

# Explanatory report on disclosures pursuant to § 176 (1) of the German Stock Corporation Act (AktG), § 289a (1) and § 315a (1) of the German Commercial Code (HGB)

## Composition of capital

As of December 31, 2018, the Company's share capital amounts to € 109,334,686 and is divided into 109,334,686 ordinary bearer shares with a nominal value of € 1 per share.

## Restrictions on voting rights or on the transfer of shares

There are no restrictions on voting rights or on the transfer of MLP SE's shares.

## Capital stakes

The German Securities Trading Act (WpHG) requires any investor whose share of voting rights reaches, exceeds or falls below certain thresholds as the result of purchases, disposals or otherwise, to notify the company and the German Federal Financial Supervisory Authority (BaFin). The lowest threshold for the duty of notification to apply is 3%. Any stakes that reach or exceed 10% of voting rights must be recorded in this explanatory report. MLP SE has been notified of three shareholders who directly or indirectly exceeded 10% of the voting rights:

	Number of shares*	Shareholding*
Dr. h. c. Manfred Lautenschläger, Gaiberg <sup>1</sup>	298,833,731 <sup>1</sup>	27.33% <sup>1</sup>
Angelika Lautenschläger, Gaiberg <sup>2</sup>	318,833,732 <sup>2</sup>	29.16% <sup>2</sup>
Angelika Lautenschläger Beteiligungen Verwaltungs GmbH, Gaiberg	22,796,771	20.85%

\* Status known to MLP SE as of December 31, 2018

<sup>1</sup> Based on information provided by Dr. h.c. Manfred Lautenschläger there is a voting trust and pooling agreement as per § 34 (2) of the German Securities Trading Act (WpHG) between Dr. h. c. Manfred Lautenschläger (2.37% of voting rights), the company controlled by him, Angelika Lautenschläger Beteiligungen Verwaltungs GmbH (20.85% of voting rights) and Manfred Lautenschläger Stiftung GmbH (4.11% of voting rights, controlled by his wife Angelika Lautenschläger). Of the 27.33% of voting rights, Mr Lautenschläger is therefore attributed the voting rights of Manfred Lautenschläger Stiftung GmbH and Angelika Lautenschläger Beteiligungen Verwaltungs GmbH as per § 34 (2) of the German Securities Trading Act (WpHG).

<sup>2</sup> As per § 34 (1) No. 1 of the German Securities Trading Act (WpHG) and according to information provided by Ms Lautenschläger herself, of the 29.16% of voting rights, Ms Lautenschläger is attributed 0.05% of the voting rights held by M.L. Stiftung gemeinnützige GmbH, which in turn are attributed 4.11% of the voting rights of Manfred Lautenschläger Stiftung GmbH as per § 34 (1) No. 1 of the German Securities Trading Act (WpHG). Based on information provided by Angelika Lautenschläger there is a voting trust and pooling agreement as per § 34 (2) of the German Securities Trading Act (WpHG) between Manfred Lautenschläger Stiftung GmbH (4.11% of voting rights), the husband of Angelika Lautenschläger, Dr. h. c. Manfred Lautenschläger (2.37% of voting rights) and Angelika Lautenschläger Beteiligungen Verwaltungs GmbH, controlled by him (20.85% of voting rights). The voting rights of Dr. Manfred Lautenschläger and those of Angelika Lautenschläger Beteiligungen Verwaltungs GmbH that are attributable to Manfred Lautenschläger Stiftung GmbH as per § 34 (2) are therefore attributed to Ms Angelika Lautenschläger.

## Shares with special control rights

No shares conferring special control rights have been issued.

## System of control of any employee share scheme where the control rights are not exercised directly by the employees

Where MLP SE has in the past issued shares to employees as part of its employee participation programme, these shares were transferred to the employees directly. These employees can or could then exercise the control rights granted by the shares issued directly in line with the legal requirements and the Company's Articles of Association.

## Legal stipulations and provisions of the Articles of Association regarding the appointment and replacement of members of the Executive Board

The prerequisites for appointing and dismissing members of the Executive Board and amending the Company's Articles of Association are based on the relevant provisions of applicable European and German law, including EC Regulation No. 2157/2001 regarding the Statute for a European Company ("SE Regulation") and the German Stock Corporation Act. The appointment and dismissal of members of the Executive Board are in particular governed by Art. 46 et seq. of the SE Regulation and Art. 9 of the SE Regulation in conjunction with § 84 and § 85 of the German Stock Corporation Act (AktG). The Company's Articles of Association specify that the Executive Board must comprise at least two people. Members of the Executive Board are appointed for a maximum of five years. A further appointment or extension of the time in office, each for a maximum of five years, is permitted. The Supervisory Board can revoke the appointment of members of the Board before their time in office expires for major cause, such as a gross breach of duty, inability to manage the Company properly or a vote of no confidence by the Annual General Meeting. The Supervisory Board decides on the number of Executive Board members, their appointment and the revocation of their appointment as well as the conclusion, amendment and termination of the employment contracts with Executive Board members. The Supervisory Board may appoint a Chairman and one or more Vice-Chairmen (Chairman's deputies).

## Amendments to the Company's Articles of Association

Pursuant to Art. 59 of the SE Regulation in conjunction with § 179 (1) and (2) p. 1 of the German Stock Corporation Act (AktG), any amendment to the Company's Articles of Association requires a resolution of the Annual General Meeting with a majority of at least three quarters of the valid votes cast. When making amendments to the Company's Articles of Association for which only a simple majority is required for stock corporations incorporated under German law (AG), § 19 (4) of the Company's Articles of Association, notwithstanding § 179 (2) Sentence 1 of the German Stock Corporation Act (AktG), provides that resolutions seeking to amend the Company's Articles of Association by the Annual General Meeting can be passed with a simple majority of the share capital votes entitled to vote on the resolution, unless mandatory legal provisions require a greater majority, provided that at least half of the share capital is represented, otherwise a majority of two thirds of the votes cast. The Supervisory Board is authorised pursuant to § 23 of the Company's Articles of Association, however, to make amendments to the Company's Articles of Association that relate to their formulation.

## Authority of the Executive Board to issue or buy back shares

A resolution passed by the Annual General Meeting on June 14, 2018 authorised the Executive Board to increase the Company's share capital by up to € 21.5 million by issuing new ordinary bearer shares in exchange for cash or non-cash contributions, and with the Supervisory Board's approval to exclude shareholders' rights to subscribe for shares in exchange for non-cash contributions on one or more occasions until June 13, 2023.

If the share capital is increased in return for cash contributions, shareholders must be granted subscription rights. However, the Executive Board has been authorised, with the approval of the Supervisory Board, to exclude the subscription rights of shareholders if the issue price does not fall significantly short of the stock market price of company shares with the same structure. However, this authorisation is subject to the condition that shares issued in exclusion of subscription rights as per § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10% of the share capital, either at the time of coming into effect or at the time they are exercised (authorised capital).

As per the resolution of the Annual General Meeting from June 29, 2017, the Company is also authorised, pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG), to purchase up to € 10,933,468 – i.e. slightly less than 10% of the share capital – during the authorisation period up to June 28, 2022. Based on this authorisation, MLP Finanzberatung SE – a wholly-owned subsidiary of MLP SE – acquired 382,000 shares up to February 28, 2018 following authorisation by the Annual General Meeting on the basis of an Executive Board resolution and with the consent of the Supervisory Board of MLP SE. It then issued 377,876 of these shares to commercial agents working for MLP Finanzberatung SE as part of a participation programme. On the basis of this Annual General Meeting, MLP Finanzberatung SE then acquired a further 163,900 shares in December 2018 in accordance with the Executive Board resolution and with the consent of the Supervisory Board of MLP SE. MLP Finanzberatung SE held 168,024 shares on the reporting date of December 31, 2018. These shares and further bought-back shares are now to be issued to the commercial agents working for MLP Finanzberatung SE as part of a participation programme. This is likely to take place in the second quarter of 2019.

## Significant agreements to which the Company is a party that take effect in the event of a change of control of the Company following a takeover bid

There are no significant agreements that take effect in the event of a change of control of the Company following a takeover bid.

## Settlement agreements between the Company and Executive Board or employees in the event of a takeover bid

The contracts of employment between the Company and the Chairman of the Board, Dr. Uwe Schroeder-Wildberg, and Executive Board members Manfred Bauer and Reinhard Loose contain a clause stating that these members are entitled to terminate their contracts with a notice period of one month in the event that a third party who had a share in MLP of less than 10% at the time at which the contracts were concluded acquires a share of at least 50% of the voting rights. If any of these Executive Board members chooses to exercise this right to terminate, MLP is obliged to pay the member compensation corresponding to four times (4x) fixed annual salary if the contract has not been terminated as a result of the change in control, provided that the contract is terminated more than two years before it reaches its normal termination date. For all members of the Executive Board the compensation to be paid in the event of a "change of control" corresponds to no more than twice the average compensation, based on the total compensation of the last full financial year prior to termination of their contract and the total anticipated compensation for the year still in progress when their contract is terminated. The service contract of Dr. Schroeder-Wildberg is set to run until December 31, 2022, that of Mr. Bauer is set to run until April 30, 2020 and that of Mr. Reinhard Loose is set to run until January 31, 2024. In the event of contract termination within two years of the scheduled termination date, the severance payment will only be paid pro rata temporis.

## Report on compensation transparency – appendix to the management report

You can find detailed information in our report on compensation transparency for 2017. We therefore refer to the statements in the 2017 Annual Report. Within the scope of legal requirements in line with the stipulations of § 22 of the Transparency of Pay Act, we will update this report in the annual report for 2020.