

**Financial statements
and joint management report
MLP SE 2020**



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Joint management report

The report of MLP SE on the situation of the company and Group are published as a joint management report in the MLP Annual Report 2020.

The financial statements and joint management report of MLP SE on the situation of the company and Group for the financial year 2020 are submitted to the operator of the electronic version of the Federal Gazette (Bundesanzeiger) where they are then published.

The financial statements of MLP SE, as well as the Annual Report of the MLP Group for the financial year 2020 are also available for viewing on the Internet at <https://www.mlp-se.com/investors/financial-publications/reports/>.

Report by the Supervisory Board

In the financial year 2020, the Supervisory Board reviewed the development of the company in depth and performed its supervisory duties to the full. It regularly advised and monitored the Executive Board in running the business of the company.

During the course of the last financial year, the Supervisory Board paid particular attention to the economic development, financial situation, prospects and further strategy of the company, and advised the Executive Board on these topics. Its work in the financial year 2020 focused in particular on supporting the Executive Board in the strategic development of the company and of the MLP Group, implementing further measures to increase efficiency and both assessing and monitoring the opportunity and risk position of the company and the Group. The supervisory actions and consultations of the Supervisory Board for the Executive Board have been further intensified during the corona pandemic to address the crisis. In this situation determined by the corona pandemic, the Supervisory Board also approved the holding of the 2020 Annual General Meeting as a Virtual Annual General Meeting as proposed by the Executive Board. In the financial year 2020, the company and the MLP Group as a whole were less affected by the corona pandemic in terms of business development and business results than was the case in other sectors.

The Supervisory Board advised the Executive Board particularly intensively in the 2020 financial year on potential M&A transactions. In particular, the Supervisory Board advised the Executive Board on the preparation of the acquisition of RVM Versicherungsmakler GmbH & Co. KG ("RVM") including its subsidiaries. The Supervisory Board also regards the acquisition of RVM as laying the foundation for the systematic expansion of a new commercial insurance broker segment and significantly extending the range of services for corporate and institutional customers as well as B2B services. The Supervisory Board consequently approved the transaction at the beginning of February 2021.

The Supervisory and Executive Boards met regularly in the reporting year for discussions and joint consultations regarding business development, strategy and key events within the company. The Supervisory Board was directly involved in all decisions of fundamental importance to the company. The Executive Board regularly provided the Supervisory Board with written and oral reports in a timely and comprehensive manner on all relevant issues related to corporate planning, strategic development, the business situation and the position and overall development of the Group as a whole, including the risk situation, risk management, risk-bearing ability and compliance. The Supervisory Board was able to confirm the correctness of the corporate governance by the Executive Board. In 2020, the Executive Board also reported to and advised the Supervisory Board on the content and anticipated effects of legislative or regulatory proposals at national German or EU level.

No personnel changes to the company's Supervisory Board and Executive Board were made in the last financial year. With effect from the end of the financial year 2020, the employee

representative, Mr Burkhard Schlingermann, stood down from his position. As of 1 January 2021, he was succeeded by Mrs Monika Stumpf, who had already been elected alongside him as an alternate candidate in 2018 in the course of the Supervisory Board elections for employee representatives.

The Supervisory Board at MLP SE held five regular meetings and one extraordinary meeting in the financial year 2020, whereby the latter took the form of a video conference. Following approval for remote participation by live video stream in the spring of 2020, each member of the Supervisory Board took part in all of the face-to-face meetings either in person or remotely, with the exception of one member. One member of the Supervisory Board was unable to take part in two meetings due to illness. As such, all members of the Supervisory Board participated in more than half of the regular Supervisory Board meetings. The Executive Board also informed the Supervisory Board of particularly important or urgent projects outside of the regular meetings. Where necessary, resolutions also took the form of circular resolutions.

In addition to this, two meetings of the Audit Committee were also held in this year. All committee members took part in each of these meetings. The Personnel Committee convened once in the last financial year. All committee members took part in this meeting with just one exception. No meetings of the Nomination Committee were held in the last financial year, as no new elections for members of the Supervisory Board were scheduled.

The following table offers an overview, detailing which members of the Supervisory Board took part in the meetings of the Supervisory Board or its Committees in 2020:

	Participation*	in %
Supervisory Board meeting MLP SE		
Dr Peter Lütke-Bornefeld	6/6	100
Dr Claus-Michael Dill	6/6	100
Tina Müller	4/6	67
Matthias Lautenschläger	6/6	100
Burkhard Schlingermann	6/6	100
Alexander Beer	6/6	100
Personnel Committee MLP SE		
Dr Peter Lütke-Bornefeld	1/1	100
Matthias Lautenschläger	1/1	100
Burkhard Schlingermann	1/1	100
Tina Müller	1/1	100
Audit Committee MLP SE		
Dr Claus-Michael Dill	2/2	100
Dr Peter Lütke-Bornefeld	2/2	100
Matthias Lautenschläger	2/2	100
Alexander Beer	2/2	100

*Participation via telephone is counted as present.

Furthermore, the Chairman of the Supervisory Board met with the Chairman of the Executive Board on a regular basis to discuss various issues, in particular the business situation, special business transactions, regulatory changes and the overall situation of the Group, yet also the effects of the coronavirus pandemic. The Chairman of the Supervisory Board regularly informed the other members about the content of these meetings.

Supervisory Board meetings and important resolutions

Following preparations in the meeting of the Audit Committee, the Supervisory Board meeting on 18 March 2020 focused on the audit and approval of the financial statements and the consolidated financial statements as of 31 December 2019. The auditors participated in the meeting and gave detailed reports on the course and outcome of their audit of the financial statements and the consolidated financial statements. Following in-depth discussion, the Supervisory Board approved the financial statements, the consolidated financial statements as of 31 December 2019 and the separate non-financial report. In addition to this, the Supervisory Board also reviewed the appropriateness of the Executive Board – as required in accordance with the German Corporate Governance Code (GCGC) – as well as the variable compensation components of the Executive Board for the financial year 2019 and approved these. The proposed resolutions for the company's Annual General Meeting were another item on the agenda.

An extraordinary meeting of the company's Supervisory Board, held in the form of a video conference on 8 May 2020, was used to discuss in detail and also approve the intentions of the Executive Board to hold the 2020 Annual General Meeting of MLP SE as a Virtual Annual General Meeting in light of the coronavirus pandemic.

The regular Supervisory Board meeting on 13 May 2020 focused primarily on discussing the results and business development from the first quarter of 2020. In addition, the Supervisory Board and the Executive Board engaged in detailed discussions about the effects of the coronavirus pandemic on business development and the system of risk management employed in the MLP Group.

The results of the second quarter, the business development in the first half of the year, reporting on the internal audit and risk controlling (including report on the notion of materiality, risk strategy and risk-bearing capacity concept) were all on the agenda of the regular Supervisory Board meeting on 12 August 2020. Alongside this, a discussion on how to handle the recommendations of the new German Corporate Governance Code (GCGC), as redrafted by the government commission, was also on the agenda.

The November meeting focused on the business results of the third quarter and the first nine months of the financial year 2020. Another focus of this Supervisory Board meeting was on evaluating the leadership and performance of the members of the Executive Board, which were discussed in a closed session without the members of the Executive Board. Alongside this, compliance with the provisions of the German Corporate Governance Code (GCGC) in the MLP Group, the resolution on the Declaration of Compliance pursuant to § 161 of the German Stock

Corporation Act (AktG) was a key topic on the meeting's agenda. Detailed discussions were also held regarding the changes to the Executive Board pay system in light of the new provisions in the German Stock Corporation Act resulting from the Act for Implementation of the Second Shareholders' Rights Directive (ARUG II) and the GCGC. A modified pay system was then approved. Extensive reporting was provided on the corporate governance process, and the current Declaration of Compliance was approved.

In the meeting on 17 December 2020 the Supervisory Board addressed in detail and approved the strategy and budget of both the Group and the company for the financial year 2021.

Supervisory Board committees

The Supervisory Board was regularly informed of the work carried out by its committees in 2020.

In the financial year 2020, the members of the Audit Committee included Dr Claus-Michael Dill, who is also Chairman of the Audit Committee, Dr Peter Lütke-Bornefeld, Mr Matthias Lautenschläger and Mr Alexander Beer. The Audit Committee held two regular meetings and passed several circular resolutions in the financial year 2020. Representatives of the audit firm also took part in some of the meetings, providing the committee with detailed reports. In the presence of the auditors, the Chairman of the Executive Board and the Chief Financial Officer, the Audit Committee discussed the financial statements of MLP SE and the MLP Group as well as the proposed appropriation of earnings. Furthermore, the relationship to the auditor, proposals for selecting the auditor, auditor fees, audit assignment and monitoring of the auditor's independence were the subject of extensive discussions. The Audit Committee received regular reports on the work of the Internal Audit and of the Compliance and Risk Management department and was informed on legal and regulatory risks and risks to reputation. In addition, the Audit Committee prepared the invitation to tender for the audits, as well as further audit services in the MLP Group as of the financial year 2021. Following intensive discussions, the Audit Committee submitted a proposal for appointment of the auditor at the 2020 Annual General Meeting. Both MLP SE and MLP Banking AG – as public interest entities of the MLP Group – carried out the selection procedure in accordance with Art. 16 (3) of Regulation (EU) No. 537/2014.

In the financial year 2020, the Personnel Committee comprised the following members: Dr Peter Lütke-Bornefeld, who is also Chairman of the Personnel Committee, Ms Tina Müller, Mr Matthias Lautenschläger and Mr Burkhard Schlingermann. The Personnel Committee held one regular meeting in the reporting period and focused in particular on checking the appropriateness of Executive Board compensation, as well as determining the bonus pool for the MLP Group.

As was the case in the financial year 2020, the members of the Nomination Committee are Dr Peter Lütke-Bornefeld, who is also Chairman of the Nomination Committee, as well as Ms Tina Müller, Dr Claus-Michael Dill and Mr Matthias Lautenschläger. The Nomination Committee did not hold any meetings in the financial year 2020, as no resolutions regarding reappointment of

members to the Supervisory Board were passed at the Annual General Meeting held on 25 May 2020.

Corporate governance

During the financial year the Supervisory Board also addressed the application of the corporate governance principles.

Last year, the Supervisory Board used its meetings on 12 August and 9 November for in-depth discussions on the requirements of the German Corporate Governance Code (GCGC) in the completely redrafted version from 16 December 2019.

The meeting held on 12 August 2020 focused on preliminary deliberations regarding the need for revision as a result of the amendments to the GCGC, as well as the amendments within the scope of the Executive Board pay system due to the Shareholders' Rights Directive II (ARUG II) and/or the GCGC. In the meeting held on 9 November 2020, further and more detailed discussions were then held on the new recommendations of the GCGC, as well as the Declaration of Compliance, which is to be redrafted. The Supervisory Board consulted with the Executive Board regarding the new requirements of the GCGC and the deviations that are to be disclosed as per the Declaration of Compliance pursuant to § 161 of the German Stock Corporation Act (AktG). The objective here was to determine which requirements the Executive Board and Supervisory Board have been satisfied or will be satisfied in future to secure compliance with the recommendations in the form presented in the Declaration of Compliance. Detailed discussions were also held on the new pay system for the Executive Board in this connection. In November, the Supervisory Board and Executive Board issued a Declaration of Compliance pursuant to § 161 of the German Stock Corporation Act (AktG) for the financial year and made it permanently available to the shareholders via its website.

The Supervisory Board also reviewed the efficiency of its own actions using an evaluation form that was made available to the members of the Supervisory Board in good time prior to the meeting. Moreover, the Supervisory Board reviewed procedures in the Supervisory Board, the information flow between the Committees and the Supervisory Board, and the timeliness and sufficient content of reporting by the Executive Board to the Supervisory Board. Measures aimed at increasing efficiency were discussed and established.

The Supervisory Board also regularly addresses potential conflicts of interest among the members of the Supervisory Board. To this end, the members of the Supervisory Board are surveyed at least once a year to determine whether any such conflicts existed or still exist. Based on our understanding, and in accordance with the legislator, a conflict of interest exists if there is reason to suspect that any member of the Supervisory Board is taking decisions that are not solely in the interests of the company, but also potentially seeking to pursue personal or third-party interests. Following the review by the Supervisory Board there were no conflicts of interest in this sense in the last financial year. A summary of further corporate governance aspects at MLP, including presentation of the Declaration of Compliance from 9 November 2020, can be

found in the declaration on governance issued by the Executive Board and Supervisory Board. All relevant information is also available on our homepage at www.mlp-se.com.

The members of the Supervisory Board independently participated in training measures to aid them in fulfilling their responsibilities – as required by the Corporate Governance Code. In this endeavour, they are adequately supported by the company. In addition, members of the Supervisory Board participated in a training event on 10 November 2020 in order to maintain the necessary professional expertise. Various topics were presented during this training, including new developments resulting from the risk-bearing capacity guideline of the German Federal Financial Supervisory Authority, the new electronic financial reporting format, as well as the Act to Strengthen Integrity in the Economy.

Audit of the annual financial statements and consolidated financial statements for 2020

The financial statements and the joint management report of MLP SE as of 31 December 2020 have been compiled by the Executive Board pursuant to the German Commercial Code (HGB). The consolidated financial statements and the joint management report as of 31 December 2020 have been compiled pursuant of § 315a of the German Commercial Code (HGB) in line with international financial reporting standards (IFRS) as applied in the EU. As of 31 December 2020, KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin audited the financial statements and the joint management report of MLP SE in accordance with the principles of commercial law, as well as the Group financial statements and the joint management report in accordance with the principles of IFRS, issuing an unqualified auditor's opinion in each case. The auditor performed the audit in compliance with the basic principles of sound auditing practices determined by the Institut der Wirtschaftsprüfer (German Institute of Auditors).

The financial statements, together with the joint management report, the auditor's reports and the Executive Board's proposal for use of the unappropriated profit were made available to all Supervisory Board members in good time. The Audit Committee of the Supervisory Board reviewed these documents in detail, reported to the Supervisory Board on its audit and explained its audit opinion. The auditor also reported on the key results of the audit and on the fact that there are no significant weaknesses in the internal monitoring system, the risk management system nor with regard to compliance. The Audit Committee also reviewed the risk management system, accounting processes and the effectiveness of the internal monitoring systems, risk management and auditing systems, as well as the relationship to the auditor, the proposals for selection of the auditor, the auditor's compensation, the audit assignment and monitoring of the auditor's independence, as well as the additional services performed by the auditor. The Supervisory Board also checked and discussed the documentation and reports in detail. Within this scope, the Supervisory Board also addressed the key audit matters described in the audit opinion, including the audit procedures undertaken by the auditor. In the presence of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, which reported on the key findings of its audit, the audit reports were reviewed in detail in the Supervisory Board meeting held on 18 March 2021; the

Supervisory Board discussed the annual financial statements as amended by the Executive Board together with the combined management report at its meeting on May 11, 2021, which was also attended by the auditor. The auditor reported on the scope, the key focuses, as well as the significant results of the audit, going into particular detail regarding the key audit matters and the audit procedures employed. With regard to the annual financial statements of MLP SE, these key audit matters encompassed "the recoverability of shares in affiliated companies" and with regard to the consolidated financial statements of MLP SE, they encompassed "the recoverability of investments and goodwill", as well as "the commission income from the brokering of old-age provision products". At this meeting, the Executive Board also explained the financial statements of MLP SE and of the MLP Group, the risk management system, the accounting processes and the effectiveness of the internal monitoring, risk management system, audit system and of compliance, as well as giving detailed reports on the scope, focuses and costs of the audit.

The Supervisory Board concurred with the outcome of the auditor's audit and, on the basis of the final outcome of the Audit Committee's audit and its own audit, found no grounds for raising an objection. Accordingly, at its meeting on 18 March 2021, the Supervisory Board approved the annual financial statements and the joint management report of MLP SE, as well as the consolidated financial statements and the joint management report in accordance with IFRS prepared by the Executive Board. At its meeting on May 11, 2021, the Supervisory Board then approved the annual financial statements as amended by the Executive Board together with the combined management report. The annual financial statements are therefore adopted. Alongside this, the Executive Board is also required to submit a report on a non-financial declaration or a non-financial Group declaration as per § 289b, § 315b of the German Commercial Code (HGB). The Supervisory Board reviewed the non-financial report – prepared by a meeting of the Audit Committee - and did not find any objections.

After performing its own reviews, the Supervisory Board agreed with the Executive Board's proposal to pay out a dividend of € 0.23 per share for the financial year 2020. Aspects such as the equity and liquidity situation, the current situation due to the corona pandemic, future regulatory requirements and the company's budget, as well as shareholders' interest in an appropriate dividend were included and weighed up against one another in its considerations.

The Supervisory Board would like to thank the Executive Board, the Management of the respective Group companies, as well as all employees and consultants of the MLP Group for their exemplary personal commitment and achievements in the financial year 2020.

Wiesloch, March/May 2021

The Supervisory Board

Dr Peter Lütke-Bornefeld

Chairman

Corporate Governance

In November 2020, the Executive and Supervisory Boards issued the above Declaration of Compliance pursuant to § 161 of the German Stock Corporation Act (“Aktiengesetz”) and made it permanently available to shareholders via the company’s website. You can also view the text of the Declaration of Compliance of November 8, 2020 at www.mjp-se.com.

Profit & loss account for 2020

All figures in €'000

	Notes	2020	2019
1. Revenue	[1]	5,359	5,341
2. Other operating income	[2]	3,686	4,216
3. Personnel expenses	[3]		
a) Salaries and wages		-4,185	-4,422
b) Social security contributions and expenses for old-age provisions and benefits of which for pensions € 2,018 thsd (previous year: € 2,448 thsd)		-2,110	-2,536
4. Amortisation of intangible assets and tangible fixed assets	[4]	-2,585	-2,513
5. Other operating expenses	[5]	-9,504	-9,036
Earnings before interest and taxes		-9,339	-8,951
6. Income from investments of which from affiliated companies: € 3,700 thsd		3,700	-
7. Income from profit and loss transfer agreements		52,902	32,260
8. Transfer of losses		-2,168	-
9. Other interest and similar income of which from affiliated companies: € 3 thsd (previous year: € 8 thsd)		56	246
10. Interest and similar expenses of which to affiliated companies: € 22 thsd (previous year: € 16 thsd)		-663	-672
11. Interest rate anomalies		-250	-123
Finance cost	[6]	53,578	31,711
12. Income tax expenses	[7]	-10,791	-2,155
13. Profit after tax		33,448	20,604
14. Other taxes		-108	-107
15. Net profit		33,340	20,497
16. Profit brought forward			
a) Unappropriated profit in the previous year		22,960	21,867
b) Dividend payout		-22,958	-21,867
17. Additions to other retained earnings		-*	-
18. Withdrawals from other retained earnings		-	2,463
19. Net accumulated profit	[18]	33,342*	22,960

*changed compared to the financial statements prepared on March 4, 2021, audited and issued with an unqualified audit opinion on March 8, 2021, and adopted on March 18, 2021. The change results from the fact that the transfer to other retained earnings in the amount of € 8,194 thsd and is to be submitted to the Annual General Meeting for disposition. Accordingly, the unappropriated profit increases from previously € 25,148 thsd and to € 33,342 thsd.

Balance sheet as of December 31, 2020

Assets

All figures in €'000

	Notes	2020	2019
A. FIXED ASSETS			
I. Tangible fixed assets	[8]		
1. Land, leasehold rights and buildings including buildings on third-party land		26,619	28,583
2. Other fixtures, fittings and office equipment		2,794	2,378
3. Payments on account and assets under construction		0	542
		29,413	31,503
II. Financial assets	[9]		
1. Shares in affiliated companies		232,319	232,319
2. Other loans		10,000	10,000
		242,319	242,319
		271,732	273,822
B. CURRENT ASSETS			
I. Receivables and other assets			
1. Receivables from affiliated companies	[10]	76,179	31,922
2. Other assets	[11]	3,687	1,766
		79,865	33,688
II. Cash on hand and on deposit with the Deutsche Bundesbank, bank deposits and cheques	[12]	64,141	94,374
		144,006	128,062
C. PREPAID EXPENSES		138	151
D. EXCESS OF PLAN ASSETS OVER PENSION LIABILITIES	[13]	-	198
		415,876	402,232

Liabilities and shareholders' equity

All figures in €'000

	Notes	2020	2019
A. Shareholders' equity			
I. Share capital	[14]		
Ordinary shares		109,335	109,335
II. Capital reserves	[16]	139,068	139,068
III. Retained earnings	[17]		
1. Statutory reserve		3,097	3,097
2. Other retained earnings		93,260*	93,260
		96,357*	96,357
IV. Net accumulated profit	[18]	33,342*	22,960
		378,102	367,721
B. PROVISIONS	[19]		
1. Provisions for pensions and similar obligations		14,399	13,083
2. Tax reserves		10,634	5,996
3. Other provisions		6,838	5,534
		31,871	24,613
C. LIABILITIES	[20]		
1. Trade accounts payable		1,060	1,011
2. Liabilities due to affiliated companies		2,171	2,052
3. Other liabilities of which € 1,695 thsd from taxes (previous year: € 5,970 thsd)		2,637	6,779
		5,867	9,842
D. PREPAID EXPENSES		37	57
		415,876	402,232

*changed compared to the financial statements prepared on March 4, 2021, audited and issued with an unqualified audit opinion on March 8, 2021, and adopted on March 18, 2021. The change results from the fact that the transfer to other retained earnings in the amount of € 8,194 thsd is to be submitted to the Annual General Meeting for disposition. Accordingly, the unappropriated profit increases from previously € 25,148 thsd to € 33,342 thsd.

Notes to the financial statements of 2020

General information

General information on the company

As the parent company of the MLP Group, MLP SE has its registered office at Alte Heerstraße 40, 69168 Wiesloch, Germany. It is entered in the Mannheim Commercial Register under the number HRB 728672. The purpose of the business is to manage a group of companies, which are active in the areas of development, administration, consulting and brokerage of services in the fields of banking and financial services of all kinds, insurance policies, capital and asset investments, real estate, private equity and other stakes in companies, as well as similar services of all kinds. The financial year is the calendar year.

Accounting policies, estimates and assumptions

In preparing the annual financial statements, partly requires to make estimates and assumptions which may affect the carrying amounts of the assets, liabilities and financial liabilities as of the balance sheet date as well as income and expenses for the year under review.

These financial statements have been prepared in accordance with § 242 et seq. and § 264 et seq. of the German Commercial Code (HGB), as well as the specific regulations of the German Stock Corporation Act that are also to be applied to companies with the legal structure of an SE. The company is a large stock corporation pursuant to § 267 (3) Sentence 2 of the German Commercial Code (HGB).

The financial statements have been prepared in accordance with the regulations of the German Commercial Code (HGB).

The accounting policies used in the financial statements as of December 31, 2020 remained unchanged from the previous year.

The balance sheet is prepared in accordance with the system of classification set forth in § 266 of the German Commercial Code (HGB).

The profit & loss account is prepared in accordance with the nature of expense method outlined under § 275 (2) of the German Commercial Code (HGB), supplemented by § 277 (3) of the German Commercial Code (HGB) for income and expenses resulting from profit and loss transfer agreements. For a clearer presentation of the results of operations, the income statement has been extended to include the subtotals of "Earnings before interest and taxes" and "Finance cost".

Pursuant to § 256a of the German Commercial Code (HGB), assets and liabilities held in foreign currency are converted at the average spot exchange rate on the balance sheet date.

There is a corporation and trade-tax affiliation in place between MLP SE (dominant enterprise) on the one side and MLP Banking AG, Wiesloch, FERI AG, Bad Homburg v. d. Höhe, DOMCURA AG, Kiel and nordias GmbH Versicherungsmakler, Kiel on the other. Tax expenses, insofar as they fall upon the consolidated tax group in the time period, are therefore only determined and disclosed at the level of the dominant enterprise. Taxes that fall in time periods prior to the existence of the consolidated tax group are disclosed at the level of the respective company. No tax allocations are made.

The values entered in the tables are generally given in thousands of euros (€'000). Any deviation from this style is noted directly in the relevant tables. Both single and cumulative figures are values with the smallest rounding difference. As a result, differences to reported total amounts may arise when adding up the individual values.

Disclosure of the accounting policies for individual balance sheet items

In preparing the financial statements, the following accounting policies were essentially applied:

Intangible assets and **fixed assets** are stated at historical cost less amortisation charges or at their lower fair value.

In addition to incidental acquisition costs, acquisition costs include the portion of sales tax incurred on acquisition costs invoiced but not eligible for input tax deduction.

In line with the anticipated or average useful lives, assets are written down on a straight-line basis in accordance with § 253 of the German Commercial Code (HGB).

Write-downs of additions to fixed assets are performed on a pro rata temporis basis.

Low-value assets up to an individual net value of € 250 are written down in full in the year of acquisition. Fixed assets with a value between € 250 and € 800 are written off to the full amount and recorded as a disposal in the year they were acquired. For reasons of simplification, the collective item method is also applied in the trade balance sheet for fixed assets acquired up until 2019 with an individual net value of between € 250 and € 1,000. The collective item is recorded at a flat rate of 20 % p. a. in the year of initial recognition, amortised over the four subsequent years and then ultimately recognised as a disposal following complete amortisation.

Advance payments for intangible assets and tangible fixed assets are recognised in the balance sheet at the level of the advance payments. The write-down of work in progress starts at the point of completion or when reaching ready-to-use state. Borrowing costs are not capitalised.

Shares in affiliated companies are valued at their cost of acquisition or, in the case of an anticipated permanent impairment, the lower fair value. Other loans are treated in accordance with the diluted lower value principle pursuant to § 253 (3) of the German Commercial Code (HGB).

Receivables and other assets are stated at face value or at the present value. Risk-carrying items are impaired where required.

The **cash on hand** and **bank deposits** are stated at face value.

Income and expenses paid or received prior to the closing date, but which are attributable to income and expenses for a specific period after that data are recorded under **accrued and deferred items**.

Pursuant to § 246 (2) Sentence 2 of the German Commercial Code (HGB), the **excess of plan assets over pension liabilities** results from the netting of pension obligations with assets that serve exclusively to fulfil pension obligations and that are exempt from attachment by all other creditors. Assets of this nature represent plan assets in the sense of § 246 (2) Sentence 2 of the German Commercial Code (HGB). The assets represent reinsurance receivables for pension obligations. Pursuant to § 253 (1) Sentence 4 of the German Commercial Code (HGB), plan assets are measured at fair value. The fair value of a reinsurance receivable is made up of the actuarial reserves of the insurance contract plus any surplus arising from premium refunds (so-called irrevocably allocated surplus-sharing). The income from the change in fund assets reported by the insurance company is recognised in the income statement. Premium payments for the reinsurance policy, as well as benefit payments from the reinsurance policy are treated as transactions with no effect on the operating result (asset swap).

Provisions for pensions and similar obligations pursuant to § 253 (1) Sentence 2 of the German Commercial Code (HGB) are calculated on the basis of the settlement value required using prudent business judgement. Utilising the option pursuant to § 67 (1) Sentence 1 of the Introductory Law to the German Commercial Code (EGHGB), the allocated value resulting from this change in provision accounting principles is distributed evenly over the maximum period of 15 years.

The necessary settlement value for pension obligations is calculated based on biometric probabilities (Heubeck 2018 G mortality charts). Anticipated future rises in pension payments are taken into account for the measurement of the provision. Due to the structure of the benefit obligations, pay rises have not been taken into account for the measurement. For former employees with vested pension rights or, upon commencement of pension payments, the present value of future pension benefits is applied. With active members of the pension scheme, the entry age normal method is used. This is a projected unit credit method. The going-concern value results from the difference between the present value of future pension benefits at the end of the financial year and the present value of the constant annual premiums for the respective pension recipients prior to termination of the employment relationship. Applying § 253 (2) Sentence 2 of the German Commercial Code (HGB), the average market interest rate over the last ten financial years (until 2015 seven financial years), as published by the German Bundesbank, for an assumed term remaining to maturity of 15 years is used as the assumed interest rate. Pursuant to § 253 (6) Sentence 2 of the German Commercial Code (HGB), the difference between the provision recognised in accordance with the average market interest rate over the last ten financial years and the provision recognised in accordance with the average market interest rate over the last seven financial years is subject to a distribution restriction. Profits may only be distributed if the freely available provisions remaining after the profit distribution plus any profit brought forward and less any loss brought forward at least equal the difference determined in the sense of § 253 (6) Sentence 1 of the German Commercial Code (HGB).

Reinsurance policies have been concluded to cover a portion of the defined benefit plans. These reinsurance policies represent plan assets in the sense of § 246 (2) Sentence 2 of the German Commercial Code (HGB) and are netted against the corresponding pension provisions. Insofar as the respective plan assets exceed the pension provision in question, the surplus of assets is disclosed under the balance sheet item "Excess of plan assets over pension liabilities". Expenses and income from the interest expenses/discounting of pension obligations to be disclosed in the finance cost and from the plan assets to be offset pursuant to § 246 (2) Sentence 2 of the German Commercial Code (HGB) are recorded in the income statement accordingly. Effects on income resulting from the change in the discount rate are recognised in the operating result.

Tax reserves and other provisions take into account all uncertain liabilities and impending losses from pending transactions. The provisions are carried at the amount that is deemed appropriate according to prudent business judgement. Other provisions with more than one year to maturity are discounted on the basis of their remaining term using the average market interest rate over the last seven financial years, as published by the German Bundesbank.

Deferred taxes are determined using the balance sheet liability method (temporary concept). This requires examination of the differences in book values between the commercial carrying amounts of assets, liabilities and accrued and deferred items and their tax carrying amounts to determine temporary and quasi-permanent differences.

The combined taxation rate of 29.42 % (previous year: 29.19 %) was applied for the measurement of deferred taxes. Deferred tax liabilities from the excess of plan assets over pension liabilities and from pension provisions are more than compensated by deferred tax assets on reinsured assets. Further deferred tax assets result from the different levels of amortisation of land, leasehold rights and buildings, as well as differences in the way provisions are measured. Exercising the option as provided by § 274 (1) Sentence 2 of the German Commercial Code (HGB), the surplus in deferred tax assets arising after netting is not recognised in the balance sheet.

Other **liabilities** are recognised at their settlement value.

Notes to the profit & loss account

[1] Revenue

Revenue was € 5,359 thsd in the financial year (previous year: € 5,341 thsd). It includes essentially rental income in connection with letting the administration building in Wiesloch to MLP Finanzberatung SE, Wiesloch, MLP Banking AG, Wiesloch, MLP Hyp GmbH, Wiesloch, and DI Deutschland.Immobillien AG, Hannover.

[2] Other operating income

All figures in €'000

	2020	2019
Incidental costs	2,730	2,656
Group allocations	606	756
Income from the reversal of provisions	85	39
Value added tax	-	519
Other	265	247
	3,686	4,216

Incidentals costs essentially comprise incidental cost in connection with letting the administration building in Wiesloch to subsidiaries. Group allocations comprise costs passed on to MLP Finanzberatung SE, Wiesloch and MLP Banking AG, Wiesloch.

The item "Other operating income" includes non-period income of € 227 thsd (previous year: € 700 thsd). These are mainly due to income from the reversal of provisions and VAT refunds for previous years.

[3] Personnel expenses

All figures in €'000

	2020	2019
Salaries and wages	4,185	4,422
Social security contributions	92	88
Expenses for old-age provision	2,018	2,448
	6,295	6,959

The item of Salaries and wages includes the fixed and variable portion of compensation for employees and members of the Board. Old-age provision expenses are mainly attributable to pension commitments. Please refer to Note 13 and 19 for further details.

Determined pursuant to § 267 (5) of the German Commercial Code (HGT), the average number of full-time employees for the financial year 2020 is six employees (previous year: 6 employees). One of these employees is an executive employee (previous year: 1).

[4] Depreciation/amortisation

All figures in €'000

	2020	2019
Tangible fixed assets	2,585	2,513

The development of fixed assets is disclosed in Note 8.

[5] Other operating expenses

All figures in €'000

	2020	2019
Consultancy	1,472	677
Group allocations	1,438	1,482
Administration operations	1,365	1,374
Maintenance	1,043	1,451
Third party services	802	753
Supervisory Board compensation	608	609
Insurance	557	545
Value added tax	371	-
Other personnel costs	332	416
Premiums and fees	295	329
IT operations	268	226
Expenses pursuant to § 67 (1) Sentence 1 of the German Commercial Code (HGB)	231	231
Audit costs	205	205
Representation and advertising	191	244
Entertainment expenses	132	260
Other	191	233
	9,504	9,036

Consulting expenses include general consulting costs and legal expenses. Group allocations comprise costs for services performed by MLP Finanzberatung SE, Wiesloch within the scope of outsourcing operating functions. The item "Administration operations" comprises expenses for operating the administration buildings, as well as telephone and office costs. External services essentially comprise costs for property surveillance.

The item "Other operating expenses" includes non-period expenses of € 59 thsd (previous year: € 25 thsd).

[6] Finance cost

The income from investments relates to dividend payments by MLP Finanzberatung SE.

As per the profit and loss transfer agreement concluded in 2011 between MLP SE and FERI AG, a profit of € 38,637 thsd (previous year: € 18,699 thsd) is to be transferred by FERI AG. Due to the control and profit transfer agreement in place between MLP SE on the one side and DOMCURA AG and nordias GmbH Versicherungsmakler on the other, a profit of € 8,197 thsd (previous year: € 8,665 thsd) is to be transferred and a loss of € -2,168 thsd (previous year: profit of € 1,144 thsd) is to be absorbed for the last financial year. As per the profit and loss transfer agreement in place between MLP SE and MLP Banking AG, a profit of € 6,068 thsd (previous year: € 3,752 thsd) is to be transferred by MLP Banking AG.

Other interest and similar income essentially concern interest income from tax refunds of € 49 thsd (previous year: € 237 thsd). The amounts included from affiliated companies essentially come from the return on clearing accounts.

In terms of interest and similar expenses, € 302 thsd (previous year: € 417 thsd) are attributable to costs in connection with interest on provisions. € 267 thsd thereof (previous year: € 384 thsd) are interest charges for pension obligation provisions. A further € 339 thsd are attributable to expenses in connection with tax liabilities (previous year: € 239 thsd). The interest rate anomalies contain the negative interest from money market transactions.

[7] Income tax expenses

Corporation tax expenses for the current financial year are € 5,391 thsd (previous year: € 2,136 thsd), while trade tax expenses are € 4,728 thsd (previous year: € 1,854 thsd). The item also includes tax expenses of € 672 thsd (previous year: tax revenue of € 1,834 thsd) which relates to previous years.

Notes to the balance sheet

[8] Intangible assets and fixed assets

Procurement and manufacturing costs

All figures in €'000

	Jan. 1, 2020	Additions	Disposals	Transfers	Dec. 31, 2020
Intangible assets					
Purchased concessions, industrial property rights and similar rights and assets, incl. licences on such rights and assets	27	-	-	-	27
	27	-	-	-	27
I. Tangible fixed assets					
1. Land, leasehold rights and buildings including buildings on third-party land	68,694	177	-	113	68,984
2. Other fixtures, fittings and office equipment	18,400	317	58	429	19,088
3. Payments on account and assets under construction	542	-	-	-542	-
	87,635	495	58	0	88,071
	87,663	495	58	0	88,098

Accumulated depreciation/amortisation

All figures in €'000

	Jan. 1, 2020	Additions	Disposals	Transfers	Write-ups	Dec. 31, 2020
I. Intangible assets						
Purchased concessions, industrial property rights and similar rights and assets, incl. licences on such rights and assets	27	-	-	-	-	27
	27	-	-	-	-	27
II. Fixed assets						
1. Land, leasehold rights and buildings including buildings on third-party land	40,110	2,254	-	-	-	68,984
2. Other fixtures, fittings and office equipment	16,021	331	58	-	-	19,088
3. Payments on account and assets under construction	-	-	-	-	-	-
	56,132	2,585	58	-	-	58,658
	56,159	2,585	58	-	-	58,685

Carrying amounts

All figures in €'000

	Dec. 31, 2020	Dec. 31, 2019
I. Intangible assets		
Purchased concessions, industrial property rights and similar rights and assets, incl. licences on such rights and assets	-	-
	-	-
II. Fixed assets		
1. Land, leasehold rights and buildings including buildings on third-party land	26,619	28,583
2. Other fixtures, fittings and office equipment	2,794	2,378
3. Payments on account and assets under construction	-	542
	29,413	31,503
	29,413	31,503

Assets are written down on a straight-line basis over the following time periods:

Useful life of fixed assets	2020	2019
Land, leasehold rights and buildings including buildings on third-party land		
Administration buildings	25-33 years	25-33 years
Land improvements	15-25 years	15-25 years
Other fixtures, fittings and office equipment		
Furniture and fittings	10-25 years	10-25 years
IT hardware, IT cabling	3-13 years	3-13 years
Office equipment, office machines	8, 10-13, 20 years	10-13 years
Cars	6 years	6 years

[9] Financial assets

Procurement and manufacturing costs

All figures in €'000

	Jan. 1, 2020	Additions	Disposals	Transfers	Dec. 31, 2020
III. Financial assets					
1. Shares in affiliated companies	233,302	-	-	-	233,302
2. Other loans	10,000	-	-	-	10,000
	243,302	-	-	-	243,302

Accumulated depreciation/amortisation

All figures in €'000

	Jan. 1, 2020	Additions	Disposals	Transfers	Write-ups	Dec. 31, 2020
III. Financial assets						
1. Shares in affiliated companies	984	-	-	-	-	984
2. Other loans	-	-	-	-	-	-
	984	-	-	-	-	984

Carrying amounts

All figures in €'000

	Dec. 31, 2020	Dec. 31, 2019
III. Financial assets		
1. Shares in affiliated companies	232,319	232,319
2. Other loans	10,000	10,000
	242,319	242,319

Please refer to Note 31 for details on shares in affiliated companies. Other loans refer to a promissory note bond.

[10] Receivables from affiliated companies

This item is largely made up of receivables from FERI AG, MLP Banking AG and DOMCURA AG in connection with the profit and loss transfer agreements in place between these companies and MLP SE. Further details can be found in Note 6.

[11] Other assets

Other assets essentially comprise VAT receivables of € 2,626 thsd (previous year: € 1,265 and income tax receivables/refund claims from advance tax payments for the current financial year and for years not yet assessed of € 1,030 thsd (previous year: € 476 thsd).

[12] Cash on hand and on deposit with the Deutsche Bundesbank, bank deposits and cheques

All figures in €'000

	Dec. 31, 2020	Dec. 31, 2019
Cash on hand, current account credit balance	14,141	39,374
Fixed-term deposits	50,000	55,000
	64,141	94,374

The current account credit balance and fixed-term deposits are held at domestic (German) credit institutions.

[13] Excess of plan assets over pension liabilities

The netting of pension provisions with pledged plan assets per eligible recipient led to an excess of plan assets over pension liabilities of € 0 thsd (previous year: € 198 thsd).

Notes on offsetting transactions pursuant to § 246 (2) Sentence 2 of the German Commercial Code (HGB):

All figures in €'000	Dec. 31, 2020	Dec. 31, 2019
Settlement amount of offset liabilities	14,476	13,214
Acquisition costs, historical costs of assets	13,375	13,204
Fair value of assets	13,375	13,204
Offset expenses	363	382
Offset income	458	410

The offset expenses contain expenses from the accrued interest on pension obligations. The offset income contains income from the change in plan assets of reinsurance policies. Please refer to Note 19 for further details on measurement parameters of the settlement amount of offset liabilities.

[14] Share capital

The share capital of MLP SE is made up of 109,334,686 (December 31, 2019: 109,334,686) no-par-value shares.

Authorised capital

A resolution passed by the Annual General Meeting on June 14, 2018 authorised the Executive Board, with the consent of the Supervisory Board, to increase the company's share capital by up to € 21,500,000 in exchange for cash or non-cash contributions on one or more occasions until June 13, 2023.

[15] Treasury stock

The Annual General Meeting on June 29, 2017 authorised the Executive Board to buy back own shares on one or more occasions with a pro rata amount of capital stock represented by such shares of up to € 10,933,468.00 until June 28, 2022. On September 24, 2019, the Executive Board at MLP SE approved a share buyback, which was carried out by MLP Finanzberatung SE. The shares were to be used for share-based payments under a participation programme.

[16] Capital reserves

Capital reserves are set up in compliance with § 272 (2) of the German Commercial Code (HGB) in consideration of § 150 of the German Stock Corporation Act (AktG), and remained unchanged at € 139,068,483.70 as of December 31, 2020.

[17] Retained earnings

Other retained earnings

Other retained earnings have changed as follows:

All figures in €'000

	2020	2019
As of January 1	93,260	95,723
Transfer from net profit	-*	-
Withdrawal for dividend payout	-	-2,463
As of December 31	93,260	93,260

*changed compared to the financial statements prepared on March 4, 2021, audited and issued with an unqualified audit opinion on March 8, 2021, and adopted on March 18, 2021. The change results from the fact that the transfer to other retained earnings in the amount of € 8,194 thsd is to be submitted to the Annual General Meeting for disposition. Accordingly, the unappropriated profit increases from previously € 25,148 thsd to € 33,342 thsd. The disclosures in the management report have been adjusted accordingly.

[18] Unappropriated profit

Unappropriated profit displayed the following development:

All figures in €'000

	2020	2019
Unappropriated profit as of January 1	22,960	21,867
Dividend payout	-22,958	-21,867
Transfer to retained earnings	-*	-
Withdrawal from retained earnings	-	2,463
Net profit	33,340	20,497
Unappropriated profit as of December 31	33,342	22,960

*changed compared to the financial statements prepared on March 4, 2021, audited and issued with an unqualified audit opinion on March 8, 2021, and adopted on March 18, 2021. The change results from the fact that the transfer to other retained earnings in the amount of € 8,194 thsd is to be submitted to the Annual General Meeting for disposition. Accordingly, the unappropriated profit increases from previously € 25,148 thsd to € 33,342 thsd. The disclosures in the management report have been adjusted accordingly.

Profit distribution restriction as per § 268 (8) of the German Commercial Code (HGB)

The acquisition costs of the offset assets in the sense of § 246 (2) Sentence 2 of the German Commercial Code (HGB) correspond to the fair value. The assets represent pledged reinsurance policies. Internally generated intangible assets and deferred tax assets are not capitalised, so there are no potential profits restricted for distribution.

Profit distribution restriction as per § 253 (6) Sentence 2 of the German Commercial Code (HGB)

Retained earnings of € 3,340 thsd (previous year: € 3,357 thsd) are excluded from distribution pursuant to § 253 (6) of the German Commercial Code (HGB).

[19] Provisions

The provisions for pensions and similar obligations are € 14,399 thsd (previous year: € 13,083 thsd). The measurement of pension provisions was based on the following parameters:

	Dec. 31, 2020	Dec. 31, 2019
Assumed interest rate (average over the last 10 years)	2.31%	2.71%
Assumed interest rate (average over the last 7 years)	1.61%	1.97%
Anticipated rises in pension	1.70 % or 2.50%	1.70 % or 2.50%

Subject to the structure of the benefit obligations, the anticipated rises in pensions were derived from the development of the consumer price index and the collective bargaining agreements in the private insurance sector.

The difference between the provision recognised in accordance with the average market interest rate over the last ten financial years and the provision recognised in accordance with the average market interest rate over the last seven financial years is € 3,340 thsd (previous year: € 3,357 thsd).

Existing plan assets in the form of reinsurance policies are offset against the affected pension obligations pursuant to § 246 (2) Sentence 2 of the German Commercial Code (HGB).

As of December 31, 2020, pension provisions not recognised as a liability due to exercising the option pursuant to § 67 (1) Sentence 1 of the Introductory Law to the German Commercial Code (EGHGB) amount to € 924 thsd (previous year: € 1,155 thsd).

In the last financial year, the company recognised tax provisions totalling € 10,634 thsd (previous year: € 5,996 thsd), of which € 5,635 thsd (previous year: € 2,880 thsd) is attributable to corporation tax and € 4,999 thsd (previous year: € 3,116 thsd) to trade tax.

Other provisions essentially comprise provisions concerning human resources of € 4,754 thsd (previous year: € 4,267 thsd), amongst other things for variable compensation, redundancy payments and holiday entitlements, as well as provisions for tax liabilities of € 1,475 thsd (previous year: € 733 thsd), as well as provisions for outstanding invoices of € 169 thsd (previous year: € 94 thsd).

[20] Liabilities

Composition of liabilities as of December 31, 2020

All figures in €'000

Liability type	Total amount	With a remaining term of...			Of which collateralised liabilities	Type of collateral
		up to 1 year	1 to 5 years	more than 5 years		
Trade accounts payable	1,060	1,060	-	-	-	-
Liabilities due to affiliated companies	2,171	2,171	-	-	-	-
Other liabilities	2,637	2,623	13	-	-	-
	5,867	5,854	13	-	-	-

Composition of liabilities as of December 31, 2019

All figures in €'000

Liability type	Total amount	With a remaining term of...			Of which collateralised liabilities	Type of collateral
		up to 1 year	1 to 5 years	more than 5 years		
Trade accounts payable	1,011	1,011	-	-	-	-
Liabilities due to affiliated companies	2,052	2,052	-	-	-	-
Other liabilities	6,779	6,744	35	-	-	-
	9,842	9,807	35	-	-	-

Customary retentions of title are in place for trade accounts payable. Receivables from and liabilities due to affiliated companies are summed for each company and stated in a single figure as receivables or liabilities.

The item "Other liabilities" essentially comprises VAT liabilities and liabilities from bonus payments for members of the Executive Board.

Miscellaneous information

[21] Corporate agreements

On April 19, 2011 a profit/loss transfer agreement in line with § 291 of the German Stock Corporation Act (AktG) was concluded between MLP AG (now MLP SE) and FERI AG. The consent of the Annual General Meetings of MLP SE and FERI AG was granted on June 10, 2011 and on June 8, 2011 respectively. The entry in the commercial register responsible for FERI AG took place on July 18, 2011.

On April 16, 2012 a control agreement in line with § 291 of the German Stock Corporation Act (AktG) was concluded between MLP AG (now MLP SE) and FERI AG. The consent of the Annual General Meetings of MLP SE and FERI AG was granted on June 26, 2012 and on May 16, 2012 respectively. The entry in the commercial register responsible for FERI AG took place on July 30, 2012.

On April 11, 2016 a control and profit/loss transfer agreement in line with § 291 of the German Stock Corporation Act (AktG) was concluded between MLP AG (now MLP SE) and Schwarzer Familienholding GmbH. The consent of the Annual General Meeting of MLP SE and the shareholders' meeting of Schwarzer Familienholding GmbH was granted on June 16, 2016 and on April 29, 2016 respectively. The entry in the commercial register responsible for Schwarzer Familienholding GmbH was made on July 15, 2016. As a result of the merger of Schwarzer Familienholding GmbH with MLP SE in the financial year 2017, DOMCURAAG and nordias GmbH Versicherungsmakler now operate in place of Schwarzer Familienholding GmbH.

On April 9, 2018 a profit/loss transfer agreement in line with § 291 of the German Stock Corporation Act (AktG) was concluded between MLP SE and MLP Finanzberatung SE. The consent of the Annual General Meetings of MLP SE and MLP Finanzberatung SE was granted on June 14, 2018 and on April 20, 2018 respectively. The entry in the commercial register responsible for MLP Finanzberatung SE took place on July 4, 2018.

On April 30, 2020 and in accordance with § 291 of the German Stock Corporation Act (AktG) a profit and loss transfer agreement was concluded between MLP SE and MLP Finanzdienstleistungen AG. It amends the profit and loss transfer agreement of April 18, 2007. The consent of the Annual General Meetings of MLP SE and MLP Banking AG was granted on June 17, 2020 and on June 25, 2020 respectively. The entry in the commercial register relevant for MLP Banking AG took place on October 20, 2020.

[22] Outsourcing of operational functions

Due to cost considerations, MLP SE outsourced certain operational functions to MLP Finanzberatung SE and MLP Banking AG. This outsourcing affects services in the fields of risk management, IT, controlling, financial accounting, accounting, legal affairs, taxes, human

resources, purchasing and building administration. The other risks that can occur when employing a workforce, such as human error or personnel bottlenecks, are taken into account.

[23] Off-balance-sheet transactions

Off-balance-sheet transactions

MLP SE has signed operating lease agreements for the maintenance of their buildings and vehicles. The term of these lease agreements ranges from one to four years. The following obligations result from these agreements:

All figures in €'000

	Dec. 31, 2020			
	Up to 1	1 – 5 years	>5 years	Total
Maintenance contracts	1,898	1,089	-	2,987
Vehicle leasing	63	113	-	176
	1,961	1,202	-	3,163

	Dec. 31, 2019			
	Up to 1	1 – 5 years	>5 years	Total
Maintenance contracts	2,767	2,007	18	4,792
Vehicle leasing	66	75	-	141
	2,833	2,082	18	4,933

Other financial liabilities not recognised in the balance sheet

Other financial commitments were as follows:

All figures in €'000

	Dec. 31, 2020			
	Up to 1	1 – 5 years	>5 years	Total
Purchase commitment	1,276	-	-	1,276
Other rents	58	25	-	83
	1,334	25	-	1,359

	Dec. 31, 2019			
	Up to 1 year	1 – 5 years	>5 years	Total
Purchase commitment	661	-	-	661
Other rents	13	-	-	13
	674	-	-	674

[24] Executive Bodies of MLP SE

Executive Board	Mandates in other statutory Supervisory Boards of companies based in Germany	Memberships in comparable domestic and foreign control bodies of commercial enterprises
<p><u>Dr. Uwe Schroeder-Wildberg, Heidelberg</u> Chairman Responsible for Strategy, Private Clients as well as Corporate and Institutional Clients, Digitalisation, Marketing, Communication, Investor Relations & Sustainability</p>	<ul style="list-style-type: none"> • FERI AG, Bad Homburg v.d.H. (Chairman) 	<p>-</p>
<p><u>Reinhard Loose, Berlin</u> Responsible for Compliance, Controlling, Internal Audit, IT, Human Resources, Accounting, Legal, Risk Management</p>	<ul style="list-style-type: none"> • DOMCURA AG, Kiel • DI Deutschland.Immobilien AG, Hannover 	<p>-</p>
<p><u>Manfred Bauer, Leimen</u> Responsible for Product Purchasing and Product Management, Services</p>	<ul style="list-style-type: none"> • DOMCURA AG, Kiel (Chairman) • DI Deutschland.Immobilien AG, Hannover (Chairman) 	<ul style="list-style-type: none"> • MLP Hyp GmbH, Wiesloch (Supervisory Board)

Supervisory Board	Mandates in other statutory Supervisory Boards of companies based in Germany	Memberships in comparable domestic and foreign control bodies of commercial enterprises
<p><u>Dr. Peter Lütke-Bornefeld, Everswinkel</u> Chairman Formerly Chairman of the Executive Board of General Reinsurance AG Cologne</p>	<ul style="list-style-type: none"> • VHV Vereinigte Hannoversche Versicherung a.G., Hannover (Chairman) • VHV Holding AG, Hannover (Chairman) • VHV Allgemeine Versicherung AG, Hannover • Hannoversche Direktversicherung AG, Hannover (until June 30, 2020) • MLP Banking AG, Wiesloch (Chairman) • MLP Finanzberatung SE, Wiesloch (Chairman) 	<p style="text-align: center;">-</p>
<p><u>Dr. Claus-Michael Dill, Murnau</u> Vice Chairman Formerly Chairman of the Executive Board AXA Konzern AG, Cologne</p>	<ul style="list-style-type: none"> • HUK-COBURG Holding AG, Coburg • HUK-COBURG Haftpflicht-Unterstützungs-Kasse kraftfahrender Beamter Deutschlands a.G., Coburg • HUK-COBURG-Allgemeine Versicherung AG, Coburg • HUK-COBURG Lebensversicherung AG, Coburg • HUK-COBURG Krankenversicherung AG, Coburg 	<ul style="list-style-type: none"> • CONVEX Group Ltd., Hamilton, Bermuda (Independent Non-Executive Director) • CONVEX Re Ltd., Hamilton, Bermuda (Independent Non-Executive Director) • CONVEX Insurance UK Ltd, London, UK (Independent Non-Executive Director)
<p><u>Tina Müller,</u> Chief Executive Officer (CEO) at Douglas GmbH, Düsseldorf</p>	<p style="text-align: center;">-</p>	<p style="text-align: center;">-</p>
<p><u>Matthias Lautenschläger, Heidelberg</u> Managing Partner at USC Heidelberg Spielbetrieb GmbH, Heidelberg Managing Partner at LEC Capital GmbH, Heidelberg</p>	<ul style="list-style-type: none"> • wob AG, Viernheim 	<p style="text-align: center;">-</p>

Supervisory Board	Mandates in other statutory Supervisory Boards of companies based in Germany	Memberships in comparable domestic and foreign control bodies of commercial enterprises
<p><u>Burkhard Schlingermann, Düsseldorf</u> <u>Employees' representative (until December 31, 2020)</u> MLP employee Finanzberatung SE, Wiesloch Works council member at MLP SE and MLP Finanzberatung SE, Wiesloch</p>	<ul style="list-style-type: none"> • MLP Finanzberatung SE, Wiesloch (employees' representative, Vice Chairman) (until December 31, 2020) 	-
<p><u>Monika Stumpf, Schriesheim</u> <u>Employees' representative (since January 1, 2021)</u> employee at MLP Finanzberatung SE, Wiesloch Deputy chairman of the works council member at MLP SE and MLP Finanzberatung SE, Wiesloch</p>	<ul style="list-style-type: none"> • MLP Finanzberatung SE, Wiesloch (employees' representative) (since January 1, 2021) 	-
<p><u>Alexander Beer, Karlsruhe</u> <u>Employees' representative</u> Employee of MLP Banking AG, Wiesloch</p>	-	-

[25] Emoluments paid to members of the Supervisory Board and Executive Board

For the detailed structure of the pay system and the compensation of the Executive Board and Supervisory Board, please refer to the compensation report. The compensation report is part of the joint management report.

As of 31 December 2020, members of the Executive Bodies had current account credit lines and surety loans totalling € 582 thsd (previous year: € 572 thsd). Surety loans are charged an interest rate of 1.0% (previous year: 1.0%) and the current account debits 6.25% to 8.50% (previous year: 6.25% to 8.50%).

Executive Board

The total compensation for members of the Executive Board was € 3,510 thsd (previous year: € 3,298 thsd). In the financial year, expenses of € 300 thsd (previous year: € 300 thsd) were accrued for occupational pension provision.

In the financial year no members retired from the Executive Board. As of December 31, pension provisions of € 13,877 thsd (previous year: € 12,876 thsd) are in place for former members of the Executive Board as well as an excess of plan assets over pension liabilities of € 0 thsd (previous year: € 198 thsd). The provision for former members of the Executive Board, which is not yet recognised due to exercising the option pursuant to Article 67 (1) Sentence 1 of the Introductory Law to the German Commercial Code (EGHGB), is € 831 thsd (previous year: € 1,038 thsd).

Supervisory Board

The members of the Supervisory Board received non-performance-related compensation of € 500 thsd for their activities in 2020 (previous year: € 500 thsd). In addition, € 15 thsd (previous year: € 17 thsd) was paid as compensation for expenses and training measures.

[26] Guarantees and other commitments

Within the scope of § 2a of the German Banking Act (KWG) in conjunction with Art. 7 of the Capital Requirements Regulation (CRR), MLP SE has issued a binding letter of comfort to MLP Banking AG, to the effect that it will promptly provide MLP Banking AG with equity within the scope of Art. 25 et seq. of the Capital Requirements Regulation (CRR) up to the level required for MLP Banking AG at an individual institute level. Based on the current capital adequacy and the current risk situation at MLP Banking AG, MLP does not expect this financial guarantee to be exercised.

MLP SE has submitted a declaration of indemnification in accordance with § 5 (10) of the statute of the depositor's guarantee fund of the Association of German Banks e.V. (BdB) for MLP Banking AG. MLP SE does not currently anticipate any utilisation.

MLP SE is not liable in any situation other than those outlined above.

[27] Shareholders on the balance sheet date

All figures in €'000

	Ordinary shares		Percentage of share capital	
	2020	2019	2020	2019
	Number of shares	Number of shares	%	%
Members of the Supervisory Board	209,441	209,441	0.19	0.19
Executive Board	2,417,575	106,754	2.21	0.10
Other shareholders	106,707,670	109,018,491	97.60	99.71
Total	109,334,686	109,334,686	100.00	100.00

[28] Auditor's fees

Expenses for fees in connection with the services of companies commissioned to perform the annual audit can be found in the corresponding disclosures in the notes to the consolidated financial statements of MLP SE.

[29] Declaration of compliance with the German Corporate Governance Code

The Executive Board and Supervisory Board have issued a Declaration of Compliance with the German Corporate Governance Code pursuant to § 161 of the German Stock Corporation Act (AktG) and made it permanently available to shareholders on its website at www.mlp-se.com.

[30] Disclosures pursuant to § 33 (1), § 34 of the German Securities Trading Act (WpHG)

The following disclosures contain the notifications pursuant to § 33 (1) and § 34 of the German Securities Trading Act (WpHG) from both the current year and the previous year. Older notifications can be found in financial statements of previous years.

Hanse Merkur Krankenversicherung AG auf Gegenseitigkeit, Hamburg, Germany informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on April 29, 2019 and amounted to 5.10 % on that day.

Helaba Invest Kapitalanlagegesellschaft, Frankfurt am Main, Germany, informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on April 29, 2019 and amounted to 5.10 % on that day.

Internationale Kapitalanlagegesellschaft mbH, Düsseldorf, Germany, informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany fell below the threshold of 3 % on July 1, 2019 and amounted to 0 % on that day.

Universal-Investment-Gesellschaft mit beschränkter Haftung, Frankfurt am Main, Germany, informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on July 1, 2019 and amounted to 9.19 % on that day.

HDI Haftpflichtverband der Deutschen Industrie WaG, Hannover, Germany, informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of voting rights in MLP SE, Wiesloch, Germany fell below the threshold of 5 % on February 12, 2020 and amounted to 4.98 % on that day.

Barmenia Versicherungen a.G., Wuppertal, Germany informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on September 2, 2019 and amounted to 7.77 % on that day.

Barmenia Versicherungen a.G., Wuppertal, Germany informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on March 25, 2020 and amounted to 8.50 % on that day.

SDK Schutzgemeinschaft der Kapitalanleger e.V., Munich, Germany informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on May 17, 2019 and amounted to 5.12 % on that day.

SDK Schutzgemeinschaft der Kapitalanleger e.V., Munich, Germany informed us in line with § 33 (1) of the German Securities Trading Act (WpHG) that its share of the voting rights in MLP SE, Wiesloch, Germany exceeded the threshold of 5 % on June 17, 2020 and amounted to 6.05 % on that day.

[31] Investments in affiliated companies

The company's shareholdings are as follows as of December 31, 2020:

Direct holdings

Name, registered office	Carrying amount Jan. 1, 2020	Carrying amount Dec. 31, 2020	Share	Shareholders' equity as of Dec. 31, 2020	Net profit/loss 2020
	€'000	€'000	%	€'000	€'000
MLP Finanzberatung SE, Wiesloch	88,778	88,778	100.0	39,658	126
MLP Banking AG, Wiesloch ¹	20,359	20,359	100.0	108,998	6,068
MLP Assekuranzmakler Holding GmbH, Wiesloch (formerly: MLP Consult GmbH, Wiesloch) ²	2,350	2,350	100.0	2,291	-9
FERI AG, Bad Homburg ¹	118,082	118,082	100.0	19,862	38,605
DOMCURAAG, Kiel ¹	2,750	2,750	100.0	2,380	8,197
nordias GmbH Versicherungsmakler, Kiel ¹	0	0	100.0	435	-2,168
	232,319	232,319			

Indirect holdings

Name	Registered office	Share	Shareholder s' equity as of Dec. 31, 2020	Net profit/loss 2020
		%	€'000	€'000
MLPdialog GmbH (Wholly-owned subsidiary of MLP Finanzberatung SE)	Wiesloch	100.00	1,262	1,234
ZSH GmbH Finanzdienstleistungen ¹ (Wholly-owned subsidiary of MLP Finanzberatung SE)	Heidelberg	100.00	1,190	1,480
MLP Hyp GmbH (49.8 % stake held by MLP Finanzberatung SE)	Wiesloch	49.80	8,363	5,363
Uniw under GmbH ² (39.73 % stake held by MLP Finanzberatung SE)	Dresden	39.73	993	228
FERI Trust GmbH ¹ (Wholly-owned subsidiary of FERI AG)	Bad Homburg v. d. H.	100.00	13,886	28,701
FERI Trust (Luxembourg) S.A. (Wholly-owned subsidiary of FERI AG)	Luxembourg	100.00	29,508	14,734
FPE Private Equity Beteiligungs-Treuhand GmbH ² (Wholly-owned subsidiary of FERI Trust GmbH)	Munich	100.00	256	105

FPE Private Equity Koordinations GmbH ² (Wholly-owned subsidiary of FERI Trust GmbH)	Munich	100.00	69	44
FPE Direct Coordination GmbH ² (Wholly-owned subsidiary of FERI Trust GmbH)	Munich	100.00	46	38
FERI Private Equity GmbH & Co. KG ² (Wholly-owned subsidiary of FERI Trust GmbH)	Munich	100.00	11	-1
FERI Private Equity Nr. 2 GmbH & Co. KG ² (Wholly-owned subsidiary of FERI Trust GmbH)	Munich	100.00	2	0
FERI (Switzerland) AG ^{2) 3)} (Wholly-owned subsidiary of FERI AG)	Zurich	100.00	1,308	245
AIF Komplementär GmbH ² (25 % stake held by FERI AG)	Munich	25.00	51	13
AIF Register-Treuhand GmbH ²⁾ (Wholly-owned subsidiary of FERI AG)	Bad Homburg v. d. H.	100.00	5	-8
NORDVERS GmbH ¹ (Wholly-owned subsidiary of DOMCURAAG)	Kiel	100.00	26	-202
DIEASS GmbH ¹ (Wholly-owned subsidiary of DOMCURAAG)	Kiel	100.00	26	-14
innoAssekuranz GmbH, Kiel ¹⁾ (Wholly-owned subsidiary of DOMCURAAG)	Kiel	100.00	259	-266
DIFAResearch GmbH ² (49 % stake held by MLP Finanzberatung SE)	Berlin	49.00	1,019	-206
DI Deutschland.ImmobiliengAG (75.1 % subsidiary of MLP Finanzberatung SE)	Hannover	75.10	954	444
Vertrieb Deutschland.ImmobiliengGmbH (Wholly-owned subsidiary of DI Deutschland.ImmobiliengAG)	Hannover	100.00	1,155	754
Web Deutschland.ImmobiliengGmbH (Wholly-owned subsidiary of DI Deutschland.ImmobiliengAG)	Hannover	100.00	340	252
IT Deutschland.ImmobiliengGmbH (Wholly-owned subsidiary of DI Deutschland.ImmobiliengAG)	Hannover	100.00	24	49
Projekte Deutschland.ImmobiliengGmbH (Wholly-owned subsidiary of DI Deutschland.ImmobiliengAG)	Hannover	100.00	229	698
Pflegeprojekt Haus Netzschkau GmbH (Wholly-owned subsidiary of Projekte Deutschland.ImmobiliengGmbH)	Hannover	100.00	-31	-16
Projekte Deutschland.ImmobiliengBad Münden GmbH (Wholly-owned subsidiary of Projekte Deutschland.ImmobiliengGmbH)	Hannover	100.00	-139	-40
Pflegeprojekt Rosenberg UG (94 % subsidiary of Projekte Deutschland.ImmobiliengGmbH)	Minden	94.00	388	34
Sechste Projekte Deutschland.ImmobiliengGmbH (Wholly-owned subsidiary of Projekte Deutschland.ImmobiliengGmbH)	Hannover	100.00	-2	-15
Projekte Deutschland.ImmobiliengGöppingen GmbH (formerly: 31. Projekte Deutschland.ImmobiliengGmbH) (Wholly-owned subsidiary of Projekte Deutschland.ImmobiliengGmbH)	Hannover	100.00	-910	-897
32. Projekte Deutschland.ImmobiliengGmbH (Wholly-owned subsidiary of Projekte Deutschland.ImmobiliengGmbH)	Hannover	100.00	0	-11

33. Projekte Deutschland.Immobilien GmbH (80 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	80.00	-178	-34
Projekte Deutschland.Immobilien Magdeburg GmbH (formerly: 40. Projekte Deutschland.Immobilien UG) (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	11	-12
41. Projekte Deutschland.Immobilien GmbH (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	26	2
53. Projekte Deutschland.Immobilien GmbH (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	20	-2
54. Projekte Deutschland.Immobilien GmbH (80 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	80.00	-18	-34
Projekte Deutschland.Immobilien Stetten GmbH (formerly: 60. Projekte Deutschland.Immobilien GmbH) (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	-12	-20
Projekte Deutschland.Immobilien Moosthenning GmbH (formerly: 61. Projekte Deutschland.Immobilien GmbH) (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	11	-11
62. Projekte Deutschland.Immobilien GmbH (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	20	-2
Projekte Deutschland.Immobilien Kißlegg GmbH (formerly: 63. Projekte Deutschland.Immobilien GmbH) (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	11	-11
Projekte Deutschland.Immobilien Balingen GmbH & Co. KG (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	-49	-27
Projekte Deutschland.Immobilien Waldmössingen GmbH & Co. KG (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	-1,309	-1,279
Zehnte Projekte 2 Deutschland.Immobilien GmbH (75 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	75.00	6	-5
Projekte 2 Deutschland.Immobilien Lauben GmbH (75 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	75.00	5	-6
Projekte 2 Deutschland.Immobilien GmbH (50 % stake held by DI Deutschland.Immobilien AG)	Hannover	50.00	285	-5
WiD Wohnungen in Deutschland GmbH & Co. KG (50 % stake held by Projekte Deutschland.Immobilien GmbH)	Mainz	50.00	2	72
Projekt Deutschland.Immobilien Tengen GmbH (50 % stake held by DI Deutschland.Immobilien AG)	Saarbrücken	50.00	-267	-68
Convivo Wohnparks Deutschland.Immobilien Wittmund GmbH & Co. KG (50 % stake held by DI Deutschland.Immobilien AG)	Hannover	50.00	-3,870	-3,141
Projekte Deutschland.Immobilien Bad Goegging GmbH (50 % stake held by DI Deutschland.Immobilien AG)	Neustadt an der Donau	50.00	9	-3

30. Projekte Deutschland.Immobilien GmbH (50 % stake held by DI Deutschland.Immobilien AG)	Hannover	50.00	-112	-21
Achte Projekte 2 Deutschland.Immobilien GmbH (100 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	50.00	162	-20
Neunte Projekte 2 Deutschland.Immobilien GmbH (100 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	50.00	6	-4
Zw ölfte Projekte 2 Deutschland.Immobilien GmbH (100 % subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	50.00	16	-4
Care Beteiligungs GmbH (50 % stake held by Projekte 2 Deutschland.Immobilien GmbH)	Gießen	25.00	56	11
Seniorenresidenz Dr. Unruh Str. Wismar Immobilien GmbH & Co.KG (41 % stake held by Projekte 2 Deutschland.Immobilien GmbH)	Gießen	20.50	-2,911	-2,777
Seniorenresidenz Velten GmbH & Co. KG (41 % stake held by Projekte 2 Deutschland.Immobilien GmbH)	Gießen	20.50	-2,602	-327
Convivo Wohnparks Deutschland Immobilien GmbH (50 % stake held by DI Deutschland.Immobilien AG)	Hannover	50.00	15	0
WD Wohnungsverwaltung Deutschland GmbH (Wholly-owned subsidiary of DI Deutschland.Immobilien AG)	Hannover	100.00	-112	-54
20. Projekte Deutschland.Immobilien GmbH (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	10	-2
21. Projekte Deutschland.Immobilien GmbH (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	10	-2
22. Projekte Deutschland.Immobilien GmbH (Wholly-owned subsidiary of Projekte Deutschland.Immobilien GmbH)	Hannover	100.00	10	-2
Grundstücksgesellschaft Berlin Methfesselsstraße 29/31 GmbH & Co KG ⁴ (50 % stake held by DI Deutschland.Immobilien AG)	Berlin	50.00	-	-

¹) A profit and loss transfer agreement is in place. Disclosure of net profit prior to profit transfer.

²) Shareholders' equity and net profit from the 2019 annual financial statements.

³) Currency conversion rates as of the balance sheet date: € 1 = CHF 1.08443.

⁴) Acquired in 2020; no data available.

As of December 31, 2020, neither MLP SE nor the companies shown here possessed any other holdings requiring disclosure under the provisions of § 285 No. 11 of the German Commercial Code (HGB). The voting right granted under § 286 (3) Sentence 1 No. 1 of the German Commercial Code (HGB) was exercised.

[32] Proposal for the appropriation of MLP SE's unappropriated profit

Pursuant to § 170 (2) of the German Stock Corporation Act (AktG), the Executive Board proposes that the unappropriated profit of € 33,341,642.06 thsd disclosed in the annual financial statements for the year ending December 31, 2020 be used as follows:

	Dec. 31, 2020	Dec. 31, 2019
	€	€
Distribution to the shareholders	25,146,977.78	22,960,284.06
Transfer to retained earnings	8,194,000.00	-
Profit brought forward	664,28	-
Unappropriated profit	33,341,642.06	22,960,284.06

[33] Events subsequent to the reporting date

On 8 February 2021, MLP Assekuranzmakler Holding GmbH (formerly: MLP Consult GmbH) signed the acquisition agreement for 100% of the shares in RVM Versicherungsmakler GmbH & Co. KG, including its key subsidiaries ("RVM"). With effect from 12 February 2021, MLP Finanzberatung SE granted MLP Assekuranzmakler Holding GmbH a loan in the mid-double-digit million range in order to complete this acquisition. MLP Finanzberatung SE will use external financing to cover around half of the loan amount granted.

With its well-established business model, the industrial insurance broker RVM has a strong focus on small and medium-sized enterprises and supports more than 2,500 companies in this segment. The acquisition constitutes the essential basis for developing the commercial and industrial insurance market segment. The objective with the acquisition of RVM is to lay the foundations for the systematic expansion of the new industrial insurance broker segment. The acquisition is scheduled to be completed in the second quarter of 2021 with economic effect from 1 January 2021, subject to approval from the competition authorities.

The total purchase price that MLP is to pay to the two shareholders is in the mid-double-digit million range. This includes a mechanism via which a portion of the purchase price is linked to the quality of business development displayed up to the end of 2022. MLP will finance around half of the purchase price from cash funds.

There were no appreciable events after the balance sheet date affecting the net assets, financial position and results of operations of the MLP SE.

Wiesloch, May 4, 2021

MLP SE

Executive Board

Dr. Uwe Schroeder-Wildberg

Manfred Bauer

Reinhard Loose

Independent Auditor's report

To MLP SE, Wiesloch

Report on the audit of the annual financial statements and of the joint management report

Opinions

We have audited the financial statements of MLP SE, Wiesloch, comprising the balance sheet as of December 31, 2020 and the income statement for the financial year from January 1 to December 31, 2020, as well as the notes, including the presentation of the accounting policies. In addition, we have audited the joint management report of MLP SE and of the Group for the financial year from January 1 to December 31, 2020. In accordance with the German legal requirements we have not audited the content of the components of the joint management report referred to in the appendix to the audit opinion.

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying financial statements comply in all material respects with the German commercial law regulations that apply to stock corporations, and in compliance with the German accounting policies, give a true and fair view of the assets and financial position of the company as of December 31, 2020, and of its financial performance for the financial year from January 1, to December 31, 2020, and
- the accompanying joint management report as a whole provides an appropriate view of the company's position. In all material respects, this joint management report is consistent with the financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. Our opinion on the joint management report does not cover the content of the components of the joint management report referred to in the appendix to the audit opinion.

Pursuant to Section 322 (3) Sentence 1 of the German Commercial Code (HGB), we declare that our audit has not led to any reservations relating to the legal compliance of the financial statements and of the joint management report.

Basis for the Opinions

We conducted our audit of the financial statements and of the joint management report in accordance with Section 317 of the German Commercial Code (HGB) and the EU Audit Regulation (No. 537/2014; referred to subsequently as "EU Audit Regulation") and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer, IDW). Our responsibilities under those requirements and principles are further described in the "Auditor's responsibilities for the audit of the financial statements and of the

joint management report" section of our auditor's report. We are independent of the company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Article 10 (2) point (f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Article 5 (1) of the EU Audit Regulation. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the financial statements and on the joint management report.

Key audit matters in the audit of the financial statements

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year from January 1 to December 31, 2020. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters.

Impairment of shares in affiliated companies

With regard to the accounting policies applied, we make reference to the disclosures in the notes in the section entitled "Disclosure of accounting policies for individual balance sheet items", as well as to the disclosures with regard to shareholdings made in section 31 "Investments in affiliated companies".

FINANCIAL STATEMENT RISK

As of December 31, 2020, the financial statements of MLP SE recognise shares in affiliated companies of € 232.3 million under financial investments.

The shares in affiliated companies are recognised in the balance sheet at their acquisition costs or, if ongoing impairment is anticipated, at the lower fair value pursuant to § 253 (3) Sentence 5 of the German Commercial Code (HGB). The company uses the gross rental method to determine the fair value. Shares in affiliated companies are to be tested for impairment annually and whenever there is an indication for impairment.

Calculation of the fair value in line with the gross rental method is complex and heavily dependent on both estimates and assessments of the legal representatives with regard to the assumptions made. There are significant margins of discretion when estimating future cash flows and long-term income growth rates, as well as when determining the capitalisation interest rate used for discounting. The company did not record any significant impairment losses on shares in affiliated companies in the financial year 2020.

There is a risk for the financial statements that the margin of discretion may not be exercised appropriately within the scope of applying the gross rental method and that the shares in affiliated companies may therefore be disclosed at a value that is too high.

OUR AUDIT APPROACH

Based on our risk assessment, as well as assessment of the risks of errors, we founded our audit opinion on both control-based audit procedures and statement-based audit procedures. For this reason our audit procedures as regards impairment testing of shares in affiliated companies included:

On the basis of the corporate planning approved by the Supervisory Board, also incorporating market data and publicly available information, we are convinced of the appropriateness of the forecast cash inflows used when calculating the value of the shares in affiliated companies, based on the expectations regarding the future development of revenue from the business activities of affiliated companies.

In order to assess the reasonableness of the assumptions used for preparing the corporate planning we have gained the required understanding of the planning procedure in discussions, amongst others, with legal representatives, from the divisions and the controlling department, and we have discussed the anticipated cash flows and expected long-term growth rates with those responsible for the planning. In addition to this, we acknowledged the appropriateness of the valuation model together with our valuation experts and, using the calculation of dedicated scenarios based on the generally-accepted capitalised earnings method of MLP SE, assessed the appropriateness of the planning assumptions. We obtained assurance of the forecasting quality of the planning undertaken by the company by comparing planning figures from previous financial years with the results actually recorded and analysing any deviations detected.

Working together with our valuation experts we also compared the assumptions and parameters - such as and in particular the risk-free interest rate, the market risk premium and the beta factor - underlying the capitalisation interest rate with our own assumptions and publicly available data.

OUR OBSERVATIONS

The procedure underlying the impairment test of shares in affiliated companies is appropriate and in line with the valuation principles under German commercial law. The underlying discretionary decisions with regard to assumptions made when measuring the value of the shares in affiliated companies were exercised appropriately.

Other information

The legal representatives or the Supervisory Board are responsible for the other information. The other information comprises the unaudited components of the joint management report referred to in the appendix to the audit opinion.

The other information also comprises the remaining parts of the annual report.

The other information does not comprise the consolidated financial statements, the audited disclosures in the joint management report and our accompanying audit opinion

Our opinions on the financial statements and on the joint management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the consolidated financial statements, with the audited joint management report disclosures or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.

Should we conclude on the basis of the work we have conducted that there is a material misstatement of this other information, we are obliged to report on this fact. We have nothing to report in this connection.

Responsibilities of the legal representatives and of the Supervisory Board for the financial statements and the joint management report

The legal representatives are responsible for the preparation of the financial statements that comply, in all material respects, with the German commercial law regulations that apply to stock corporations, and, in compliance with the German accounting policies, give a true and fair view of the assets and financial position of the company. In addition, the legal representatives are responsible for such internal controls as they have determined necessary in accordance with German accounting policies to enable the preparation of financial statements that are free from material misstatements, whether intentional or unintentional.

In preparing the financial statements, the legal representatives are responsible for assessing the company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition to this, they are responsible for securing the company's ability to continue as a going concern on the basis of the accounting policy, unless there are actual or legal circumstances for not doing so.

Furthermore, the legal representatives are responsible for the preparation of the joint management report that, as a whole, provides an appropriate view of the company's position and is, in all material respects, consistent with the financial statements, complies with German legal requirements, and appropriately presents the opportunities and risks of future development. In addition, the legal representatives are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a joint management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the joint management report.

The Supervisory Board is responsible for overseeing the company's financial reporting process for the preparation of the financial statements and of the joint management report.

Auditor's responsibilities for the audit of the consolidated financial statements and of the joint management report

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, whether due to fraud or error, and whether the joint management report as a whole provides an appropriate view of the Group's position and, in all material respects, is consistent with the financial statements and the knowledge obtained in the audit, whether it complies

with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the financial statements and on the joint management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Section 317 of the German Commercial Code (HGB) and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and this joint management report.

We exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- identify and assess the risks of material misstatement of the financial statements and of the joint management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit of the financial statements and of arrangements and measures (systems) relevant to the audit of the joint management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems of the company.
- evaluate the appropriateness of accounting policies used by the legal representatives and the reasonableness of estimates made by the legal representatives and related disclosures.
- conclude on the appropriateness of the legal representatives' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements and in the joint management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to be able to continue as a going concern.
- evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements present the underlying transactions and events in a manner that the financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the company in compliance with the German accounting policies.
- evaluate the consistency of the joint management report with the financial statements, its conformity with law, and the view of the company's position it provides.
- perform audit procedures on the prospective information presented by the legal representatives in the joint management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the legal representatives as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the

assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance, inter alia regarding the planned scope and timing of the audit and significant audit findings, including any deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current reporting period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Report on assurance in accordance with Section 317 (3b) of the German Commercial Code (HGB) on the electronic reproduction of the annual financial statements and the joint management report prepared for publication purposes

We have performed assurance work in accordance with Section 317 (3b) of the German Commercial Code (HGB) to obtain reasonable assurance about whether the reproduction of the annual financial statements and the joint management report (hereafter the "ESEF documents") contained in the file that can be downloaded by the issuer from the electronic client portal with access protection, "MLP_SE_2020.xhtml" (SHA256-hash value: fb09d126fd7ae2136ffb76850b568a446543d7f9384e83be81e030c9d9a9ab79) and prepared for publication proposes complies in all material respects with the requirements of Section 328 (1) of the German Commercial Code (HGB) for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance only extends to the conversion of the information contained in the annual financial statements and the joint management report into the ESEF format and therefore relates neither to the information contained in this reproduction nor any other information contained in the above-mentioned electronic file.

In our opinion, the reproduction of the annual financial statements and the joint management report contained in the above-mentioned electronic file and prepared for publication purposes complies in all material respects with the requirements of Section 328 (1) of the German Commercial Code (HGB) for the electronic reporting format. We do not express any opinion on the information contained in this reproduction nor on any other information contained in the above-mentioned file beyond this reasonable assurance opinion and our audit opinion on the accompanying annual financial statements and the accompanying joint management report for the financial year from January 1, 2020 to December 31, 2020 contained in the "report on the audit of the annual financial statements and the joint management report" above.

We conducted our assurance work on the reproduction of the annual financial statements and the joint management report contained in the above-mentioned electronic file in accordance with Section 317

(3b) of the German Commercial Code (HGB) and the Exposure Draft of the IDW Assurance Standard: Assurance in accordance with Section § 317 (3b) of the German Commercial Code (HGB) on the electronic reproduction of financial statements and management reports prepared for publication purposes (IDW AsS 410). Accordingly, our responsibilities are further described below. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1).

The Company's Management is responsible for the preparation of the ESEF documents including the electronic reproduction of the annual financial statements and the joint management report in accordance with Section 328 (1) Sentence 4 No. 1 of the German Commercial Code (HGB).

In addition, the Company's Management is responsible for the internal controls they consider necessary to enable the preparation of ESEF documents that are free from material – intentional or unintentional – non-compliance with the requirements of Section 328 (1) of the German Commercial Code (HGB) for the electronic reporting format.

The Company's Management is also responsible for the submission of the ESEF documents together with the auditor's report and the attached audited annual financial statements and audited joint management report as well as other documents to be published to the operator of the German Federal Gazette (Bundesanzeiger).

The Supervisory Board is responsible for overseeing the preparation of the ESEF documents as part of the financial reporting process.

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material – intentional or unintentional – non-compliance with the requirements of Section 328 (1) of the German Commercial Code (HGB). We exercise professional judgement and maintain professional scepticism throughout the assurance work. We also:

- identify and assess the risks of material – intentional or unintentional – non-compliance with the requirements of Section 328 (1) of the German Commercial Code (HGB), design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- obtain an understanding of internal control relevant to the assurance of the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.
- evaluate the technical validity of the ESEF documents, i.e. whether the electronic file containing the ESEF documents meets the requirements of Commission Delegated Regulation (EU) 2019/815 in the version applicable as at the balance sheet date on the technical specification for this electronic file.
- evaluate whether the ESEF documents enable a XHTML reproduction with content equivalent to the audited annual financial statements and to the audited management report.

Further information pursuant to Article 10 of the EU Audit Regulation

We were elected as auditor by the annual general meeting on June 25, 2020. We were engaged by the Chairman of the Supervisory Board on June 25, 2020. We have been the auditor of MLP SE without interruption since the financial year 2011.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the audit committee pursuant to Article 11 of the EU Audit Regulation (long-form audit report).

We performed the following services in addition to the audit of the annual and consolidated financial statements, as well as audit of the joint management report for the audited company or the companies controlled by this:

- Audit pursuant to the General Terms of Business of Deutsche Bundesbank in conjunction with the use of loan receivables to collateralise central bank lending (credit submission process) at MLP Banking AG,
- Assuring the quality of the disclosure report as per Section 26a (1) Sentence 1 of the German Banking Act (KWG) drafted by MLP Banking AG.
- Support provided for implementing the Covid-19-related changes to the FINREP taxonomy of MLP Banking AG.
- Audit of FERI Trust GmbH in accordance with Section 89 (1) of the German Securities Trading Act (WpHG).
- Agreed investigation activities for the final purchase price calculation in connection with the acquisition of the 75.1 % stake in DI Deutschland. Immobilien AG by MLP Finanzberatung SE.
- Audit of Achte Projekte 2 Deutschland. Immobilien GmbH in accordance with Section 16 of the German Ordinance on Estate Agents and Property Developers (MaBV) in connection with Section 34c (1) of the German Industrial Code (GewO) for the financial years 2018 and 2019.
- Audit of Convivo Wohnparks Deutschland. Immobilien Wittmund GmbH & Co. KG in accordance with Section 34c (1) of the German Industrial Code (GewO) for the financial year 2019.

Note on the supplementary audit

We issue this opinion on the amended annual financial statements and the amended combined management report based on our audit, which we completed in accordance with professional standards on March 8, 2021, and our supplementary audit, which we completed on May 10, 2021, and which related to the amendments to the balance sheet, the income statement, the notes to the financial statements and the combined management report. Reference is made to the presentation of the changes by the legal representatives in the amended notes, section "Notes to the balance sheet

German public auditor responsible for the engagement

The German public auditor responsible for the engagement is Jens Hahn.

Frankfurt am Main, May 10, 2021

KPMG AG
Wirtschaftsprüfungsgesellschaft

Kügler
Auditor

Hahn
Auditor

Appendix to the audit opinion: Unaudited components of the joint management report

We did not audit the content of the following components of the joint management report:

- the Declaration of Corporate Governance, provided in the section "Corporate Governance Report – Declaration of Corporate Governance (Section 289f of the German Commercial Code (HGB))" in the joint management report
- the separately drafted non-financial report which will in all likelihood not be available to us until after the date of this audit opinion as well as the report on compensation transparency, which is referred to in the joint management report, and
- the unaudited and non-management report disclosures listed below. Disclosures that are not normally part of the management report in the combined management report are disclosures that are neither required as per Sections 289, 289a, Sections 289b to 289f of the German Commercial Code (HGB).
 - P. 3: The MLP Group – The partner for all financial matters
 - P. 3: The MLP Group (MLP) is the partner for all financial matters.
 - P. 3: Five brands, each of which enjoys a leading position in their respective markets, offer a broad range of services:
 - P. 4: For the implementation we examine the offers of all relevant product providers in the market.
 - P. 5: These concepts clearly set us apart from the majority of players in the market, who either only offer their own products or a very limited selection of third party products.
 - P. 113 to P. 116: Report on compensation transparency – Appendix to the management report

Responsibility statement

"To the best of our knowledge and in accordance with the applicable reporting principles, the annual financial statements give a true and fair view of the net assets, financial position and results of operations of the company, and the joint management report gives a fair view of the performance of the business including business results and the overall position of the company, together with a description of the principal opportunities and risks associated with the expected development of the company."

Amendment to the annual financial statements

The amendment to the annual financial statements relates to the transfer to other revenue reserves in the amount of € 8,194 thsd, which is to be submitted to the Annual General Meeting for disposition. Compared with the financial statements prepared on March 4, 2021, the other revenue reserves are therefore reduced by € 8,194 thsd and the unappropriated profit increases accordingly from € 25,148 thsd previously to € 33,342 thsd.

Wiesloch, May 4, 2021

Dr. Uwe Schroeder-Wildberg

Manfred Bauer

Reinhard Loose

Financial calendar 2021

FEBRUARY

25 February 2021

Publication of results for the financial year 2020

Annual Press and Analyst Conference

MARCH

25 March 2021

Publication of the Annual Report for the financial year 2020

MAY

12 May 2021

Publication of the results for the first quarter 2021

JUNE

24 June 2021

Annual General Meeting (AGM) of MLP SE

AUGUST

12 August 2021

Publication of the results for the first half-year and the second quarter 2021

NOVEMBER

11 November 2021

Publication of the results for the first nine months and the third quarter 2021

More Information at www.mlp-se.com, Investors, Financial calendar

IMPRINT

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