

**ARTICLES OF ASSOCIATION  
of MLP SE**

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## **SECTION I**

### **General provisions**

#### **Article 1 Company and registered office**

- (1) The Company trades under the name MLP SE.
- (2) The Company's registered office is Wiesloch, Germany.

#### **Article 2 Object of the Company**

- (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 take an equity stake 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.

### **Article 3      Announcements, transmission of information**

Announcements by the Company are made in the Federal Gazette (Bundesanzeiger). Transmission of information to shareholders may also take place by way of an electronic transfer of information.

## **SECTION II**

### **Capital stock and shares**

#### **Article 4      Capital stock**

- (1) The share capital is € 109,334,686.00 (in words: one hundred and nine million, three hundred and thirty-four thousand, six hundred and eighty-six euros). The share capital was paid by way of converting MLP AG into a European company (SE).
- (2) The share capital is divided into 109,334,686 ordinary shares (in words: one hundred and nine million, three hundred and thirty-four thousand, six hundred and eighty-six).
- (3) In the event of an increase in capital stock, the profit-sharing of newly issued shares may be determined in deviation from § 60 of the German Stock Corporation Act (AktG).
- (4) The Executive Board is authorised to increase the Company's capital stock on or before June 13, 2023 with the consent of the Supervisory Board by way of a one-off issue or multiple issues of no par value bearer shares against cash or non-cash contributions by up to a total of            €            21,500,000            (authorised            capital).

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 rights of shareholders if the issue price does not fall significantly short of the stock market price in the sense of § 203 (1) and (2), § 186 (3) sentence 4 German Stock Corporation Act (AktG) of already listed Company shares carrying the same rights at the time of the final determination of the issue price by the Executive Board. However, this authorisation is subject to the condition that shares issued under exclusion of the subscription right in accordance with § 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; relevant for the calculation of this 10%-threshold is either the capital stock as of June 14<sup>th</sup> 2018, as of the time of entry into the commercial register or as of time the new shares are issued – whichever is the lowest,. The limit of 10% of share capital shall include shares that are

- 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 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;
- sold as own shares by virtue of an authorisation in force at this time or an authorisation superseding that authorisation in accordance with § 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) under exclusion of shareholders' subscription rights.

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 decide on the further details of the conduction of the capital increase from authorized capital 2018.

- (5) The Supervisory Board is authorised to amend the wording of Article 4 (1) and (2) of the Company's Articles of Association in line with the scope of the respective authorised capital increase pursuant to (4).

## **Article 5      Shares**

- (1) The shares in the Company are issued as bearer shares.

- (2) The form and content of the share certificates and of the dividend and renewal coupons are determined by the Executive Board with the consent of the Supervisory Board.
- (3) The right of shareholders to request certification of their shares is excluded, unless such certification is required under the rules of a stock exchange where the shares are listed.
- (4) The Company is entitled to issue share certificates that represent individual shares (single certificate) or multiple shares (global certificates).

## **SECTION III**

### **Executive Board**

#### **Article 6      Composition, appointment, service contracts**

- (1) The Executive Board (the management body) manages the Company in accordance with the law, the Articles of Association and the internal Rules of Procedure.
- (2) The Executive Board comprises at least two members. The Supervisory Board decides on the number of Executive Board members, their appointment and the revocation of their appointment as well as the conclusion, amendment and termination of the employment contracts with Executive Board members. The Supervisory Board may appoint a Chairman and one or more Vice Chairmen (Chairmen deputies).
- (3) Members of the Executive Board are appointed for a period of no more than five years. Reappointments are permissible.

#### **Article 7      Rules of procedure, resolution**

- (1) The Executive Board unanimously decides on its own Rules of Procedure if these have not been issued for the Executive Board by the Supervisory Board.
- (2) Resolutions are adopted by a simple majority of the votes cast, unless mandatory legal provisions stipulate the use of a different procedure. In the event of a tied vote, the Chairman (if a Chairman has been appointed) has the casting vote, insofar as the Executive Board comprises at least three members.

- (3) Unless otherwise required by law or the Company's Articles of Association, the Executive Board constitutes a quorum if at least half of its members participate in the passing of the resolution.

#### **Article 8      Company representation**

- (1) The Company is legally represented by two members of the Executive Board jointly or by one member of the Executive Board together with a holder of a statutory power of attorney under German law (Prokura).
- (2) The Supervisory Board may grant sole right of representation to individual members of the Executive Board. The Supervisory Board may release members of the Executive Board from the prohibition to conclude legal transactions with themselves as a legal representative of a third party on behalf of the Company.

### **SECTION IV**

#### **The Supervisory Board**

#### **Article 9      Composition, term of office**

- (1) The Supervisory Board (the supervisory body) comprises six members, four of whom are shareholder representatives and two of whom are employee representatives. The members of the Supervisory Board are appointed by the Annual General Meeting. The employee representatives in the Supervisory Board are to be appointed by the Annual General Meeting upon the proposal of the employees. The Annual General Meeting is bound to the proposals for appointment of the employee representatives. Apart from this, the Annual General Meeting is not bound to proposals for the election.
- (2) The members of the Supervisory Board are elected for the period up to conclusion of the Annual General Meeting which resolves upon the formal approval for the fourth financial year following the commencement of the term of office, without including the financial year in which the term in office commences. However, the term in office always ends after six years. Reappointments are permissible.
- (3) A substitute member may be elected for each member of the Supervisory Board. If a substitute member takes the place of a member who has left the Supervisory Board, his/her term of office terminates at the end of the Annual General Meeting in which a supplementary election takes place as per (4), but no later than upon expiry of the term in office of the former member of the Supervisory Board.

- (4) Supplementary elections are held for the remainder of the term in office of the former member.
- (5) If an agreement regarding participation of employees concluded in accordance with the law governing participation of employees at a European Company (SEBG) stipulates a different appointment procedure for the employee representatives in the Supervisory Board, the provisions of this agreement take precedence over the aforementioned provisions of the Company's Articles of Association.
- (6) In deviation from (2), members of the first Supervisory Board are appointed up to conclusion of the Annual General Meeting which resolves upon the formal approval for the first financial year of MLP SE, although for no longer than three years:
  - (a) Dr. Peter Lütke-Bornefeld,  
Everswinkel,  
former Chairman of the Executive Board at Kölnische Rückversicherungs-Gesellschaft AG,
  - (b) Dr. h.c. Manfred Lautenschläger,  
Gaiberg,  
former Chairman of the Executive Board at MLP AG
  - (c) Tina Müller,  
Frankfurt am Main,  
Chief Marketing Officer and Managing Director at Opel Group GmbH,
  - (d) Dr. Claus-Michael Dill,  
Murnau,  
former Chairman of the Executive Board at Damp Holding AG.

The other two members of the first Supervisory Board are appointed based on the proposals of the employees, if need be by judicial process. (5) (precedence of agreement governing employee participation) applies accordingly. The first financial year of MLP SE is the financial year of the Company in which the change in corporate form of MLP AG to MLP SE is entered in the Company's Commercial Register.

## **Article 10      Resignation from office**

Each member of the Supervisory Board and each substitute member may retire from his office without the need to state an important reason. However, all such retirements are subject to a notice period of one month following submission of a written declaration addressed to the Chairman of



the Supervisory Board or the Executive Board. The Chairman of the Supervisory Board or, if the Chairman himself is retiring from office, his Vice Chairman may agree to shorten the notice period.

#### **Article 11 Chairman and Vice Chairman**

- (1) The Supervisory Board appoints a Chairman and a Vice Chairman from its ranks for the duration of its term of office, and does so in a meeting held after the Annual General Meeting during which the new Supervisory Board members were appointed and for which no special invitation was required. During the election of the Chairman of the Supervisory Board the oldest member in terms of age of the shareholder representatives acts as the chair.
- (2) If the Chairman or Vice Chairman retires from office prematurely, the Supervisory Board must immediately hold a new election to appoint a replacement for the remaining term in office of the member retiring.

#### **Article 12 Convening meetings and adopting resolutions**

- (1) The meetings of the Supervisory Board are convened by the Chairman or, if he is unable to do so, by his Deputy Chairman, stating the venue and date of the meeting, as well as the individual items on the agenda. All invitations are to be issued with two weeks notice and can be made in writing, verbally, via telephone, e-mail, fax or any other suitable means of electronic communication. In urgent cases, the notice period may be reduced. Resolutions on matters not included on the original meeting agenda may be made only if no members of the Supervisory Board object.
- (2) The meetings of the Supervisory Board are generally held as face-to-face meetings. The Supervisory Board can stipulate in its Rules of Procedure that the meetings of the Supervisory Board may also be held by video conference/ call or that individual members of the Supervisory Board may attend the meeting by way of video transmission or the telephone without there being a right to object to arrangements of this kind.
- (3) The meetings of the Supervisory Board are convened and chaired by the Chairman. However, if he is unable to do so, the Deputy Chairman assumes responsibility for this.
- (4) Insofar as the Supervisory Board does not pass a resolution to the contrary, the members of the Executive Board are also entitled to attend the meetings of the Supervisory Board. The Supervisory Board may also invite specialists and other persons in a position to provide information on individual items/issues to take part.

- (5) Resolutions of the Supervisory Board are generally passed in Supervisory Board meetings. If requested by the Chairman of the Supervisory Board, resolutions may also be passed outside meetings in writing, verbally, via telephone, e-mail, fax or any other suitable means of electronic communication. Members do not have the right to object to a method of voting requested by the Chairman.
- (6) The Supervisory Board constitutes a quorum when invitations to the meeting have been correctly sent to all members at their most recent known addresses and at least half of the members of the Supervisory Board participate in the adoption of the resolution. A member can also take part in the resolution if he abstains from voting. Absent members of the Supervisory Board may participate in the casting of votes by the Supervisory Board by commissioning other members of the Supervisory Board to submit written voting instructions on their behalf.
- (7) The resolutions of the Supervisory Board require a majority of votes cast in order to be passed. In case of a tie, the vote cast by the Chairman of the Supervisory Board will be decisive (casting vote). Should the Chairman be unable to perform this duty, this right to cast the decisive vote is passed on to his Deputy Chairman. The person chairing the meeting determines the order of the items on the agenda and the type of vote. The provisions apply accordingly in the case of voting in writing, by telephone, e-mail, fax or any other suitable means of electronic communication.
- (8) Minutes are to be recorded for all meetings of the Supervisory Board and signed by the person chairing the meeting. The Chairman of the Supervisory Board must sign the minutes pertaining to resolutions passed in writing, verbally, via telephone, e-mail, fax or any other suitable means of electronic communication. The minutes are to be presented to all members of the Supervisory Board.
- (9) The Chairman of the Supervisory Board is authorised to submit and accept the declarations/explanations required to pass the resolutions of the Supervisory Board on behalf of the Supervisory Board. Should the Chairman be unable to perform this duty, it is transferred to his Deputy Chairman.
- (10) The Supervisory Board may appoint committees from among its members and to the extent permitted by law also delegate decision-making powers to them.

### **Article 13      Transactions requiring approval**

- (1) In order to carry out the following transactions, the Executive Board requires the approval of the Supervisory Board or a committee set up by the Supervisory Board for this purpose:

- Sale of the company as a whole or in parts, insofar as the resolution does not fall within the responsibility of the Annual General Meeting, for example pursuant to § 179a of the German Stock Corporation Act (AktG),
  - Any significant change to the strategic alignment of the Company, whereby a significant change must always be assumed when a new line of business is to be launched and this requires a new authorisation from the authorities or the extension of an existing authorisation,
  - Specification of corporate plans (where available, including budgeted balance sheet and income statement, investment & finance plan and development & personnel plan),
  - Amendment of a general benefit scheme regulation for the Company's employees, promising or granting company-financed old-age provision to an employee by means of employer's pension commitment, as well as a general commitment to occupational pension provision benefits in another form.
- (2) The Supervisory Board can also stipulate that the approval of the Supervisory Board be given for other types of Executive Board transactions.

#### **Article 14      Remuneration**

- (1) Alongside reimbursement of their expenses and any value added tax due on their Supervisory Board remuneration, each member of the Supervisory Board also receives fixed remuneration of € 40,000 p.a., payable following completion of the financial year.
- (2) The Chairman of the Supervisory Board receives 200% of the basic remuneration and the Deputy Chairman receives 150% of the basic remuneration in accordance with (1).
- (3) Any additional and separate remuneration for work on a committee formed at the Company is only to be granted in accordance with the following provisions: Insofar as the Company has formed an Audit Committee, additional and separate remuneration of € 25,000 is granted for work on said Audit Committee. Insofar as the Company has formed a Personnel Committee, additional and separate remuneration of € 15,000 is granted for work on said Personnel Committee. The Chairmen of the Audit Committee and of the Personnel Committee each receive 200% of the basic remuneration in accordance with Sentence 2 or Sentence 3.

- (4) Remuneration in line with (1) to (3), as described above, is granted pro rata, insofar as a member of the Supervisory Board does not sit on the Supervisory Board or one of the named committees throughout the entire financial year or assumes the position of Chairman of the Supervisory Board, Chairman of one of the named committees or Deputy Chairman of the Supervisory Board.
- (5) In addition to this, members of the Supervisory Board can also be included in a D&O insurance policy set up by and maintained in the interests of the Company at an appropriate level for Executive Bodies and certain executive employees, insofar as such a policy is in place. The Company pays the premiums for this insurance.
- (6) The company provides the members of the Supervisory Board with support in an appropriate scope to attend the training necessary for performing their duties. The Supervisory Board generally decides whether to offer suitable training and educational measures at the cost of the Company. Irrespective of this, however, each member of the Supervisory Board can attend training and educational measures that they deem necessary for performing their duties and demand cost reimbursement from the Company of up to € 2,000 per calendar year. In this respect, a decision of the Supervisory Board is not needed.
- (7) The Annual General Meeting that votes to give formal approval to the actions of the members of the first Supervisory Board is also responsible for specifying the remuneration for the first Supervisory Board.

#### **Article 15     Duty of confidentiality**

- (1) The members of the Supervisory Board are required to maintain secrecy regarding confidential data and secrets of the Company, i.e. industrial and business secrets, of which they become aware during their duties as members of the Supervisory Board. Persons who are not members of the Supervisory Board but who attend meetings of the Supervisory Board must also be expressly bound by the same obligation of professional secrecy.
- (2) If a member of the Supervisory Board intends to give any information to third parties, he must first inform the Chairman of the Supervisory Board and the Executive Board, stating the person to whom he intends to give such information, and then wait for a response before proceeding. For the Executive Board, the statement is submitted by the Chairman of the Executive Board.
- (3) The members of the Supervisory Board also continue to be bound by the duty of confidentiality described above, even after leaving the Supervisory Board.

## **SECTION V**

### **The Annual General Meeting**

#### **Article 16      Venue and convening**

- (1) The Annual General Meeting is to take place at the Company's registered office, at a location within 100 km of the Company's registered office or at a location in the Federal Republic of Germany where a German stock exchange has its registered office.
- (2) It is convened by the Executive Board. The legislation-based right of the Supervisory Board to convene the Annual General Meeting remains unaffected.
- (3) The Annual General Meeting is to be convened through announcement in the Federal Gazette (Bundesanzeiger) providing the legally required information. Unless other overriding legislation is in place, the Annual General Meeting must be convened at least 30 days prior to the day of the Annual General Meeting itself, extended by the number of days allowed for registration pursuant to Article 17 (1). The day of the AGM itself and the day on which it is convened are not counted here.
- (4) The Annual General Meeting, which approves the work performed by the Executive Board and the Supervisory Board, the appropriation of profits, the election of the auditor, the election of members of the Supervisory Board and the legally prescribed cases concerning the adoption of the annual financial statements, is to be held within the first six months of each financial year.

#### **Article 17      Right to participate**

- (1) Only those shareholders who have registered before the Annual General Meeting are entitled to participate in the Annual General Meeting and to exercise voting rights, whereby all such shareholder registrations must be received by the Company at the appropriate address given in the invitation to the Annual General Meeting in text form no later than six days before the day of the Annual General Meeting and must include the respective authorisation to attend the AGM in accordance with (2). The day on which the registration documents are received and the day of the actual Annual General Meeting are not counted here.

- (2) The shareholders must provide evidence of their authorisation to participate in the Annual General Meeting and to exercise their voting rights. For this purpose, proof in text form pursuant to § 67c (3) of the German Stock Corporation Act (AktG) is sufficient. The proof of ownership of the shares must be prepared in text form and in German or English. It must refer to the twenty-first day before the Annual General Meeting and must be received by the Company at the appropriate address given in the invitation no later than the seventh day before the Annual General Meeting. The day on which the registration documents are received and the day of the actual Annual General Meeting are not counted here.

#### **Article 18      Chairing of the Annual General Meeting**

- (1) The Chairman of the Supervisory Board chairs the Annual General Meeting. However, if he is unable to perform this duty, his Deputy Chairman takes over the chair. Should both be unable to perform this duty, the Supervisory Board can appoint another Supervisory Board member as Chairman.
- (2) The Chairman conducts the meeting and determines the order of items on the agenda, as well as the order, 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.

#### **Article 19      Participation, resolution and voting right**

- (1) The Executive Board is authorised to have a video or audio broadcast made of the Annual General Meeting, in its entirety or in part, in a way it deems appropriate.
- (2) Each ordinary share represents one vote at the Annual General Meeting.
- (3) Voting rights can also be exercised by a voting representative (proxy). The granting of proxies that are not issued to a credit institution or a shareholders' association or any other equivalent institution or person pursuant to Section 135 AktG, the revocation of such proxies and proof of authorization to the Company must be in text form. However, simplification of the formal requirement may be determined in the notice of convening. The Company will provide at least one method of electronic communication for transmitting the evidence.

The Executive Board may determine this method at its own discretion.

- (4) The resolutions of the Annual General Meeting are adopted by a simple majority of the valid votes cast, insofar as mandatory regulations or the Articles of Association do not require a greater majority. Unless mandatory legal provisions or the Company's Articles of Association require otherwise, amendments to the Articles of Association require a majority of two thirds of the votes cast or, if at least half of share capital is represented, the simple majority of votes cast.
- (5) The Executive Board is authorised to allow shareholders to take part in the Annual General Meeting without physically being present at the meeting or having a proxy and to exercise all or some of their rights partially or in full via electronic communication means. The Executive Board is also authorised to make provisions on the scope and actual procedure of participation and exercise of rights as per Sentence 1. Any use of these procedures and the provisions laid down for them are to be announced when convening the General Meeting.
- (6) The Executive Board is authorised to allow shareholders to submit their vote in writing or via electronic communication means without actually taking part in the meeting in person (postal vote). The Executive Board is also authorised to make provisions on the scope and actual procedure of participation and exercise of rights as per Sentence 1. Any use of these procedures and the provisions laid down for them are to be announced when convening the General Meeting.

## **SECTION VI**

### **Financial statements and appropriation of profits**

#### **Article 20 Duration of the Company, financial year**

- (1) The duration of the Company is not limited.
- (2) The financial year is the calendar year.

#### **Article 21 Financial statements**

- (1) Within the first three months of the financial year, the Executive Board shall compile the financial statements and the management report as well as the consolidated financial statements and the joint management report for the previous financial year and without delay submit them to the Supervisory Board and the auditor immediately following compilation. At the same time, the Executive Board shall submit the proposal it wishes to make to the Annual General Meeting regarding the utilisation of unappropriated profit to the Supervisory Board.
- (2) The Supervisory Board shall review the financial statements, the management report of the Executive Board, the consolidated financial statements, the joint management report and the proposal for the utilisation of unappropriated profit and disclose the result of its review in writing to the Annual General Meeting. It shall submit its report to the Executive Board within one month of the receipt of the documents; § 171 (3) Sentence 2 of the German Stock Corporation Act (AktG) shall remain unaffected.
- (3) The financial statements and the management report, the consolidated financial statements and the joint management report, the Executive Board's proposal on the appropriation of profits and the report by the Supervisory Board shall be displayed on the premises of the Company for inspection by the shareholders from the time of convening the Annual General Meeting onwards, if these documents have not been made available on the website of the Company from the time of convening the Annual General Meeting onwards.



## **Article 22      Appropriation of profits**

- (1) Following approval of the financial statements, the Executive Board and Supervisory Board are authorised to transfer up to 75% of net profit to other retained earnings. However, the Executive Board and Supervisory Board are not authorised to transfer sums to other retained earnings if the other retained earnings exceed half of the share capital or if they would exceed half of share capital following the transfer.
- (2) The Annual General Meeting shall resolve on the utilisation of unappropriated profit.

## **SECTION VII**

### **Final provisions**

## **Article 23      Amendments to the Company's Articles of Association**

Amendments to these Articles of Association that only affect their wording can be approved by the Supervisory Board.

## **Article 24      Incorporation expenses**

The incorporation expenses with regard to the change in corporate form of MLP AG to MLP SE amounting to up to € 1,250,000 will be borne by the Company.

– End of the Articles of Association –  
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