



PROVEN LEADERSHIP

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MGE ENERGY, INC. MGE Energy is an investor-owned public utility holding company headquartered in the state capital of Madison, Wis. MGE Energy is the parent company of Madison Gas and Electric Co. The utility provides natural gas and electric service in south-central and western Wisconsin. Assets total \$1.3 billion. In 2009, revenue was approximately \$534 million. See the Corporate Profile on inside back cover.



ABOUT THE COVER. MGE Energy has a history of proven leadership that has earned national recognition in the utility industry and financial markets. Our high national rankings reflect years of management focused on doing what's best for our customers and shareholders.

Our main subsidiary, Madison Gas and Electric Co. (MGE), maintains one of the most dependable electric distribution systems in the nation. MGE consistently ranks in the top 10 U.S. utilities for electric reliability, which is just one example of how our proven leadership benefits our stakeholders.

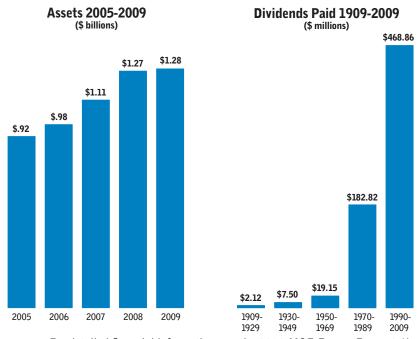
2009 HIGHLIGHTS

MGE ENERGY (MGEE)

Year at a Glance

(Thousands, except per-share amounts)

						Increase/	%	
		2009		2008	(Decrease)	Change	
Total Market Value (Dec. 31)	\$	826,094	\$	755,865	\$	70,229	9.3	
Market Price Per Share (Dec. 31)	\$	35.74	\$	33.00	\$	2.74	8.3	
Book Value Per Share	\$	21.72	\$	21.54	\$	0.18	8.0	
Return on Average Common Equity		10.4%		11.8%		(1.4)	(11.9)	
Average Shares Outstanding		23,070		22,197		873	3.9	
Shares Outstanding at Year-End		23,114		22,905		209	0.9	
Operating Revenues	\$	533,819	\$	595,993	\$	(62,174)	(10.4)	
Net Income	\$	50,997	\$	52,768	\$	(1,771)	(3.4)	
Basic and Diluted Earnings Per Share	\$	2.21	\$	2.38	\$	(0.17)	(7.1)	
Dividends Declared Per Share	\$	1.46	\$	1.43	\$	0.03	2.1	
Dividend Payout Ratio		66.1%		60.1%		6.0	10.0	
Total Assets	\$:	L,281,885	\$]	L,268,275	\$	13,610	1.1	
Total Electric Sales (kWh)	3	3,210,132	3	3,380,892	((170,760)	(5.1)	_
Total Gas Deliveries (therms)		244,605		244,396		209	0.1	



LETTER TO OUR SHAREHOLDERS

MGE Energy has a long-standing tradition of leadership that puts your company at the forefront of the utility industry.

Time and again we have been recognized as a leader—within the financial markets, within the nation, within our state and within the communities we serve.

We have been the first to take bold new steps, whether building the first commercial wind farm in Wisconsin or commissioning

the first mercury-free meter system in the country.

We have been ranked at the top, whether maintaining

our high bond rating or providing the most reliable

electricity. And, we have been among the best,

whether building our award-winning green

power program or providing a safe investment for our shareholders. In

2009, we were leaders yet again.

Gary J. Wolter, MGE Energy Chairman, President and Chief Executive Officer



ACCOMPLISHMENTS IN 2009. We have a history of sound financial management. This year, Madison Gas and Electric Co. (MGE), our main subsidiary, maintained the highest bond rating (AA-) of all the investor-owned, combination utilities in the nation from Standard & Poor's (S&P).

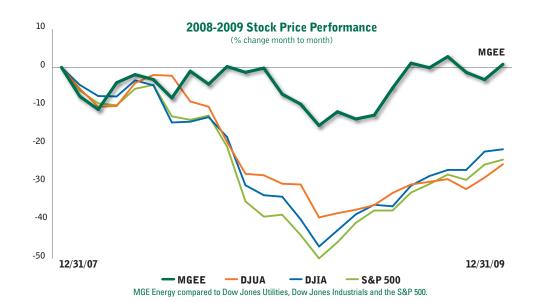
Also, in 2009, MGE received the Green Power Program of the Year Award from the Department of Energy (DOE) and the Environmental Protection Agency for expanding our green energy program. Additionally, MGE's electric service reliability was rated second highest in the nation in a utility industry survey. Our utility consistently ranks among the top 10 U.S. utilities for reliability.

FINANCIAL STRENGTH. MGE Energy works to build long-term value and stability for investors—both with dividend increases and stock price performance. The last two years have tested our nation's financial markets. Through it all, MGE Energy has remained a sound investment. Our stock has avoided the market volatility experienced by many other stocks. (See chart below.)

In 2009, your company increased the dividend, which we have done annually for 34 years. We paid an annual cash dividend of \$1.46 per share in 2009. In contrast, an S&P report showed 804 companies nationwide cut their dividend payments by \$58 billion last year. The number of dividend cuts sets a record, according to S&P data.

MGE Energy is built on a strong foundation of utility investments. In the last five years, we have grown assets from \$828 million to \$1.3 billion for a 57% increase. New generation assets were a major contributor to this growth.

Our prudent financial decisions and careful budget management have allowed us to weather the economic downturn. MGE Energy produced earnings of \$2.21 per share in 2009, down from \$2.38 in 2008. Earnings benefitted from favorable weather and one-time gains on local economic development investments in 2008.



MGE Top Credit Quality

S&P

Corporate Credit: AA-Outlook: Stable

Dividends Paid Per Share (rounded)



Major Generation Investments

2010

Oak Creek Power Plant \$180 Million

2008

Top of Iowa Wind Farm \$59 Million

2005

West Campus Cogeneration \$104 Million



LETTER TO OUR SHAREHOLDERS

MOVING FORWARD ON ENERGY. At MGE, we have an established history of leadership in energy supply. In 2009, we distinguished ourselves in reliability, new technologies and green power.



Construction at the Oak Creek Power Plant, located on Lake Michigan, began in June of 2005 and will wrap up later in 2010.

Our most recent generation investment is the newly expanded Oak Creek Power Plant. MGE Energy has an 8.33% ownership interest in this coal-fired plant operated by We Energies. It uses advanced environmental control technologies to dramatically reduce air emissions compared to standard coal-fired plants. The first unit of the Oak Creek Power Plant is now delivering energy to MGE. The second unit is scheduled to come online later in 2010. MGE owns approximately 100 megawatts (MW) of this 1,230-MW facility.

We also are adding new technology demonstration projects. In 2009, MGE began installing an interconnected network of charging stations for electric vehicles—the first network of its kind in the country. We also own plug-in hybrid

electric vehicles, one with an automated monitoring device that monitors fuel efficiency, engine function and more. It communicates directly with the federal Idaho National Laboratory as part of a larger, nationwide study. MGE invests in these types of pilot projects to learn firsthand about our energy future and then share that expertise with our customers.

We also have positioned our company for more wind energy. In 2009, MGE Energy took the initial steps required to develop additional wind farms. The company entered into agreements to purchase land development rights for two wind generation sites for up to 175 MW. The agreements give MGE Energy the option for possible future construction at these sites. MGE Energy currently owns two wind farms and purchases wind power from independent projects. Our present wind capacity is 137 MW.

At the local level, MGE worked to ensure reliable energy for the future. In 2009, we took the lead in three major utility installations during the City of Madison's reconstruction of University Avenue. We completed this project on time and on budget to strengthen the gas and electric reliability in Madison's growing downtown area.



MGE's most recent wind farm has 18 turbines and can produce enough energy to power about 12,000 homes.

LEADING IN OUR LOCAL ECONOMY. MGE continues to help grow a technology-based economy in Madison through its support of business incubators, venture funds

and local collaboration.



Mirus Bio, a successful biotech company, graduated from the MGE Innovation Center.

Madison remains a leader in technology-based businesses. The Milken Institute listed Madison in the top 20 of 200 cities for high-tech gross domestic product growth. The index pinpoints areas where jobs are being created and maintained.

This index highlights the importance of technology transfer—university research

that moves beyond the campus into commercial applications. A recent study of Madison start-ups shows more than 250 companies with direct ties to University of Wisconsin-Madison faculty and students. A 2009 survey placed UW-Madison among the top universities for the global reach and influence of its scientific research. The university's research was ranked in the top 20 of more than 4,000 universities worldwide.

BOARD OF DIRECTORS. James L. Possin was elected to the MGE Energy Board of Directors in November 2009. He is a certified public accountant. He was a partner at Grant Thornton LLP from 1990 to 2007 and currently is a tax consultant with James L. Possin CPA, LLC. Possin holds degrees in accounting and law from the University of Wisconsin-Madison.

PROVEN LEADERSHIP. The renowned management expert Peter Drucker once said, "Management is doing things right; leadership is

doing the right things." At MGE Energy, we strive to do both. We remain committed to long-term value for our shareholders and to our tradition of leadership in the markets, in the nation, in the state and in our communities.

MGE serves the Madison metro area—the seat of state government centered in a vibrant downtown. The Madison region has been better than any other large metro area in Wisconsin at sustaining jobs in a difficult economy, according to a 2009 Milken Institute study.

As we move ahead, I thank you for your confidence in MGE Energy.

Gary J. Wolter

Chairman, President and Chief Executive Officer

PROKENSHIP MARKETS

MGE Energy leads with top bond ratings, a strong dividend record and a reputation for consistently building shareholder value.



MGE has maintained outstanding credit quality for more than 25 years.

LEADING BOND RATING. Our high bond ratings distinguish us in the credit markets. Madison Gas and Electric Co. (MGE), our main subsidiary, has the highest bond rating of all investor-owned, combination utilities in the nation from Standard & Poor's. The rating agency cites MGE's "solid operational performance, a cost-conscious management team and focus on a straightforward electric and gas utility business model."

TOP 100 MOST TRUSTWORTHY COMPANIES. MGE Energy was ranked in the "100 Most Trustworthy Companies" by Audit Integrity, an independent financial firm that evaluated publicly held companies for *Forbes Magazine* in 2009.

From a survey of more than 8,000 companies traded on U.S. exchanges, the top 100 companies were chosen because they have consistently shown transparent and conservative accounting practices. They also demonstrated solid corporate governance and management. *Forbes* pointed out that these companies carry a much lower risk profile and are better positioned to handle economic downturns.



Joan Stuessy checks the Forbes Web site. She oversees the financial reporting operations for MGE Energy.



"My investment in MGE Energy gives me peace of mind. I started with my original investment about 30 years ago and have continued to invest ever since. The dividend reinvestment is my thing. I just let my investment grow over time." Mary Ann Saeman, MGE Energy shareholder



PROYEN LEADERSHIP MATION

We have received national recognition for our leadership in serving our customers. Our efforts put us out front with green energy, reliability and readiness for the future.



GREEN POWER LEADERSHIP AWARD. MGE's green power program was named the nation's best by the Department of Energy and the Environmental Protection Agency. We reached this significant milestone by listening to and working with our customers.

The award recognized MGE for expanding its wind power program by eight times and growing the number of participants who purchase the equivalent of 100% of their energy use in wind and solar power. About 70% of MGE's Green

Power Tomorrow customers participate at this exceptional level. Since we revamped our green pricing program in 2008, the number of customers in the program has increased 160%. MGE recognizes its green energy customers who helped the company achieve this top national ranking.

"Our advertising agency purchases 100% green energy from MGE. They make buying green power easy. We practice advertising with a conscience, and sustainability is key to that mission. I am committed to using resources responsibly at work and at home, and encouraging our clients to do the same."

Yvette Jones, creative director and owner of designCraft Advertising

PREPARED FOR ELECTRIC VEHICLES. MGE is installing a public network of electric vehicle-charging stations in its service area. The interconnected system is the first of its kind in the United States. Auto manufacturers are beginning to introduce plug-in electric vehicles—with an industry estimate that electric vehicles could make up about 35% of all new vehicles sold by 2020. MGE's first charging stations will help us learn how customers are using this innovative technology.



People with electric vehicles can use MGE's charging stations under an MGE pilot project.

MGE SHINES IN SOLAR RANKINGS. MGE is ranked eighth out of 92 U.S. utilities for new solar power installations supplying the grid. MGE also is ranked second in the central U.S. region for total solar watts per customer. The rankings are part of a survey released by the Solar Electric Power Association.

MGE has a program called Clean Power Partners, which helps grow the local solar market through a premium buyback rate. We have increased the capacity in this pilot program by nearly seven times due to customer demand.



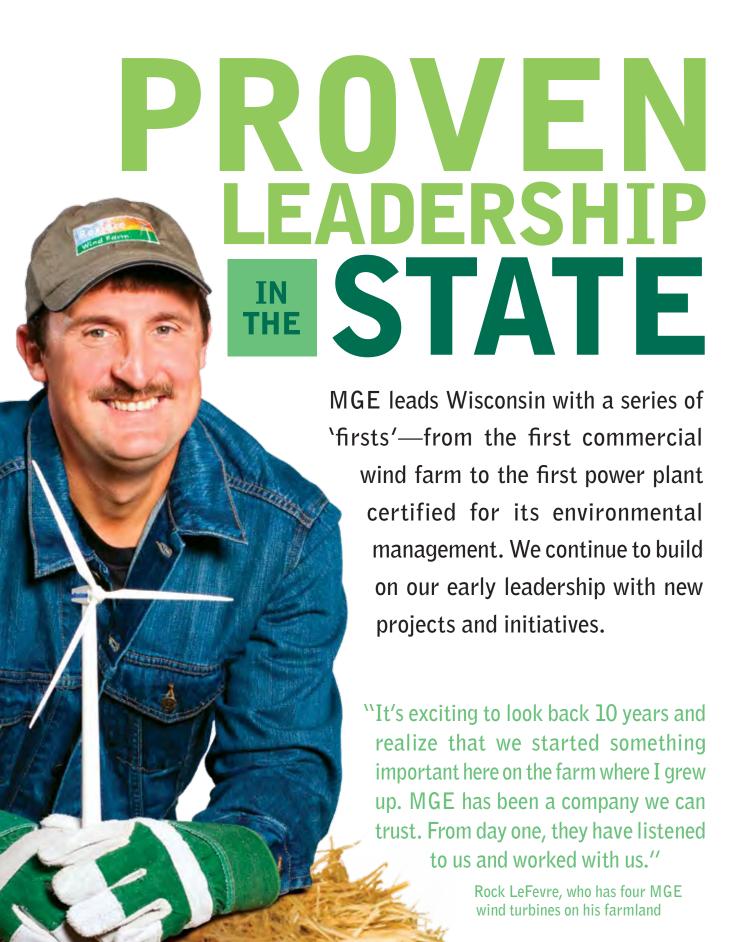
Photovoltaic technology continues to improve—increasing our customers' interest in solar installations.

outstanding reliability consistently ranks among the highest in the nation. MGE was rated No. 2 in dependability in the most recent nationwide survey of investor-owned utilities. MGE customers experienced the second fewest number of outages and second lowest total outage times compared to other service areas across the country. We have ranked in the top ten utilities for electric service reliability from 2002 through 2008.



Troy Shawback, an MGE line technician journeyman, works on a transformer. MGE puts a priority on maintaining its electric distribution system.





FIRST COMMERCIAL WIND FARM. Ten years ago, MGE took a big step when it constructed Wisconsin's first commercial wind farm. The 17-turbine Kewaunee County wind project was MGE's initial foray into utility-scale wind production. Though the 11-megawatt (MW) project is small in comparison to today's wind farms, it was an important stepping-stone. MGE's wind energy capacity is now 137 MW. We acknowledge the vital role played by the landowners who allowed MGE to lease part of their land to build the turbines. Their commitment to wind power was significant to growing renewable energy in Wisconsin.



Workers install a set of solar panels on a wing of Wisconsin's state Capitol.

SOLAR FOR THE CAPITOL. Throughout our communities, customers can visit and learn from MGE's technology demonstration projects. The projects allow us to gather information and then educate customers about renewable energy technologies. Our most recent installation is a set of solar panels on a wing of the Wisconsin Capitol. The Capitol's 10-kilowatt system will eliminate 12 tons of carbon dioxide emissions annually. This demonstration project joins our 20 other solar installations. We have steadily grown our solar capacity over the last decade.



Plans for Blount call for using natural gas as the primary fuel in place of coal.

LEADING IN ISO CERTIFICATION. Our Blount Generating Station is the first ISO 14001 certified power plant in Wisconsin. ISO 14001 certification is an internationally recognized standard for environmental management systems. This is a voluntary standard that establishes a permanent framework calling for annual goals and continuous environmental improvements. Blount's ISO 14001 certification began in 2004.



MGE Solar Capacity 418 kW



0 kW 2009



Brad Gordon, an MGE pipefitter, welds a steel gas main during a recent project.

A STEP AHEAD IN GAS RELIABILITY. MGE's natural gas system has a long-standing record of providing affordability and reliability. In 1991, MGE became the first utility in Wisconsin to introduce competitive gas pricing by having two different natural gas pipelines serve our area. This dual service also provides additional reliability. We continually work to improve our gas system. In 2009, MGE's gas construction crews completed a \$3.1 million natural gas project—bolstering reliability and adding more capacity to help us meet the growing needs of our customers in western Dane and Iowa counties.

PROVEN LEADERSHIP & COMMUNITY

MGE has a history of innovative partnerships that advance our community's economic and energy future.

TECHNOLOGY-BASED ECONOMY. MGE has developed partnerships that continue to support our economy today. We have taken original approaches to economic development.

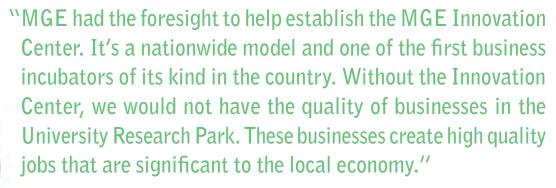
For example, we helped establish the MGE Innovation Center in the University Research Park in 1989. Over the years, this successful business incubator has expanded and has helped more than 70 high-tech or biotech firms grow. Many of these companies are spin-offs from research developed at the University of Wisconsin-Madison. Our investment has helped establish a strong technology-based economy in Madison.



Eileen Vandoros (left), an MGE community program manager, meets with Pamela Westby, director of the Middleton Public Library.

LEADING LIBRARY PARTNERSHIPS. In 1994, we launched a public library collaboration designed to meet the needs of our communities. MGE established the first comprehensive, energy-information library partnership in the country. It is a program other utilities—from Maryland to California—have replicated. Working with libraries, MGE provides information, programs and portable energy meters customers can check out to measure the energy use of appliances. Our library collaboration is the perfect juncture to meet the combined missions of educating customers and serving library patrons.





Mark Bugher, director of the University Research Park

MOVING FORWARD WITH ENACT. In 2003, MGE organized local agencies to revamp an existing

community effort and develop the environmental stewardship program called EnAct, which forms teams of people who take actions for more sustainable living. EnAct, operated by the Madison Environmental Group, involved more than 600 households in 2009. Since the program began, EnAct estimates that members have offset 6.8 million pounds of carbon dioxide, saved 1.8 million kilowatt-hours and drove 2.7 million less miles.



The EnAct program often works with neighborhood groups. Maria Sadowski (left), who heads the program, meets with EnAct members Melissa Flores and Matt Wachter

has created a successful trio of Web resources, which brings our customers together in online communities. Green View is our renewable energy video channel, which offers viewers timely information about an evolving energy industry. CO2gether.org gives customers the tools they can use to reduce their carbon footprint and save energy. Marketplace highlights more than 230 businesses that purchase green energy from MGE. Visit mge.com/greentools.



Lakeview Veterinary Clinic is one of the green power businesses featured on MGE's Marketplace Web site due to the commitment by vets Pam Mache and Tom Bach.

CORPORATE LEADERSHIP

DIRECTORS OF MGE ENERGY AND MGE



Londa J. Dewey
President
QTI Management Services, Inc.
A human resources and staffing company
Age 49
Director since 2008



James L. Possin
Certified public accountant. Tax
consultant with James L. Possin
CPA, LLC. Former partner at
Grant Thornton LLP
Age 58
Director since 2009



F. Curtis Hastings
Chairman
J. H. Findorff & Son, Inc.
Commercial and industrial general contractors
Age 64
Director since 1999



Thomas R. Stolper
CFO of TRAC Microbiology, Inc.,
a food and consumer products
testing, research, auditing and
consulting corp.; and Executive VP,
Pro Chemicals LLC, a cleaning and
sanitizing products manufacturer
Age 61
Director since 2008



Regina M. Millner
President
RMM Enterprises Inc.
Attorney, analyst and broker
Age 65
Director since 1996



H. Lee Swanson
Chairman of the Board and
President, SBCP Bancorp, Inc.,
and Chairman of the Board,
State Bank of Cross Plains
Age 71
Director since 1988



Frederic E. Mohs
Partner
Mohs, MacDonald, Widder
& Paradise, Attorneys at Law
Age 72
Director since 1975



Gary J. Wolter
Chairman, President and Chief
Executive Officer
MGE Energy, Inc., and
Madison Gas and Electric Co.
Age 55
Director since 2000



John R. Nevin

Executive Director, Grainger Center for Supply Chain Management; Grainger Wisconsin Distinguished Professor, School of Business; and Chair, Marketing Department, University of Wisconsin-Madison Age 66

Director since 1998

Note: Ages as of Dec. 31, 2009. For detailed information on board members, see the MGE Energy Proxy Statement.

CORPORATE LEADERSHIP OFFICERS OF MGE ENERGY AND MGE



Gary J. Wolter*
Chairman, President and Chief Executive Officer
Age 55
Years of Service, 25



Jeffrey C. Newman* Vice President, Chief Financial Officer, Secretary and Treasurer Age 47 Years of Service, 25



Lynn K. Hobbie Senior Vice President Age 51 Years of Service, 24



James G. Bidlingmaier
Vice President –
Administration and
Chief Information Officer
Age 63
Years of Service, 37



Kristine A. Euclide Vice President and General Counsel Age 57 Years of Service, 8



Scott A. Neitzel
Vice President –
Energy Supply
Age 49
Years of Service, 12



Peter J. Waldron Vice President and Operations Officer Age 52 Years of Service, 29



Gregory A. Bollom
Assistant Vice President –
Energy Planning
Age 49
Years of Service, 27



Craig A. Fenrick
Assistant Vice President –
Electric Transmission
and Distribution
Age 50
Years of Service, 27



Joseph P. Pellitteri Assistant Vice President – Human Resources Age 61 Years of Service, 10



John M. Yogerst
Assistant Vice President –
Gas Operations
Age 52
Years of Service, 29

^{*} Officers of MGE Energy and MGE. All others are MGE officers. Note: Ages and years of service as of Dec. 31, 2009.

SHAREHOLDER INFORMATION

2010 ANNUAL SHAREHOLDER MEETING

Tuesday, May 18, 2010 Marriott Madison West 1313 John Q. Hammons Drive Greenway Center Middleton, Wis.

STOCK LISTING

- MGE Energy common stock trades on The Nasdaq Stock Market®
- Stock symbol: MGEE
- Listed in newspaper stock tables as MGE

SHAREHOLDER SERVICES. We welcome inquiries from shareholders. Please notify us promptly if:

- · A stock certificate is lost or stolen.
- A dividend check or statement is not received within 10 days of the scheduled payment date.
- Your name or address changes.

MATERIALS AVAILABLE. More financial information is available upon request or on the company's Web site, including:

- Form 10-K (filed with the Securities and Exchange Commission).
- · Dividend Reinvestment and Direct Stock Purchase Plan.

DIVIDEND REINVESTMENT AND DIRECT STOCK

PURCHASE PLAN. MGE Energy's Dividend Reinvestment and

Direct Stock Purchase Plan allows investors to:

- Buy common stock directly through the company.
- Reinvest dividends or receive cash payments.
- Deposit certificates for safekeeping.



NATIONAL ASSOCIATION OF INVESTORS CORP.

MGE Energy is a corporate sponsor of the NAIC and participates in a number of programs including the Low Cost Investment Plan, Investor's Information Report (Green Sheet), Own Your Own Shares of America and regional investor fairs. Web address: betterinvesting.org

2010 EXPECTED RECORD AND DIVIDEND PAYMENT DATES

MGEE Common Stock

Record Dates	Payment Dates				
March 1	March 15				
June 1	June 15				
Sept. 1	Sept. 15				
Dec. 1	Dec. 15				

CONTACT MGE ENERGY SHAREHOLDER SERVICES

E-mail: investor@mgeenergy.com

Web Address: mgeenergy.com Madison Area: (608) 252-4744 Continental U.S.: 1-800-356-6423

Business Hours: 8:00 a.m. to 4:30 p.m. (Central Time)

Monday through Friday

Mailing Address: MGE Energy Shareholder Services

Post Office Box 1231 Madison, WI 53701-1231

Location: 133 S. Blair St.

Madison, Wis.

ONLINE ACCOUNT ACCESS. Registered shareholders can access their account information online. Visit MGE Energy's Web site to log on through the secure My Shareholder Account link.

Contact shareholder services for a security code to help you set up private access to your account.

Go to the home page at mgeenergy.com and click the My Shareholder Account button.

ELIMINATE DUPLICATE PROXY MAILINGS. If you receive more than one proxy mailing from MGE Energy, you can reduce the mailbox clutter.

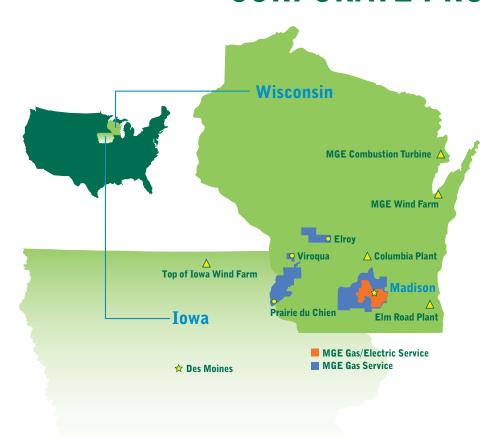
- Registered shareholders: call or e-mail MGE Energy
- Brokerage shareholders: contact your broker

SIGN UP FOR ELECTRONIC DELIVERY. You may choose to receive e-mail alerts when annual meeting invitations, proxy materials, the annual report and newsletters are available on our Web site. Registered shareholders can sign up by visiting mgeenergy.com/paperless. If your MGEE shares are held in a brokerage account, contact your broker.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PricewaterhouseCoopers LLP One N. Wacker Drive Chicago, IL 60606

CORPORATE PROFILE



MGE ELECTRIC SERVICES

Generation and Distribution Customers: 138,000 Population: 293,500 Area: 316 square miles

Communities served: Cross Plains, Fitchburg, Madison, Maple Bluff, McFarland, Middleton,

Monona and Shorewood Hills

Generating facilities:

Blount Station, West Campus Cogeneration Facility, combustion turbines and solar units at Madison, Columbia Energy Center at Portage, natural gas combustion turbine at Marinette, MGE wind farm in Kewaunee County, Top of Iowa Wind Farm in north-central Iowa and Elm Road Generating Station at Oak Creek.

MGE NATURAL GAS SERVICES

Purchase and Distribution Customers: 142,000 Population: 409,000 Area: 1,631 square miles

Counties served: Columbia, Crawford, Dane, Iowa, Juneau, Monroe and Vernon

LEARN MORE AT MGE.COM

MGE ENERGY, INC.

MGE Energy is the parent company of Madison Gas and Electric Co. (MGE) and its divisions, which serve natural gas and electric customers in south-central and western Wisconsin.

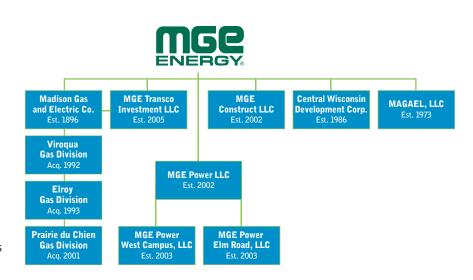
MGE Power owns assets in the West Campus Cogeneration Facility in Madison, Wis., and the Elm Road Generating Station at Oak Creek, Wis.

MGE Transco Investment owns interest in the American Transmission Co. through its members, MGE and MGE Energy.

MGE Construct provides construction services for building new generation facilities.

Central Wisconsin Development Corp. promotes business growth in MGE's service area.

MAGAEL holds title to properties acquired for future utility plant expansion.







LEARN MORE AT MGEENERGY.COM



MGE is committed to environmental stewardship. This report is printed on recycled paper.

