



**(Please note that only the German version of the invitation
is legally binding)**

MLP AG

Wiesloch

ISIN DE0006569908

We hereby invite the shareholders of our Company to the

Annual General Meeting

on Thursday, June 18, 2015, at 10.00 a.m. in Mannheim, Germany

Congress Centre Rosengarten,
Rosengartenplatz 2,
68161 Mannheim.

Agenda

1. Submissions to the shareholders' meeting pursuant to §§ 176 (1) Sentence 1, 175 (2) of the German Stock Corporation Act (AktG)

Pursuant to §§ 176 (1) Sentence 1, 175 (2) of the German Stock Corporation Act (AktG), the Executive Board submits the following draft resolutions and the explanatory notes of the Executive Board in connection with the disclosures in accordance with §§ 289 (4), 315 (4) of the German Commercial Code to the Annual General Meeting:

- The approved annual financial statements of MLP AG as of December 31, 2014,
- the approved consolidated financial statements as of December 31, 2014,
- the joint management report for MLP AG and the Group as of December 31, 2014,

- the report by the Supervisory Board and
- the proposal by the Executive Board on the appropriation of net profit.

These documents are made available on the internet at

<http://www.mlp-agm.com>.

They will also be available for inspection during the Annual General Meeting.

On March 18, 2015, the Supervisory Board approved the financial statements prepared by the Executive Board in accordance with § 172 Sentence 1 of the German Stock Corporation Act (AktG). The annual financial statements are therefore adopted. The Supervisory Board also approved the consolidated financial statements. Adoption of the financial statements or approval of the consolidated financial statements by the Annual General Meeting pursuant to § 173 of the German Stock Corporation Act (AktG) is therefore not required. The remaining documents cited above are also only to be made available to the Annual General Meeting without requiring a resolution apart from the resolution for the appropriation of net profit.

2. Resolution concerning the use of unappropriated profit as per December 31, 2014

The Executive Board and Supervisory Board propose the following distribution of the unappropriated profit of € 18,339,215.46:

Dividend payments of €0.17 per ordinary share on 107,877,738 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€ 18,339,215.46
Allocation to retained earnings:	€ 0.00
Profit brought forward:	€ 0.00
Unappropriated profit:	----- € 18,339,215.46 =====

The dividends are to be paid out on June 19, 2015.

3 Resolution on the discharge of the Executive Board for the financial year 2014

The Supervisory Board and the Executive Board propose that the members of the Executive Board be discharged for the financial year 2014.

4. Resolution on the discharge of the Supervisory Board for the financial year 2014

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the financial year 2014.

5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2015

Based on a corresponding recommendation from the Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

The appointment of KPMG AG, Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor and Group auditor for the financial year 2015.

6. By-election to the Supervisory Board

Mr Johannes Maret in his capacity as shareholder representative has resigned as a member of the Supervisory Board with effect from the close of the Annual General Meeting on June 18, June 2015. It is therefore necessary to hold a by-election. In accordance with § 8 (4) of the Company's Articles of Association such by-elections are held for the remainder of the term of the resigning member.

The Supervisory Board consists of six members. Pursuant to §§ 96 (1), 101 (1) of the German Stock Corporation Act (AktG) in connection with § 4 (1) of the German Act on One-Third Employee Participation in the Supervisory Board (DrittelbG) it is made up of four shareholder representatives and two employee representatives. The Annual General Meeting is not bound by election nominations.

In accordance with the nomination committee's proposals, the Supervisory Board proposes to elect

Ms Tina Müller, Frankfurt am Main, Chief Marketing Officer and Managing Director at Opel Group GmbH as shareholder representative to the Supervisory Board with effect from the close of the Annual General Meeting on June 18, 2015 and in accordance with § 8 (4) of the Company's Articles of Association for the remainder of the term of Mr Johannes Maret, that is until the close of the Annual General Meeting that passes a resolution approving the actions of the Supervisory Board for the financial year 2017.

In accordance with Section 5.4.1 (4 to 6) of the German Corporate Governance Code reference is made to the following:

- Ms Müller is already a member of the Supervisory Board of MLP Finanzdienstleistungen AG and as such has a business relationship to a Group company of MLP AG. She will resign from this position, if elected to the Supervisory Board of MLP AG.
- In the opinion of the Supervisory Board there are no other personal or business relationships between the nominated candidate on the one hand and the companies of the MLP Group, the Executive Bodies of MLP AG or a shareholder with a significant holding in MLP AG on the other having a decisive influence on the election result.

Prerequisites for attending the Annual General Meeting and for exercising voting rights

Participation at the Annual General Meeting

Only those shareholders are entitled to attend the Annual General Meeting and vote who have registered in the due time prior to the Annual General Meeting in accordance with § 15 of MLP AG's Articles of Association and identified themselves through documentation of their shareholding prepared in writing (§ 126b of the German Civil Code (BGB)) in German or English by their custodial bank for the beginning of May 28, 2015, that is 00.00 h (record date). The registration and proof of entitlement must be submitted to the Company in writing (§ 126b of the German Civil Code (BGB)) in German or English at the following address by no later than the end, that is 12:00 midnight, of June 11, 2015.

MLP AG
c/o Computershare Operations Center
80249 München
Fax: +49 (0)89 30903-74675
E-mail: anmeldestelle@computershare.de

Significance of the record date

A person is deemed to be a shareholder in relations with the Company for the purpose of attending the Annual General Meeting and exercising voting rights only if proof of their shareholding, as described above (see the "Participation at the Annual General Meeting" section above), has been furnished. The right to participate and the scope of the voting rights are measured exclusively based on the shares held as of the record date. The record date does not involve any lock-up period for the shares. Even in the event of sale of some or all of the shares after the record date, only the shares held by the shareholder as of the record date are authoritative for participation and the scope of voting rights. As such, the sale of shares after the rec-

ord date has no effect on the right to participate nor on the scope of voting rights. The same applies to purchases and additional purchases of shares after the record date.

Procedure for postal voting

Shareholders who do not wish to attend the Annual General Meeting in person can cast their votes by postal ballot using the procedure described in the following. However, this also requires registration and submission of proof of share ownership before the stated deadline (see the "Participation at the Annual General Meeting" section above). The form printed on the entry ticket can be used for postal voting. Votes cast by postal ballot must include the entry ticket number and be submitted to the Company no later than the end, that is 12:00 midnight, of June 15, 2015 using the following address, fax number or e-mail address:

MLP AG
c/o Computershare Operations Center
80249 München
Fax: +49 (0)89 30903-74675
E-mail: MLP-Hauptversammlung2015@computershare.de

Shareholders registering properly and in time for the Annual General Meeting are also sent a form together with their entry ticket, which can be used for postal voting.

Postal votes can only be cast on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board and to resolutions proposed by shareholders that have been announced as an addition to the agenda in line with § 122 (2) of the German Stock Corporation Act (AktG).

Votes cast by postal ballot can be retracted or amended by no later than the end, that is 12:00 midnight, of June 15, 2015 (receipt at the Company), by post using the aforementioned address, by fax using the aforementioned fax number or electronically by e-mail using the aforementioned e-mail address. Amendments/retractions of postal votes need to include the original postal vote or state the entry ticket number to ensure correct assignment. Amendments/retractions which cannot be assigned to any voter will not be taken into account. The right to participate in the Annual General Meeting remains unaffected by this. Should a shareholder who has already cast votes by postal ballot subsequently wish to attend the Annual General Meeting and exercise his voting rights in person or through a proxy, this is possible, although any votes cast by postal ballot will then become void.

Authorised financial institutions, shareholders' associations and persons of equal standing pursuant to § 135 of the German Stock Corporation Act (AktG) can all also use the postal voting system.

Procedure for voting by proxy

a) Option to vote by proxy

Shareholders also have the option of exercising their voting rights at the Annual General Meeting by proxy, e.g. by the custodian bank, a shareholders' association, a company-appointed proxy or other third parties of their choice. In this case, too, a timely registration by the shareholder and submission of proof of shareholding is required (see the "Participation at the Annual General Meeting" section above). Proxy authorisation may be granted by way of a declaration made to the authorised proxy or to the Company.

If the shareholder authorises more than one person, the Company may, pursuant to § 134 (3) Sentence 2 of the German Stock Corporation Act (AktG), reject one or more of said persons.

b) Form of proxy authorisation

The granting of proxy authorisation, its revocation and proof of authorisation for submission to the Company must be made in writing (§ 126b of the German Civil Code (BGB)) if the proxy authorised to exercise the voting right is neither a financial institution, a shareholders' association, any other person or association equivalent to a financial institution pursuant to § 135 (8) of the German Stock Corporation Act (AktG) nor an equivalent institute or company pursuant to § 135 (10) of the German Stock Corporation Act (AktG).

Proxy authorisation may also be granted to financial institutions, shareholders' associations or any persons, entities, institutes or companies considered equivalent pursuant to § 135 (8) or (10) of the German Stock Corporation Act (AktG) in any other manner permissible in accordance with § 135 of the German Stock Corporation Act (AktG). Nonetheless, we wish to point out that in such instances, these financial institutions, persons, associations, institutes and companies to be authorised may require a particular form of proxy authorisation because they are required under § 135 of the German Stock Corporation Act (AktG) to produce a verifiable proxy authorisation. If you therefore wish to authorise a financial institution, a shareholders' association or any persons, entities, institutes or companies considered equivalent pursuant to § 135 (8) or (10) of the German Stock Corporation Act (AktG) to act as a proxy, you should agree a potential form of authorisation with said institutions or persons. Reference is made to the process pursuant to § 135 (1) Sentence 5 of the German Stock Corporation Act (AktG).

c) Company-appointed proxies, special provisions regarding their authorisation

The Company offers its shareholders the opportunity to authorise a company-appointed proxy prior to the Annual General Meeting. Shareholders who wish to authorise the company-appointed proxy can use the form printed on the entry ticket to the Annual General Meeting for this purpose. The proxy exercises voting rights exclusively on the basis of the instructions received from the respective shareholder. Authorisations and instructions can also be issued during the Annual General Meeting.

In any cases where postal votes (see the "Procedure for postal voting" section above) have been cast in addition to the company-appointed proxy having been instructed to vote on behalf of a shareholder, priority is given to the postal votes. The company-appointed proxy will then not exercise said voting rights. The company-appointed proxy will also not exercise the voting rights assigned to him if the shares in question are being represented by a participant present at the venue of the Annual General Meeting (the shareholder or his representative).

d) Further information on the procedure of voting by proxy

The following address, telefax number or e-mail address is available for declaring the granting of proxy authorisation to the Company, its revocation and also for submitting proof of proxy authorisation assigned to an authorised agent, as well as its revocation:

MLP AG
c/o Computershare Operations Center
80249 München
Fax: +49 (0)89 30903-74675
E-mail: MLP-Hauptversammlung2015@computershare.de

To facilitate the organisation of the Annual General Meeting, shareholders wishing to authorise company-appointed proxies are requested to submit this authorisation including voting instructions, if they are not issued during the Annual General Meeting, by post, fax or e-mail no later than the end, that is 12:00 midnight, of June 15, 2015 (receipt at the Company).

Shareholders who have registered properly and in time for the Annual General Meeting will receive forms, which can be used to grant proxy authorisation, together with their entry ticket.

Live streaming from the Annual General Meeting on the internet

All shareholders of the Company and the interested public can follow the Annual General Meeting on June 18, 2015 until the end of the Chairman of the Executive Board's speech in a live stream which is due to commence at approximately 10.00 a.m. Please go to <http://www.mlp-agm.com>. Only this speech will be broadcast. There will be no stream of any other parts of the Annual General Meeting.

Questions, motions, election nominations and requests for information from shareholders (details pursuant to § 121 (3) Sentence 3 No. 3 of the German Stock Corporation Act (AktG) on shareholder rights pursuant to §§ 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG))

Motions for additions to the agenda pursuant to § 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or the pro rata amount of € 500,000 (the latter corresponds to 500,000 shares) can request items to be added to the agenda and made public. Each new item must be accompanied by a justification or a proposed resolution. The request must be submitted in writing to the Executive Board and the Company at least 30 days prior to the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than midnight, that is 12:00 midnight, of May 18, 2015. Any requests for additions to the agenda received after this cut-off point will not be considered. § 142 (2) Sentence 2 of the German Stock Corporation Act (AktG), which stipulates that the persons submitting the application must demonstrate that they have held the shares for at least three months prior to the day of the Annual General Meeting and that they continue to hold the shares until the decision regarding the application has been reached, is applied accordingly pursuant to § 122 (2) Sentence 1 of the German Stock Corporation Act (AktG). If the persons submitting the requests for additions to the agenda have held the number of shares necessary to reach the quorum (see above) at least in the time from the start, that is 12:00 midnight, of March 18, 2015, until the start, that is 12:00 midnight, of the day on which the supplementary request was sent out, this will satisfy the Company's requirements in terms of proof of shareholding. The share ownership times of third parties are calculated in line with § 70 of the German Stock Corporation Act (AktG).

The request for additions to the agenda can be sent to the following address:

MLP AG
Executive Board
Alte Heerstraße 40
69168 Wiesloch

Additions to the agenda that are to be announced are published without delay in the Federal Gazette (Bundesanzeiger) and disseminated throughout Europe after the corresponding request has been received by the Company.

Any and all motions for additions to the agenda arriving at the Company after the Annual General Meeting has been convened are also made available immediately after their receipt at the Company via the website <http://www.mlp-agm.com>, assuming they are to be considered.

Reference is also made to further notes on the shareholders' right pursuant to § 122 (2) of the German Stock Corporation Act (AktG), which can be viewed at the website <http://www.mlp-agm.com>.

Counter-motions pursuant to § 126 (1) of the German Stock Corporation Act (AktG)

Every shareholder has the right to submit motions at the Annual General Meeting pertaining to items on the agenda and to the rules and procedures without any notice, publication or other special action being required prior to the Annual General Meeting. Counter-motions of shareholders at the Annual General Meeting in the sense of § 126 of the German Stock Corporation Act (AktG) which reach the Company no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the actual Annual General Meeting are not counted, meaning that they must be received at the latest by the end, that is 12:00 midnight, of June 3, 2015, and meet all other requirements with regard to the Company's disclosure obligations will be published immediately, including the name of the shareholder, the justifications behind the counterproposal and any statement by the Company's management, on the Company's website at [http:// www.mlp-agm.com](http://www.mlp-agm.com) (§ 126 (1) Sentence 3 of the German Stock Corporation Act (AktG)).

Pursuant to § 126 (2) of the German Stock Corporation Act (AktG), there are justifications which, when applicable, do not require a counter-motion or the justification for said motion to be made available via the website. These are described on the Company's website, together with further notes on shareholders' right pursuant to § 126 (1) of the German Stock Corporation Act (AktG) at [http:// www.mlp-agm.com](http://www.mlp-agm.com).

The following address is to be used for all counter-motions (including justifications):

MLP AG
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Fax: +49 (0)6222 308-1131
E-mail: hauptversammlung2015@mlp.de

Counter-motions sent to any other address will not be considered. Counter-motions are only deemed to have been made when submitted during the Annual General Meeting.

Election nominations pursuant to § 127 of the German Stock Corporation Act (AktG)

Every shareholder has the right to make election nominations for the resolution on the appointment of the auditors of the financial statements and the consolidated financial statements at the Annual General Meeting (item 5 on the agenda) and on the by-election to the Supervisory Board (item 6 on the agenda) without any notice, publication or other special action being required prior to the Annual General Meeting. Nominations of shareholders in the sense of § 127 of the German Stock Corporation Act (AktG), which reach the Company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, which neither includes the day of receipt nor the day of the Annual General Meeting itself, meaning that all information must be received no later than the end, that is 12:00 midnight, of June 3, 2015, and meet all other requirements with regard to the Company's disclosure obli-

gations will be published immediately, including the name of the shareholder, any justification for the nominations (which, unlike counter-motions in the sense of § 126 of the German Stock Corporation Act (AktG), is not necessary) and any statement by the Company's management, on the Company's website at <http://www.mlp-agm.com>.

Pursuant to § 127 Sentence 1, in connection with § 126 (2) of the German Stock Corporation Act (AktG), and § 127 Sentence 3, in connection with §124 (3) Sentence 4 and § 125 (1) Sentence 5 of the German Stock Corporation Act (AktG), there are other reasons that, if applicable, would mean that election nominations do not have to be published via the website. These are described on the Company's website, together with further notes on the right to propose candidates pursuant to § 127 of the German Stock Corporation Act (AktG) at [http:// www.mlp-agm.com](http://www.mlp-agm.com).

Any and all election nominations must be sent to the following address:

MLP AG
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Fax: +49 (0)6222 308-1131
E-mail: hauptversammlung2015@mlp.de

Any and all election nominations sent to any other address will not be considered. Election nominations are only deemed to have been made when submitted during the Annual General Meeting.

Right to information pursuant to § 131 (1) of the German Stock Corporation Act (AktG)

In accordance with § 131 (1) of the German Stock Corporation Act (AktG), every shareholder or shareholder's representative is entitled to information from the Executive Board on the Company's affairs, including the Company's legal and business relations with affiliated companies, and on the position of the Group and the companies included in the consolidated financial statements, upon request in the Annual General Meeting to the extent that this is required to make an informed judgement on any given agenda item. Under certain conditions, described in greater detail in § 131 (3) Sentence 1 of the German Stock Corporation Act (AktG), the Executive Board may refuse to provide information. You can find a detailed description of the prerequisites which must be in place for the Executive Board to be authorised to refuse information on the Company's website at <http://www.mlp-agm.com>.

Total number of shares and voting rights at the time of convening the Annual General Meeting

The Company's share capital is € 107,877,738. This is divided into 107,877,738 ordinary bearer shares. Each ordinary share represents one vote at the Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting is therefore 107,877,738 (disclosure pursuant to § 30b (1) Sentence 1 No. 1 alt. 2 of the German Securities Trading Act (WpHG).

Wiesloch, April 2015
MLP AG
Executive Board

Information on the candidate for election to the Supervisory Board proposed under item 6 of the agenda in accordance with § 125 (1) Sentence 5 of the German Stock Corporation Act (AktG):

- **Membership in other statutory Supervisory Boards:**
 - MLP Finanzdienstleistungen AG, Wiesloch

- **Memberships in comparable control bodies of commercial enterprises in Germany and abroad:**
 - none