



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

MLP SE

Wiesloch

ISIN DE0006569908

We hereby invite the shareholders of our Company to the

Annual General Meeting

on Thursday June 27, 2024, at 10:00 am (CEST) with the following proviso:

Based on a decision taken by the Executive Board under § 19 (7) of MLP SE's articles of association and with the consent of the Supervisory Board, the Annual General Meeting will be held as a

Virtual Annual General Meeting

pursuant to § 118a of the German Stock Corporation Act (**AktG**)*. The event will be conducted via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> following the prescribed procedure, with no shareholders or their proxies being physically present (with the exception of the company-appointed proxy). Insofar as the conditions described in the section entitled "Participation in the Annual General Meeting" under "Prerequisites for participation in the Annual General Meeting and exercising voting rights" have been met, shareholders may follow the entire Annual General Meeting live as a video and audio broadcast via the password-protected shareholder portal on the website at

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

and exercise their voting right either via the electronic absentee voting system or by granting powers of attorney (proxy voting). Shareholders and their proxies can also give speeches and ask questions by means of video communication. Shareholders or their proxies connected electronically to the Annual General Meeting can submit an objection to a resolution of the Annual General Meeting by way of electronic communication.

* The provisions applicable for stock corporations that are based in Germany (AG), in particular the German Commercial Code (HGB) and the German Stock Corporation Act, are applied to MLP SE on the basis of the relevant provisions of the Regulation (EC) No. 2157/2001 of the EU Council dated October 8, 2001 regarding the European Company Statute (SE) (**SE Regulation**), unless more specific provisions of the SE Regulation provide otherwise.

Further details on this can be found at the end of this invitation under "Prerequisites for attending the Annual General Meeting and for exercising voting rights" and under "Motions, election nominations and requests for information by shareholders".

The venue for the Annual General Meeting is the Company's registered office at Alte Heerstraße 40, 69168 Wiesloch, Germany. **The shareholders and their authorised representatives (with the exception of the company-appointed proxy) have no right and no possibility to be present at the venue of the Annual General Meeting.**

Agenda

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

Pursuant to §§ 176 (1) sentence 1, 175 (2) of the German Stock Corporation Act (AktG), the Executive Board provides the following submissions and the explanatory notes of the Executive Board in connection with the disclosures in accordance with §§ 289a (1), 315a (1) of the German Commercial Code (**HGB**) to the Annual General Meeting:

- the approved annual financial statements of MLP SE as of December 31, 2023,
- the approved consolidated financial statements as of December 31, 2023,
- the joint management report for MLP SE and the Group as of December 31, 2023,
- the report by the Supervisory Board and
- the proposal by the Executive Board on the appropriation of net profit.

From the time of calling the Annual General Meeting as well as during the Annual General Meeting these documents can be viewed on the company website at

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

On March 20, 2024, the Supervisory Board approved the financial statements prepared by the Executive Board in accordance with § 172 sentence 1 of the German Stock Corporation Act (AktG). The annual financial statements are therefore adopted. The Supervisory Board also approved the consolidated financial statements. Adoption of the financial statements or approval of the consolidated financial statements by the Annual General Meeting pursuant to § 173 of the German Stock Corporation Act (AktG) is therefore not required. The remaining documents cited above are also only to be made available to the Annual

General Meeting without requiring a resolution apart from the resolution for the appropriation of net profit.

2. Resolution concerning the use of unappropriated profit as of December 31, 2023

The Executive Board and Supervisory Board propose the following distribution of the unappropriated profit of €45,114,976.29:

A dividend payment of €0.30 per ordinary share on 109,297,624 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€	32,789,287.20
Allocation to Retained earnings:	€	12,300,000.00
Profit brought forward:	€	25,689.09
Unappropriated profit:	€	45,114,976.29

This proposed appropriation of earnings is based on the assumption of share capital eligible for dividend on the day of the Annual General Meeting in the amount of €109,297,624.00, split into 109,297,624 ordinary shares. Should the actual number of dividend-bearing shares – and thereby the total dividend – change up to the time of passing the resolution on the use of unappropriated profit, the Executive Board and Supervisory Board will submit a correspondingly revised resolution proposal on the appropriation of profits, which still provides for a dividend payout of €0.30 per dividend-bearing ordinary share. The amendment is performed as follows: Insofar as the number of dividend-bearing shares - and thereby also the total dividend - is reduced, the profit brought forward will increase accordingly. Insofar as the number of dividend-bearing shares - and thereby also the total dividend - is increased, the profit brought forward will reduce accordingly.

The dividends are to be paid out on July 2, 2024.

3. Resolution on the discharge of the Executive Board of MLP SE for the financial year 2023

The Supervisory Board and Executive Board propose that the acting members of the Executive Board at MLP SE in the financial year 2023 be discharged for this time period.

4. Resolution on the discharge of the Supervisory Board of MLP SE for the financial year 2023

The Executive Board and Supervisory Board propose that the acting members of the Supervisory Board at MLP SE in the financial year 2023 be discharged for this time period.

5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2024, as well as the auditor of the sustainability report for the financial year 2024

Pursuant to § 318 (1) sentence 1 of the German Commercial Code (HGB), as well as § 119 (1) no. 4 of the German Stock Corporation Act (AktG), the Regular Annual General Meeting must appoint the auditor for the financial statements and the consolidated financial statements for the current financial year.

The EU **CSRD** Directive (Corporate Sustainability Reporting Directive - EU 2022/2464) also came into force on January 5, 2023. Among other things, the CSRD states that companies such as MLP SE must draft a so-called sustainability report, which must then also be subject to an external audit. The member states must transpose the CSRD into respective national legislation by July 6, 2024. At the time of convening the 2024 Regular Annual General Meeting of MLP SE, the legislative procedure with regard to the CSRD Implementation Act has not yet been completed. As such, it cannot be ruled out that an external audit may already be required with regard to the sustainability report for the financial year 2024. Set against this background, the 2024 Annual General Meeting is also intended to appoint an auditor to audit the sustainability report.

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

1. The appointment of BDO AG, Wirtschaftsprüfungsgesellschaft, Hamburg, Germany, as auditor and Group auditor for the financial year 2024.
2. With effect from the entry into force of the CSRD Implementation Act, BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg is appointed as the auditor of the sustainability report for the financial year 2024. However, this resolution will only be implemented if the CSRD Implementation Act stipulates that a sustainability report which is to be drafted for the financial year 2024 also needs to be audited by an external auditor appointed by the Annual General Meeting.

In its recommendation with regard to the aforementioned resolution proposals, the Risk and Audit Committee stated in subitems 1 and 2 that its recommendation was free from undue influence by third parties and that it was not subject to any stipulation of the type stated in Art. 16 (6) of the regulation (EU) No. 537/2014 (EU Audit Regulation), which would have restricted its choice to specific auditors.

6. Resolution on the compensation report

Pursuant to § 162 (1) of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board at a listed company must produce a clear and comprehensible annual report on the compensation paid to and owed to every individual current or former member of the Executive Board and the Supervisory Board of the company and other companies in the same Group in the last financial year (§ 290 of the German Commercial Code (HGB)), and then present it to the Annual General Meeting for approval pursuant to § 120a (4) of the German Stock Corporation Act (AktG).

Pursuant to § 162 (3) sentence 1 of the German Stock Corporation Act (AktG), the compensation report must be audited by the statutory auditor.

The compensation report for the financial year 2023 is presented below in the appendix and is also available on the internet at www.mlp-agm.com.

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

The compensation report drafted by the Executive Board and Supervisory Board for the financial year 2023 is approved.

7. Resolution on approval of a control and profit transfer agreement with FERI AG

MLP SE concluded a control and profit transfer agreement with FERI AG (referred to as **FERI AG** in the following) on April 30, 2024. The control and profit and loss transfer agreement only comes into effect following approval of the Annual General Meetings of MLP SE and of FERI AG and its entry into the Commercial Register of FERI AG.

The Executive Board and Supervisory Board propose the following resolution:

The control and profit transfer agreement between MLP SE and FERI AG from April 30, 2024 is approved.

The control and profit transfer agreement (referred to as **Agreement** in the following) has the following key content:

- FERI AG subordinates the management of its company to MLP SE. MLP SE is therefore authorised to issue instructions to the Executive Board of FERI AG with regard to the management of its business. These can be issued generally or for a specific case and must be submitted in writing. Any instructions issued verbally must be immediately confirmed in writing. Notwithstanding the right to issue directives and instructions, the management and representation of FERI AG remain incumbent on the Executive Board at FERI AG. The right to issue directives and instructions does not apply to the maintenance, amendment or termination of the Agreement. Additionally, it is regulated for prudential supervision reasons that MLP SE will not issue any instructions whose execution would result in FERI AG or its Executive Bodies violating the obligations imposed on them by the German Securities Institutions Act (WpIG) or Regulation (EU) 2019/2033 of the European Parliament

and of the Council of November 27, 2019 on the prudential requirements for investment firms and amending Regulations (EU) 1093/2010, (EU) 575/2013, (EU) 600/2014 and (EU) 806/2014 in their respective current versions.

- In compliance with § 301 of the German Stock Corporation Act (AktG) in its currently valid version, FERI AG undertakes to transfer its entire profit to MLP SE throughout the term of the Agreement. Subject to formation or reversal of provisions and/or special items as described below, the net profit that would have been recorded without the profit transfer is to be transferred, reduced by any loss carryforward from the previous year and by the amount to be allocated to the statutory reserve.
- FERI AG can reverse other retained earnings formed during the term of this Agreement and use these to compensate for a net loss for the period or to transfer as profit. However, the reversal of other retained earnings for the purpose of profit transfer is subject to the condition that FERI AG has access to adequate funds of its own. Any transfer of funds from the reversal of other retained earnings pursuant to § 273 (3) of the German Commercial Code (HGB) and capital reserves pursuant to § 272 (2) of the German Commercial Code (HGB) that were formed prior to this Agreement coming into effect is ruled out.
- The profit transfer obligation applies for the first time to the entire profit of the financial year in which this Agreement becomes effective. The claim arises on the respective cut-off date of the annual financial statements of FERI AG and is payable on the day of adoption of the financial statements. From the due date onwards, interest is to be charged on this amount at a rate of 0.5% above the respective year's base rate pursuant to § 247 of the German Civil Code (BGB).
- Pursuant to § 302 (1) of the German Stock Corporation Act (AktG) in its currently valid version, MLP SE is obliged to compensate any annual deficit otherwise recorded by FERI AG throughout the term of the Agreement, to the extent that such losses are not compensated by withdrawing funds from other retained earnings, that were accrued during the term of this Agreement. The provisions of the other paragraphs of § 302 of the German Stock Corporation Act (AktG) are also applied to the right to compensation in their valid versions.

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

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

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

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

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

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

The first application of this obligation to assume losses applies to the entire financial year of FERI AG in which this Agreement becomes effective. With regard to the due date and interest due on the loss compensation claim, the information on profit transfer provided above applies accordingly.

- In order to be valid, the Agreement requires the approval of both the MLP SE Annual General Meeting and the FERI AG Annual General Meeting. Furthermore, the Agreement only comes into force upon entry in the commercial register at the local court where FERI AG has its registered office.
- The Agreement is fixed and remains valid for a period of five full calendar years, calculated from the start of the financial year at FERI AG for which the stipulated profit transfer obligation or assumption of losses first applies. If the end of the five calendar years falls on a date within the current financial year at FERI AG, the Agreement shall be terminated at the earliest at the end of this financial year.
- The Agreement shall be extended by one year at a time if it has not been terminated by either party no later than six months prior to its expiry (notice period). In this respect, a termination shall only be possible with effect from the start of the subsequent financial year of FERI AG. The observance of this notice period depends on the time of receipt of the termination notice by the other respective party.
- The right to terminate the Agreement for an important reason without observing a notice period remains unaffected by this. MLP SE is, in particular, authorised to terminate the Agreement for an important reason, if it no longer holds the majority of the voting rights based on its shares in FERI AG.
- The Agreement contains a standard severability clause for the eventuality that individual provisions of the Agreement become ineffective/infeasible or that the Agreement contains a loophole.

MLP SE was the sole shareholder in FERI AG at the time when the control and profit agreement was concluded and remains the sole shareholder at the time of the Annual General Meeting. As such, no compensation payments in the sense of Art. 9 (1) lit. c (ii) of the SE Regulation or § 304 of the German Stock Corporation Act (AktG) are to be made by MLP SE for minority shareholders, nor is any severance payment to be granted in the sense of Art. 9 (1) lit. c (ii) of the SE Regulation or § 305 of the German Stock Corporation Act (AktG). In view of the fact that MLP SE is the sole shareholder in FERI AG, an audit of the Agreement by an agreement auditor is superfluous.

From the time of calling the Annual General Meeting as well as during the Annual General Meeting the following documents can be viewed on the company website at

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

- The control and profit transfer agreement between MLP SE and FERI AG from April 30, 2024.
- The joint report of the Executive Board at MLP SE and the Executive Board at FERI AG, prepared pursuant to Art. 9 (1) lit. c (ii) of the SE Regulation and § 293a of the German Stock Corporation Act (AktG).
- The financial statements and the consolidated financial statements, as well as the joint management report for MLP SE and the MLP Group for the financial years 2021, 2022 and 2023.
- The financial statements and the management reports of FERI AG and/or FERI Trust GmbH for the financial years 2021, 2022 and 2023.

8. Resolution on an amendment to § 17 (2) Sentence 3 of the company's articles of association (record date)

The legislation on financing investments to safeguard the future (Financing for the Future Act - ZuFinG) came into force on December 15, 2023. In Article 13 of this legislation, § 123 (4) sentence 2 of the German Stock Corporation Act (AktG) was also revised and aligned with Commission Implementing Regulation (EU) 2018/1212 from September 3, 2018 that specifies minimum requirements for implementation of the provisions of Directive 2007/36/EC of the European Parliament and Council with regard to identification of shareholders, transmission of information and making it easier to exercise shareholders' rights. Accordingly, for bearer shares in listed companies proof of shareholdings pursuant to § 67c (3) of the German Stock Corporation Act (AktG) must now refer to the close of business on the 22nd day before the Annual General Meeting instead of the previous ruling of the start of the 21st day. The wording of the German Stock Corporation Act regarding the record date has also been incorporated into the articles of association of MLP SE. As such, the wording will also need to be amended. According to the legislative rationale, this does not result in any substantive change compared to the previous legal situation, according to which the evidence had to

refer to the beginning, specifically 0:00 (CEST), of the 21st day before the Annual General Meeting.

The Executive Board and Supervisory Board therefore propose the following:

§ 17 (2) sentence 3 of the company's articles of association is worded as follows:

"The proof of share ownership must be prepared in text form and in either German or English. It must refer to the close of business on the twenty-second day before the Annual General Meeting and must be received by the Company at the appropriate address provided in the invitation no later than six days prior to the Annual General Meeting."

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

Participation in the Annual General Meeting

Only those shareholders who have registered in due time prior to the Annual General Meeting in accordance with § 17 of MLP SE's articles of association and provided proof of their entitlement are entitled to participate in the Annual General Meeting and exercise their voting right (whereby based on the current ruling such participation and voting may only take place via the proxy appointed by the company on behalf of the shareholders); proof in writing (§ 126b of the German Civil Code (**BGB**)) drawn up in accordance with § 67c (3) of the German Stock Corporation Act (AktG) is sufficient. The proof must be prepared in German or English.

§ 123 (4) sentence 2 of the German Stock Corporation Act (AktG) is authoritative in terms of stating the reference time for providing the requisite proof. This has been amended by the legislation on financing investments to safeguard the future (Financing for the Future Act – ZuFinG) in such a way that the proof of shareholding must refer to the close of business of the 22nd day before the Annual General Meeting, i.e. 24:00 (CEST) on June 5, 2024.

According to the legislative reasoning regarding the Financing for the Future Act (ZuFinG), the new wording of the law does not imply any substantive change compared to the previous legal situation, where the proof had to refer to the start, i.e. 0:00 (CEST), of the 21st day before the Annual General Meeting, i.e., June 6, 2024. The Company's articles of association currently still reflect the previous legal situation. As such, the Company will also have to accept proof that refers to the start, i.e. 0:00 (CEST), of June 6, 2024.

The registration and proof of entitlement must be submitted to the company in writing (§ 126b of the German Civil Code (BGB)) in German or English at the following address by no later than the end of June 20, 2024, i.e. 24:00 (CEST).

MLP SE
c/o Computershare Operations Center
80249 München
Germany

Significance of the record date

A person is deemed to be a shareholder in relations with the company for the purpose of attending the Annual General Meeting and exercising voting rights only if proof of their shareholding, as described above (see the "Participation at the Annual General Meeting" section above), has been furnished. The right to participate and the scope of the voting rights are measured exclusively based on the shares held as of the record date. The record date does not involve any lock-up period for the shares. Even in the event of sale of some or all of the shares after the record date, only the shares held by the shareholder as of the record date are authoritative for participation and the scope of voting rights. As such, the sale of shares after the record date has no effect on the right to participate nor on the scope of voting rights. The same applies to purchases and additional purchases of shares after the record date.

Specifics of the Virtual Annual General Meeting

Based on a decision taken by the Executive Board, with the consent of the Supervisory Board, pursuant to § 19 (7) of the articles of association of MLP SE, the Annual General Meeting on June 27, 2024 is to be held as a Virtual Annual General Meeting in line with §118a of the German Stock Corporation Act (AktG) without the shareholders or their appointed proxies being present. Shareholders and their proxies (with the exception of the company-appointed proxy) do not have any right or option to be physically present at the venue of the Annual General Meeting. **Holding the Annual General Meeting as a Virtual Annual General Meeting pursuant to § 118a of the German Stock Corporation Act (AktG) on the basis of the amendment of the German Stock Corporation Act (AktG) resulting from the Act on the Introduction of Virtual Annual General Meetings with effect from July 27, 2022 leads to several changes over a physical Annual General Meeting in terms of the procedure of the event and also the exercising of shareholders' rights. We kindly request your special attention to the following instructions, especially regarding the option to participate in the Annual General Meeting via audio and video, as well as to exercise your voting rights, submit motions and statements, speak, request information, and raise objections.**

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

- themselves follow or have a proxy follow the entire AGM as a video and audio broadcast via the password-protected shareholder portal set up specially for the Annual General Meeting at the internet address <http://www.mlp-agm.com>;
- exercise their voting right themselves or have it exercised by an authorised proxy using the electronic absentee/postal voting system; perform postal voting exclusively via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure. This can still be done on the day of the Annual General Meeting until directly before the end of the voting process;

- have their voting right exercised by the company-appointed proxy in accordance with their authorisation with instructions, issue a power of attorney to the company-appointed proxy with instructions via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure. This can still be done on the day of the Annual General Meeting until directly before the end of the voting process;
- submit statements in text form regarding the items on the agenda no later than five days before the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure;
- exercise their right to speak and ask questions during the Annual General Meeting either themselves or via a proxy; the rights to speak and ask questions during the Annual General Meeting may only be exercised via video communication through the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure.

Shareholders or their proxies who are electronically connected to the Annual General Meeting may object to a resolution of the Annual General Meeting via electronic communication pursuant to § 18 (7) of MLP SE's articles of association in conjunction with § 118a (1) sentence 2 no. 8 of the German Stock Corporation Act (AktG), contrary to § 245 no. 1 of the German Stock Corporation Act (AktG). The objection can only be made via the password-protected shareholder portal on the website at <http://www.mlp-agm.com>, in accordance with the specified procedure, until the end of the Annual General Meeting.

Right to access the password-protected shareholder portal

Following proper and timely receipt of the registration and proof of the respective shareholding by the Company at the aforementioned postal address or e-mail address, registration confirmations will be issued and sent to the shareholders. These also contain the access details that shareholders can use to access the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure.

Procedure for postal voting

Shareholders can cast their votes by postal ballot using the procedure described in the following. However, this also requires registration and submission of proof of share ownership before the stated deadline (see the "Participation in the Annual General Meeting" section above).

Postal votes can only be cast via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the designated procedure. Voting is still open on the day of the Annual General Meeting until the time specified by the meeting chair. Postal votes cast via the password-protected shareholder portal can also be changed or revoked up to this time.

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

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

Procedure for voting by proxy

a) Option to vote by proxy

Shareholders also have the option of exercising their voting rights at the Annual General Meeting by proxy, e.g. by the custodian bank, a shareholders' association, a company-appointed proxy or other third parties of their choice. However, this also requires registration of the shareholder and submission of proof of share ownership before the stated deadline (see the "Participation in the Annual General Meeting" section above). However, it is expressly pointed out that proxies are not permitted to participate physically in the Annual General Meeting (with the exception of the company-appointed proxy). Yet proxies are permitted to use the electronic postal vote option. Proxy authorisation may be granted by way of a declaration made to the authorised proxy or to the company.

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

b) Form of proxy authorisation

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

Granting proxy to intermediaries, shareholders' associations or proxy advisors within the meaning of § 134a (1) no. 3, (2) no. 3 of the German Stock Corporation Act (AktG) and any other equivalent person as defined in § 135 (8) of the German Stock Corporation Act (AktG) or granting any proxy that otherwise falls within the scope of § 135 of the German Stock Corporation Act (AktG) can also be performed in another way that is permitted pursuant to § 135 of the German Stock Corporation Act (AktG). Nonetheless, we wish to point out that in such instances, these intermediaries, consultants on share voting rights, associations, and individuals to be authorised may require a particular form of proxy authorisation because they are required under § 135 of the

German Stock Corporation Act (AktG) to provide a verifiable proxy authorisation. If you wish to grant proxy to an intermediary, a shareholders' association or a proxy advisor in the sense of § 134a (1) no. 3, (2) no. 3 of the German Stock Corporation Act (AktG), to any other equivalent person pursuant to § 135 (8) of the German Stock Corporation Act (AktG) or any other authorisation covered by the scope of § 135 of the German Stock Corporation Act (AktG), please therefore coordinate with these institutions or persons regarding a potential form of proxy authorisation. Reference is made to the process pursuant to § 135 (1) sentence 5 of the German Stock Corporation Act (AktG).

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

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

The company offers its shareholders the opportunity to authorise a company-appointed proxy prior to the Annual General Meeting. Shareholders who wish to grant authorisation and issue instructions to the company-appointed proxy can use the form on the confirmation of registration for this purpose. The issuing of proxy authorisation and instructions to the company-appointed proxy can also take place via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure. This approach can be used to issue, amend or revoke proxy authorisations and instructions on the day of the Annual General Meeting right up to the end of the voting process. The proxy exercises voting rights exclusively on the basis of the instructions received from the respective shareholder. The proxy exercises voting rights exclusively for the vote on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board, as well as to resolutions proposed by shareholders as a counter-motion pursuant to § 126 (1) of the German Stock Corporation Act (AktG) or as an election nomination pursuant to § 127 of the German Stock Corporation Act (AktG) which were announced through an addition to the Agenda pursuant to Art. 56 of the SE Regulation, § 50 (2) of the SE Implementation Act (SE-AG), § 122 (2) of the German Stock Corporation Act (AktG). The company-appointed proxy will not ask any questions or submit any motions during the Annual General Meeting, nor will they exercise the right to object.

In any cases where postal votes (see the "Procedure for postal voting" section above) have been cast in addition to the company-appointed proxy having been instructed to vote on behalf of a shareholder, priority is given to the postal votes. The company-appointed proxy will then not exercise said voting rights.

d) Further information on the procedure of voting by proxy

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

MLP SE
c/o Computershare Operations Center
80249 München, Germany
E-mail: anmeldestelle@computershare.de

To simplify the organisation of the Annual General Meeting, shareholders wishing to authorise the company-appointed proxy are requested to submit this authorisation including instructions, if not issued via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure, by post, fax or e-mail no later than the end of June 25, 2024, i.e. 24:00 (CEST) (receipt at the company).

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

Live streaming of the Annual General Meeting on the internet

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

Motions, election nominations and requests for information by

shareholders (details pursuant to § 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG) on shareholder rights pursuant to Art. 56 of the SE Regulation, § 50 (2) of the SE Implementation Act (SE-AG), §§ 122 (2), 126 (1) 127, 131 (1) of the German Stock Corporation Act (AktG), in each case subject to the proviso of § 19 (7) of the articles of association of MLP SE in conjunction with § 118a of the German Stock Corporation Act (AktG)).

Requests for additions to the Agenda pursuant to Art. 56 of the SE Regulation (SE-VO), § 50 (2) of the SE Implementation Act (SE-AG), § 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or the pro rata amount of €500,000.00 (the latter corresponds

to 500,000 shares) can request items to be added to the Agenda and made public. The request must be submitted in writing to the Executive Board and the company at least 30 days prior to the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than the end of May 27, 2024, i.e. by 24:00 (CEST). Any requests for additions to the Agenda received after this cut-off point will not be considered.

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

MLP SE
Executive Board
Alte Heerstraße 40
69168 Wiesloch, Germany

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

Any requests for additions to the Agenda that arrive at the company after the Annual General Meeting has been convened are also made available immediately after their receipt at the company via the website <http://www.mlp-agm.com>, assuming they are to be considered.

Reference is also made to further notes on the shareholders' rights pursuant to Art. 56 of the SE Regulation (SE-VO), § 50 (2) of the SE Implementation Act (SE-AG), § 122 (2) of the German Stock Corporation Act (AktG), which can be viewed at the website <http://www.mlp-agm.com>.

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

Counter-motions of shareholders in the sense of § 126 of the German Stock Corporation Act (AktG) which reach the company no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting are not counted, meaning that they must be received by 24:00 (CEST) on June 12, 2024, and which meet the other requirements in terms of the Company's disclosure duty, shall be published immediately, including the name of the shareholder, the justifications behind the counterproposal and any statement by the Company's management, on the company's website at <http://www.mlp-agm.com> (§ 126 (1) sentence 3 of the German Stock Corporation Act (AktG).

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

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

MLP SE
Investor Relations
Alte Heerstraße 40
69168 Wiesloch, Germany
E-mail: hauptversammlung@mlp.de

Counter-motions sent to any other address will not be considered. Pursuant to § 126 (4) of the German Stock Corporation Act (AktG), however, motions submitted by shareholders that are to be made available in accordance with § 126 (1) to (3) of the German Stock Corporation Act (AktG) shall be deemed as having been submitted at the time of being made available. As such, counter-motions made available by the company will also be put to the vote insofar as they are not otherwise dealt with. If the shareholder submitting the motion has not properly verified their identity and has also not registered properly for the Annual General Meeting (see the "Participation in the Annual General Meeting" section above under "Prerequisites for participation in the Annual General Meeting and exercising voting rights"), the motion then does not have to be addressed during the Annual General Meeting.

In addition to this, shareholders connected electronically to the Annual General Meeting can submit counter-motions pursuant to § 118a (1) no. 3 of the German Stock Corporation Act (AktG) during the virtual Annual General Meeting via video communication through the password-protected shareholder portal on the website at <http://www.mlp-agm.com>.

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

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

Nominations of shareholders in the sense of § 127 of the German Stock Corporation Act (AktG) which reach the company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt or the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than the end of June 12, 2024, i.e. by 24:00 (CEST), and if all requirements with regard to the company's duty to disclose are complied with, will be published immediately, including the name of the shareholder, any justification for the nominations (which, unlike counter-motions in the sense of § 127 of the German Stock Corporation Act (AktG), is not actually necessary) and any statement by the company's management, on the company's website at <http://www.mlp-agm.com>.

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

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

MLP SE
Investor Relations
Alte Heerstraße 40
69168 Wiesloch, Germany
E-mail: hauptversammlung@mlp.de

Any and all election nominations sent to any other address will not be considered. Pursuant to § 127 in conjunction with § 126 (4) of the German Stock Corporation Act (AktG), however, election nominations of shareholders that are to be made available in accordance with § 127 of the German Stock Corporation Act (AktG) shall be deemed as having been submitted at the time of being made available. If the shareholder submitting the election nomination has not properly verified their identity and has also not registered properly for the Annual General Meeting (see the "Participation in the Annual General Meeting" section above under "Prerequisites for participation in the Annual General Meeting and exercising voting rights"), the election nomination then does not have to be addressed during the Annual General Meeting.

In addition to this, shareholders connected electronically to the Annual General Meeting can submit election nominations pursuant to § 118a (1) no. 3 of the German Stock Corporation Act (AktG) during the virtual Annual General Meeting via video communication through the password-protected shareholder portal on the website at <http://www.mlp-agm.com>.

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

Right to submit statements pursuant to § 130a (1) of the German Stock Corporation Act (AktG)

Shareholders that registered in due time before the Annual General Meeting and provided proof of their shareholding (see the "Participation in the Annual General Meeting" section above under "Prerequisites for participation in the Annual General Meeting and exercising voting rights") have the right to submit statements in text form regarding items on the agenda no later than five days before the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than by the end of June 21, 2024, i.e. 24:00 (CEST), via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> in accordance with the specified procedure.

Any statement submitted must not exceed 10,000 characters (including spaces).

Statements from shareholders received in due form and on time will be published in the language of submission, along with the name of the submitting shareholder and any statement made by the Company's management, on the Company's website at <http://www.mlp-agm.com>, no later than four days prior to the Annual General Meeting, i.e. by 24:00 (CEST) on June 22, 2024.

Statements will not be made available if they do not originate from a shareholder that registered properly for the Annual General Meeting, comprise more than 10,000 characters (including spaces) or represent a case of § 130a (3) sentence 4 of the German Stock Corporation Act (AktG) in conjunction with § 126 (2) sentence 1 no. 1, no. 3 or no. 6 of the German Stock Corporation Act (AktG).

Counter-motions and election nominations, as well as questions and objections to resolutions of the Annual General Meeting that fall within the scope of the statements submitted in text form shall not be considered during the Annual General Meeting. The procedure specifically described in this invitation shall apply exclusively to counter-motions, election nominations, questions and objections to resolutions of the Annual General Meeting (see the sections above entitled "Counter-motions pursuant to § 126 (1) of the German Stock Corporation Act (AktG)" and "Election nominations pursuant to § 127 of the German Stock Corporation Act (AktG)", as well as the sections below entitled "Right to information pursuant to § 131 (1) of the German Stock Corporation Act (AktG)" and "Right of objection pursuant to § 118a (1) sentence 2 no. 8 of the German Stock Corporation Act (AktG)").

Right to speak pursuant to § 130a (5) and (6) of the German Stock Corporation Act (AktG)

Shareholders connected electronically to the Annual General Meeting (or their authorised proxies) shall be granted the right to speak at the Annual General Meeting via video communication. The form of video communication offered by the Company shall be used for the speeches. Any and all shareholders wishing to make use of this right must ensure correct functioning of all equipment used for audio and video transmission. Motions and election proposals in accordance with § 118a (1) sentence 2 no. 3 of the German Stock Corporation Act (AktG), requests for information pursuant to § 131 (1) of the German Stock Corporation Act (AktG), follow-up questions pursuant to § 131 (1d) of the German Stock Corporation Act (AktG) and further questions pursuant to § 131 (1e) of the German Stock Corporation Act (AktG) may be part of the speeches.

Speeches can be registered at the latest from the start of the Annual General Meeting via the password-protected shareholder portal on the website at <http://www.mlp-agm.com>.

In accordance with § 18 (2) sentence 2 of MLP SE's articles of association, the meeting chair may also reasonably limit the time allowed for the shareholders' right to ask questions and to speak. In particular at the start of or during the Annual General Meeting, the Chairman can set an appropriate time frame for the proceedings of the Annual General Meeting, the discussion on individual agenda items, as well as for shareholders to ask questions, speak, and ask follow-up questions.

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company in the Annual General Meeting and prior to the speech and to reject the speech if the functionality is not ensured. The minimum technical requirements for live video participation are therefore a web-enabled device with both a camera and microphone, as well as a stable internet connection.

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

Each shareholder has the right, in accordance with § 131 (1) of the German Stock Corporation Act (AktG), to request information from the Executive Board on the Company's affairs at the Annual General Meeting, to the extent that this is required to make an informed judgement on any given agenda item and provided there is no right to refuse the provision of such information. The duty to provide information shall also extend to the legal and commercial relationships of the Company to an affiliated company, the economic situation of the Group and the companies included in the consolidated financial statements. In addition, upon request by any shareholder or shareholder representative made during the Annual General Meeting, the Executive Board shall provide information on all matters which are essential in the context of the conclusion of the Agreement concerning the subsidiary named under Item 7 as per § 293g (3) of the German Stock Corporation Act (AktG).

The Executive Board has decided not to make use of the legal right pursuant to § 131 (1a) of the German Stock Corporation Act (AktG), which allows questions to already be submitted before the Annual General Meeting.

Pursuant to § 131 (1d) of the German Stock Corporation Act (AktG), all shareholders electronically connected to the Annual General Meeting shall also have the right to ask follow-up questions regarding all answers provided by the Executive Board.

In accordance with § 18 (2) sentence 2 of MLP SE's articles of association, the meeting chair may also reasonably limit the time allowed for the shareholders' right to ask questions and to speak. In particular at the start of or during the Annual General Meeting, he/she can lay down a time frame for the course of the Annual General Meeting, for the discussion of individual items on the agenda and for shareholders asking questions and speaking. Pursuant to § 131 (1f) of the German Stock Corporation Act (AktG), the meeting chair can also stipulate that the right to information may be exercised exclusively via video communication.

It is envisaged that the meeting chair will stipulate pursuant to § 131 (1f) of the German Stock Corporation Act (AktG) that the aforementioned right to information and to ask follow-up questions in accordance with § 131 (1) and/or (1d) of the German Stock Corporation Act (AktG) during the Annual General Meeting may be exercised exclusively via video communication, i.e. within the scope of exercising a right to speak (see above "Right to speak pursuant to § 130a (5) and (6) of the German Stock Corporation Act (AktG)").

In accordance with § 131 (4) sentence 1 of the German Stock Corporation act (AktG) any information provided to a shareholder outside of the Annual General Meeting in his/her capacity as shareholder must be provided to every other shareholder upon request in the Annual General Meeting, even if it is not required to make an informed judgement on any given agenda item. Within the framework of the virtual Annual General Meeting it is ensured that every shareholder electronically connected to the Annual General Meeting can submit such requests, pursuant to § 131 (4) sentence 1 of the German Stock Corporation Act (AktG) also via electronic communication through the password-protected shareholder portal on the website at <http://www.mlp-agm.com>.

If a shareholder is refused information, in accordance with § 131 (5) sentence 1 of the Stock Corporation Act (AktG) he/she may request that his/her question and the reason for refusing to provide the information are recorded in the minutes of the meeting. Within the framework of the virtual Annual General Meeting it is ensured that every shareholder electronically connected to the Annual General Meeting can submit such requests, pursuant to § 131 (5) sentence 1 of the German Stock Corporation Act (AktG) also via electronic communication through the password-protected shareholder portal on the website at <http://www.mlp-agm.com>.

All types of the right to information pursuant to § 131 of the German Stock Corporation Act (AktG) and the right to ask follow-up questions pursuant to § 131 (1d) of the German Stock Corporation Act (AktG) are available only to those shareholders who have registered properly and provided proper verification of their identity (see the "Participation in the Annual General Meeting" section above under "Prerequisites for participation in the Annual General Meeting and exercising voting rights").

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

Right of objection pursuant to § 118a (1) sentence 2 no. 8 of the German Stock Corporation Act (AktG)

Pursuant to § 118a (1) sentence 2 no. 8 of the German Stock Corporation Act (AktG), shareholders or their authorised proxies that are connected electronically to the Annual General Meeting shall have the opportunity to record their objection to a resolution of the Annual General Meeting with the notary responsible for taking the minutes at the Annual General Meeting via the password-protected shareholder portal on the website at <http://www.mlp-agm.com> by means of electronic communication. The notary has authorised the Company to accept objections via the shareholder portal and shall receive the objections via the shareholder portal. Objections can be submitted from the start of the Annual General Meeting until its official end, as announced by the meeting chair.

Publications on the website

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

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

The company's share capital is €109,334,686.00. This is divided into 109,334,686 ordinary bearer shares. Each ordinary share represents one vote at the Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting is therefore 109,334,686 (disclosure pursuant to § 49 (1) sentence 1 no. 1 alt. 2 of the German Securities Trading Act (WpHG); this total number

also includes 37,062 shares held by the Company at the time of convening the Annual General Meeting from which the Company derives no rights pursuant to § 71b of the German Stock Corporation Act (AktG)).

Times stated in this convening of the Annual General Meeting

All times stated in this convening of the Annual General Meeting are, unless stipulated otherwise, in Central European Summer Time (CEST). With respect to Coordinated Universal Time (UTC), this equates to UTC = CEST minus two hours.

Note on data protection

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

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

Wiesloch, May 2024
MLP SE
Executive Board

Appendix

1. COMPENSATION REPORT AS PER §162 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

Fundamentals of the pay system

The compensation for the Executive Board at MLP SE should include both fixed and variable components.

The fixed component comprises a basic salary, a company car that can also be used privately and occupational pension provision. The variable component is granted in the form of an EBIT-based profit-sharing payment.

The ratio between fixed and variable compensation should be set in such a way that the respective member of the Executive Board is not significantly dependent on the variable compensation component, but that this component still offers an effective incentive.

The key strategic objective is to bring about profitable growth. The key indicator and control variable is Group EBIT which, as operating profit, is essentially the result of revenue and expenses. A variable compensation based on Group EBIT performance is therefore a suitable measure for supporting this strategy. By splitting the variable compensation into an immediate payment and a deferred payment, variable compensation has a multi-year basis for assessment. This ensures that focus is not only on short-term success, but also on the Group's long-term performance.

Since the profit-sharing payment is exclusively EBIT-based, it is fundamentally independent of the individual performance of the respective member of the Executive Board. However, the Supervisory Board still has the contractual option to adjust the variable compensation both upwards and downwards at its discretion on the basis of the individual performance of a member of the Executive Board, as well as in light of any general market influences on the respective operating results that cannot be attributed to the members of the Executive Board within a contractually stipulated framework.

A contractual regulation that goes beyond the statutory provisions regarding the reclaiming of variable compensation components already paid out is contained in the existing Executive Board employment contracts in accordance with the pay system for the Executive Board of MLP SE passed by the Annual General Meeting on June 24, 2021, insofar as these were newly concluded or with effect from January 1, 2022. The compensation system for the Executive Board that was approved by Annual General Meeting on June 29, 2023 contains a corresponding provision.

When specifying compensation for the Executive Board or a member of the Executive Board, the Supervisory Board takes into account the ratio relative to average compensation of the upper management level within the MLP Group, as well as the ratio relative to average compensation among the remaining workforce. This applies both to the average compensation within a year and to the development of compensation over multiple years. Attention is paid to ensure that the compensation of Executive Board members is at an appropriate ratio relative to the compensation of the workforce.

Principles of Executive Board compensation

The members of the Executive Board receive a fixed basic annual salary, as well as a variable pay component. The basic figure for the bonus payment is determined based on the income statement of the MLP Group in accordance with the international accounting standards (IFRS) applied in the Group. The EBIT of the MLP Group in the past financial year for which the bonus is to be paid forms the basis of assessment here. The key figure is therefore Group EBIT that would result without deduction of profit-sharing payments. If continuing operations and discontinued operations were to be recognised in the financial year, the basis of assessment is formed by the total of the EBIT of operations to be continued and discontinued respectively. No costs and income directly related to the discontinuation/sale of business segments are included in the basis of assessment. If the employment contract begins or ends in the course of the financial year, the basic bonus figure is reduced pro rata temporis.

45% of the bonus calculated in this way is to be paid as an immediate payment following presentation of the company's adopted financial statements. The remaining 55% is only to be paid as a "deferred payment" after presentation of the financial statements for the financial year two years after the year of the immediate payment. To calculate the deferred payment, the Group EBIT recorded in the base year as per the MLP Group's income statement is compared with the average of the Group EBIT recorded in the three years subsequent to the base year and the updated base amount is then adjusted accordingly.

In contractually more closely specified boundaries, the immediate payment and the deferred payment are also subject to an adjustment right, which can be used at the discretion of the Supervisory Board. Here, the Supervisory Board is authorised, at its reasonable discretion, to increase or reduce the immediate payment by up to 30% and the deferred payment by up to 10% based on its assessment of the individual performance of the respective member of the Executive Board or extraordinary developments. As of the financial year 2023, the Executive Board employment contracts also include an adjustment option with regard to immediate payment of the variable compensation that is based on achievement of sustainability goals, as set out for the Executive Board by the Supervisory Board for the financial year in question.

In addition to this, the employment contract provides for a cap of the immediate payment and the deferred payment in euro. For both bonus parts, a maximum of 150% of the basic figure is stipulated as the cap with an assumed EBIT of €100 million.

Under the pay system, the members of the Executive Board are entitled to unrestricted use of a company car and payments from a life and disability insurance policy.

The CEO, Dr Uwe Schroeder-Wildberg, also has an individual occupational benefit plan entitlement. An old-age pension upon reaching 62 years of age, a disability pension, a widow's pension and orphan's benefits have been guaranteed. The benefit entitlement for the old-age pension is specified separately in an addendum to the employment contract. The disability pension and widow's pension are 60% of the contractually agreed old-age or disability pension benefit. The level of orphan's benefit payable per eligible child is calculated on a case-by-case basis. The total of the widow's pension and orphan's benefit of all entitled persons together must not exceed 100% of the old-age pension. However, the members of the Executive Board, Manfred Bauer and Reinhard Loose, receive employer-financed, defined contribution benefits in an occupational pension scheme.

The employment contracts of all members of the Group Executive Board comprise change-of-control clauses granting the right to termination for cause in the event that

- the company's share of voting rights changes in accordance with §§ 21, 22 of the German Securities Trading Act (amended version);
- the company is transformed in line with the provisions of the Transformation Act (UmwG). This does not apply if the company changes its corporate form, spin-offs in line with § 123 (3) of the German Reorganisation of Companies Act or for mergers in accordance with the provisions of the Reorganisation of Companies Act, in which the company is the incorporating legal entity.

If a member of the Executive Board resigns on the basis of the aforementioned conditions, he is entitled to compensation of no more than two annual salaries, on the condition that the termination takes place more than two years before the end of contract. After that, the regulations apply on a pro-rata-temporis basis.

To comply with the relevant supervisory requirements, the employment contracts of all members of the Executive Board also include the following provisions:

In the event of negative performance or misconduct on the part of the Executive Board member in question in the sense of § 5 of the Ordinance on the Supervisory Requirements for Institutions' Pay Systems (InstitutsVergV), the Supervisory Board is entitled to reduce the benefits to which said member is entitled at its discretion when said member resigns from his or her position voluntarily.

The members of the Executive Board undertake not to engage in any personal hedging or other countermeasures as a way of limiting or even eliminating the risk-orientation of compensation.

Pursuant to § 25a (5) of the German Banking Act (KWG), the variable compensation component must not exceed 200% of the fixed compensation component for each member of the Executive Board. An AGM resolution that proposes increasing the variable compensation cap from 100% to 200% of the fixed compensation component, and thereby deviates from § 25a (5) sentence 2 of the German Banking Act (KWG), has been submitted.

When specifying and reviewing compensation for the of the Executive Board or a member of the Executive Board, the Supervisory Board takes into account the ratio relative to average pay of the senior management level within the MLP Group, as well as the ratio relative to average pay among the remaining workforce. This applies both to the average compensation within a year and to the development of compensation over multiple years. Attention is paid to ensure that the compensation of Executive Board members is at an appropriate ratio relative to the compensation of the workforce.

In addition to this, a horizontal comparison is performed. The benchmark companies are selected in accordance with the stipulations in the pay system. For the financial year 2023, the benchmark group comprised the following companies: Aareal Bank AG, Bausparkasse Schwäbisch Hall AG, Deutsche Beteiligungs AG, Deutsche Pfandbriefbank AG, DWS Group GmbH & Co. KGaA, GRENKE AG, Hypoport AG, INDUS Holding AG, Nürnberger Beteiligungs AG, Oldenburgische Landesbank AG, OVB Holding AG, Sparkasse Bremen AG, Südwestbank AG, Teambank AG and Union Investment.

To fulfil the requirements of § 162 of the German Stock Corporation Act (AktG), further detailed information is given on Executive Board compensation below.

Fixed and variable portions of compensation

The following tables show the compensation both granted and owed to active members of the Executive Board in the financial years 2023 pursuant to § 162 (1) Sentence 1 of the German Stock Corporation Act (AktG).

The one-year variable compensation for activities in the reporting year is considered to be compensation granted in the reporting year, even if payment is not made until after the end of the reporting year, since the underlying activity was fully performed in the reporting year. The same applies to the multi-year variable compensation.

All figures in €'000	Dr Uwe Schroeder-Wildberg				Manfred Bauer			
	2022 Absolute figure	2022 Percentage of total compensation	2023 Absolute figure	2023 Percentage of total compensation	2022 Absolute figure	2022 Percentage of total compensation	2023 Absolute figure	2023 Percentage of total compensation
Fixed compensation	550	27.49%	625	32.08%	360	29.90%	360	29.51%
Benefits incl. company car	19	0.95%	20	1.03%	17	1.41%	18	1.48%
Total	569	28.44%	645	33.11%	377	31.31%	378	30.98%
One-year variable compensation	438	21.89%	433	22.23%	292	24.25%	288	23.61%
Multi-year variable compensation	577	28.84%	606	31.11%	385	31.98%	404	33.11%
total compensation (under §162 of the German Stock Corporation Act (AktG))	1,584	79%	1,684	86%	1,054	88%	1,070	88%
Old-age provision	417	20.84%	264	13.55%	150	12.46%	150	12.30%
Total compensation (incl. old-age provision)	2,001	100.00%	1,948	100.00%	1,204	100.00%	1,220	100.00%

	Reinhard Loose			
All figures in €'000	2022 Absolute figure	2022 Percen- tage of total compen- sation	2023 Absolute figure	2023 Percen- tage of total compen- sation
Fixed compensation	360	29.85%	360	29.51%
Benefits incl. company car	19	1.58%	18	1.48%
Total	379	31.43%	378	30.98%
One-year variable compensation	292	24.21%	288	23.61%
Multi-year variable compensation	385	31.92%	404	33.11%
total compensation (under §162 of the German Stock Corporation Act (AktG))	1,056	88%	1,070	88%
Old-age provision	150	12.44%	150	12.30%
Total compensation (incl. old-age provision)	1,206	100.00%	1,220	100.00%

A total of 5 former members of the Executive Board received pension payments of €1.1 million from MLP SE in the financial year 2023. As of December 31, 2023, accrued pension provisions of €11.1 million were in place for former members of the Executive Board.

Portions of compensation correspond with the pay system

All portions of compensation granted correspond with the pay system for the Executive Board approved by the Annual General Meeting of MLP SE on June 29, 2023. Please refer to the pay system as per the requirements of § 87a of the German Stock Corporation Act (AktG) in the Annual Report 2021 for further details.

Promotion of long-term development

The key strategic objective is to bring about profitable and sustainable growth. The sustainable development of the company should be the primary focus and, where necessary, take priority over short-term success. One of the most important prerequisites for ensuring this prioritisation is continuity in the composition of the Executive Board. Executive Board compensation appropriate to the size, sector, and economic situation of the company ensures profits and, in particular, long-term retention of suitable executive personalities.

The Executive Board compensation is generally made up of fixed and variable portions. The level of the fixed portions of compensation is calculated in such a way that there is no significant dependency on the variable portions of compensation. The target and basis of assessment for the variable portion of compensation must be set in a way that encourages the seizing of opportunities but prevents taking disproportionate risks. Furthermore, the predominant portion of the variable compensation is structured to stretch over several years.

Use of performance criteria

The compensation is based on the EBIT of the MLP Group, the individual performance of each of the members of the Executive Board is taken into consideration via the rights of adjustment provided for in the employment contract.

The immediate payment of variable compensation based on the degree to which the sustainability goals have been met for the financial year in question is also being revised. The target achievement level for the financial year 2023 was 93.2%. As per the contractual arrangements, the immediate payment of the variable compensation for the financial year 2023 (determined on the basis of EBIT) was reduced by 1.36%. No use was made of any further adjustment rights for the financial year 2023.

Comparison of Executive Board compensation, earnings performance, employee pay

The annual change in the compensation of the Executive Board, the earnings performance of the company and the average pay of employees (on the basis of full-time equivalents) are shown below.

For the purpose of presentation, the table below comprises all employees of the following Group companies: MLP SE, MLP Finanzberatung SE, MLP Banking AG, ZSH GmbH Finanzdienstleistungen, MLPdialog GmbH, FERI Management AG, Feri AG, FERI (Luxembourg) S.A., FERI (Switzerland) AG, DOMCURA AG, RVM GmbH, RVM Versicherungsmakler GmbH, RISConsult GmbH, Jahn & Sengstack GmbH, Dr. Schmitt GmbH Würzburg, DI Deutschland.Immobilien AG. Benefits for old-age provision are not taken into account with respect to both the members of the Executive Board and the employees.

Group EBIT of €70,724 thsd (previous year: €75,613 thsd) was used as the basis for calculating the Executive Board compensation.

All figures in €'000	2021	2022	Change over the previous year (in %)	2023	Change over the previous year (in %)
Total compensation of the Executive Board	3,858	4,411	14.33%	4,388	-0.52%
Group income	54,977	43,590	-20.71%	54,812	25.74%
Average pay of employees	72,175	76,923	6.58%	75,043	-2.44%

Share-based compensation

The Executive Board compensation does not provide for the granting of shares (see also the statements in the Declaration of Compliance for the GCGC). For this reason, no shares or share options were granted to the members of the Executive Board for the financial year 2023.

Withheld or reclaimed variable portions of compensation

Variable portions of compensation were not withheld or reclaimed for any members of the Executive Board in the financial year 2023.

Compliance with the defined maximum compensation

The calculated compensation did not reach the defined maximum compensation for any member of the Executive Board so that the defined maximum compensation was complied with in the financial year 2023 for all members of the Executive Board without the need for capping.

All figures in €'000	Total compensation 2023	Defined maximum compensation
Dr Uwe Schroeder-Wildberg	1,948	2,700
Manfred Bauer	1,220	1,800
Reinhard Loose	1,220	1,800

Disclosures on benefits based on § 162 (2) of the German Stock Corporation Act (AktG)

In the financial year 2023, no member of the Executive Board was promised or granted benefits by a third party with regard to their work as a member of the Executive Board.

In the financial year 2023, no benefits were promised to any member of the Executive Board in the event of premature termination of their employment; existing commitments in this regard were not adjusted.

In the financial year 2023, no benefits were promised to any member of the Executive Board in the event of regular termination of their employment; existing commitments in this regard were not adjusted.

In the financial year 2023, no members of the Executive Board terminated their employment. As such, no benefits associated with the termination of the employment of a member of the Executive Board were either promised or granted during the course of the financial year 2023. The defined benefit obligation of the entitlement for Dr Schroeder-Wildberg in the event of regular termination of his Executive Board work due to old age is €6,251 thsd as of December 31, 2023.

Compensation of members of the Supervisory Board

In addition to compensation for their expenses for the financial year, the members of the Supervisory Board receive a fixed annual compensation of €50,000 in accordance with the Articles of Association. The Chairwoman of the Supervisory Board receives twice this amount and her deputy one and a half times. Additional, special compensation is granted for work on the Risk and Audit Committee, Compensation Oversight Committee and Nomination Committee. In the case of the Risk and Audit Committee, this is €25,000, while it is €15,000 each for the Compensation Oversight Committee and Nomination Committee. The chair of the respective committee receives twice the stated level of compensation. The fixed portion of compensation is paid after the end of the financial year. No member of the Supervisory Board receives any variable or share-based compensation components.

Individualised Supervisory Board compensation

All figures in €'000 (without tax)	Compensation 2023	Compensation 2022
Dr Peter Lütke-Bornefeld (Chairman) ¹	91	151
Dr Claus-Michael Dill (Vice Chairman) ¹	69	125
Matthias Lautenschläger	105	88
Tina Müller ²	-	27
Sarah Rössler (Chairwoman) ³	146	47
Alexander Beer ¹	37	75
Monika Stumpf	80	63
Bernd Groß ⁴	33	-
Ursula Blümer ⁴	38	-
Dr Andreas Freiling (Vice Chairman) ⁴	71	-
Total	670	576

¹ until June 29, 2023

² until June 2, 2022

³ as of June 2, 2022, as of June 29, 2023 in the role of "Chairwoman of the Supervisory Board"

⁴ as of June 29, 2023

In the financial year 2023, €28 thsd (previous year: €17 thsd) was paid as compensation for expenses.

INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE COMPENSATION REPORT PURSUANT TO § 162 (3) OF THE GERMAN STOCK CORPORATION ACT (AKTG)

To MLP SE, Wiesloch

Opinion

We have formally audited the compensation report of MLP SE, Wiesloch, for the financial year from January 1, 2023 to December 31, 2023 to determine whether the disclosures required pursuant to § 162 (1) and (2) of the German Stock Corporation Act (AktG) have been included in the compensation report. In line with § 162 (3) of the German Stock Corporation Act (AktG), the compensation report has not been examined in substance.

Based on our assessment, all key disclosures required pursuant to § 162 (1) and (2) of the German Stock Corporation Act (AktG) have been made in the enclosed compensation report. However, our audit opinion does not include the content of the compensation report.

Basis for the opinion

We performed our audit of the compensation report in accordance with § 162 (3) of the German Stock Corporation Act (AktG) and in compliance with the IDW Assurance Standard on Auditing Compensation Reports Pursuant to § 162 (3) of the German Stock Corporation Act (AktG) (IDW PS 870(08.2021)). Our responsibility, as defined in this regulation and this standard, is described in more detail in the

section of our audit opinion entitled "Responsibility of the auditor". Our audit firm has applied the IDW Standard on Quality Management: Requirements for Quality Assurance applicable to German Auditing Practices (IDW QS 1). We have fulfilled our professional responsibilities as per the German Auditors' Ordinance (WPO) and the Professional Code for Certified Accountants and Sworn Auditors (BS WP/vBP), including the requirements relating to independence.

Responsibility of the Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board are responsible for preparing the compensation report, including the accompanying disclosures, in accordance with the requirements of § 162 of the German Stock Corporation Act (AktG). They are also responsible for the internal controls which they deem to be necessary in order to facilitate preparation of a compensation report, including the accompanying disclosures, that is free from material misstatement, whether due to fraud or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance as to whether all key disclosures pursuant to § 162 (1) and (2) of the German Stock Corporation Act (AktG) have been made in the compensation report and to submit an audit opinion on this.

We planned and performed our audit in such a way that we are able to ascertain the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required pursuant to § 162 (1) and (2) of the German Stock Corporation Act (AktG). In line with § 162 (3) of the German Stock Corporation Act (AktG), however, we did not check the substantive correctness of the disclosures, the completeness of the individual disclosures or the appropriate presentation of the compensation report.

Handling of misleading descriptions

In the context of our audit, we have the responsibility to read the compensation report, taking into account our knowledge of auditing, and to remain alert to any signs of the compensation report potentially containing misleading descriptions with regard to the substantive correctness of the disclosures, the completeness of the individual disclosures or the appropriate presentation of the compensation report.

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

Frankfurt am Main, March 20, 2024

BDO AG Wirtschaftsprüfungsgesellschaft

signed Otte	signed Gießler
Auditor	Auditor