



**(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 Wednesday, May 29, 2019, 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 as of December 31, 2018,
- the approved consolidated financial statements as of December 31, 2018,

* 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 and the Group as of December 31, 2018,
- 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 13, 2019, 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, 2018

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 109,334,300 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€ 21,866,860.00
Allocation to Retained earnings:	€ 0.00
Profit brought forward:	€ 77.20

Unappropriated profit:	€ 21,866,937.20
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This proposed appropriation of earnings is based on the assumption of share capital eligible for dividend in the amount of € 109,334,300.00, divided into 109,334,300 ordinary shares. Should the actual number of dividend-bearing

shares – and thereby the total dividend – change up to 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. The amendment is performed as follows: Insofar as the number of dividend-bearing shares - and thereby also the total dividend - is reduced, the profit brought forward will increase accordingly. Insofar as the number of dividend-bearing shares - and thereby also the total dividend - is increased, the profit brought forward will decrease accordingly.

The dividends are to be paid out on June 4, 2019.

3. Resolution on the discharge of the Executive Board of MLP SE for the financial year 2018

The Supervisory Board and Executive Board propose that the acting members of the Executive Board at MLP SE in the financial year 2018 be discharged for this time period.

4. Resolution on the discharge of the Supervisory Board of MLP SE for the financial year 2018

The Executive Board and Supervisory Board propose that the acting members of the Supervisory Board at MLP SE in the financial year 2018 be discharged for this time period.

5. Appointment of the auditor for the financial statements and the consolidated financial statements for the financial year 2019

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 2019.

6. Resolution on the approval of the compensation system for members of the Executive Board

The system for compensation of the members of the Executive Board was last approved by the Annual General Meeting on June 10, 2011 with a large majority. There have not been any structural changes to the system for compensation of the members of the Executive Board since this time. The current compensation system for the Executive Board is now to be presented to the Annual General Meeting for approval.

The compensation system for the Executive Board is described in detail under the heading of "Compensation policy" in the compensation report of the MLP

Group's 2018 Annual Report and forms part of the joint management report. Reference shall be made to this for the resolution process. The Annual Report including the compensation report can be accessed via the website at

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

. The compensation report will also be available at the Annual General Meeting, where it will be explained in more detail.

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

The Annual General Meeting approves the system for compensation of members of the Executive Board, as described in the compensation report under the heading "Compensation policy" which forms part of the joint management report in the 2018 Annual Report of the MLP Group.

7. Resolution on amending the business purpose and a corresponding amendment of the Company's Articles of Association

As a growth-oriented company, MLP SE constantly strives to develop and expand new business areas. Set against the background of ever increasing demand for asset-oriented investments, MLP is planning to expand its offer in this field. These include the options of also developing real estate that was previously only brokered in the corporate group and also expanding the brokerage of investments. This development is to be provided for by a corresponding extension of the business purpose of MLP SE. The Company's Articles of Association are also to be revised due to regulatory and technical further developments.

The Executive Board and Supervisory Board therefore propose the following resolution:

§ 2 of the Company's Articles of Association (business purpose) is amended and reworded as follows:

„Business purpose

- (1) The purpose of the business is to manage a group of companies, which are active in the areas of development, administration, consulting and brokerage of services in the fields of banking and financial services of all kinds, insurance policies, capital and asset investments, real estate, private equity and other stakes in companies, as well as similar services of all kinds.
- (2) The Company is in particular entitled to participate in such enterprises for the purpose described in (1) that engage in the wealth management, investment and banking business, as well as the insurance brokerage, financial investment, loan brokerage or real estate brokerage business or that operate as a property manager, real estate project developer or underwriting agency, as well as providing consultancy, development and sales of services of all kinds, in particular in the business segments stated in (1) and with regard to digital

products or other technology-based systems in the field of the aforementioned services, including operating such systems. However, it is not itself authorized to engage in banking transactions or financial services in the sense of § 1 (1) or (1a) of the German Banking Act (KWG), insurance business in the sense of § 1 (1) of the Insurance Supervision Act (VAG), asset-covered bond business in the sense of § 1 (1) Sentence 2 No. 1a of the German Banking Act (KWG) in connection with § 1 (1) Sentence 2 of the German Asset-Covered Bond Act (PfandBG), payment services in the sense of § 1 (1) Sentence 2 of the German Payment Services Supervision Act (ZAG) or management of investment assets (§ 17 (1) in connection with § 1 (1) of the Capital Investment Code (KAGB) or to engage in activities itself as a central counterparty in the sense of § 1 (1) Sentence 2 No. 12 in connection with (31) of the German Banking Act (KWG).

- (3) The Company is entitled to take all actions and measures that are consistent with its corporate purpose or that directly or indirectly serve the object of the Company. In particular, the Company may establish branches, as well as found, acquire, participate in or sell other companies. The Company may combine such companies in part or in their entirety under uniform management and conclude affiliation agreements with these companies. The Company may also engage in its activities through subsidiaries, associated companies and joint ventures, as well as outsource or delegate such activities entirely or in part to affiliated companies and restrict its focus solely to the management and administration of its affiliated companies."

Prerequisites for attending 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 § 17 of MLP SE's Articles of Association and identified themselves through evidence of their shareholding, prepared in writing (§ 126b of the German Civil Code (BGB)) in German or English by their custodian bank and issued for the start, i.e. 12:00 midnight (CEST), of May 8, 2019 (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 writing (§ 126b of the German Civil Code (BGB)) in German or English at the following address by no later than the end, that is 12:00 midnight (CEST), of May 22, 2019.

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). 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 (CEST), of May 27, 2019, 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-Hauptversammlung2019@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 (CEST), of May 27, 2019 (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-Hauptversammlung2019@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 (CEST), of May 27, 2019 (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 May 29, 2019, 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 (CEST), of April 28, 2019. 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
Germany

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' 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 12:00 midnight (CEST) on May 14, 2019, and the remaining requirements with regard to the Company's duty to disclose are complied with, 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 and/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-agm.com>.

The following address is to be used for all counter-motions:

MLP SE
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Germany
Fax: +49 (0)6222 308-1131
E-mail: hauptversammlung2019@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, 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. 12:00 midnight of May 21, 2019, and if all requirements with regard to the Company's duty to disclose are complied with, will be published immediately, including the name of the shareholder, any justification for the nominations (which, unlike counter-motions in the sense of § 127 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 SE
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Germany
Fax: +49 (0)6222 308-1131
E-mail: hauptversammlung2019@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. 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>.

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 386 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)).

Note on data protection

We collect personal data on you and/or your authorised representative within the context of your participation in the Annual General Meeting, your registration to attend this event or exercising further AGM-related rights. This is done to enable shareholders to exercise their rights with regard to the Annual General Meeting.

MLP SE processes your data responsibly in compliance with the provisions of the EU General Data Protection Regulation (GDPR), as well as all relevant laws)). You can find details on how we process your personal data and on your rights pursuant to the GDPR on the internet at the Annual General Meeting website: www.mlp-agm.com.

Wiesloch, April 2019
MLP SE
Executive Board