the instructions of the shareholder granting the proxy; they are not able to exercise the voting rights at their own discretion. Shareholders who wish to make use of this service are

requested to register for the virtual Annual General Meeting via their ultimate intermediary (e.g. depository institution) and to provide the required proof of share ownership (see section II. 2.).

There are two ways of granting proxy to Company-designated proxy holders and issuing them with instructions on how to vote:

a) Granting of proxy by letter mail in advance of the Annual General Meeting

A proxy form is sent together with the confirmation of registration and may also be downloaded from the website:

<http://hv.enbw.com>

Shareholders can use the proxy form to grant proxy and issue instructions for the exercise of their voting rights. Proxies and instructions for Company-designated proxy holders can be sent by letter mail no later than the end of 12 July 2020 (i.e. 12 July 2020, 24:00 hrs CEST) (date and time of receipt by the Company) to the address given in section II. 4. Proxies and instructions to Company-designated proxy holders received later by letter mail will not be considered.

b) Granting of proxy up to the latest voting time in the virtual Annual General Meeting

Shareholders who have registered in good time also have the option – including subsequently to 12 July 2020 (24:00 hrs CEST) – of granting, amending or revoking proxies and issuing, amending or revoking instructions to Company-designated proxy holders using the Investor Portal at:

<http://hv.enbw.com>

These options remain available until the point in time determined as the latest voting time by the chair of the virtual Annual General Meeting.

The above website provides all essential information on granting proxies and issuing instructions online.

If Company-designated proxy holders receive proxies and instructions for one and the same shareholding both in a proxy and instruction form and via the Investor Portal and it is not possible to determine which proxy was issued last, only the proxy granted and instructions issued via the Investor Portal will be considered binding.

6. Rights of shareholders under sections 122 (2), 126 (1) and 127 AktG and provision for submitting questions by electronic communication

a) Additions to the agenda under section 122 (2) AktG

In accordance with section 122 (2) AktG, shareholders whose shares together make up one-twentieth of the share capital or a pro rata amount of €500,000.00 of the share capital (equivalent to at least 195,313 shares in EnBW Energie Baden-Württemberg AG) may have items put on the agenda and published. Each new agenda item must be accompanied by reasons and a motion for resolution. Under section 122 (2) AktG read in conjunction with section 122 (1) sentence 3 AktG, the requesting shareholder is required

to prove that they have owned the shares since at least 90 days before the date of receipt of the request and that they continue to hold the shares until the request is decided upon by the Executive Board. Explicit reference is made to the possibilities under section 70 AktG for crediting certain periods to make up the 90 days. The provisions of section 121 (7) AktG also apply analogously when determining the 90-day period.

Requests for additions to the agenda must be directed in writing (section 126 of the German Civil Code) or in electronic form, i.e. using a qualified electronic signature (section 126a of the German Civil Code), to the Executive Board of the Company and must reach the Company no later than the end of 16 June 2020 (i.e. 16 June 2020, 24:00 hrs CEST). Shareholders are requested to use the following postal address for such requests, or if a qualified electronic signature is used the following email address:

EnBW Energie Baden-Württemberg AG
Gremien & Aktionärsbeziehungen
Durlacher Allee 93
76131 Karlsruhe
or e-mail: hauptversammlung2020@enbw.com

b) Motions and nominations under Sections 126 (1) and 127 AktG

The Executive Board has resolved in accordance with section 1 (1) and (2) of the COVID-19 Measures Act that this year's Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxy holders.

Under the legislative conceptual framework of the COVID-19 Measures Act, the Act excludes the rights of shareholders in the virtual Annual General Meeting to make motions and nominations on items of the agenda or on the rules of procedure. Shareholders nevertheless have the possibility of sending countermotions and nominations in advance of the Annual General Meeting as specified in the following.

Shareholders may send to the Company countermotions against Executive Board and/or the Supervisory Board proposals on items of the agenda; such countermotions must be accompanied by reasons. The same applies for shareholder nominations for the election of Supervisory Board members or auditors; such nominations do not have to be accompanied by reasons. Countermotions on items of the agenda in accordance with section 126 (1) AktG and nominations in accordance with section 127 AktG must be sent solely to one of the following Company 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: hauptversammlung2020@enbw.com

Countermotions and nominations received by the Company at one of the above addresses by no later than the end of 2 July 2020 (i.e. 2 July 2020, 24:00 hours CEST) will be made available to other shareholders without delay online at:

<http://hv.enbw.com>

Any position taken by management will likewise be published on the above website.

The Company will not publish online any countermotions and nominations not addressed to one of the above Company addresses or for which no proof is provided of the moving or nominating party's shareholder status or any countermotions not accompanied by reasons. The Company does not have to publish a countermotion and its reasons or a nomination in the cases specified in section 126 (2) AktG. Among other things, this specifies that a countermotion does not have to be published if by doing so the Executive Board would make itself subject to criminal prosecution or the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association. The reasons for a countermotion or nomination need not be made available if they exceed 5,000 characters in total. A nomination does not need to be published if it does not include the information under section 124 (3) sentence 4 and section 125 (1) sentence 5 AktG.

In accordance with the conceptual framework of the COVID-19 Measures Act, countermotions and nominations are not put to the vote in the virtual Annual General Meeting or dealt with in any other way.

c) Provision for asking questions by electronic communication

Under section 1 (2) no. 3 of the COVID-19 Measures Act, shareholders are provided with a means of asking questions by electronic communication; The Executive Board has specified that questions must be submitted by electronic communication at least two days before the meeting.

Shareholders registered for the Annual General Meeting who have submitted the required proof of share ownership (see section II. 2.) may send questions to the Company no later than the end of 15 July 2020 (i.e. 12 July 2020, 24:00 hrs CEST) exclusively online using the Investor Portal at:

<http://hv.enbw.com>

Under section 1 (2) of the COVID-19 Measures Act, the Executive Board will duly decide at its free discretion which questions to answer and how. The Executive Board may refrain from answering individual questions and refuse to provide information for reasons including but not limited to those specified in section 131 (3) AktG. Among other things, it may refuse to provide information in so far as, according to prudent business judgement, providing the information could cause material detriment to the company or to an affiliated entity or if by doing so the Executive Board would make itself subject to criminal prosecution. It may also refuse to provide information in so far as the information relates to tax base values or individual tax amounts or the requested information is continuously available on the Company's website for at least seven days before the commencement of and during the Annual General Meeting.

7. Available information

The Company has set up a website for the Annual General Meeting at:

<http://hv.enbw.com>

A large amount of information in connection with the Annual General Meeting is available on this website from the time of convocation of the Annual General Meeting and at least until its conclusion. This includes, in particular, the text of the convocation notice with the information and explanatory notes required by law, including more detailed explanations of the rights of shareholders set out in section II. 6. All documents and forms are provided that are required to be made available for the Annual General Meeting.

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

8. Online broadcast of the Annual General Meeting

The entire Annual General Meeting on 17 July 2020, commencing 10:00 hrs CEST, will be broadcast online for shareholders in a live audio/video stream (<http://hv.enbw.com>). If shareholders wish to make use of this option, they must register for the Annual General Meeting and provide proof of their share ownership (see section II. 2.). The access code required for online access in the Investor Portal will be sent to them with their confirmation of registration. Use of this option enables shareholders to follow the entire Annual General Meeting online. Following the meeting online does not, however, constitute online participation within the meaning of section 118 (1) sentence 2 AktG.

The same applies in the case of proxy holders following the meeting electronically. For a proxy holder to use online access via the Investor Portal, the principal must provide the proxy holder with the access code sent with the confirmation of registration for the Annual General Meeting, unless the access code has been sent directly to the proxy holder.

The opening of the Annual General Meeting by the chair of the meeting and the CEO's address can also be followed live online by other interested parties without an access code (<http://hv.enbw.com>).

9. Objections to resolutions of the Annual General Meeting

Shareholders who have exercised their right to vote by electronic communication or through a proxy holder will be able to file objections to resolutions of the Annual General Meeting and, notwithstanding section 245 (1) AktG, will not be required to have attended the Annual General Meeting in order to do so. Objections can be filed, for recording in the minutes by the notary, by electronic communication using the Investor Portal at:

<http://hv.enbw.com>

They may be filed from the beginning of the Annual General Meeting and until the meeting is closed by the chair of the meeting. The access code required for online access in the Investor Portal will be sent to shareholders with their confirmation of registration.

Karlsruhe, June 2020

EnBW Energie Baden-Württemberg AG
The Executive Board

Data protection information for shareholders and shareholder representatives

EnBW Energie Baden-Württemberg AG takes the protection of your personal data very seriously. The collection and processing of personal data (first name, surname, postal address, email address, number of shares, class of shares, type of share ownership, proxies, instructions, motions, nominations and questions) is carried out on the basis of the applicable data protection laws. In so far as shareholders or shareholder representatives use online access via the Investor Portal, additional data protection information applies, which can be viewed in the Investor Portal at any time.

Collection and processing of the personal data is necessary for participation in the Annual General Meeting and is carried out for the purpose of enabling each registered shareholder or shareholder representative to participate. Responsibility for collection and processing lies with the Company. It is our legal obligation to hold an Annual General Meeting and to enable the exercise of voting rights. We have to process the above data for this purpose. The legal basis for the processing is the German Stock Corporation Act (AktG), in particular section 123 (2) and (3) AktG read in conjunction with article 16 (1) of the Articles of Association of EnBW Energie Baden-Württemberg AG and section 129 (1) sentence 2 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. If shareholders or shareholder representatives use online access via the Investor Portal, we process personal data with the consent of the data subject in accordance with article 6(1)(a) and article 7 GDPR. Consent is given voluntarily and can be revoked at any time with effect for the future.

All shareholders and shareholder representatives have the right at any time to request access to and rectification or erasure of personal data or restriction of processing and to object to processing of their personal data as well as the right to data portability under Chapter III of the

GDPR. Shareholders can assert these rights against the Company free of charge using the following contact details:

EnBW Energie Baden-Württemberg AG
Gremien & Aktionärsbeziehungen
Durlacher Allee 93
76131 Karlsruhe
or fax: +49 (0)721 - 91 42 01 00
or e-mail: hauptversammlung2020@enbw.com

You can contact our Data Protection Officer by email to **datenschutz@enbw.com**. Our Data Protection Officer will be happy to answer any questions you may have regarding data protection.

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/>**

Detailed information on data protection in connection with our Annual General Meeting can be found in the document "Hinweise zum Datenschutz für Aktionäre und Aktionärsvertreter der EnBW Hauptversammlung", which is available at **<https://www.enbw.com/service/datenschutz/dokumente>**