



**(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 Thursday, June 6, 2013, 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 notes 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, 2012,
- the management report,
- the approved consolidated financial statements as at December 31, 2012,
- 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 21, 2013 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 per December 31, 2012

The Executive Board and Supervisory Board propose the following distribution of the unappropriated profit of € 48,691,160.22:

Dividend payments of €0.32 per ordinary share on 107,877,738 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€ 34,520,876.16
Allocation to Retained earnings:	€ 14,000,000.00
Profit brought forward:	€ 170,284.06

Unappropriated profit:	€ 48,691,160.22
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The dividends will be paid out on June 7, 2013.

3. Resolution on the discharge of the Executive Board for the financial year 2012

The Supervisory Board and the Executive Board propose that the members of the Executive Board be discharged for the financial year 2012.

4. Resolution on the discharge of the Supervisory Board for the financial year 2012

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the financial year 2012.

5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2013 and for a review of the semi-annual financial report 2013

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

- a. The appointment of KMPG AG, Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor and Group auditor for the financial year 2013.
- 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 2013.

6. Resolution on the authorisation to buy back and use own shares with exclusion of subscription rights

The authorisation issued by the Annual General Meeting on June 10, 2011 to purchase own shares pursuant to § 71 (1) no. 8 of the German Stock Corporation Act (AktG) expires on December 9, 2013. It is to be revoked and replaced by a new authorisation.

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

- a. The Executive Board is authorised to buy back shares on one or more occasions up to June 5, 2018 with a proportionate amount in the share capital of up to € 10,787,773 – i.e. slightly less than 10 % of the Company's share capital – with the stipulation that the shares acquired under this authorisation together with other shares of the Company which the Company has already acquired or still possesses or are attributable to it pursuant to § 71d and § 71e of the German Stock Corporation Act (AktG) at no time exceed 10 % of the share capital of the Company. Furthermore, the terms in §§ 71 (2) sentences 2 and 3 of the German Stock Corporation Act (AktG) are to be observed. This acquisition must not serve the purpose of

engaging in trading of own shares. The acquisition can also be performed by dependent Group companies of MLP AG in the sense of § 17 of the German Stock Corporation Act (AktG) or by third parties on their behalf.

- b. The purchase takes place without prejudice to the principle of equal treatment (§ 53a of the German Stock Corporation Act (AktG)) through the stock exchange or a public purchase offer addressed to all shareholders. In the case of a purchase via the stock exchange, the purchase price per share (excluding transaction costs) may not be more than 10 % greater or less than the average closing price (arithmetic mean) of the MLP share in the XETRA trading system (or a comparable successor system) over the three preceding trading days prior to the obligation to purchase. In a public purchase offer, neither the purchase price offered per share nor the limits of the price corridor offered (excluding transaction costs) may exceed or fall below the average closing price (arithmetic mean) of the MLP share in the XETRA trading system (or a comparable successor system) by more than 10 % on any of the three preceding trading days prior to publication of the offer to purchase. The volume of the offer may be capped. If the offer is then oversubscribed, acceptance is to be proportionate to the shares on offer. Preferential acceptance of up to 100 shares offered to the Company for purchase per shareholder, as well as rounding in accordance with business principles in order to avoid mathematical fractions may be provided for.
- c. The Executive Board is authorised:
 - (1) to sell own shares acquired on the basis of the above authorisation via the stock exchange, observing the principle of equal treatment (§ 53a of the German Stock Corporation Act (AktG));
 - (2) to offer own shares acquired on the basis of the above authorisation to shareholders for subscription as part of an offer made to all shareholders, observing their entitlement to subscribe and the principle of equal treatment (§ 53a of the German Stock Corporation Act (AktG)).
- d. The Executive Board is authorised,
 - (1) with the consent of the Supervisory Board and with exclusion of shareholders' subscription rights, to make own shares acquired on the basis of the above authorisation available to third parties in the context of business combinations or in return for acquisitions of companies or parts of companies or participations in companies;
 - (2) with the consent of the Supervisory Board and with exclusion of shareholders' subscription rights, to also sell own shares acquired on the basis of the above authorisation in ways other than via the stock exchange or by means of an offer directed to all shareholders, provided that such shares are sold in return for cash at a price not falling significantly short of the average stock market price of equivalent shares in the Company on the last three days before the final issue price is set by the Executive Board, itself determined on the basis of

the arithmetic mean of the share prices (closing price of the MLP share in XETRA trading or a comparable successor system). However, this authorisation is subject to the condition that shares issued in exclusion of subscription rights as per § 186 (3) sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10 % of the share capital, either at the time of the resolution at the Annual General Meeting on June 6, 2013 or – in the event that this amount is the lower – at the time at which the resolution is exercised. Counting towards this limit of 10 % of the share capital are those shares

- which are issued or are to be issued to service bonds with a conversion and option right in so far as the bonds are or were issued as a result of an applicable authorisation during the term of this authorisation in corresponding use of § 186 (3) sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right;
 - which are issued in exclusion of shareholders' subscription rights as a result of an authorisation applicable during the term of this authorisation to issue new shares from the authorised capital in line with § 186 (3) sentence 4 of the German Stock Corporation Act (AktG);
- (3) with the consent of the Supervisory Board and excluding the shareholders' subscription rights, to use own shares acquired based on the above authorisation for servicing conversion rights arising from any potential future bonds with conversion or option right which the Executive Board has been authorised to issue by the Annual General Meeting, and to transfer own shares to the beneficiaries of conversion and subscription rights in accordance with the conditions to be set out in future authorising resolutions of the Annual General Meeting.
- e. The Executive Board is authorised to retire own shares acquired based on the above acquisition authorisation without the retirement or execution requiring any additional resolution of the Annual General Meeting. Such call-in involves a capital decrease. In a departure from this, the Executive Board may determine that the share capital remains unchanged in any call-in and, instead, that the share of the remaining stock in the capital should increase, pursuant to § 8 (3) of the German Stock Corporation Act (AktG); in this case, the Executive Board is authorised to revise the number of shares disclosed in the Company's Articles of Association accordingly.
 - f. The authorisation to buy back shares and to sell or redeem these shares may also be exercised in part.
 - g. The existing authorisation, granted by the Annual General Meeting on June 10, 2011 and limited to December 9, 2013, to buy back shares is cancelled for the time from which the new authorisation takes effect. The

authorisations granted by the Annual General Meeting on June 10, 2011 on the use of own shares acquired remain unaffected.

7. Resolution on the authorisation to make use of equity derivatives within the scope of purchasing own shares

In addition to the proposed authorisation under item 6 on the agenda to acquire own shares pursuant to § 71 (1) no. 8 of the German Stock Corporation Act (AktG), authorisation is also to be granted to acquire own shares using equity derivatives.

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

- a. Supplementing the resolution for acquiring own shares, approved under item 6 on the agenda at the Annual General Meeting on June 6, 2013, the acquisition of own shares in MLP AG may also be performed, subject to the consent of the Supervisory Board and pursuant to the following regulations, using equity derivatives in line with said authorisation. To this end, the Executive Board is authorised to sell options that commit the Company to purchase shares in MLP AG when exercised (referred to as "put options" in the following) and to acquire options which entitle the Company to purchase shares in MLP AG when exercised (referred to as "call options" in the following). The purchase may also be performed using a combination of put and call options for shares in the Company.
- b. Put or call option transactions or combinations of the two must be concluded with a financial institution or other organisation that fulfils the prerequisites of § 186 (5) sentence 1 of the German Stock Corporation Act (AktG) (below jointly referred to "financial institution") at close-to-market conditions subject to the condition that when exercising the options, the financial institution in question may only deliver shares it has previously acquired via the stock exchange, observing the principle of equal treatment, at the price prevailing in the XETRA trading system or a comparable successor system at the time of acquisition. The acquisition price paid for options (the option premium paid) by MLP AG, by Group companies that are dependent in the sense of § 17 of the German Stock Corporation Act (AktG), or by third parties acting on the account of MLP or on the account of Group companies of MLP AG dependent in the sense of § 17 of the German Stock Corporation Act (AktG) may not be substantially higher, and the sales price for options received by the Company, by dependent companies or companies that are majority-owned by the Company, or by third parties acting on their account or on the account of the Company (the option premium received) must not be substantially lower, than the market value of the respective options, calculated using generally accepted financial calculation principles; when calculating this market value, the agreed exercise price is to be taken into account besides other factors.
- c. The equivalent value per share (not including incidental acquisition costs) to be paid when an option is exercised (exercise price) must not – either with or without taking into account the option premium paid or received –

exceed or fall below the price of the share determined during the opening auction in the XETRA trading system or comparable successor system on the day on which the transaction was concluded by more than 5 %.

- d. The term of the put options must not exceed one year, and the latest possible exercise date must be selected so as to ensure that the shares will be delivered before June 5, 2018. Subject to a further authorisation by a subsequent Annual General Meeting, call options may only be exercised up to a date which ensures that the shares will be purchased before June 5, 2018.
- e. If put options, call option transactions or combinations of both are used to acquire own shares, shareholders will not be entitled to demand that MLP AG, Group companies dependent in the sense of § 17 of the German Stock Corporation Act (AktG), or third parties acting on their account conclude option transactions of this kind with them. Shareholders only have a right to tender their shares insofar as the Company is obligated to purchase shares from them pursuant to the option contracts. Any further tender rights on the part of shareholders are excluded.
- f. With regard to the use of own shares acquired using equity derivatives, the provisions set out in c), d) and e) of the authorisation granted under item 6 of the agenda apply.
- g. The authorisation to also purchase own shares using equity derivatives may only be used with reference to a maximum share volume of 5 % of the share capital in place at the time of the Annual General Meeting resolution. The shares purchased when exercising this authorisation are to be included in the upper limit for the purchase of shares in the Company provided in lit a. of item 6 on the agenda at a proportionate amount in the share capital of up to a maximum of € 10,787,773.

8. New Supervisory Board elections

Pursuant to § 102 (1) of the German Stock Corporation Act (AktG), the term of office of all shareholder representative members of the Supervisory Board ends with the conclusion of the Regular Annual General Meeting on June 6, 2013.

The Supervisory Board comprises six members. Pursuant to § 96 (1) and § 101 (1) of the German Stock Corporation Act (AktG), in connection with § 4 (1) of the German One-Third Participation Act (DrittelbG), it is made up of four shareholder representatives and two employee representatives.

Based on the proposal of the Nomination Committee, the Supervisory Board proposes appointing the following persons to the Supervisory Board as shareholder representatives with effect from the end of the Annual General Meeting until the close of the Annual General Meeting resolving on the ratification of actions for the fourth financial year after the term of office commenced, not including the financial year in which the term of office commences:

- Dr. Peter Lütke-Bornefeld, former Chairman of the Executive Board at Kölnische Rückversicherungs-Gesellschaft AG, Everswinkel
- Dr. h.c. Manfred Lautenschläger, former Chairman of the Executive Board at MLP AG, Gaiberg
- Johannes Maret, Managing Director at Maret GmbH, Managing Partner at Weingut Reverchon KG and Investment Committee Member at The Triton Fund LP, Jersey, Burgbrohl
- Dr. Claus-Michael Dill, former Chairman of the Executive Board at Damp Holding AG, Berlin

The Annual General Meeting is not bound to election nominations. The intention is to allow the Annual General Meeting to decide on the new election of members of the Supervisory Board by way of an individual vote.

Pursuant to § 5.4.3 sentence 3 of the German Corporate Governance Code, reference is made to the following: In the event of his election to the Supervisory Board, Dr. Peter Lütke-Bornefeld is to be proposed as a candidate for the position of Chairman of the Supervisory Board.

Pursuant to Section 5.4.1 (4) to (6) of the German Corporate Governance Code, reference is made to the following:

- Dr. h. c. Manfred Lautenschläger holds 25,383,373 shares (corresponding to 23.53 % of the share capital) in MLP AG, whereby 22,796,771 shares (corresponding to 21.13 % of the share capital) are attributed to him by Angelika Lautenschläger Beteiligungen Verwaltungs GmbH in line with § 22 (1) sentence 1 no. 1 of the German Securities Trading Act (WpHG). Dr. h. c. Lautenschläger therefore has personal relationships with the Company and with shareholders that hold a material stake in the Company – i.e. those shareholders that bear more than 10 % of voting shares in MLP AG either directly or indirectly.
- All of the candidates proposed here are already Chairmen, Vice Chairmen or members of the Supervisory Board at MLP AG and are therefore in a business relationship with MLP AG and its Supervisory Board.
- Aside from this, the Supervisory Board does not believe that there are any significant personal or business relationships of importance for the election to be held at the Annual General Meeting between the candidates proposed here, the companies of the MLP Group or the executive bodies of MLP AG on the one side or a shareholder with a material stake in the Company on the other.

All of the candidates proposed here for election to the Supervisory Board possess expertise in the fields of accounting or auditing in the sense of § 100 (5) of the German Stock Corporation Act (AktG); However, should he be elected, Dr. h. c. Lautenschläger will not be an independent member of the Supervisory Board in the sense of this standard.

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

Participation at the Annual General Meeting

Shareholders who have registered in time prior to the Annual General Meeting in accordance with § 15 of MLP AG's Articles of Association and identified themselves through evidence of their shareholding, prepared in writing in German or English by their custodian bank and issued for the start, i.e. 00:00 midnight, of May 16, 2013 (record date), are entitled to attend the Annual General Meeting and to exercise their voting rights. The registration and proof of entitlement must be submitted to the Company in text form (§ 126b of the German Civil Code (BGB)) in German or English at the following address by no later than the end, i.e. 24:00 midnight, of May 30, 2013

MLP AG
c/o Computershare Operations Center
80249 München
Fax: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

Significance of the record date

A person is deemed to be a shareholder in relations with the Company for the purpose of attending the Annual General Meeting and exercising voting rights only if proof of their shareholding, as described above (see the "Participation 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 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 using the procedure described in the following. However, this also requires registration and submission of proof of share ownership be-

fore the stated deadline (see the "Participation at the Annual General Meeting" section 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 3, 2013 using the following address, fax number or e-mail address:

MLP AG
c/o Computershare Operations Center
80249 München
Fax: +49 89 30903-74675
E-mail: MLP-Hauptversammlung2013@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 3, 2013 (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 or through a proxy, this is possible, although any votes cast by postal ballot will then become void.

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 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. In this case, too, a timely registration by the shareholder and submission of proof of shareholding is required (see the "Participation at the Annual General Meeting" section above). Proxy authorisation may be granted by way of a declaration made to the authorised proxy or to the Company.

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

a) Form of proxy authorisation

The granting of proxy authorisation, its revocation and proof of authorisation for submission 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 or association equivalent to a financial institution pursuant to § 135 (8) of the German Stock Corporation Act (AktG) or an equivalent institute or company pursuant to § 135 (10) of the German Stock Corporation Act (AktG).

Proxy authorisation may also be granted to financial institutions, shareholders' associations or any persons, entities, institutes or companies considered equivalent pursuant to § 135 (8) or (10) of the German Stock Corporation Act (AktG) 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, associations, institutes and companies 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 produce a verifiable proxy authorisation. If you therefore wish to authorise a financial institution, a shareholders' association or any persons, entities, institutes or companies considered equivalent pursuant to § 135 (8) or (10) of the German Stock Corporation Act (AktG) to act as a proxy, you should agree a potential form of authorisation with said institutions or persons. Reference is made to the process pursuant to § 135 (1) sentence 5 of the German Stock Corporation Act (AktG).

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

The Company offers its shareholders the opportunity to authorise a company-appointed proxy prior to the Annual General Meeting. Shareholders who wish to authorise the company-appointed proxy can use the form 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. Authorisations and instructions can also be issued during the Annual General Meeting.

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

d) Further information on the procedure of voting by proxy

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

MLP AG
c/o Computershare Operations Center
80249 München
Fax: +49 89 30903-74675
E-mail: MLP-Hauptversammlung2013@computershare.de

To facilitate the organisation of the Annual General Meeting, shareholders wishing to authorise company-appointed proxies are requested to submit this authorisation including voting instructions, if they are not issued during the Annual General Meeting, by post, fax or e-mail mail no later than the end, i.e. 24:00 midnight, of June 3, 2013 (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 proxy authorisation, together with their entry ticket.

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 6, 2013 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 the pro rata amount of € 500,000 (the latter corresponds to 500,000 shares) can request items to be added to the agenda and made public. 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, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than midnight on May 6, 2013. Any requests for additions to the agenda received after this cut-off point will not be considered. §

142 (2) sentence 2 of the German Stock Corporation Act (AktG), which stipulates that the persons submitting the application must demonstrate that they have held the shares for at least three months prior to the day of the Annual General Meeting and that they continue to hold the shares until the decision regarding the application has been reached, is applied accordingly pursuant to § 122 (2) sentence 1 of the German Stock Corporation Act (AktG). If the persons submitting the requests for additions to the agenda have held the number of shares necessary to reach the quorum (see above) at least in the time from the start, i.e. 0:00 midnight, of March 6, 2013 until the start, i.e. 0:00 midnight, of the day on which the supplementary request was sent out, this will satisfy the Company's requirements in terms of proof of shareholding. The share ownership times of third parties are calculated in line with § 70 of the German Stock Corporation Act (AktG).

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

MLP AG
Executive Board
Alte Heerstraße 40
69168 Wiesloch

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

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

Reference is also made to further notes on the shareholders' 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)

Every shareholder has the right to submit motions at the Annual General Meeting pertaining to items on the agenda and to the rules and procedures without any notice, publication or other special action being required prior to the Annual General Meeting. 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 counted, meaning that they must be received by the end, i.e. 24:00 midnight, of May 22, 2013, and which comply with all other requirements with regard to the Company's duty to disclose, will be published immediately, including the name of the shareholder, the justifications behind 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 6222308-1131
E-mail: hauptversammlung2013@mlp.de

Counter-motions sent to any other address will not be considered. Counter-motions are only deemed to have been made when submitted during the Annual General Meeting.

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

Every shareholder has the right to make election nominations for the resolution on the appointment of the auditors of the financial statements and the consolidated financial statements at the Annual General Meeting (item 5) and for the resolution on electing new members to the Supervisory Board (item 8) without any notice, publication or other special action being required prior to the Annual General Meeting. Nominations of shareholders in the sense of § 127 of the German Stock Corporation Act (AktG) which reach the Company at the address stated below no later than 14 days prior to the day of the Annual General Meeting, whereby the day of receipt or the day of the Annual General Meeting itself are not counted, meaning that all information must be received no later than the end, i.e. 24:00 midnight of May 22, 2013, and which comply with all other requirements with regard to the Company's duty to disclose, will be published immediately, including the name of the shareholder, any justification for the nominations (which, unlike counter-motions in the sense of § 126 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 AG
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Fax: +49 6222308-1131
E-mail: hauptversammlung2013@mlp.de

Any and all election nominations sent to any other address will not be considered. Election nominations are only deemed to have been made when submitted during the Annual General Meeting.

Right to information pursuant to § 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 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. 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 (disclosure pursuant to § 30b (1) sentence 1 no. 1 alt. 2 of the German Securities Trading Act (WpHG)).

Wiesloch, April 2013
MLP AG
Executive Board

With regard to item 6 of the agenda to the Annual General Meeting, the Executive Board submits the following report pursuant to § 71 (1) sentence 8, § 186 (4) sentence 2 of the German Stock Corporation Act (AktG):

As the authorisation passed at the Annual General Meeting on June 10, 2011 will expire in December 2013, it is to be terminated and replaced by a new authorisation.

The Company did not acquire any own shares based on the authorisation dated June 10, 2011.

It is therefore proposed that the Executive Board be authorised to buy back shares up to June 5, 2018 using a proportionate amount in the share capital of up to € 10,787,773 – which corresponds to slightly less than 10 % of the current share capital. It should also be possible for dependent group companies of MLP AG within the sense of § 17 of the German Stock Corporation Act (AktG) to acquire own shares, or for third parties to acquire such shares for the account of MLP AG or such dependent companies.

§ 71 (1) no. 8 of the German Stock Corporation Act provides for alternative forms of purchase and sale in addition to the typical form of purchase and sale via the stock exchange. These alternative forms are also to be used in this case.

In addition to purchase via the stock exchange, the Company is also to be able to buy back own shares via a tender offer. As is the case when purchasing shares via the stock exchange, the principle of equal treatment must also be observed here. In the case of a public purchase offer, any shareholder who is prepared to sell can decide how many shares he wishes to sell and, if a price range has been fixed, at what price. If the quantity offered at the set price exceeds the number of shares required by the Company, it should then be possible for the acquisition to take place based on the proportion of shares offered (tender ratios). Only when an acquisition is to be made based on tender ratios rather than in proportion to the shares held can the acquisition procedure be technically processed in an economically reasonable framework. Moreover, it is to be possible to provide for the preferential acceptance of small offers or small parts of offers. For this, the Company may provide for preferred acceptance of small lots of shares of up to 100 shares tendered per shareholder. This option generally allows uneconomical residual amounts, and any potential disadvantage for minor shareholders associated with this, to be avoided. It also serves to simplify the actual execution of the acquisition procedure. In all cases, it should ultimately be possible to apply rounding in accordance with common business practices to avoid fractional shares. The acquisition ratio and/or the number of shares to be acquired from an individual shareholder offering to sell may therefore, as necessary, be rounded in accordance with common business practices in such a way to ensure that only whole shares are acquired. The Executive Board and the Supervisory Board firmly believe it is necessary, justified and reasonable with regard to the shareholders to exclude any further tender rights in these cases.

Based on the proposed authorisation (see also item 6 lit. c. on the agenda), the Executive Board is to be authorised to sell the shares acquired pursuant to such authorisation on the stock exchange or, while maintaining shareholders' subscription rights, to offer the shares in a public offer for sale. If the Executive Board chooses to sell the own shares via the stock exchange, shareholders do not have any subscription rights. Pursuant to § 71 (1) no. 8 sentence 4 of the German Stock Corporation Act (AktG), the sale of own shares via the stock exchange – and also their acquisition via the stock exchange – complies with the principle of equal treatment pursuant to § 53 a of the German Stock Corporation Act (AktG).

In accordance with the provisions of § 71 (1) no. 8 of the German Stock Corporation Act (AktG), the Annual General Meeting may also authorise the Company to sell such shares via a different channel than the stock exchange.

The selling of own shares bought back with the exclusion of shareholders' subscription rights is also to be possible in the cases stated under item 6 lit. d. of the resolution proposal.

This allows the Executive Board to have own shares at its disposal so that, with the consent of the Supervisory Board, it may use these as consideration within the framework of business combinations or acquisition of companies (or divisions of companies or stakes in companies). This kind of consideration is occasionally required for such transactions. The authorisation proposed in this particular case is intended to provide the Company with the necessary flexibility to quickly and flexibly utilise any opportunities which may arise with regard to mergers with other enterprises or acquisitions of enterprises or parts thereof or interests therein. By contrast, if shareholder subscription rights were to be maintained, mergers with other enterprises or acquisitions of enterprises or parts thereof or interests therein involving the granting of own shares in the Company would be impossible, rendering the associated benefits unattainable. Should any such opportunities open up, the Executive Board will carefully check whether to make use of the authorisation for the granting of own shares and only do so if it arrives at the conclusion that the relevant merger or the acquisition of the relevant enterprise or part thereof or interest therein in return for the granting of MLP shares is in the interests of the Company. The Supervisory Board will only give its required consent for use of own shares for this purpose if it is also convinced that this is in the interests of the Company. In determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders continue to be protected. The value of the shares to be offered as consideration will generally be determined in line with the market price of the Company's shares. However, there are no plans for systematic links to any stock exchange price, in particular so as not to call into question any results of negotiations already completed due to fluctuations in the stock exchange price. There are currently no specific plans to make use of this authorisation. The Executive Board will report to the Annual General Meeting on any utilisation of this authorisation.

The proposed resolution also includes the authorisation to sell shares bought back with the exclusion of subscription rights via a different channel than the stock exchange. These shares can be used for other reasons than those given within the framework of business combinations, the acquisition of companies, divisions of companies or stakes in companies. However, this is subject to the requirement that the shares are sold for cash, for a price not substantially lower than the stock market price for Company shares of the same class with the same rights on the last three days of trading prior to the final sale price being fixed by the Executive Board, itself determined on the basis of the arithmetic mean of the closing prices of the MLP share in XETRA trading or a successor system. Any reduction below the current stock exchange price is not likely to exceed 3 %, or 5 % of the stock exchange price at worst. This authorisation is also subject to the condition that shares issued in exclusion of subscription rights as per § 186 (3) sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10 % of the share capital, either at the time of the resolution at the Annual General Meeting on June 6, 2013 or – in the event that this

amount is the lower – at the time at which the resolution is exercised. Counting towards this limit of 10 % of the share capital are those shares

- which are issued or are to be issued to service bonds with a conversion and option right insofar as the bonds are or were issued as a result of an applicable authorisation during the term of this authorisation in corresponding use of § 186 (3) sentence 4 of the German Stock Corporation Act (AktG) under exclusion of the subscription right;

- which are issued in exclusion of shareholders' subscription rights as a result of an authorisation applicable during the term of this authorisation to issue new shares from the authorised capital in line with § 186 (3) sentence 4 of the German Stock Corporation Act (AktG).

This authorisation provides the Company with greater flexibility. In particular, it facilitates the specific issue of shares to cooperation partners or financial investors in contexts other than those of business combinations or the acquisition of companies, divisions of companies or stakes in companies. This option to exclude subscription rights also serves the interests of the Company in achieving the best possible price when selling own shares. It enables the Company to remain flexible and utilise any stock market opportunities that present themselves quickly and affordably. The sale proceeds that can be realised by fixing a sensible market price will generally result in a significantly higher inflow of funds per share than could be achieved by placing shares with subscription rights. By avoiding the time-consuming and expensive handling of subscription rights, the Company will furthermore be able to meet its equity requirements quickly when market opportunities arise at short notice. Although § 186 (2) sentence 2 of the German Stock Corporation Act (AktG) does allow publication of the purchase price at the latest up to three days prior to the end of the subscription period, the volatility on the share markets still presents a market risk in this case for several days, in particular a price change risk, which may lead to the deduction of safety margins in connection with the determination of the selling price. If granting a subscription right, the Company would also not be in a position to promptly react to a change in market conditions due to the length of the subscription period. The interests of the shareholders are adequately safeguarded by the facts that the issue price must be based on the stock market price and the authorisation may only be applied to a limited extent. Shareholders have the option to maintain their relative shareholding by acquiring shares through the stock exchange. There are currently no specific plans to make use of this authorisation. The Executive Board will report to the Annual General Meeting on any utilisation of this authorisation.

Finally, the Executive Board is to be authorised, with the consent of the Supervisory Board, to use own shares bought back, with the exclusion of subscription rights, for servicing conversion and subscription rights on future bonds with conversion or option rights which the Annual General Meeting may authorise the Executive Board to issue, and to transfer own shares to the beneficiaries of conversion or subscription rights in accordance with the requirements to be fixed in authorisation resolutions by the Annual General Meeting. The transfer of own shares to satisfy subscription rights on future bonds with conversion or option rights instead of drawing on the conditional capital will, in particular, help prevent any dilution effects which might otherwise occur. Unless the shareholders' subscription right has been excluded by the Annual General Meeting in accordance with § 221 (4) in connection with § 186 of the

German Stock Corporation Act (AktG), the shareholders have a subscription right on bonds with conversion or option rights, which could be issued in future on the basis of an authorisation by the Annual General Meeting.

The Company is also to be able to redeem own shares without any renewed resolution on the part of the Annual General Meeting. This authorisation is to provide the Executive Board with some scope of disposition to best cater for the long-term dividend interests of the Company and its shareholders. Pursuant to § 71 (1) no. 8 sentence 6 of the German Stock Corporation Act (AktG), the Executive Board may be authorised by the Annual General Meeting not only to buy back own shares, but also to redeem them. If the Executive Board makes use of the right to redeem shares, this will result in a capital decrease. Alternatively, the Executive Board is also to be authorised to redeem shares in accordance with § 237 (3) no. 3 of the German Stock Corporation Act (AktG) without changing the share capital. In this case, the share of the remaining stock in the share capital increases, pursuant to § 8 (3) of the German Stock Corporation Act (AktG). Experience shows that calling in own shares can lead to a stabilised and optimised stock market price and strengthen the Company's position on the capital market, thereby making it in the interest of the Company and its shareholders. At the appropriate time, the Executive Board will decide after dutiful consideration whether the right to call in shares is to be exercised.

The authorisation to buy back shares and/or to redeem or resell them may also be exercised in part.

The existing authorisation, granted by the Annual General Meeting on June 10, 2011 and limited to December 9, 2013, to buy back shares is cancelled for the time from which the new authorisation takes effect.

In light of the above, the Executive Board and Supervisory Board consider the exclusion of subscription rights in the aforementioned cases to be justified and reasonable for shareholders based on the reasons stated, even when taking into account any potential dilution effect which may occur to the detriment of the shareholders.

With regard to item 7 of the agenda to the Annual General Meeting, the Executive Board submits the following report pursuant to § 71 (1) sentence 8, § 186 (4) sentence 2 of the German Stock Corporation Act (AktG):

Item 7 of the agenda contains the proposal to authorise the Company to use equity derivatives when purchasing own shares in line with the authorisation proposed under item 6 of the agenda. To this end, the Executive Board is to be authorised to sell options that commit the Company to purchase shares in MLP AG when exercised (referred to as "put options" in the following) and to acquire options which entitle the Company to purchase shares in MLP AG when exercised (referred to as "call options" in the following). As per the authorisation pursuant to item 7 of the agenda, the acquisition may also be performed using a combination of put and call options on shares in the Company. The proposed authorisation includes a provision that all equity derivatives used on the basis of this authorisation may only refer to a total number of shares not exceeding a proportionate amount of 5 % of MLP AG's share capital at the time of the Annual General Meeting resolution on this authorisation. The shares purchased when exercising this authorisation are also to be included in the upper limit for the acquisition of shares in the Company provided in lit a. of item 6 on

the agenda at a proportionate amount in the share capital of up to a maximum of € 10,787,773.

When selling put options, the Company grants the purchaser the right to sell shares in MLP AG to the Company at a price stipulated in the put option (exercise price). The Company receives an option premium in return for this. If the put option is exercised, the option bonus paid by the purchaser of the put option reduces the total amount paid by the Company to acquire the share. Exercising the put option makes economic sense for the beneficiary when the price of the MLP AG share is lower than the exercise price at the time of exercise, since he can then sell the shares at a higher exercise price. From the Company's perspective, the advantage of using put options in share buybacks is that the exercise price is determined at the time of conclusion of the option contract, yet there will be no outflow of liquidity until the options are exercised. Using put options in share buybacks can, for example, make sense if prices are low and the Company intends to buy own shares but is not sure when the MLP AG share price will be at its lowest level. In cases such as this, the Company may benefit from selling put options at an exercise price below the MLP AG share price at the time the put option transaction is concluded. The use of put options offers the particular advantage that the buyback takes place at a lower price level than with an immediate buyback. If the bearer of the option does not exercise the options because the share price on the date of exercise exceeds the exercise price, the Company, although unable to acquire any own shares, still retains the option premium received.

When purchasing a call option, the Company acquires the right to purchase a previously specified number of shares at a previously agreed price (exercise price) from the seller of the options, the writer, in return for payment of an option premium. Exercising the call option makes economic sense for the Company when the price of the MLP AG share is above the exercise price, since it can then purchase the shares from the writer at a lower exercise price. This allows the Company to hedge against an upward movement in share prices. In addition to this, the Company's liquidity is not affected, since the fixed acquisition price for the shares does not have to be paid until the call options are exercised.

Based on the proposed authorisation, the derivative transactions must be concluded with a financial institution or other company fulfilling the requirements of § 186 (5) sentence 1 of the German Stock Corporation Act (AktG) (hereinafter referred to together as "financial institution") at close-to-market conditions. Based on the proposed authorisation, it is also vital to ensure that the derivatives are only serviced with shares that were previously purchased by the financial institution, in accordance with the principle of equal treatment, via the stock exchange at a price that corresponds to the current price of the share at the time of acquisition in XETRA trading or a comparable successor system that replaces XETRA. To ensure this, a corresponding obligation must be a constituent of the agreement with the financial institution for put options; The Company may only exercise call options when these requirements are securely in place before delivering the shares. By stipulating that the relevant financial institution must only deliver shares that it has previously acquired via the stock exchange at the share price prevailing in XETRA trading or a successor system, the Company ensures compliance with the principle of equal treatment of shareholders pursuant to § 71 (1) no. 8 sentence 4 of the German Stock Corporation Act (AktG).

The equivalent value per share (not including incidental acquisition costs) to be paid when an option is exercised (exercise price) must not – either with or without taking into account the option premium paid or received – exceed or fall below the price of the share determined during the opening auction in the XETRA trading system or comparable successor system on the day on which the transaction was concluded by more than 5 %.

The acquisition price paid for options (the option premium paid) by MLP AG, by Group companies that are dependent in the sense of § 17 of the German Stock Corporation Act (AktG), or by third parties acting on the account of MLP or on the account of Group companies of MLP AG dependent in the sense of § 17 of the German Stock Corporation Act (AktG) may not be substantially higher, and the sales price for options received by the Company, by dependent companies or companies that are majority-owned by the Company, or by third parties acting on their account or on the account of the Company (the option premium received) must not be substantially lower, than the market value of the respective options, calculated using generally accepted financial calculation principles; when calculating this market value, the agreed exercise price is to be taken into account besides other factors. This, coupled with the limited scope in which own shares may be acquired using equity derivatives, corresponds to the basic premise applied to any pre-emptive shareholder tender rights in § 186 (3) sentence 4 of the German Stock Corporation Act (AktG), which governs the exclusion of subscription rights.

The longer the term of an equity derivative, the higher the probability that the price of the MLP AG share will unforeseeably deviate from the share price as at the time of conclusion of the derivative contract. The proposed authorisation therefore stipulates that the term of put options must never exceed one year. Another condition also stipulates that the final exercise date must be a date which will guarantee that delivery of the shares can be effected prior to June 5, 2018. Subject to a further authorisation by a subsequent Annual General Meeting, call options may only be exercised up to a date which ensures that the shares will be purchased before June 5, 2018.

Based on the proposed authorisation, if put options, call option transactions or a combination of both are used to acquire own shares, the right of shareholders to conclude derivative contracts of this kind with MLP AG, its dependent Group companies in the sense of § 17 of the German Stock Corporation Act (AktG) or third parties acting on their account is excluded. Since the Company can conclude derivative contracts with an issuing company, it is also capable – unlike cases in which an offer to conclude equity business is made to all shareholders – of concluding these derivative contracts at short notice. This provides the Company with the necessary flexibility that it needs to react quickly to market situations.

When purchasing own shares using these equity derivatives, shareholders are only to be granted a right to tender their shares to the extent that the Company is obliged to purchase the shares from them based on the corresponding derivative contracts. Any further tender rights are excluded in the proposed authorisation. Otherwise, it would not be possible to use the intended equity derivatives in the proposed authorisation within the scope of purchasing own shares and the advantages for the Company associated with this could then not be exploited.

The stipulations and regulations described in the above sections prevent shareholders from suffering any significant economic disadvantage when purchasing own shares using equity derivatives. Since the Company receives or pays a fair market price, the shareholders not involved in the derivative contracts also do not suffer any substantial loss in value. This corresponds to the position of shareholders when buying back shares on the stock exchange, where not all shareholders can sell shares to the Company. The requirements for the terms and conditions of the equity derivatives and for the shares to be delivered ensure that the principle of equal treatment of shareholders is still observed when using this acquisition method. It is therefore justified that any rights of shareholders to conclude the aforementioned derivative contracts with the Company are excluded.

In considering all these stated circumstances, the Executive Board and Supervisory Board consider the exclusion of any tender rights to be justified and reasonable for shareholders. The Executive Board will report to the Annual General Meeting on the details of any use of the authorisation to buy back own shares using equity derivatives.

The same authorisations as in item 6 on the agenda apply for the shares acquired using equity derivatives. The preceding statements on justification of the exclusion of shareholders' subscription rights apply accordingly.

Disclosures on the election of the Supervisory Board candidates proposed under item 8 on the agenda:

Dr. Peter Lütke-Bornefeld, Everswinkel

- **Membership in other statutory Supervisory Boards of companies based in Germany**
 - MLP Finanzdienstleistungen AG, Wiesloch (Chairman)
 - Delvag Rückversicherungs-AG, Cologne
 - DB Capital & Asset Management Kapitalanlagegesellschaft mbH, Cologne
 - VHV Vereinigte Hannoversche Versicherung a.G., Hanover
 - VPV Lebensversicherungs- AG, Stuttgart

- **Membership in comparable supervisory bodies of commercial enterprises based in Germany and abroad:**
 - None

Dr. h.c. Manfred Lautenschläger, Gaiberg

- **Membership in other statutory Supervisory Boards of companies based in Germany**
 - None

- **Membership in comparable supervisory bodies of commercial enterprises based in Germany and abroad:**
 - University Hospital Heidelberg, Heidelberg (Supervisory Board)

Johannes Maret, Burgbrohl

- **Membership in other statutory Supervisory Boards of companies based in Germany**
 - None
- **Membership in comparable supervisory bodies of commercial enterprises based in Germany and abroad:**
 - Basler Fashion Holding GmbH, Goldbach (Chairman of the Advisory Board)
 - Battenfeld-Cincinnati GmbH, Bad Oeynhausen (Chairman of the Advisory Board)
 - Gebrüder Rhodius KG, Burgbrohl (Chairman of the Advisory Board)
 - The Triton Fund LP, Jersey (Investment Committee Member)

Dr. Claus-Michael Dill, Berlin

- **Membership in other statutory Supervisory Boards of companies based in Germany**
 - General Reinsurance AG, Cologne (Chairman)
 - HUK-COBURG-Holding AG, Coburg
 - HUK-COBURG Haftpflicht-Unterstützungs-Kasse kraftfahrender Beamter Deutschlands a.G., Coburg
- **Membership in comparable supervisory bodies of commercial enterprises based in Germany and abroad:**
 - Polygon AB, Stockholm, Sweden