

Description of EEX's Electricity Derivatives Business to be transferred to EPD

1 EEX transfers all the assets liabilities of the business division electricity Derivatives trading, as they will be specified in detail in the Spin-Off Agreement concerning the business division electricity Derivatives trading to be concluded between EEX and EPD ("**Spin-Off Agreement**").

2 EEX transfers all the asset items which are directly and indirectly attributable to the business division electricity Derivatives trading from a legal or economic perspective irrespective of whether or not they can be capitalised, as they will be specified in detail in the Spin-Off Agreement. The transfer shall comprise in particular:

- Fixed Assets (*Anlagevermögen*) and components of the Fixed Assets attributable to the business division electricity Derivatives trading, in particular all the office equipment and which is attributable to the business division electricity Derivatives trading, as well as the required hardware owned by EEX;
- Intangible Assets (*immaterielle Vermögensgegenstände*) attributable to the business division electricity Derivatives trading with the exception of any trademark rights which shall all remain with EEX.

Furthermore business and trade secrets as well as know-how attributable to the business division electricity Derivatives trading, and goodwill;

- all the books, business documents, customer lists and customer files, selling aids and literature attributable to the business division electricity Derivatives trading and all other documentation which relates to the business division electricity Derivatives trading;
- all permits, licenses and proprietary rights relating to the business division electricity Derivatives trading insofar as they can be transferred;
- all receivables, rights and claims vis-à-vis third parties attributable to the business division electricity Derivatives trading, in particular, the trade accounts receivable;
- a share in the cash balance;

up

Annex 1.2
to the Development Agreement

- 3** EPD acquires all the liabilities vis-à-vis third parties attributable to the business division electricity Derivatives trading as well as all liabilities directly or indirectly attributable to the business division electricity Derivatives trading from a legal or economic perspective, present or future, known or unknown, irrespective of whether or not these are able to be capitalised, including existing pension commitments.
- 4** Furthermore, the EPD acquires all the contractual relationships which were concluded in the name of EEX solely for purposes of the business division electricity Derivatives trading and the associated claims and liabilities as well as the rights and obligations under these agreements.
- 5** All the employment agreements of the employees of the business division electricity Derivatives trading and all the contracts of EEX which were concluded with third parties in favour of the transferred employees or which relate to these employees.

UP