

# **MLP AG Wiesloch**

Wiesloch, April 2013

## **Annual General Meeting of MLP AG**

on Thursday, June 6, 2013, at 10.00 a.m. in Mannheim, Germany

Congress Centre Rosengarten,  
Rosengartenplatz 2,  
68161 Mannheim.

## **Explanations on the rights of shareholders**

### **(Disclosures pursuant to § 121 (3) sentence 3, no. 3 of the German Stock Corporation Act (AktG) for shareholder rights pursuant to §§ 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG))**

The invitation sent out when convening the Annual General Meeting contains information on the rights of shareholders pursuant to § 122 (2), § 126 (1), § 127 and § 131 of the German Stock Corporation Act (AktG), which is limited largely to the deadlines for exercising these rights pursuant to § 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG). The following information serves to provide further explanations.

#### **1. Requests 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 euros (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 on May 6, 2013. 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 application have held the number of shares necessary to reach the quorum (see above) at least in the time from the start, i.e. 0:00 midnight, of March 6, 2013 until the start, i.e. 0:00 midnight, of the day on which the request for additions to the agenda 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).

Requests for additions to the agenda can be sent to the following address:

MLP AG  
Executive Board  
Alte Heerstraße 40  
69168 Wiesloch

Unless made public at the time of convening the Annual General Meeting, requests for additions to the agenda that are required to be disclosed are published immediately upon receipt in the Federal Gazette (Bundesanzeiger) and submitted to those media for publication which may be presumed to distribute the information throughout the European Union.

Any and all requests 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 at <http://www.mlp-agm.com>, assuming they are to

be considered. Shareholders are informed of them in line with § 125 (1) sentence 3 of the German Stock Corporation Act (AktG).

The regulations of the German Stock Corporation Act (AktG) governing this shareholder right are as follows:

§ 122 Convening a general meeting of shareholders upon the request of a minority (excerpt)

"(1) The Annual General Meeting is to be convened when shareholders whose shareholdings when taken together amount to one twentieth of the share capital request its convention in writing, specifying the purpose and justifications for this. The requests are to be directed and submitted to the Executive Board. The Company's Articles of Association can allow the right to request convention of the Annual General Meeting to take a different form and be made with possession of a lower percentage of share capital. § 142 (2) sentence 2 applies accordingly.

(2) In the same way, shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or a pro rata amount of € 500,000 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 in the sense of sentence 1 must be received by the Company at least 24 days prior to the meeting (at least 30 days prior to the meeting in the case of listed companies). The day on which the motion is received cannot be counted as one of these days."

§ 142 Appointment of special auditors (excerpt)

"(2) If the Annual General Meeting rejects a motion to appoint special auditors to audit any matter relating to the formation of the Company or the management of the Company's affairs that has occurred within the past five years, the court will, upon motion by shareholders jointly representing at least one hundredth of the share capital or a proportionate ownership of at least € 100 000, appoint special auditors, provided that facts exist which give reason to suspect that improprieties or gross violations of law or the Articles of Association have occurred in connection with such matters. This also applies to transactions conducted less than ten years in the past, insofar as the Company was listed at the time of these transactions. The parties requesting the motion must also furnish evidence that they have been holders of such shares for not less than three months prior to the date of the Annual General Meeting and that they will hold the shares until a decision on the motion. § 149 applies mutatis mutandis to an agreement to avoid a special audit of this nature."

## **2. 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 12:00 midnight (CEST) on Wednesday, May 22, 2013, and the remaining requirements with regard to the Company's duty to disclose are complied with, 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> (§ 126 (1) sentence 3 of the German Stock Corporation Act (AktG)). Shareholders enjoy a right which corresponds to this duty: the right to have their nominations for election published.

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.

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: [hauptversammlung2013@mlp.de](mailto:hauptversammlung2013@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. The right of shareholders to make counter-motions to the various items on the agenda during the Annual General Meeting without prior or in-time submission to the Company remains unaffected.

The stipulations of the German Stock Corporation Act which form the basis of this shareholder right and which also specify the conditions under which counter-motions do not need to be made available are as follows:

#### § 126 Motions of shareholders

"(1) Motions of shareholders, including the name of the shareholder, the justification and any statement by the management, must be made available to the persons duly entitled pursuant to § 125 (1) to (3) on the conditions stipulated therein if the shareholder has sent a counter-motion to a proposal of the Executive or Supervisory Board for a specific item on the agenda, together with a justification, at least 14 days prior the Company's Annual General Meeting to the address provided for this in the notice to the Annual General Meeting. The day on which the motion is received cannot be counted as one of these days. Listed companies must make motions available on the Company's website. § 125 (3) applies accordingly.

(2) A counter-motion and the justification for it do not need to be made available,

1. if the Executive Board renders itself liable to prosecution by making it available

2. if the counter-motion results in an Annual General Meeting resolution that is contrary to law or Articles of Association
3. if the key parts of the justification include information that is obviously incorrect, misleading or contains defamatory comments
4. if a counter-motion of the shareholder based on the same matter has already been made available to an Annual General Meeting of the Company in accordance with § 125
5. if the same counter-motion of the shareholder with a justification that is essentially the same has already been made available in the past five years to at least two Annual General Meetings of the Company in accordance with § 125 and less than a twentieth of the represented share capital voted in favour of it at the Annual General Meeting
6. the shareholder makes it clear that he / she will not participate in the Annual General Meeting and will not allow himself / herself to be represented, or
7. if the shareholder has not made or has not had made a counter-motion that he / she communicated in two Annual General Meetings in the last two years.

The justification does not need to be made available if its total length exceeds 5,000 characters.

(3) If more than one shareholder submits a counter-motion to the same item of the resolution, the Executive Board may combine the counter-motions and their justifications."

### **3. Nominations of shareholders 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 for the resolution on electing new members to the Supervisory Board (item 8 on the agenda) without any notice, publication or other special action being required prior to the Annual General Meeting. Nominations of shareholders at the Annual General Meeting 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, 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 12:00 midnight (CEST) on Wednesday, May 22, 2013, and if all requirements with regard to the Company's duty to disclose are complied with, will be published immediately, including the name of the shareholder, any justification (which in contrast to 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>. Shareholders enjoy a right which corresponds to this duty: the right to have their nominations for election published.

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.

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: [hauptversammlung2013@mlp.de](mailto:hauptversammlung2013@mlp.de)

Any and all election nominations sent to any other address will not be considered. Nominations are only deemed to have been submitted if they are put forward during the Annual General Meeting.

The stipulations of the German Stock Corporation Act (AktG) which form the basis of this shareholder right and which also specify the conditions under which nominations do not need to be made available are as follows:

#### § 126 Motions of shareholders

"(1) Motions of shareholders, including the name of the shareholder, the justification and any statement by the management, must be made available to the persons duly entitled pursuant to § 125 (1) to (3) on the conditions stipulated therein if the shareholder has sent a counter-motion to a proposal of the Executive or Supervisory Board for a specific item on the agenda, together with a justification, at least 14 days prior the Company's Annual General Meeting to the address provided for this in the notice to the Annual General Meeting. The day on which the motion is received cannot be counted as one of these days. Listed companies must make motions available on the Company's website. § 125 (3) applies accordingly.

(2) A counter-motion and the justification for it do not need to be made available,

1. if the Executive Board renders itself liable to prosecution by making it available
2. if the counter-motion results in an Annual General Meeting resolution that is contrary to law or Articles of Association
3. if the key parts of the justification include information that is obviously incorrect, misleading or contains defamatory comments
4. if a counter-motion of the shareholder based on the same matter has already been made available to an Annual General Meeting of the Company in accordance with § 125
5. if the same counter-motion of the shareholder with a justification that is essentially the same has already been made available in the past five years to at

least two Annual General Meetings of the Company in accordance with § 125 and less than a twentieth of the represented share capital voted in favour of it at the Annual General Meeting

6. the shareholder makes it clear that he / she will not participate in the Annual General Meeting and will not allow himself / herself to be represented, or

7. if the shareholder has not made or has not had made a counter-motion that he / she communicated in two Annual General Meetings in the last two years.

The justification does not need to be made available if its total length exceeds 5,000 characters.

(3) If more than one shareholder submits a counter-motion to the same item of the resolution, the Executive Board may combine the counter-motions and their justifications."

#### § 127 Election nominations by shareholders

"§ 126 applies mutatis mutandis to the nomination of a shareholder for election of members of the Supervisory Board or appointment of auditors. The election nomination does not need to be justified. The Executive Board also does need not to make such nomination available even if it fails to contain information pursuant to § 124 (3) sentence 4<sup>1</sup> and § 125 (1) sentence 5."

#### § 124 Announcement of requests for additions to the agenda; resolution proposals (excerpt, (3) sentence 4)

"(3) ... All candidate nominations for the election of members to the Supervisory Board or of auditors must include the name, occupation and residence of said candidates. ..."

#### § 125 Notifications to shareholders and Supervisory Board members (excerpt, (1) sentence 5)

"(1) ... In the case of listed companies, any nominations for the election of supervisory board members must be accompanied by details on their membership in other Supervisory Boards whose establishment is required by law; Information on their memberships in comparable domestic and foreign supervisory bodies of commercial enterprises should also be included."

### **4. Right to information in accordance with § 131 (1) of the German Stock Corporation Act (AktG)**

In accordance with § 131 (1) of the German Stock Corporation Act (AktG), every shareholder 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,

---

<sup>1</sup> The wording of § 127 sentence 3 of the German Stock Corporation Act (AktG) in its currently applicable version makes reference to § 124 (3) sentence 3 of the German Stock Corporation Act (AktG). This actually represents an error in drafting on the part of the legislator; the reference should in fact be to § 124 (3) sentence 4 of the German Stock Corporation Act (AktG).

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.

The stipulations of the German Stock Corporation Act (AktG) which form the basis of this shareholder right and which also set out the requirements under which it is possible to refrain from providing information are as follows:

#### § 131 Right of shareholders to information

"(1) Every shareholder is entitled to information from the Executive Board on the Company's affairs upon request in the Annual General Meeting to the extent that this is required to make an informed judgement on any given agenda item. The duty to provide information also applies to the Company's legal and business relations with affiliated companies. If a company makes use of the conveniences under § 266 (1) sentence [3] <sup>2</sup>and § 276 or § 288 of the German Commercial Code (HGB), every shareholder is entitled to request that the annual financial statements be presented to him / her in the Annual General Meeting on the annual financial statements in the form that he / she would have had if these provisions had not been applied. The duty of the Executive Board of a parent company (§ 290 (1) and (2) of the German Commercial Code (HGB)) to provide information in the Annual General Meeting to which the consolidated financial statements and group management report are presented also applies to the Group's position and the companies included in the consolidated financial statements.

(2) The information must comply with the principles of diligent and accurate accountability. The Articles of Association or the rules and procedures pursuant to § 129 may authorise the chair of the meeting to limit both the shareholders' rights to pose questions and to speak to a reasonable period of time and determine the details in this respect.

(3) The Executive Board may also refuse to provide information

1. if issuing it would, in the judgement of a prudent businessman, inflict a not inconsiderable disadvantage on the Company or an affiliated company
2. if it relates to the tax carrying amounts or the amount of individual taxes
3. about the difference between the value at which items have been recognised in the annual balance sheet and a higher value that these items have, unless the Annual General Meeting is adopting the annual financial statements
4. about the accounting policies, insofar as these policies have been made available in the notes to the financial statements and this suffices in order to present a true and fair view of the Company's net assets, financial position and results of operations within the meaning of § 264 (2) of the German Commercial Code (HGB).

<sup>2</sup>

The wording of § 131 (1) sentence 3 of the German Stock Corporation Act (AktG) in its currently applicable version makes reference to § 266 (1) sentence 2 of the German Commercial Code (HGB). This actually represents an error in drafting on the part of the legislator; the reference should in fact be to § 266 (1) sentence 3 of the German Commercial Code (HGB).

This does not apply if the Annual General Meeting is adopting the annual financial statements.

5. if the Executive Board would render itself liable to prosecution if it were to issue the information

6. if, in the case of a bank or financial service institution, the accounting policies applied and offsets made in the annual financial statements, management report, consolidated financial statements or Group management report do not need to be made available

7. if the information is accessible on the Company's website at least seven days before the Annual General Meeting begins and at all times during it.

Information may not be refused for any other reason.

(4) If a shareholder has been provided with information outside of the Annual General Meeting in his / her capacity as shareholder, it must be provided to every other shareholder upon request in the Annual General Meeting, even if it is not required to make an informed judgement on any given agenda item. The Executive Board may not refuse to provide the information under paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 do not apply if a subsidiary (§ 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (§ 310 (1) of the German Commercial Code (HGB)) or an associate (§ 311 (1) of the German Commercial Code (HGB)) provides a parent company (§ 290 (1) and (2) of the German Commercial Code (HGB)) with the information for the purposes of consolidating the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused information, he / she may request that his / her question and the reason for refusing to provide the information are recorded in the minutes of the meeting."

Furthermore, the chair of the meeting is entitled to take various chairing and order measures in the general meeting. This includes restriction of the right to speak and pose questions. The underlying rules of the Company's Articles of Association are as follows:

§ 16 of MLP AG's Articles of Association (excerpt)

"(2) The chairman conducts the meeting and determines the sequence of items on the agenda, as well as the type and form of voting. The chairman is also authorised to limit the shareholders' rights to pose questions and to speak to a reasonable period of time. In particular at the start of or during the Annual General Meeting, he can lay down the time frame for the Annual General Meeting, for dedication to the individual items on the agenda and for the individual questions and answers section. In addition to this, the chairman can call a close to the debate, insofar as this is necessary to ensure proper execution of the Annual General Meeting."