



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

MLP SE

Wiesloch

ISIN DE0006569908

We hereby invite the shareholders of our Company to the

Annual General Meeting

on Thursday, June 14, 2018, at 10.00 a.m. in Wiesloch, Germany

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

Agenda

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

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

- the adopted annual financial statements of MLP SE (formerly MLP AG) as of December 31, 2017,
- the approved consolidated financial statements as of December 31, 2017,

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

- the joint management report for MLP SE (formerly MLP AG) and the Group as of December 31, 2017,
- the report by the Supervisory Board and
- the proposal by the Executive Board on the appropriation of net profit.

These documents are made available on the internet at

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

They are also made available for viewing during the Annual General Meeting and can also be accessed online using terminals provided by MLP SE.

On March 14, 2018, 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, 2017

The Executive Board and Supervisory Board propose the following distribution of the unappropriated profit of € 21,866,937.20:

Dividend payments of € 0.20 per ordinary share on 109,334,686 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€ 21,866,937.20
Allocation to retained earnings:	€ 0.00
Profit brought forward:	€ 0.00
Unappropriated profit:	€ 21,866,937.20

This proposed appropriation of earnings is based on the assumption of share capital eligible for dividend in the amount of € 109,334,686.00, divided into 109,334,686 ordinary shares. Should the actual number of dividend-bearing shares – and thereby the total dividend – be lower at the time of passing the

resolution on the use of unappropriated profit, the Executive Board and Supervisory Board will submit a correspondingly revised resolution proposal on the appropriation of profits, which still provides for a dividend payout of € 0.20 per dividend-bearing ordinary share, but with which the resulting remainder of the unappropriated profit is carried forward to new account.

The dividends are to be paid out on June 19, 2018.

3. Resolution on the discharge of the Executive Board of MLP AG and MLP SE for the financial year 2017

The Supervisory Board and Executive Board propose that the acting members of the Executive Board at MLP AG and MLP SE in the financial year 2017 be discharged for this time period.

4. Resolution on the discharge of the Supervisory Board of MLP AG and MLP SE for the financial year 2017

The Supervisory Board and Executive Board propose that the acting members of the Supervisory Board at MLP AG and MLP SE in the financial year 2017 be discharged for this time period.

5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2018

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

The appointment of KPMG AG, Wirtschaftsprüfungsgesellschaft, Berlin, Germany, as auditor and Group auditor for the financial year 2018.

6. Resolution on remuneration of the first Supervisory Board at MLP SE

The term in office of all members of the first Supervisory Board at MLP SE ends with the conclusion of the Annual General Meeting on June 14, 2018. Pursuant to § 113 (2) of the German Stock Corporation Act (AktG), the remuneration for the members of the first Supervisory Board can only be approved by the Annual General Meeting. The resolution can only be passed in the Annual General Meeting that formally approves the actions of the members of the first Supervisory Board. The members of the first Supervisory Board should receive pro rata temporis remuneration based on § 14 of the Company's Articles of Association for their work on this committee. For the period after June 14, 2018, remuneration for members of the Supervisory Board at MLP SE is based on § 14 of the Company's Articles of Association.

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

Alongside reimbursement of their expenses and any VAT due on their Supervisory Board remuneration, each member of the first Supervisory Board at MLP SE receives fixed remuneration for the financial year 2017 for the period from September 21, 2017 to December 31, 2017, as well as fixed remuneration for the financial year 2018 for the period from January 1, 2018 to June 14, 2018, whereby basic remuneration of € 40,000 p.a. is applied as a reference value for a full financial year. The Chairman of the first Supervisory Board receives 200 % of this amount and the Deputy Chairman receives 150 % of this amount in accordance with Sentence 1. For their work on the Audit Committee and the Personnel Committee, each member of the Committee is also granted special remuneration pro rata temporis for the period from September 21, 2017 to December 31, 2017 and for the period from January 1, 2018 to June 14, 2018, whereby special remuneration of € 25,000 p.a. is applied as a reference value for a full financial year and special remuneration of 15,000 p.a. is applied for a full year's work on the Audit Committee. The Chairman of the Audit Committee and the Personnel Committee receives double the respective special remuneration of a normal member of the Audit Committee or Personnel Committee.

The remuneration is paid following the Annual General Meeting on June 14, 2018.

7. New elections to the Supervisory Board

The term in office of all members of the first Supervisory Board at MLP SE ends with conclusion of the Annual General Meeting on June 14, 2018.

The Supervisory Board consists of six members. Pursuant to Art. 40 (2), (3) of Abs. 3 of the SE Regulation, § 17 of the SE Implementation Act (SEAG), § 21 (3) of the German law governing the participation of employees in a European company (SEBG), clause 13 of the Participation Agreement for MLP SE and § 9 (1) of the Articles of Association of MLP SE it is made up of four shareholder representatives and two employee representatives.

The election nominations of the Supervisory Board are each based on a proposal of the Nomination Committee, taking into account the objectives approved by the Supervisory Board regarding its composition, and aim to fulfil the skills profile approved by the Supervisory Board for the entire Supervisory Board.

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, with the financial year in which the term of office commences not being counted:

- Dr. Peter Lütke-Bornefeld, former Chairman of the Executive Board at General Reinsurance AG, Everswinkel,
- Matthias Lautenschläger, Managing Partner at USC Heidelberg Spielbetrieb GmbH, Heidelberg,
- Dr. Claus-Michael Dill, former Chairman of the Executive Board at Damp Holding AG, Murnau.

- Tina Müller, Chief Executive Officer (CEO) Douglas GmbH, Düsseldorf.

The intention is for voting on new Supervisory Board elections to be performed on an individual basis during the Annual General Meeting.

Disclosures on the candidates proposed for election to the Supervisory Board pursuant to § 125 (1) Sentence 5 of the German Stock Corporation Act (AktG):

Dr. Peter Lütke-Bornefeld, Everswinkel

- **Membership in statutory Supervisory Boards in Germany:**
 - MLP Banking AG, Wiesloch (Chairman)
 - MLP Finanzberatung SE, Wiesloch (Chairman)
 - VHV Vereinigte Hannoversche Versicherung a. G., Hanover (Chairman)
 - VHV Holding AG, Hanover (Chairman)
 - VHV Allgemeine Versicherung AG, Hanover
 - Hannoversche Lebensversicherung AG, Hanover
- **Memberships in comparable control bodies of commercial enterprises in Germany and abroad:**
 - ITAS Mutua, Trient, Italy (member of the Governing Body) (until April 24, 2018)

Matthias Lautenschläger, Heidelberg

- **Membership in statutory Supervisory Boards in Germany:**
 - MLP Banking AG, Wiesloch (until May 8, 2018)
- **Memberships in comparable control bodies of commercial enterprises in Germany and abroad:**
 - none

Tina Müller, Frankfurt am Main

- **Membership in other, statutory Supervisory Boards in Germany:**
 - none
- **Memberships in comparable control bodies of commercial enterprises in Germany and abroad:**
 - none

Dr. Claus-Michael Dill, Murnau

- **Membership in statutory Supervisory Boards in Germany:**

- HUK-COBURG Holding AG, Coburg
 - HUK-COBURG Haftpflicht-Unterstützungs-Kasse kraftfahrender Beamter Deutschlands a.G., Coburg
 - HUK-COBURG-Allgemeine Versicherung AG, Coburg
- **Memberships in comparable control bodies of commercial enterprises in Germany and abroad:**
 - XL Catlin RE Switzerland AG, Zurich, Switzerland (Member of the Governing Board)
 - XL Group Ltd, Hamilton, Bermuda (Non-Executive Director)
 - XL Europe Re SE, Dublin, Ireland (Non-Executive Director)
 - XL Insurance Co. SE, London, UK (Non-Executive Director)

In accordance with Section 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 Chairman of the Supervisory Board.

Pursuant to Section 5.4.1 (5) Sentence 1 of the German Corporate Governance Code, the Supervisory Board ensured that the proposed candidates for the Supervisory Board are able to commit the anticipated amount of time required.

In accordance with Section 5.4.1 (6 to 8) of the German Corporate Governance Code, reference is made to the following:

- The father of the proposed candidate Matthias Lautenschläger, Dr. h. c. Manfred Lautenschläger, owns 25,383,373 shares (corresponding to 23.22 % of share capital) in MLP SE, of which 22,796,771 shares (corresponding to 20.85 % of share capital) are attributed to him via Angelika Lautenschläger Beteiligungen Verwaltungs GmbH pursuant to § 34 (1) Sentence 1 No. 1 of the German Securities Trading Act (WpHG). The mother of the proposed candidate Matthias Lautenschläger, Angelika Lautenschläger, owns 6,500,000 shares (corresponding to 5.94 % of share capital) in MLP SE, of which 4,500,000 shares are attributed to her via M.L. Stiftung gGmbH pursuant to § 34 (1) No. 1 of the German Securities Trading Act (WpHG). Matthias Lautenschläger therefore has a personal relationship with the Company and with shareholders with a significant holding in MLP SE – i.e. a direct or indirect holding of more than 10 % of voting shares in MLP.
- All people proposed here - with the exception of Matthias Lautenschläger - are already Chairman, Vice Chairman or a member of the MLP SE Supervisory Board and therefore have a business relationship with MLP SE and its Supervisory Board.
- Matthias Lautenschläger is and was a member of the Supervisory Board at MLP Banking AG up to May 8, 2018 and is or was in a business relationship with a Group company of MLP SE up to this point in time. Furthermore,

Matthias Lautenschläger is director and majority shareholder in USC Heidelberg Spielbetrieb GmbH that is based in Dossenheim, Germany. A subsidiary of MLP SE maintains regular business relations with this company: In exchange for appropriate remuneration, MLP Finanzberatung SE assumed various responsibilities, including name and jersey sponsoring for the men's first basketball team at USC Heidelberg e.V. which is run by USC Heidelberg Spielbetrieb GmbH.

- Dr. Lütke-Bornefeld is already Chairman of the Supervisory Board at MLP Banking AG and MLP Finanzberatung SE. He is therefore in a business relationship with a Group company of MLP SE.
- In the opinion of the Supervisory Board there are no other personal or business relationships between the nominated candidates on the one hand and the companies of the MLP Group, the Executive Bodies of MLP SE or a shareholder with a significant holding in MLP SE on the other which would have a decisive influence on the election result.

Dr. Lütke-Bornefeld and Dr. Dill possess expertise in the fields of reporting or auditing in the sense of § 100 (5) of the German Stock Corporation Act (AktG). Should the candidates proposed here be elected to the Supervisory Board, the members of the Supervisory Board will together have sufficient understanding and experience of the sector in which the Company operates as required under this provision.

You can view the CVs of the proposed candidates at www.mlp-agm.com.

8. Resolution on the cancellation of authorised capital and the creation of new authorised capital, as well as the corresponding amendment to the Articles of Association

A resolution on Item 6 of the Agenda passed by the Annual General Meeting on June 5, 2014 authorised the Executive Board, with the consent of the Supervisory Board, to increase the Company's share capital until June 5, 2019 on one or more occasions in total by up to € 22,000,000 (in words: twenty-two million euros) in exchange for cash or non-cash contributions. Of the € 22,000,000 total, the Executive Board at MLP AG (now MLP SE) issued € 1,456,948 to Mr. Gerhard Schwarzer, Aukrug, in 2015 for selling 33.33 percent of his shares in Schwarzer Familienholding GmbH. The Executive Board is therefore currently still authorised, with the consent of the Supervisory Board, to increase the Company's share capital by up to a total of € 20,543,052 by issuing new ordinary bearer shares in exchange for cash or non-cash contributions on one or more occasions until June 5, 2019. The authorisation is valid until June 5, 2019.

Since the authorisation runs out next year, it is proposed to cancel the remaining authorisation and replace it by a new authorisation (Authorised Capital 2018). The new authorised capital is to be limited to just short of 20 % of the Company's current share capital. The Authorised Capital 2018 is to ensure that the Executive Board continues to be provided with the necessary planning security and that the Company's equity capital backing can be brought in line with the business policy requirements. This is to authorise the Executive Board, with the consent of the

Supervisory Board, to increase the Company's share capital by up to € 21,500,000 by issuing new ordinary bearer shares in exchange for cash or non-cash contributions on one or more occasions until June 13, 2023.

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

- a. The authorised capital approved under Item 6 of the Agenda at the Annual General Meeting held on June 5, 2014 is cancelled with effect from the time of registration of the new Authorised Capital 2018 as determined below.
- b. The Executive Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital by up to € 21,500,000 by issuing new ordinary bearer shares in exchange for cash or non-cash contributions on one or more occasions until June 13, 2023 (Authorised Capital 2018).

The new shares are to be offered to the shareholders for subscription, on the condition that the subscription right is not excluded pursuant to the following provisions. An indirect subscription right as per § 186 (5) of the German Stock Corporation Act (AktG) is sufficient here.

For the issuance of shares in exchange for non-cash contributions, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription right. If the share capital is increased in exchange against cash contributions, shareholders must be granted subscription rights. However, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the subscription right of shareholders if the issue price does not fall significantly short of the stock market price of Company shares with the same structure at the time the final issue price is set by the Executive Board in the sense of § 203 (1) and (2), § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). However, the authorisation is subject to the condition that shares issued in exclusion of subscription rights pursuant to § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10 % of the share capital with shares of the same category and structure. The determination of the 10 % threshold shall be made on the basis of the lowest of the amounts of share capital existing on June 14, 2018, at the time of entry in the commercial register or at the time of issuance of the new shares. This limit of 10 % of share capital also includes 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 sold as treasury shares under exclusion of shareholders' subscription rights on the basis of an authorisation applicable at the time this authorisation enters into force or an authorisation replacing it pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG) in

connection with § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG).

The Executive Board is also authorised, with the consent of the Supervisory Board, to exclude fractional amounts from such subscription rights of shareholders.

In addition to this, the Executive Board is authorised, with the consent of the Supervisory Board, to specify the further details concerning the implementation of the capital increase from the Authorised Capital 2018.

The Supervisory Board is authorised to adapt § 4 (1) and (4) of the Company's Articles of Association relative to the respective utilisation of the Authorised Capital 2018 or upon expiration of the authorisation period.

c. § 4 (4) of the Company's Articles of Association is reworded as follows:

"The Executive Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital by up to € 21,500,000 by issuing new ordinary bearer shares in exchange for cash or non-cash contributions on one or more occasions until June 13, 2023 (Authorised Capital 2018).

The new shares are to be offered to the shareholders for subscription, on the condition that the subscription right is not excluded pursuant to the following provisions. An indirect subscription right as per § 186 (5) of the German Stock Corporation Act (AktG) is sufficient here.

With regard to share issues against non-cash contributions, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription right. If the share capital is increased in exchange against cash contributions, shareholders must be granted subscription rights. However, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders if the issue price does not fall significantly short of the stock market price of Company shares with the same structure at the time the final issue price is set by the Executive Board in the sense of § 203 (1) and (2), § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). However, the authorisation is subject to the condition that shares issued in exclusion of subscription rights pursuant to § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10 % of the share capital with shares of the same category and structure. The determination of the 10 % threshold shall be made on the basis of the lowest of the amounts of share capital existing on June 14, 2018, at the time of entry in the commercial register or at the time of issuance of the new shares. This limit of 10 % of share capital also includes shares

- issued or are to be issued to service bonds with conversion or option rights insofar as the bonds are or were issued by virtue of an authorisation

tion in force during the term of this authorisation by analogous application of § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) under exclusion of subscription rights;

- which are sold as treasury shares under exclusion of shareholders' subscription rights on the basis of an authorisation applicable at the time this authorisation enters into force or an authorisation replacing it pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG) in connection with § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG).

The Executive Board is also authorised, with the consent of the Supervisory Board, to exclude fractional amounts from such subscription rights of shareholders.

In addition to this, the Executive Board is authorised, with the consent of the Supervisory Board, to specify the further details concerning the implementation of the capital increase from the Authorised Capital 2018.

9. Resolution on approval of a control agreement with MLP Finanzberatung SE

MLP SE signed a control agreement with MLP Finanzberatung SE, Wiesloch on April 9, 2018. The Annual General Meeting of MLP Finanzberatung SE has already approved the control agreement. The control agreement only comes into effect following approval of the MLP SE Annual General Meeting and entry of its existence into the Commercial Register at the registered office of MLP Finanzberatung SE.

The Executive Board and Supervisory Board propose the following:

The control agreement dated April 9, 2018 between MLP SE as the controlling company and MLP Finanzberatung SE with its registered office in Wiesloch, entered in the Commercial Register at Mannheim District Court under the number HRB 728109, is approved.

The control agreement (referred to as "Agreement" in the following) has the following key content:

- MLP Finanzberatung SE subordinates the management of its company to MLP SE. MLP SE is therefore authorised to issue instructions to the Executive Board of MLP Finanzberatung SE with regard to the management of its business. These instructions may be issued generally or for a specific case and must be submitted in writing. Any instructions issued verbally must be immediately confirmed in writing. Notwithstanding the right to issue directives and instructions, the management and representation of MLP Finanzberatung SE remain incumbent upon that company's Executive Board. The right to issue directives and instructions does not apply to the maintenance, amendment or termination of the Agreement.

- Pursuant to § 302 (1) of the German Stock Corporation Act (AktG) in its currently valid version, MLP SE is obliged to compensate any annual deficit otherwise recorded by MLP Finanzberatung SE throughout the term of the Agreement, to the extent that such losses are not compensated by withdrawing funds from other retained earnings, that were accrued during the term of this Agreement. The other paragraphs of § 302 of the German Stock Corporation Act (AktG) are also applied in their valid versions to the right to compensation.

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

(1) "If a control or profit and loss transfer agreement is in place, the other contracting party must compensate for any annual loss otherwise occurring throughout the term of the agreement insofar as this cannot be compensated by withdrawing funds from other retained earnings that were added to these throughout the term of the is cancelled with effect from the time of registration of the new Authorised Capital 2018 as determined below.."

(2) "If a dependent company has outsourced or otherwise handed over responsibility for its operations to the controlling company, the controlling company must compensate for any annual loss otherwise occurring throughout the term of the agreement insofar as the agreed consideration does not reach the appropriate level of compensation."

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

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

The application of this obligation to assume losses applies for the first time to the entire financial year of MLP Finanzberatung SE in which this agreement becomes effective. The claim for loss compensation is due at the end of each financial year, i.e. the balance sheet date, and interest is to be charged on the amount due at a rate of 0.5% above the respective year's base rate from this time onwards.

- In order to be valid, the Agreement requires the approval of both the MLP SE Annual General Meeting and the Annual General Meeting of MLP Finanzberatung SE. In addition to this, the Agreement only becomes effective when its existence is entered into the Commercial Register of the court at the registered office of MLP Finanzberatung SE.

- MLP SE is entitled to view the books and documents of MLP Finanzberatung SE at any time, while the Executive Board at MLP Finanzberatung SE is obliged to provide MLP SE with all desired information regarding all issues of MLP Finanzberatung SE at any time. Irrespective of the rights agreed above, MLP Finanzberatung SE is obliged to provide MLP SE with regular reports on its business development, focussing in particular on key business transactions.
- The Agreement remains in place and valid for the period up to the end of December 31, 2022. It is 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 minimum term of the Agreement is extended to December 31, 2023, insofar as it is not entered into the Commercial Register at the registered office of MLP Finanzberatung SE by December 31, 2018 at the latest.
- The right to terminate the Agreement for an important reason without observing a notice period remains unaffected by this. MLP SE is, in particular, authorised to terminate the Agreement for an important reason, if it no longer holds the majority of the voting rights based on its shares in MLP Finanzberatung SE.
- The Agreement contains a standard severability clause for the eventuality that individual provisions of the Agreement become ineffective/infeasible or that the Agreement contains a loophole.

MLP SE was the sole shareholder in MLP Finanzberatung SE at the time when the control agreement was concluded and remains the sole shareholder at the time of the Annual General Meeting. As such, no equalisation payments in the sense of Art. 9 (1) lit. c (ii) of the SE Regulation or § 304 of the German Stock Corporation Act (AktG) are to be made by MLP SE for minority shareholders, nor is any compensation to be granted in the sense of Art. 9 (1) lit. c (ii) of the SE Regulation or § 305 of the German Stock Corporation Act (AktG). For these same reasons, it is not necessary to have the Agreement audited by a contract auditor.

The following documents can be accessed via the website <http://www.mlp-agm.com>. They are also available for viewing during the Annual General Meeting in either printed form or on terminals made available by MLP SE:

- The control agreement dated April 9, 2018
- The joint report of the Executive Board at MLP SE and the Executive Board at MLP Finanzberatung SE, drafted pursuant to Art. 9 (1) lit. c (ii) of the SE Regulation and § 293a of the German Stock Corporation Act (AktG)
- The financial statements and the consolidated financial statements, as well as the joint management report for MLP SE (formerly MLP AG) and the Group for the financial years 2015, 2016 and 2017.

- The opening balance sheet of MLP Finanzberatung SE (still operating as Atrium 105. VV SE at this time), as well as the financial statements and management report of MLP Finanzberatung SE for the financial year 2017.

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

Participation at the Annual General Meeting

Only those shareholders are entitled to attend the Annual General Meeting and vote who have registered in the due time prior to the Annual General Meeting in accordance with Article 15 of MLP SE's Articles of Association and identified themselves through documentation of their shareholding prepared in writing (§ 126b of the German Civil Code (BGB)) in German or English by their custodial bank for the beginning of May 24, 2018, that is 0.00 a.m. (record date). The registration and proof of entitlement must be submitted to the Company in text form (§ 126b of the BGB German Civil Code) in German or English at the following address by no later than the end, i.e. 12:00 midnight, of June 7, 2018

MLP SE
c/o Computershare Operations Center
80249 München
Germany
Fax: +49 (0)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 of the record date. The record date does not involve any lock-up period for the shares. Even in the event of sale of some or all of the shares after the record date, only the shares held by the shareholder as of the record date are authoritative for participation and the scope of voting rights. As such, the sale of shares after the record date has no effect on the right to participate nor on the scope of voting rights. The same applies to purchases and additional purchases of shares after the record date.

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 before

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 the end, that is 12:00 midnight, of June 11, 2018 using the following address, fax number or e-mail address:

MLP SE
c/o Computershare Operations Center
80249 München
Germany
Fax: +49 (0)89 30903-74675
E-mail: MLP-Hauptversammlung2018@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 an addition to the agenda in line with § 122 (2) of the German Stock Corporation Act (AktG).

Votes cast by postal ballot can be amended or retracted no later than the end, that is 12:00 midnight, of June 11, 2018 (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.

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

Procedure for voting by proxy

a) Option to vote by proxy

Shareholders also have the option of exercising their voting rights at the Annual General Meeting by proxy, e.g. by the custodian bank, a shareholders' association, a company-appointed proxy or other third parties of their choice. 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) nor 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 SE
c/o Computershare Operations Center
80249 München
Germany
Fax: +49 (0)89 30903-74675
E-mail: MLP-Hauptversammlung2018@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 no later than the end, i.e. 12:00 midnight, of June 11, 2018 (receipt at the Company).

Shareholders who have registered properly and in time for the Annual General Meeting will receive forms together with their entry ticket, which can be used to grant proxy authorisation. Proxy authorisation forms are also available during the Annual General Meeting itself. However, authorisations can also be issued in any other proper form.

Live streaming of parts of the Annual General Meeting on the internet

All shareholders of the Company and the interested public can follow the Annual General Meeting on June 14, 2018 until the end of the Chairman of the Executive Board's speech in a live stream which is due to commence at approximately 10.00 a.m. Please go to <http://www.mlp-agm-.com>. 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 Art. 56 of the SE Regulation, § 50 (2) of the SE Implementation Act (SE-AG), §§ 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG))

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

Shareholders whose shareholdings when taken together amount to at least one twentieth of the share capital or the pro rata amount of € 500,000 (the latter corresponds to 500,000 shares) can request items to be added to the agenda and made public. The request must be submitted in writing to the Executive Board and the Company at least 30 days prior to the Annual General Meeting, whereby the day of receipt and the day of the Annual General Meeting itself are not counted, meaning that all information

must be received no later than midnight, that is 12:00 midnight, of May 14, 2018. Any requests for additions to the agenda received after this cut-off point will not be considered.

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

MLP SE
Executive Board
Alte Heerstraße 40
69168 Wiesloch

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-hauptversammlung.de>, assuming they are to be considered.

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

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

Every shareholder has the right to submit motions at the Annual General Meeting pertaining to items of 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 May 30, 2018, 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)).

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 to submit motions pursuant to § 126 (1) of the German Stock Corporation Act (AktG) at <http://www.mlp-hauptversammlung.de>.

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

MLP SE
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Fax: +49 (0)6222 308-1131
E-mail: hauptversammlung2018@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 nominations 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 May 30, 2018, 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-hauptversammlung.de>.

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-hauptversammlung.de>.

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

MLP SE
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Fax: +49 (0)6222 308-1131
E-mail: hauptversammlung2018@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 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. Furthermore, upon request in the Annual General Meeting, every shareholder or shareholder's representative is entitled to information from the Executive Board on all matters which are essential in the context of the conclusion of the Agreement of the subsidiary named under Item 9 of the Agenda as per § 293g (3) of the German Stock Corporation Act (AktG). 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-hauptversammlung.de>.

Publications on the website

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

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

The Company's share capital is € 109,334,686. This is divided into 109,334,686 ordinary bearer shares. Each ordinary share represents one vote at the Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting is therefore 109,334,686 (disclosure pursuant to § 49 (1) Sentence 1 No. 1 alt. 2 of the German Securities Trading Act (WpHG); this total number also includes 382,000 shares held by the Company at the time of convening the Annual General Meeting from which the Company derives no rights as per § 71b of the German Stock Corporation Act (AktG)).

Wiesloch, May 2018
MLP SE
Executive Board

With regard to Item 8 of the Agenda to the Annual General Meeting, the Executive Board submits the following report pursuant to § 203 (2) Sentence 2, § 186 (4) Sentence 2 of the German Stock Corporation Act (AktG):

Under Item 8 of the Agenda, the Executive Board and Supervisory Board will propose to the Annual General Meeting to establish authorised capital (Authorised Capital 2018) with a total nominal value of € 21,500,000 – corresponding to just under 20 %

of the share capital in place at the time of the resolution – thereby replacing the authorised capital currently in place.

This provides the Company with an option for acquiring shareholders' equity. With approval of the Supervisory Board, this will allow the Executive Board to react with even greater flexibility to favourable market conditions and utilise opportunities as effectively as possible.

It is part of MLP SE's strategy to continue improving its competitiveness through targeted acquisitions of companies, stakes in companies or divisions of companies and thereby facilitate continuous, long-term growth in income. This also targets increases to the value of the MLP share. To have shareholders' equity available for financing major investments, it is necessary to put in place the proposed authorised capital. The level of authorised capital proposed is to ensure that larger corporate acquisitions can be financed with cash or payment in kind. Since an increase in capital stock has to be made quickly in the event of an acquisition, this can generally not be passed by the Annual General Meeting, as this is only held once a year. This is the reason behind setting up authorised capital, which the Executive Board can then access quickly when needed.

In the event of an increase in capital stock in return for non-cash contributions, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription right. This enables the Executive Board to have treasury shares in the Company available, without calling on the stock exchange, for use in suitable individual cases, in particular in the context of business combinations, acquisition of companies, divisions of companies, stakes in companies or other assets linked to a planned acquisition. MLP SE faces fierce competition. It is therefore vital for the Company to be capable of acting quickly and flexibly at any time in the interests of its shareholders in the ever-changing markets. This also involves acquiring companies, divisions of companies or stakes in companies as a way of improving the Company's competitive position. Purchasing companies, divisions of companies and stakes in companies today involves ever larger units. In many cases, great sums have to be paid here. These can or should – in particular taking into account the aspect of maintaining an optimum financing structure – often no longer be made in cash. Many sellers now insist on receiving shares in the company taking them over. Being able to offer treasury shares as currency for the acquisition therefore creates an advantage when competing for interesting acquisition objects. As such, the proposed authorisation provides the Company with the necessary leeway to utilise opportunities for the acquisition of companies, divisions of companies or stakes in companies quickly and flexibly, and also puts it in a position to acquire larger companies, divisions of companies or stakes in companies utilising the authorised capital in suitable cases by relinquishing treasury shares. While an exclusion of subscription rights does reduce the relative percentage of shares held and the relative share of the voting rights of existing shareholders, without this exclusion it would simply not be possible to acquire companies, divisions of companies or stakes in companies in return for the granting of shares. The advantages that this brings for both the Company and its shareholders could then not be realised.

The utilisation authorisation in lit. d) (1) of the resolution passed to acquire and use treasury shares under Item 6 of the Agenda at the Annual General Meeting on June 29, 2017 also serves the aforementioned purposes. However, the Company should

also be given the necessary flexibility to be able to achieve such purposes also independently of the acquisition of treasury shares.

There are currently no concrete investment plans in place for which this option would be used. However, should any such opportunities to acquire companies, divisions of companies or stakes in companies arise in future, the Executive Board will check all such cases individually and carefully to determine whether to make use of the authorisation to increase the capital stock for the purpose of granting new shares and only do so if it is convinced that granting MLP shares in return for acquiring a company or a stake in a company is in the interests of the Company. The Supervisory Board will only give its required consent for use of treasury shares for this purpose if it is also convinced that this is in the interests of the Company. The Executive Board will report on the details of any use of this authorisation at the next Annual General Meeting following any acquisitions made in return for the granting of shares in MLP SE.

Insofar as the share capital is to be increased in exchange for cash contributions, the shareholders are to be granted a subscription right. However, the Executive Board is to be authorised, with the consent of the Supervisory Board, to exclude the subscription right of shareholders if the issue price does not fall significantly short of the stock market price of already listed company shares with the same structure in the sense of § 203 (1) and (2), § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG). Here, any reduction below the current stock exchange price is not likely to exceed 3 %, or 5 % of the stock exchange price at worst. However, the authorisation is subject to the condition that shares issued in exclusion of subscription rights pursuant to § 186 (3) Sentence 4 of the German Stock Corporation Act (AktG) do not exceed 10 % of the share capital; The determination of the 10 % threshold shall be made on the basis of the lowest of the amounts of share capital existing on June 14, 2018, at the time of entry in the commercial register or at the time of issuance of the new shares. 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 sold as treasury shares under exclusion of shareholders' subscription rights on the basis of an authorisation applicable at the time this authorisation enters into force or an authorisation replacing it pursuant to § 71 (1) No. 8 of the German Stock Corporation Act (AktG) in connection with § 186 (3), Sentence 4 of the German Stock Corporation Act (AktG).

The authorisation to exclude the subscription right for up to a total of 10 % of the share capital in order to issue the new shares at a price which does not fall significantly short of the stock market price of already listed Company shares with the same structure enables the Executive Board to issue shares at an issue price closely linked to the actual stock exchange price. This in turn allows a greater inflow of funds to be achieved when increasing the capital stock than would be the case by granting subscription rights. The requirement of shareholders for protection from dilution of their shareholding is also incorporated with this approach. Even if this authorisation is utilised to its

full extent, an exclusion of subscription rights is only possible for an amount that does not exceed 10 % of the share capital. In the interests of the shareholders the determination of the 10 % threshold shall be made on the basis of the lowest of the amounts of share capital in place at the time of the Annual General Meeting resolution regarding the Authorised Capital 2018, at the time of entry in the commercial register or at the time of issuance of the new shares. Furthermore, it is also stipulated that the shares must be issued at a price very close to the stock exchange price as a way of protecting shareholders' interests. While an exclusion of subscription rights does reduce the relative percentage of shares held and the relative share of the voting rights of existing shareholders, it offers shareholders wishing to retain their relative percentage of shares held and relative share of voting rights the option of acquiring the required number of shares to achieve this via the stock exchange.

The utilisation authorisation in lit. d) (2) of the resolution passed to acquire and use treasury shares under Item 6 of the Agenda at the Annual General Meeting on June 29, 2017 also serves the aforementioned purposes. However, the Company should also be given the necessary flexibility to be able to achieve such purposes also independently of the acquisition of treasury shares.

Besides the aforementioned authorisations governing exclusion of subscription rights, the shareholders' subscription right can, with the consent of the Supervisory Board, only be excluded as a way of simplifying processing for fractional amounts which arise as a result of the subscription ratio and which can no longer be distributed evenly among all shareholders.

In addition to this, the Executive Board is authorised, with the consent of the Supervisory Board, to specify the further details concerning the implementation of the capital increase from the Authorised Capital 2018.

The Executive Board will check each such case carefully and on an individual basis to determine whether to make use of the authorisation to increase the capital stock with the exclusion of shareholders' subscription rights. The authorisation will only be used when this is deemed to be in the interests of the Company and thereby its shareholders based on the assessment of both the Executive Board and the Supervisory Board.

The Executive Board will report any such utilisation of Authorised Capital 2018 in the next Annual General Meeting following this utilisation.

Wiesloch, May 2018
MLP SE
Executive Board