



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

**MLP SE**

**Wiesloch**

**ISIN DE0006569908**

We hereby invite the shareholders of our Company to the

## **Annual General Meeting**

on Thursday June 25, 2020, at 10:00 am (CEST) with the following proviso:

Based on a decision reached by the Executive Board, with the consent of the Supervisory Board, as per § 1 (2) Sentence 1 and (6) Sentence 1 of the legislation governing measures in company, cooperative, association, foundation and residential property law to combat the effects of the COVID-19 pandemic (Federal Law Gazette I 2020, 569 et seq.) (the **COVID-19 Measures Act**), the Annual General Meeting will be held as a

### **Virtual Annual General Meeting**

without the shareholders or their proxies being physically present (with the exception of the company-appointed proxy). The password-protected shareholder portal at <http://www.mlp-agm.com> will be used for this in accordance with the procedures established for this purpose, whereby

1. The entire AGM will be broadcast with both video and audio.
2. The shareholders will (also) be able to exercise their voting rights via electronic communication, as well as by assigning a proxy.
3. The shareholders will be granted an opportunity to ask questions by way of electronic communication (up to 12:00 midnight (CEST) on Tuesday, June 23, 2020).
4. The shareholders that have exercised their voting right will be given an opportunity, in deviation from § 245 No. 1 of the German Stock Corporation Act (AktG) and waiving the requirement to actually appear at the Annual General Meeting, to object to a resolution at the Annual General Meeting.

You can find more details on this at the end of this invitation in the section entitled "Prerequisites for attending the Annual General Meeting and exercising voting rights".

Insofar as the Annual General Meeting requires members of the administration, the chair, the company-appointed proxy and the notary in charge of the minutes to meet in person, the location of the Annual General Meeting is the business address of the company's registered office: Alte Heerstraße 40, 69168 Wiesloch, Germany. **Please note that shareholders and their proxies do not have any right or option to be physically present at the venue of the Annual General Meeting (with the exception of the company-appointed proxy).**

## 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 §§ 289a (1), 315a (1) of the German Commercial Code to the Annual General Meeting:

- the approved annual financial statements of MLP SE as of December 31, 2019,
- the approved consolidated financial statements as of December 31, 2019,
- the joint management report for MLP SE and the Group as of December 31, 2019,
- the report by the Supervisory Board and
- the proposal by the Executive Board on the appropriation of net profit.

This documentation can be accessed via the internet address

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

as soon as the Annual General Meeting has been convened. It also remains available for the duration of the Annual General Meeting.

On March 18, 2020, 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

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\* The relevant provisions for stock corporations (AG) based in Germany, in particular the German Commercial Code (HGB) and the German Stock Corporation Act (AktG), are applicable to MLP SE due to the rules of conflict of law of Regulation No. 2157/2001 of the European Council from October 8, 2001 regulating the European Company Statute (SE Regulation), unless more specific provisions of the SE Regulation provide otherwise.

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, 2019

The Executive Board and Supervisory Board propose the following distribution of the unappropriated profit of € 22,960,284.06:

Dividend payments of € 0.21 per ordinary share on 109,326,186 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€ 22,958,499.06
Allocation to Retained earnings:	€ 0.00
Profit brought forward:	€ 1,785.00
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Unappropriated profit:	€ 22,960,284.06
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This proposed appropriation of earnings is based on the assumption of share capital eligible for dividend on the day of the Annual General Meeting in the amount of € 109,326,186.00, divided into 109,326,186 ordinary shares. Should the actual number of dividend-bearing shares – and thereby the total dividend – change up to the time of passing the resolution on the use of unappropriated profit, the Executive Board and Supervisory Board will submit a correspondingly revised resolution proposal on the appropriation of profits, which still provides for a dividend payout of € 0.21 per dividend-bearing ordinary share. The amendment is performed as follows: Insofar as the number of dividend-bearing shares - and thereby also the total dividend - is reduced, the profit brought forward will increase accordingly. Insofar as the number of dividend-bearing shares - and thereby also the total dividend - is increased, the profit brought forward will reduce accordingly.

The dividends are to be paid on June 30, 2020.

**3. Resolution on the discharge of the Executive Board of MLP SE for the financial year 2019**

The Supervisory Board and Executive Board propose that the acting members of the Executive Board at MLP SE in the financial year 2019 be discharged for this time period.

**4. Resolution on the discharge of the Supervisory Board of MLP SE for the financial year 2019**

The Executive Board and Supervisory Board propose that the acting members of the Supervisory Board at MLP SE in the financial year 2019 be discharged for this time period.

**5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2020**

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 2020.

The Audit Committee has declared that its recommendation is free of any undue influence by third parties and in particular that no stipulation of the kind stated in Art. 16 (6) of the EU regulation 537/2014, which would have restricted its choice to specific balance sheet auditors, was imposed.

**6. Amendment to the Company's Articles of Association in Section 17 (2) Sentence 2 and Section 19 (3) Sentence 1**

Pursuant to Section 17 (1) of the Company's Articles of Association, only those shareholders that registered in due time before the Annual General Meeting and provided evidence of their shareholding are entitled to participate in the Annual General Meeting. The standardised requirements in § 123 (4) of the German Stock Corporation Act (AktG) for such evidence of shareholding have been amended as a result of the Act on Implementation of the Second Shareholders' Rights Directive (Federal Law Gazette from December 12, 2019, p. 2637 et seq.) ("ARUG II"). While the present ruling requires evidence of shareholdings to be provided by a depository institution, the legislation will in future require this evidence to be provided by a so-called last intermediary pursuant to § 67c (3) of the German Stock Corporation Act (AktG). Based on the transitional provisions, however, this new legislation is only to be applied from September 3, 2020 onwards and only to Annual General Meetings that are convened after September 3, 2020. The legal provision of § 123 (4) is also included in Section 17 (2) Sentence 2 of the Company's Articles of Association. To avoid any future deviation between the statutory requirements and those of the Company's Articles of Association with regard to provision of evidence of shareholdings, Section 17 (2) Sentence 2 of the Company's Articles of Association is to be redrafted. The Executive Board should be directed to ensure that this amendment to the Company's Articles of

Association only comes into force from September 3, 2020 by way of registering said amendment in the Company's Articles of Association.

The wording of § 135 of the German Stock Corporation Act (AktG), which is included in Section 19 (3) Sentence 1 of our Company's Articles of Association, has also been amended as a result of ARUG II. For the sake of completeness, the purely terminology-based amendments in § 135 of the German Stock Corporation Act (AktG) should therefore also be reflected in Section 19 (3) Sentence 2 of the Company's Articles of Association.

The Executive Board and Supervisory Board propose that the following resolution be adopted:

- a. Section 17 (2) sentence 2 of the Company's Articles of Association is amended and reworded as follows:

Pursuant to § 67c (3) of the German Stock Corporation Act (AktG), evidence drafted in text form is deemed sufficient here.

- b. The Executive Board is directed not to register the approved amendment to the Company's Articles of Association that is provided above under a. for entry in the Commercial Register until after the end of September 3, 2020.

- c. Section 19 (3) sentence 2 of the Company's Articles of Association is amended and reworded as follows:

Any proxy authorisations that are not issued to an intermediary, a shareholders' association, a consultant on share voting rights or any other equivalent institutions/individuals as per § 135 of the German Stock Corporation Act (AktG), any revocation of these proxy voting authorisations and any evidence of said authorisations that is to be provided to the Company must be submitted in writing.

## **7. Approval for redrafting the profit and loss transfer agreement between MLP SE and MLP Banking AG**

On April 18, 2007, MLP SE (at the time still MLP AG) concluded a profit and loss transfer agreement with MLP Banking AG (at the time still operating as MLP Bank Aktiengesellschaft). The recast version became necessary due to amendments to Regulation (EU) No. 575/2013 of the European Parliament and Council from June 26, 2013 regarding supervisory requirements to be complied with by financial institutions and investment firms, as well as amendments to Regulation (EU) No. 646/2012 (referred to as CRR in the following) resulting from Regulation (EU) 2019/876 of the European Parliament and Council from May 20, 2019 to amend Regulation (EU) No. 575/2013 (referred to as CRR II in the following). Among other things, the CRR governs the capital adequacy requirements for financial institutions – which therefore apply to MLP Banking AG – including the question as to which instruments are recognised as equity. A fundamental prerequisite for recognition as an instrument of Tier 1 common capital is that the provisions that apply to the instrument do not provide for any compulsory distribution on the part

of the institution and that the institution is also not subject to such an obligation otherwise (Art. 28 (1) subsection 1 lit. h) clause v) of the CRR). Art. 28 (3) of the CRR in the form of the CRR II provides clarification that Art. 28 (1) subsection 1 lit. h) clause v) of the CRR is deemed to be fulfilled when a profit and loss transfer agreement is in place, if the institution is a subsidiary and has a profit/loss transfer agreement in place with its parent company – in this case MLP SE – and the subsidiary is obligated, after drafting its financial statements, to transfer its annual earnings to its parent company, if the prerequisite defined in Art. 28 (3) Sentence 2 in the draft of the CRR II is met. Among other things, this also includes the condition that the subsidiary has a margin of discretion for reducing the amount of the payouts when drafting its financial statements in such a way that it can add its profit either wholly or partially to its own provisions or assign it to the fund for general banking risks before making a payment to its parent company. The legislation also stipulates that the profit and loss transfer agreement must include a notice period which, as per the Agreement, can only be terminated at the end of a financial year — with the actual termination taking effect no earlier than the start of the subsequent financial year.

The profit and loss transfer agreement needs to be adapted to incorporate these stipulations. Among other things, the recast version also stipulates redrafting of the provisions regarding the duty to offset losses and the duration of the Agreement, as well as the supplementation of final provisions.

On April 30, 2020, MLP SE and MLP Banking AG therefore agreed on an amendment and recast of the profit and loss transfer agreement in the version of April 18, 2007.

In order to be binding, the recast version requires approval from the Annual General Meeting of MLP SE and the Annual General Meeting of MLP Banking AG, as well as entry into the Commercial Register of MLP Banking AG. As MLP SE has been the sole shareholder in MLP Banking AG since the profit and loss transfer agreement in the version of April 18, 2007 came into force, no compensation or settlement payments in the sense of Art. 9 lit. c) (ii) of the SE Regulation or §§ 304, 305 of the German Stock Corporation Act (AktG) are to be awarded when the recast version comes into force.

The Executive Board and Supervisory Board propose that the following resolution be adopted:

The recast version of the profit and loss transfer agreement in the version of April 18, 2007 between MLP SE and MLP Banking AG is approved.

The amended profit and loss transfer agreement (referred to as "Agreement" in the following) has the following key content:

- First of all, it is noted that there is a profit and loss transfer agreement in place between MLP SE and MLP Banking AG that will be amended and recast with the Agreement.
- In compliance with § 301 of the German Stock Corporation Act (AktG) in its currently valid version, MLP Banking AG undertakes to transfer its entire profit

to MLP SE throughout the term of the Agreement. Subject to formation or reversal of provisions and/or a special item "Fund for general banking risks", the net profit that would have been recorded without the profit transfer is to be transferred, minus any loss brought forward from the previous year and minus the amount that is to be transferred to the statutory reserve.

- The Agreement grants MLP Banking a margin of discretion to transfer amounts from its net profit to other retained earnings or the special item "Fund for general banking risks", to the extent that this is permitted on the basis of commercial law and, insofar as it relates to the other retained earnings, that they are economically justified based on reasonable and prudent business judgement or to the extent that it relates to the special item "Fund for general banking risks" is deemed necessary on the basis of reasonable and prudent business judgement due to the special risks of its business segment as a financial institution.
- MLP Banking AG can dissolve other retained earnings formed during the term of this Agreement and use these to compensate for a net loss for the period or indeed to transfer as profit. The reversal of other retained earnings for the purpose of profit transfer is subject to the condition that an adequate level of own funds is available at MLP Banking AG. Any transfer of funds from the reversal of other retained earnings pursuant to § 273 (3) of the German Commercial Code (HGB) and capital reserves pursuant to § 272 (2) of the German Commercial Code (HGB) that were formed prior to this Agreement coming into effect is ruled out.
- The profit transfer obligation applies for the first time to the entire profit of the financial year in which this Agreement comes into effect. It is due at the end of each financial year and interest is to be charged on the amount due at a rate of 0.5 % above the respective year's base rate from this time onwards.
- In compliance with § 302 of the German Stock Corporation Act (AktG) in its currently valid version, MLP SE is obligated to compensate any annual net loss of MLP Banking AG that otherwise occurs during the term of the Agreement, insofar as this is not already compensated by amounts having been taken from other retained earnings that were allocated during the term of the Agreement in accordance with the provisions described above.

(The current version of § 302 of the German Stock Corporation Act (AktG) reads as follows:

(1) If a control or profit and loss transfer agreement is in place, the other contracting party must compensate for any annual loss otherwise occurring throughout the term of the agreement provided this cannot be compensated by withdrawing funds from other retained earnings that were added to these throughout the term of the agreement.

(2) If a dependent company has outsourced or otherwise handed over responsibility for its operations to the controlling company, the controlling company must compensate for any annual loss otherwise occurring throughout

the term of the Agreement insofar as the agreed consideration does not reach the appropriate level of compensation.

(3) The company may only waive or settle the claim for compensation three years after the day on which entry of the termination of the Agreement in the commercial register is announced pursuant to § 10 of the German Commercial Code (HGB). This does not apply if the party obliged to pay the compensation is insolvent and has a composition agreement with its creditors in order to avoid insolvency proceedings or if the obligation is agreed upon in an insolvency plan. The waiving or settlement is only effective if the minority shareholders approve it through a special resolution, unless a minority whose shares together account for one tenth of the share capital represented at the resolution raises objections in writing.

(4) The claims resulting from these regulations are subject to a time limitation of ten years from the day on which the entry of termination of the Agreement in the commercial register pursuant to § 10 of the German Commercial Code (HGB) is announced.

- The application of this obligation to assume losses applies for the first time to the loss accrued in the financial year of MLP Banking AG in which the Agreement becomes effective. The provisions described above regarding the maturity of and interest on the profit transfer obligation applies to the loss compensation obligation accordingly.
- In order to be valid, the Agreement requires approval of the Annual General Meeting at both MLP SE and MLP Banking AG. In addition to this, it only comes into force when its existence is entered into the Commercial Register at the registered office of MLP Banking AG. The provisions regarding the duty to transfer profit and compensate for losses for the first time remain unaffected.
- The Agreement is fixed and remains valid for a period of five full years, calculated from the start of the financial year at MLP Banking AG for which the stipulated profit transfer obligation or assumption of losses first applies. In the event that the end of this five-year period falls on a date within a running fiscal year of MLP Banking AG (for example as a result of the creation of a short fiscal year), the Agreement will cease upon the expiry of that fiscal year.
- The Agreement is extended by one year at a time if it has not been terminated by no later than six months prior to its expiry. Based on this, termination is only possible at the end of a financial year at MLP Banking AG. The time of receipt of the termination notice by the other respective party is decisive for compliance with this notice period.
- Insofar as the permissibility of termination for an important reason is expressly provided for under law, such a right of termination remains unaffected. Insofar as such a right of termination is in place, MLP SE is in particular entitled to terminate the Agreement for an important reason, if it no longer holds the majority of the voting rights based on its shares in MLP Banking AG.



- Amendments and supplements to the Agreement must be made in writing in order to be effective. This also applies to this clause relating to the written form. The legal requirements regarding amendment of a profit and loss transfer agreement also apply.
- The Agreement contains a standard severability clause for the eventuality that a provision of the Agreement becomes ineffective/unfeasible or that the Agreement contains a loophole. In addition, the law of the Federal Republic of Germany is defined as the authoritative law, while Wiesloch is defined as the place of performance and exclusive court of jurisdiction.
- Finally the Agreement provides that MLP SE bears the costs of the Agreement, for notarisation of the approval resolutions of both MLP SE and MLP Banking AG, as well as for entry into the Commercial Register.

The existing profit and loss transfer agreement in the version of April 18, 2007, as well as its recast version, the financial statements and management reports of the contracting parties for the last three financial years and the joint report of the Executive Board at MLP SE and Executive Board at MLP Banking AG, undertaken pursuant to § 293a of the German Stock Corporation Act (AktG), are accessible via the Company's website at <http://www.mlp-agm.com> as soon as the Annual General Meeting has been convened. They also remain available for the duration of the Annual General Meeting.

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

### **Participation in the Annual General Meeting**

Only those shareholders who have registered in the due time prior to the Annual General Meeting in accordance with Section 17 of MLP SE'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 June 4, 2020, i.e. 0:00 a.m. (CEST) (record date), are entitled to participate in the Annual General Meeting and exercise their voting right (whereby based on the current ruling such participation and voting may only take place via the proxy appointed by the Company on behalf of the shareholders). 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 (CEST), of June 18, 2020.

MLP SE  
 c/o Computershare Operations Center  
 80249 München  
 Germany  
 Fax: +49 (0)89 30903-74675  
 E-mail: [anmeldestelle@computershare.de](mailto: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 in 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 record 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.

## **Specifics of the Virtual Annual General Meeting**

Based on a decision taken by the Executive Board, with the consent of the Supervisory Board, pursuant to § 1 (2) Sentence 1 and (6) Sentence 1 of the COVID-19 Measures Act, the Annual General Meeting on June 25, 2020 is to be held as a Virtual Annual General Meeting without the shareholders or their appointed proxies being present. Shareholders and their proxies (with the exception of the company-appointed proxy) do not have any right or option to be physically present at the venue of the Annual General Meeting.

Insofar as the conditions described under "Participation in the Annual General Meeting" are met, the shareholders can

- themselves follow or have a proxy follow the entire AGM as a video and audio broadcast via the password-protected shareholder portal set up specially for the Annual General Meeting at the internet address <http://www.mlp-agm.com>;
- exercise their voting right themselves or have it exercised by an authorised proxy using the absentee/postal voting system; perform postal voting via the password-protected shareholder portal at the internet address <http://www.mlp-agm.com> in accordance with the procedures established for this purpose. This voting is still open on the day of the Annual General Meeting until directly before the end of the voting process;
- have their voting right exercised by the company-appointed proxy in accordance with their instructions, issue a power of attorney to the company-appointed proxy with instructions via the password-protected shareholder portal at the internet address <http://www.mlp-agm.com> in accordance with the procedures established for this purpose. This can still be done on the day of the Annual General Meeting until directly before the end of the voting process;
- submit questions themselves or via a proxy; whereby the questions must be submitted by no later than 12:00 midnight (CEST) on Tuesday, June 23, 2020 via the password-protected shareholder portal at the internet address

<http://www.mlp-agm.com> in accordance with the procedures established for this purpose.

In deviation from § 245 No. 1 of the German Stock Corporation Act (AktG) and waiving the requirement to be physically present at the Annual General Meeting, shareholders can, if they have exercised their voting right themselves or had it exercised by a proxy, object to a resolution of the Annual General Meeting in line with § 1 (2) Sentence 1 No. 4 of the COVID-19 Measures Act. The objection can be registered via the password-protected shareholder portal at the internet address <http://www.mlp-agm.com> until the end of the Annual General Meeting in accordance with the procedures established for this purpose.

### **Right to access the password-protected shareholder portal**

Following proper and timely receipt of the registration and evidence of the respective shareholding in the Company at the aforementioned address, fax number or e-mail address, registration confirmations will be issued to the shareholders. These also contain the access details that shareholders can use to access the password-protected shareholder portal at the internet address <http://www.mlp-agm.com> in accordance with the procedures established for this purpose.

### **Procedure for postal voting**

Shareholders 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 in the Annual General Meeting" section above).

When sent in by post, fax or e-mail, votes cast via postal ballot must reach the Company at the following address, fax number or e-mail address no later than the end, i.e. 12:00 midnight (CEST), of June 23, 2020 and include the number of the registration confirmation:

MLP SE  
c/o Computershare Operations Center  
80249 München  
Germany  
Fax: +49 (0)89 30903-74675  
E-mail: [MLP-Hauptversammlung2020@computershare.de](mailto:MLP-Hauptversammlung2020@computershare.de)

Shareholders registering properly and in time for the Annual General Meeting are also sent a form together with their confirmation of registration, which can be used for postal voting by post, by telefax or by e-mail.

Votes cast via postal ballot can be revoked or changed by post, fax or e-mail using the aforementioned physical address, fax number or e-mail address no later than the end, i.e. 12:00 midnight (CEST), of June 23, 2020 (receipt at the Company). Please include the original postal vote and/or state the registration confirmation number in order to ensure correct assignment of postal votes. Revocations/changes which cannot be assigned to any voter will not be taken into account.

Postal votes can also be cast via the password-protected shareholder portal at <http://www.mlp-agm.com> in accordance with the procedures established for this purpose. This voting is still open on the day of the Annual General Meeting until directly before the end of the voting process. Postal votes cast via the password-protected shareholder portal can also be changed or revoked up to this time.

The casting of postal votes is limited to votes on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board, as well as to resolutions proposed by shareholders as a counter-motion pursuant to § 126 (1) of the German Stock Corporation Act (AktG) or as an election nomination pursuant to § 127 of the German Stock Corporation Act (AktG) which were announced through an addition to the agenda pursuant to Art. 56 of the SE Regulation, § 50 (2) of the SE Implementation Act (SE-AG), § 122 (2) of the German Stock Corporation Act (AktG).

Authorised financial institutions, shareholders' associations and persons of equal standing pursuant to § 135 of the German Stock Corporation Act (AktG) can also all 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. Timely registration by the shareholder and submission of evidence of their shareholding is also required here (see the "Participation in the Annual General Meeting" section above). However, it is expressly pointed out that proxies are not permitted to participate physically in the Annual General Meeting (with the exception of the company-appointed proxy). Yet proxies are permitted to use the postal vote option. 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.

### **a) Form of proxy authorisation**

Insofar as neither an intermediary, a shareholders' association, a consultant on share voting rights in the sense of § 134a (1) No. 3, (2) No. 3 of the German Stock Corporation Act (AktG) nor any other person equivalent to an intermediary pursuant to § 135 (8) of the German Stock Corporation Act (AktG) is granted a proxy and the granting of the proxy is not otherwise subject to the scope of § 135 of the German Stock Corporation Act (AktG), the granting of a proxy, its revocation and the proof of proxy must be provided to the Company in text form (§ 126b of the German Civil Code (BGB)).

Granting proxy to intermediaries, shareholders' associations or consultants on share voting rights in the sense of § 134a (1) No. 3, (2) No. 3 of the German Stock Corporation Act (AktG) and to persons pursuant to § 135 (8) or granting any proxy that is otherwise subject to the scope of § 135 of the German Stock Corporation Act (AktG) can also be performed in another way that is permitted pursuant to § 135 of the German

Stock Corporation Act (AktG). Nonetheless, we wish to point out that in such instances, these intermediaries, consultants on share voting rights, associations, and individuals 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 provide a verifiable proxy authorisation. If you wish to grant proxy to an intermediary, a shareholders' association or a consultant on share voting rights in the sense of § 134a (1) No. 3, (2) No. 3 of the German Stock Corporation Act (AktG), to another equivalent person pursuant to § 135 (8) or any other authorisation covered by the scope of § 135 of the German Stock Corporation Act (AktG), please therefore coordinate with these institutions or persons regarding a potential form of proxy authorisation. Reference is made to the process pursuant to § 135 (1) Sentence 5 of the German Stock Corporation Act (AktG).

Pursuant to § 67a (4) of the German Stock Corporation Act (AktG), an intermediary is a person that provides the services of safekeeping and administration of securities or maintaining securities accounts for shareholders or other persons, if the services are provided in the context of shares in companies whose registered office is in a member state of the European Union or in another contracting state of the Agreement on the European Economic Area. The term intermediary therefore in particular encompasses financial institutions in the sense of Art. 4 (1) No. 1 of the Capital Requirements Regulation (Regulation (EU) No. 575/2013).

### **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 on the confirmation of registration for this purpose. The issuing of proxy authorisation and instructions to the company-appointed proxy can also take place via the password-protected shareholder portal at <http://www.mlp-agm.com> in accordance with the procedures established for this purpose. This approach can be used to issue, amend or revoke proxy authorisations and instructions on the day of the Annual General Meeting right up to the end of the voting process. The proxy exercises voting rights exclusively on the basis of the instructions received from the respective shareholder. The proxy exercises voting rights exclusively for the vote on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board, as well as to resolutions proposed by shareholders as a counter-motion pursuant to § 126 (1) of the German Stock Corporation Act (AktG) or as an election nomination pursuant to § 127 of the German Stock Corporation Act (AktG) which were announced through an addition to the agenda pursuant to Art. 56 of the SE Regulation, § 50 (2) of the SE Implementation Act (SE-AG), § 122 (2) of the German Stock Corporation Act (AktG). The company-appointed proxy will not ask any questions or submit any motions 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.

#### **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 SE  
c/o Computershare Operations Center  
80249 München  
Germany  
Fax: +49 (0)89 30903-74675  
E-mail: MLP-Hauptversammlung2020@computershare.de

To simplify the organisation of the Annual General Meeting, shareholders wishing to authorise the company-appointed proxy are requested to submit this authorisation including instructions, if not issued via the password-protected shareholder portal at <http://www.mlp-agm.com> in accordance with the procedures established for this purpose, by post, fax or e-mail no later than the end, i.e. 12:00 midnight (CEST), of June 23, 2020 (receipt at the Company).

Forms that can be used to grant proxy authorisations are sent out to shareholders that register properly and in due time for the Annual General Meeting together with the confirmation of registration and are available on the password-protected shareholder portal at <http://www.mlp-agm.com>. However, proxy authorisations can also be issued in any other proper form.

#### **Live streaming of the Annual General Meeting on the internet**

Those shareholders that have registered in time and provided proof of their shareholding are entitled to follow the Virtual Annual General Meeting of the Company (see the "Participation in the Annual General Meeting" section above). The AGM will be broadcast via the password-protected shareholder portal at <http://www.mlp-agm.com>. Shareholders that have registered in time and provided proof of their shareholding will receive access data to this password-protected shareholder portal together with their confirmation of registration (see the "Participation in the Annual General Meeting" section above).

#### **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 Art. 56 of the SE Regulation, § 50 (2) of the SE Implementation Act (SE-AG), §§ 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG), in each case subject to the proviso of § 1 (2) and/or (3) of the COVID-19 Measures Act).

**Motions for additions to the agenda pursuant to Art. 56 of the SE Regulation (SE-VO), § 50 (2) of the SE Implementation Act (SE-AG), § 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. 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 (CEST), of May 25, 2020. Any requests for additions to the agenda received after this cut-off point will not be considered.

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

MLP SE  
Vorstand  
Alte Heerstraße 40  
69168 Wiesloch  
Germany

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' rights pursuant to Art. 56 of the SE Regulation (SE-VO), § 50 (2) of the SE Implementation Act (SE-AG), § 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)**

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 June 10, 2020, 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)).

Pursuant to § 126 (2) of the German Stock Corporation Act (AktG), there are justifications which, when applicable, do not require a counter-motion and/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 to submit motions pursuant to § 126 (1) of the German Stock Corporation Act (AktG) at <http://www.mlp-agm.com>.

The following address is to be used for all counter-motions:

MLP SE  
Investor Relations  
Alte Heerstraße 40  
69168 Wiesloch  
Germany  
Fax: +49 (0)6222 308-1131  
E-mail: [hauptversammlung2020@mlp.de](mailto:hauptversammlung2020@mlp.de)

Counter-motions sent to any other address will not be considered. No counter-motions may be submitted during the Virtual Annual General Meeting. Counter-motions that are received by the Company correctly and by the end, i.e. 12:00 midnight (CEST), of June 10, 2020 will be treated in the same way at the Virtual Annual General Meeting as if they had been submitted at the Annual General Meeting, provided the shareholder submitting the respective counter-motion has registered proof of their shareholding in due time (see the "Participation in the Annual General Meeting" section above).

Reference is also made to further notes on the shareholders' rights pursuant to § 126 (1) of the German Stock Corporation Act (AktG), which can be viewed at the website <http://www.mlp-agm.com>.

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

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, whereby the day of receipt or the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than the end, i.e. 12:00 midnight (CEST) of June 10, 2020, 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 for the nominations (which, unlike counter-motions in the sense of § 127 of the German Stock Corporation Act (AktG), is not actually 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>.

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



MLP SE  
Investor Relations  
Alte Heerstraße 40  
69168 Wiesloch  
Germany  
Fax: +49 (0)6222 308-1131  
E-mail: [hauptversammlung2020@mlp.de](mailto:hauptversammlung2020@mlp.de)

Any and all election nominations sent to any other address will not be considered. No election nominations may be submitted during the Virtual Annual General Meeting. Election nominations that are received by the Company correctly and by the end, i.e. 12:00 midnight (CEST), of June 10, 2020 will be treated in the same way at the Virtual Annual General Meeting as if they had been submitted at the Annual General Meeting, provided the shareholder submitting the respective election nomination has registered proof of their shareholding in due time (see the "Participation in the Annual General Meeting" section above).

Reference is also made to further notes on the shareholders' rights pursuant to § 127 of the German Stock Corporation Act (AktG), which can be viewed at the website <http://www.mlp-agm.com>.

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

In the case of an Annual General Meeting with physical attendance in line with general rules, shareholders in the Company can in line with § 131 of the German Stock Corporation Act (AktG) request to receive information from the Executive Board during the Annual General Meeting regarding issues at the Company, legal and business relationships between the Company and affiliated companies, as well as the situation in the Group and at the companies included in the consolidated financial statements, insofar as the information is required for proper assessment of the respective item on the agenda. Furthermore, upon request in the Annual General Meeting, every shareholder or shareholder's representative is entitled to information from the Executive Board on all matters which are essential in the context of the conclusion of the Agreement of the subsidiary named under Item 7 as per § 293g (3) of the German Stock Corporation Act (AktG).

In the case of the Virtual Annual General Meeting, this right to information is replaced by an opportunity to ask questions by way of electronic communication in accordance with § 1 (2) Sentence 1 No. 3 and Sentence 2 of the COVID-19 Measures Act.

However, the opportunity to submit questions by way of electronic communication for the Annual General Meeting on June 25, 2020 is only granted to those shareholders that have registered properly, as described above in paragraph 1. These shareholders are entitled to submit questions in German no later than two days before the Annual General Meeting, i.e. by 12:00 midnight (CEST) on Tuesday June 23, 2020 at the latest, via the password-protected shareholder portal at <http://www.mlp-agm.com> in accordance with the procedures established for this purpose. Any questions arriving later than this deadline will not be taken into account.

Pursuant to § 1 (2) of the COVID-19 Measures Act, the Executive Board reaches a decision at its own free yet diligent discretion as to which questions it answers. The Executive Board can combine similar questions and select sensible questions in the interests of the other shareholders. The Executive Board can also, for example, give preference to shareholders' associations and institutional investors that hold significant voting shares.

Within the scope of answering the questions posed, the Executive Board reserves the right to provide the names of those asking questions, provided these persons have not expressly objected to this.

Reference is also made to further notes on the right to information, which can be viewed at the website <http://www.mlp-agm.com>.

### **Publications on the website**

The information pursuant to § 124a of the German Stock Corporation Act (AktG) is made available on the Company's website at <http://www.mlp-agm.com> promptly after convening the Annual General Meeting.

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

The Company's share capital is € 109,334,686. This is divided into 109,334,686 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 109,334,686 (disclosure pursuant to § 49 (1) Sentence 1 No. 1 alt. 2 of the German Securities Trading Act (WpHG); this total number also includes 8,500 shares held by the Company at the time of convening the Annual General Meeting from which the Company derives no rights as per § 71b of the German Stock Corporation Act (AktG)).

### **Note on data protection**

We collect personal data on you and/or your authorised representative within the context of your participation in the Annual General Meeting, your registration to attend this event or exercising further AGM-related rights. This is done to enable shareholders to exercise their rights with regard to the Annual General Meeting.

MLP SE processes your data responsibly in compliance with the provisions of the EU General Data Protection Regulation (GDPR), as well as all relevant laws)). You can find details on how we process your personal data and on your rights pursuant to the GDPR on the internet at the Annual General Meeting website: [www.mlp-agm.com](http://www.mlp-agm.com).

**Wiesloch, May 2020**  
**MLP SE**  
**Executive Board**