



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

**Wiesloch**

**ISIN DE0006569908**

We hereby invite the shareholders of our company to the

## **Annual General Meeting**

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

Congress Centre Rosengarten,  
Rosengartenplatz 2,  
68161 Mannheim.

### **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 Board of Management submits the following draft resolutions and the explanatory report of the Executive Board in connection with the disclosures in accordance with §§ 289 (4), 315 (4) of the German Commercial Code (HGB) to the Annual General Meeting:

- The approved annual financial statements of MLP AG as at December 31, 2011,
- the management report,
- the approved consolidated financial statements as at December 31, 2011,
- the Group management report,
- The report by the Supervisory Board and

- The proposal by the Board of Management on the appropriation of net profit.

These documents are made available on the internet at <http://www.mlp-agm.com>

They will also be available for inspection during the Annual General Meeting.

On March 20, 2012 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. An adoption of the financial statements by the Annual General Meeting is therefore not required. The remaining documents cited above are also only to be made available to the Annual General Meeting without requiring a resolution apart from the resolution for the appropriation of net profit.

## **2. Resolution concerning the use of unappropriated profit as per December 31, 2011**

The Executive Board and Supervisory Board propose the following distribution of the unappropriated profit of € 64,726,642.80.

Dividend payments of € 0.60 per ordinary share on 107,877,738 ordinary shares that are entitled to dividend payouts.

|                                     |                 |
|-------------------------------------|-----------------|
| Dividend payout:                    | € 64,726,642.80 |
| Allocation to<br>Retained earnings: | € 0.00          |
| Profit brought forward:             | € 0.00          |
| Unappropriated profit:              | € 64,726,642.80 |

The dividends will be paid out on June 27, 2012.

## **3. Resolution on the discharge of the Executive Board for the financial year 2011**

The Supervisory Board and the Executive Board propose that the members of the Executive Board be discharged for the financial year 2011.

## **4. Resolution on the discharge of the Supervisory Board for the financial year 2011**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the financial year 2011.

**5. Resolution on the appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2012 and for a review of the semi-annual financial report 2012**

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

- a. The appointment of KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor and Group auditor for the financial year 2012.
- b. KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, Germany, will also be commissioned to review the condensed financial statements and the interim management report pursuant to §§ 37w (5), 37y No. 2 of the German Securities Trading Act (WpHG) for the financial year 2012.

**6. Resolution on the consent to a control agreement with Feri AG**

The Executive Board and Supervisory Board propose approving a control agreement between MLP AG and Feri AG, based in Bad Homburg v.d.H. (Feri), dated April 16, 2012.

The control agreement (hereinafter also referred to as "agreement") submitted to the Annual General Meeting for consent in line with § 293 (2) of the German Stock Corporation Act (AktG) has the following key content:

- Feri surrenders management control of its company to MLP AG.
- Under that agreement MLP AG is authorised to issue instructions to the Executive Board at Feri with regard to all of the company's actions and decisions in all issues of strategic alignment and general significance. These include, in particular, all issues with an effect on the company's corporate strategy, including the risk strategy pursued, its integration into the Group-wide system of shareholders' equity, cost and liquidity management, its leadership principles and the filling of management positions, as well as its corporate policy (in particular with regard to financing, HR, administration, capital expenditure, development and sales). The Executive Board at Feri is obliged to follow the directives and instructions issued. Notwithstanding the right to issue directives and instructions, the management and representation of Feri remain incumbent upon the company's Executive Board. The right to issue directives and instructions does not apply to the maintenance, amendment or termination of the agreement.
- MLP AG is obliged to compensate any annual deficits recorded by Feri pursuant to § 302 of the German Stock Corporation Act (AktG) in its currently valid version, insofar as these deficits cannot be compensated by drawing

on other retained earnings set up for this purpose during the term of the agreement.

- In order to be valid, the agreement requires the consent of both the MLP AG Annual General Meeting and the Feri Annual General Meeting. The agreement comes into force when entered in the Commercial Register at the local court where Feri has its registered office.
- The claim for compensation to offset deficits is due at the close of Feri's financial year. From this time onwards, interest is to be charged on this amount at a rate of 0.5% above the respective year's base rate.
- The agreement remains effective indefinitely. The agreement may only be terminated for the first time after December 31, 2015. The agreement shall be extended by one year at a time if it has not been terminated by one of the contracting parties by no later than six months prior to its expiry.
- The right to terminate the agreement for an important reason without observing a notice period remains unaffected by this. MLP AG shall, in particular, be 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.
- 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 AG was the sole shareholder in Feri at the time when the control agreement was concluded and remains the sole shareholder at the time of the Annual General Meeting. MLP AG is therefore not required to make any settlement payments or grant any termination payments. For these same reasons, it is not necessary to have the agreement audited by a contract auditor.

The control agreement dated April 16, 2012, the financial statements and the management reports of the contracting parties for the last three financial years, as well as the joint reporting of the Executive Boards at MLP AG and Feri undertaken pursuant to § 293a of the German Stock Corporation Act (AktG), are accessible via the company's website at <http://www.mlp-agm.com> as soon as the Annual General Meeting has been convened. They will also be available for inspection during the Annual General Meeting.

## **Prerequisite for participation in the Annual General Meeting and for exercising voting rights**

### **Participation at the AGM**

Shareholders who have registered in accordance with § 15 of MLP AG's articles of association and identified themselves through documentation of their shareholding, prepared in writing in German or English by their custodial bank and issued for the

beginning, i.e. midnight, of June 05, 2012 (record date), are entitled to attend the Annual General Meeting and to exercise their voting rights. The registration and documentation of entitlement must be submitted to the company in text form in German or English at the following address by no later than the end of June 19, 2012:

MLP AG  
c/o Computershare HV-Services AG  
Prannerstr. 8  
80333 München  
Fax: +49 (0)89 30903 – 74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

### **Significance of the record date**

In relation to the company, only those persons who have provided proof of ownership of the shares will be deemed shareholders and will be eligible to participate in the Annual General Meeting and exercise their voting rights. The right to participate and the scope of the voting rights is measured exclusively based on the shares held as at 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 at the record date are authoritative for participation and the scope of voting rights. As such, the sale of shares after the record date does not have any 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.

### **Procedure for postal voting**

Shareholders who do not wish to attend the Annual General Meeting in person can cast their votes by postal ballot. However, this also requires registration and submission of proof of share ownership before the deadline (see above). The form printed on the entry ticket can be used for postal voting. Votes cast by postal ballot must include the entry ticket number and be submitted to the company no later than June 22, 2012 using the following address, fax number or e-mail address:

MLP AG  
c/o Computershare HV-Services AG  
Prannerstraße 8  
80333 München  
Fax: +49 (0)89 30903 – 74675  
E-mail: [MLP-Hauptversammlung2012@computershare.de](mailto:MLP-Hauptversammlung2012@computershare.de)

Shareholders registering properly and in time for the Annual General Meeting are also sent a form together with their entry ticket, which can be used for postal voting.

Postal votes can only be cast on resolutions (including any amendments) proposed by the Executive Board and/or Supervisory Board and to resolutions proposed by

shareholders that have been announced as additions to the agenda in line with § 122 (2) of the German Stock Corporation Act (AktG).

Votes cast by postal ballot can be amended and retracted up to and including June 22, 2012 (receipt at the company) by post using the aforementioned address, by fax using the aforementioned fax number or electronically using the aforementioned e-mail address. Amendments/retractions of postal votes need to include the original postal vote or state the entry ticket number to ensure correct assignment. Amendments/retractions which cannot be assigned to any voter will not be taken into account. The right to participate in the Annual General Meeting remains unaffected by this. Should a shareholder who has already cast votes by postal ballot subsequently wish to attend the Annual General Meeting and exercise his voting rights in person, this is possible, although any votes cast by postal ballot will then be voided.

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

### **Procedure for proxy voting**

Shareholders also have the option of exercising their voting rights at the Annual General Meeting by proxy, e.g. by the depository bank, a shareholders' association or other third parties of their choice. However, this also requires shareholder registration and submission of proof of share ownership before the deadline.

If the shareholder authorises more than one person, the company may reject one or more of said people.

The company offers its shareholders the opportunity to authorise a company-appointed proxy prior to the Annual General Meeting. Shareholders who wish to authorise the company-appointed proxy can use the form printed on the entry ticket to the Annual General Meeting for this purpose. The proxy exercises voting rights exclusively on the basis of the instructions received from the respective shareholder. Authorisation and instructions can also be issued during the Annual General Meeting.

In any cases where postal votes (see 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. The company-appointed proxy will also not exercise the voting rights assigned to him if the shares in question are being represented by a participant present at the venue of the Annual General Meeting (the shareholder or his representative).

The granting of a power of proxy, its revocation and proof of power of proxy to the company must be made in writing (§ 126b of the German Civil Code (BGB)) if the proxy authorised to exercise the voting right is neither a financial institution, a shareholders' association, any other person of equal standing pursuant to § 135 (8) of the German Stock Corporation Act (AktG), a financial services institution or a company

operating pursuant to § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the Banking Act (KWG).

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

MLP AG  
c/o Computershare HV-Services AG  
Prannerstraße 8  
80333 München  
Fax: +49 (0)89 30903 – 74675  
E-mail: MLP-Hauptversammlung2012@computershare.de

To simplify organisational and administrative issues, shareholders wishing to authorise company-appointed proxies are requested to submit this authorisation together with their instructions by post, fax or e-mail no later than June 22, 2012 (receipt at the company).

Shareholders who have registered properly and in time for the Annual General Meeting will receive forms, which can be used to grant power of proxies, together with their entry ticket.

Granting power of proxy to credit institutions, shareholders' associations or any persons or entities of equal standing pursuant to § 135 of the German Stock Corporation Act (AktG) can also be effected in any other manner permissible in accordance with § 135 of the German Stock Corporation Act (AktG). Nonetheless, we wish to point out that in such instances, these financial institutions, persons or associations to be authorised may require a particular form of power of proxy because they are required under § 135 of the German Stock Corporation Act (AktG) to produce a verifiable power of proxy. Therefore, if you wish to authorise a financial institution, a shareholders' association or any persons or entities of equal standing pursuant to § 135 of the German Stock Corporation Act (AktG) to act as a proxy, you should agree a potential form of power of proxy with such institutions or persons.

### **Live streaming from the Annual General Meeting on the Internet**

All shareholders of the company and the interested public can follow the speech of the Chairman of the Executive Board at the Annual General Meeting in a live stream. This is to be held on June 26, 2012 and the speech is due to start at approximately 10.00 a.m. Please go to <http://www.mlp-agm.com> for more information. Only this speech will be broadcast. There are no plans to stream any other parts of the Annual General Meeting.

### **Questions, motions, election nominations and requests for information from shareholders** (details pursuant to § 121 (3) sentence 3 no. 3 of

the German Stock Corporation Act (AktG) on shareholder rights pursuant to §§ 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG))

**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 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 must be submitted in writing to the Executive Board and the company at least 30 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 all information must be received no later than 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 in the the Federal Gazette (Bundesanzeiger) and disseminated throughout Europe after the corresponding request has been received by the company.

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

Reference is also made to further notes on the shareholders' right pursuant to § 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)**

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 in the sense of § 126 of the German Stock Corporation Act (AktG) which reach the company no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt and the day of the



actual Annual General Meeting are not 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. These are described on the company's website, together with further notes on shareholders' right 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 (including justifications):

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

### **Election proposals 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)). Unlike counter-motions in the sense of § 126 (1) of the German Stock Corporation Act (AktG), election nominations do not need to be justified.

Pursuant to § 127 sentence 1 in connection with § 126 (2) of the German Stock Corporation Act (AktG), there are further reasons which, when applicable, do not require election nominations to be made available 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 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.

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

Pursuant to § 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 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. Under certain conditions, described in greater detail in § 131 (3), sentence 1 of the German Stock Corporation Act (AktG), the Executive Board may refuse to provide information. You can find a detailed description of the prerequisites which must be in place for the Executive Board to be authorised to refuse information on the company's website at <http://www.mlp-agm.com>.

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

The company's share capital is € 107,877,738. This is divided into 107,877,738 ordinary bearer shares. Each ordinary share represents one vote at the Annual General Meeting. The company does not hold any of its own shares at the time of convening the Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting is therefore 107,877,738.

**Wiesloch, May 2012**  
**MLP AG**  
**Executive Board**

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