

**(Please note that only the German version of the explanations of the rights of shareholders is legally binding)**

**MLP AG  
Wiesloch**

Wiesloch, May 2017

**Annual General Meeting of  
MLP AG**

on Thursday, June 29, 2017, at 10.00 a.m. in Wiesloch, Germany

Palatin Kongress- und Kulturzentrum  
Ringstraße 17–19  
69168 Wiesloch.

**Explanations on the rights of shareholders  
(Disclosures in line with § 121 (3) Sentence 3 No. 3 of the German Stock Corporation Act (AktG) on the rights of shareholders pursuant to §§ 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG))**

The notice on convening the Annual General Meeting contains information on the rights of shareholders in accordance with §§ 122 (2), 126 (1), § 127 and § 131 (1) of the German Stock Corporation Act (AktG), which is largely limited to the deadlines for exercising these rights as per § 121 (3) Sentence 3 No. 3 of the German Stock Corporation Act (AktG). The following information serves to provide further explanations.

**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 (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, that is 12:00 midnight, of May 29, 2017. Any requests for additions to the agenda received after this cut-off point will not be considered. Persons submitting the application must demonstrate that they have held the shares for at least 90 days 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; § 121 (7) of the German Stock Corporation Act (AktG) applies mutatis mutandis. 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

Unless made public at the time of convening the Annual General Meeting, requests for additions to the agenda that are required to be disclosed are published immediately upon receipt in the Federal Gazette (Bundesanzeiger) and submitted to those media for publication which may be presumed to distribute the information throughout the European Union.

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. Shareholders are informed of them in line with § 125 (1) Sentence 3 of the German Stock Corporation Act (AktG).

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

## § 122 Convening a general meeting of shareholders upon the request of a minority (excerpt)

"(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 requests are to be directed and submitted to the Executive Board. The Articles of Association may link the right to convene the Annual General Meeting to another form and to ownership of a smaller percentage of share capital. 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; § 121 (7) is to be applied 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 terms of Sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, before the meeting; The day on which the motion is received cannot be counted as one of these days."

## § 121 General (excerpt)

"(7) For deadlines and dates counted back from the date of the meeting, the day of the meeting shall not be included in the calculation. Rescheduling from a Sunday, a Saturday or a bank holiday to a preceding or following working day is not permitted. §§ 187 to 193 of the German Civil Code (BGB) shall not apply accordingly. For non-listed companies, the articles of association can specify a different calculation of the deadline."

## **2. 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 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 actual Annual General Meeting are not counted, meaning that they must be received at the latest by the end, that is 12:00 midnight, of June 14, 2017, and meet all other requirements with regard to the Company's disclosure obligations, will be published immediately, including the name of the shareholder, the justifications behind the counterproposal and any statement by the Company's management, on the Company's website at <http://www.mlp-agm.com> (§ 126 (1) Sentence 3 of the German Stock Corporation Act (AktG)). Shareholders enjoy a right which corresponds to this duty: the right to have their counter-motions published.

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: [hauptversammlung2017@mlp.de](mailto:hauptversammlung2017@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. 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 which form the basis of this shareholder right 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. In the case of listed companies, access shall be provided via the company's internet site. § 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 would render itself criminally liable by publishing the information
2. if the counter-motion would result in a resolution of the Annual General Meeting which would be illegal or violate the 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 relating to the same subject matter has already been made accessible to an Annual General Meeting of the Company as per § 125

5. if the same counter-motion of the shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two Annual General Meetings of the company within the past five years and at such Annual General Meetings less than one twentieth of the share capital represented voted for the counter-motion

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 election nominations at the Annual General Meeting within the scope of § 127 of the German Stock Corporation Act (AktG) 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, which neither includes the day of receipt nor the day of the Annual General Meeting itself, meaning that all information must be received no later than the end, that is 12:00 midnight, of June 14, 2017, and meet all other requirements with regard to the Company's disclosure obligations 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 necessary) and any statement by the Company's management, on the Company's website at <http://www.mlp-agm.com>. Shareholders enjoy a right which corresponds to this duty: the right to have their nominations for election published.

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.

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: [hauptversammlung2017@mlp.de](mailto:hauptversammlung2017@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.

The stipulations of the German Stock Corporation Act which form the basis of this shareholder right and which also specify the conditions under which nominations 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. In the case of listed companies, access shall be provided via the company's internet site. § 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 would render itself criminally liable by publishing the information

2. if the counter-motion would result in a resolution of the Annual General Meeting which would be illegal or violate the 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 relating to the same subject matter has already been made accessible to an Annual General Meeting of the Company as per § 125

5. if the same counter-motion of the shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two Annual General Meetings of the company within the past five years and at such Annual General Meetings less than one twentieth of the share capital represented voted for the counter-motion

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."

#### § 127 Election nominations by shareholders

"§ 126 shall apply accordingly for a shareholder's proposal regarding the election of Supervisory Board members or auditors. The election proposal does not need to be justified. The Executive Board also does not need to make the election proposal available if the proposal does not include the information required as per § 124 (3) Sentence 4 and § 125 (1) Sentence 5. The Executive Board must provide the proposal of a shareholder regarding the election of members of the Supervisory Board in listed companies, for which the Codetermination Act, the Codetermination Act for the Coal, Iron and Steel Industry or the Supplementary Codetermination Act applies, with the following information:

1. Reference to the requirements of § 96 (2),
2. declaration of whether an objection was made to the overall compliance as per § 96 (2) Sentence 3 and
3. disclosure of how many of the places in the Supervisory Board must be occupied by women and by men as a minimum in order to meet the minimum quote requirement as per § 96 (2) Sentence 1."

#### § 124 Announcement of requests for additions to the agenda; resolution proposals (excerpt, (3) Sentence 4)

"(3) ... All candidate nominations for the election of members to the Supervisory Board or of auditors must include the name, occupation and residence of said candidates. ..."

#### § 125 Notifications to shareholders and Supervisory Board members (excerpt, (1) Sentence 5)

"(1) ... In the case of listed companies, any nominations for the election of supervisory board members must be accompanied by details on their membership in other Supervisory Boards whose establishment is required by law; Information on their memberships in comparable domestic and foreign supervisory bodies of commercial enterprises should also be included."

### **4. 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 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. In line with prevailing opinion in the literature on stock corporation law, a right of the Executive Board to non-disclosure pursuant to § 131 (3) of the German Stock Corporation Act (AktG) should apply in this case as well. Any requests for information shall be requested at the Annual General Meeting during the public discussion.

The stipulations of the German Stock Corporation Act which form the basis of this shareholder right and which also set out the requirements under which it is possible to refrain from providing information 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 shall also extend to the legal and commercial relationships of the Company to an affiliated company. Should a company utilise the facilitations as per § 266 (1) Sentence 3, § 276 or § 288 of the Commercial Code, then every shareholder may demand that in the Annual General Meeting about the annual financial statements, the annual financial statements be submitted in the form they would have taken without these facilitations. The duty of the Executive Board of a parent company (§ 290 (1), (2) of the German Commercial Code (HGB)) to provide information at the Annual General Meeting presented with the consolidated financial statements and the Group management report also includes the situation of the Group 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 of Procedure pursuant to § 129 may authorise the chair of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

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

1. insofar as providing the information is, according to prudent business judgement, likely to put the Company or an affiliated company at a substantial disadvantage.

2. if it relates to 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 adopts the financial statements

4. about the accounting policies, if disclosure of these methods in the notes is sufficient to provide a clear view of the actual condition of the Company's net assets, financial position and results of operations pursuant to § 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 has been continuously accessible on the company's internet site at least seven days before the start and during the Annual General Meeting.

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 pursuant to (3) Sentence 1 No. 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 provisions of the company's articles of association are as follows:

§ 16 of the Articles of Association of MLP AG (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 may also reasonably limit the time allowed for the shareholders' right to ask questions and to speak. In particular at the start of or during the Annual General Meeting, he can lay down a time frame for the course of the Annual General Meeting, for the discussion of individual items on the agenda and for the individual questions and answers. 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."