

# **MLP AG Wiesloch**

Wiesloch, May 2012

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

on Tuesday, June 26, 2012, at 10.00 a.m. in Mannheim, Germany

Congress Centre Rosengarten,  
Rosengartenplatz 2,  
68161 Mannheim.

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

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

### **1. Motions for additions to the agenda pursuant to § 122 (2) of the German Stock Corporation Act (AktG)**

Shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or the pro rata amount of € 500,000 (this corresponds to 500,000 shares) can request items to be added to the agenda and made public. Each new item must be accompanied by a justification or a proposed resolution. The request must be submitted in writing to the Executive Board and the company at least 30 days prior to the Annual General Meeting. The day on which it is received and the day of the Annual General Meeting itself are not included in these 30 days. The last possible time of receipt is therefore 12:00 midnight (CEST) on Saturday, May 26, 2012. Any requests received after this cut-off point will not be considered. Pursuant to § 122 (2) sentence 1, in connection with § 142 (2) sentence 2 of the German Stock Corporation Act (AktG), the shareholders in question must demonstrate that they held the number of shares necessary to reach the quorum (see above) at least in the time from March 26, 2012 until the request was sent off. The share ownership times of third parties are calculated in line with § 70 of the German Stock Corporation Act (AktG).

We would ask you to direct all requests to the following address:

MLP AG  
Investor Relations  
Alte Heerstraße 40  
69168 Wiesloch

Additions to the agenda that are to be announced are published without delay after the corresponding request is received in the Federal Gazette (Bundesanzeiger) and disseminated throughout Europe.

Shareholders are informed of all such additions pursuant to § 125 (1) sentence 3 of the German Stock Corporation Act (AktG), and they are also published on the website at <http://www.mlp-agm.com>.

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

#### **§ 122 Convened on request**

(1) The Annual General Meeting is to be convened when shareholders whose shareholdings when taken together amount to one twentieth of the share capital request its convention in writing, specifying the purpose and justifications for this. The request is to be directed and submitted to the Executive Board. The company's articles of association can allow the right to request convention of the Annual

General Meeting to take a different form and be made with possession of a lower percentage of share capital. § 142 (2) sentence 2 applies accordingly.

(2) In the same way, shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or a pro rata amount of € 500,000 can request items to be added to the agenda and made public. Each new item must be accompanied by a justification or a proposed resolution. The request in the sense of sentence 1 must be received by the company at least 24 days prior to the meeting (at least 30 days prior to the meeting in the case of listed companies). The day on which the request is received shall not be counted as one of these days.

#### § 142 Appointment of special auditors (excerpt)

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

## **2. Counter-motions pursuant to § 126 of the German Stock Corporation Act (AktG)**

All shareholders have the right to submit a counter-motion in the Annual General Meeting with regard to a specific point on the agenda, stating the reasons why they are against the proposals put forward by the Executive Board and/or Supervisory Board. Counter-motions of shareholders at the Annual General Meeting in the sense of § 126 of the German Stock Corporation Act (AktG) which reach the company no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not included, meaning that they must be received at the latest by the end of June 11, 2012, will be published immediately, stating the name of the shareholder, the justification for the counter-motion 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 or the justification for said motion to be made available via the website.

The following address is to be used for all counter-motions (including justifications):

MLP AG

Investor Relations  
Alte Heerstraße 40  
69168 Wiesloch  
Fax: +49 (0) 6222/308-1131  
E-mail: hauptversammlung2012@mlp.de

Counter-motions sent to any other address will not be considered. Counter-motions are only deemed to have been made when submitted verbally during the Annual General Meeting. The right of shareholders to make counter-motions to the various items on the agenda during the Annual General Meeting without prior or in-time submission to the company remains unaffected.

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

#### § 126 Motions of shareholders

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

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

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

2. if the counter-motion results in an Annual General Meeting resolution that is contrary to law or articles of association

3. if the key parts of the justification include information that is obviously incorrect, misleading or contains defamatory comments

4. if a counter-motion of the shareholder based on the same matter has already been made available to an Annual General Meeting of the company in accordance with § 125

5. if the same counter-motion of the shareholder with a justification that is essentially the same has already been made available in the past five years to at least two Annual General Meetings of the company in accordance with § 125 and less than a twentieth of the represented share capital voted in favour of it at the Annual General Meeting

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

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

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

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

### **3. Nominations of shareholders pursuant to § 127 of the German Stock Corporation Act (AktG)**

Every shareholder has the right to make proposals for the appointment of an auditor for the financial statements and the consolidated financial statements in the Annual General Meeting (item 5 on the agenda). Election nominations by shareholders received by the company at the address given below no later than 14 days prior to the Annual General Meeting, which does not include the day of receipt or the day of the Annual General Meeting itself, meaning that election nominations must be received no later than by the end of June 11, 2012, will be made available immediately via the website <http://www.mlp-agm.com>.

Election nominations by shareholders are only made available when they include the name, the profession and the residence of the person being nominated (see also § 127 sentence 3 in connection with § 124 (3) sentence 4 of the German Stock Corporation Act (AktG)).

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

MLP AG  
Investor Relations  
Alte Heerstraße 40  
69168 Wiesloch  
(Fax: +49 (0) 6222/308-1131  
E-mail: [hauptversammlung2012@mlp.de](mailto:hauptversammlung2012@mlp.de))

Any and all election nominations sent to any other address will not be considered.

An election nomination and the justification for it do not need to be made available,

1. if the Executive Board renders itself liable to prosecution by making it available
2. if the election nomination would result in an Annual General Meeting resolution that would be contrary to law or the company's articles of association
3. if the key parts of the justification include information that is obviously incorrect, misleading or contains defamatory comments

4. if a shareholder's election nomination based on the same matter has already been made available to an Annual General Meeting of the company in accordance with § 125
5. if the same election nomination by the shareholder with a justification that is essentially the same has already been made available in the past five years to at least two Annual General Meetings of the company in accordance with § 125 and less than a twentieth of the represented share capital voted in favour of it at the Annual General Meeting
6. if the shareholder makes it clear that he / she will not participate in the Annual General Meeting and will not allow himself / herself to be represented,  
or
7. if the shareholder has not made, or has not had made, an election nomination that he / she communicated in two Annual General Meetings in the last two years.

No justifications need be stated when making an election nomination. However, if the election nomination is accompanied by a justification for the nomination, this does not need to be made available if the total length of the justification comes to more than 5,000 characters. Where more than one shareholder makes the same election nomination, the Executive Board may combine the nominations and their justifications.

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

In accordance with § 131 (1) of the German Stock Corporation Act (AktG), every shareholder or shareholder's representative is entitled to information from the Executive Board on the company's affairs, including the company's legal and business relations with affiliated companies, and on the position of the Group and the companies included in the consolidated financial statements, upon request in the Annual General Meeting to the extent that this is required to make an informed judgement on any given agenda item.

The stipulations of the German Stock Corporation Act which form the basis of these shareholder rights and which also specify conditions under which disclosure of counter-motions does not have to be made are as follows:

##### § 131 Right of shareholders to information

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

presented also applies to the Group's position and the companies included in the consolidated financial statements.

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

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

1. if issuing it would, in the judgement of a prudent businessman, inflict a not inconsiderable disadvantage on the company or an affiliated company

2. if it relates to the tax carrying amounts or the amount of individual taxes

3. about the difference between the value at which items have been recognised in the annual balance sheet and a higher value that these items have, unless the Annual General Meeting is adopting the annual financial statements

4. about the accounting policies, insofar as these policies have been made available in the notes to the financial statements and this suffices in order to present a true and fair view of the company's net assets, financial position and results of operations within the meaning of § 264 (2) of the German Commercial Code (HGB). This does not apply if the Annual General Meeting is adopting the annual financial statements.

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

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

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

Information may not be refused for any other reason.

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

consolidated financial statements of the parent company and the information is required for this purpose.

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

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

§ 16 of MLP AG's articles of association (excerpt)

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