

The background of the page is a composite image. The upper portion shows a landscape with several wind turbines silhouetted against a soft, hazy sky at dawn or dusk. The lower portion shows a close-up, perspective view of a solar panel array, with the blue panels and white grid lines receding into the distance.

MPC ENERGY SOLUTIONS N.V.

| → June 2021

INVITATION TO THE ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING 2021

Amsterdam - 14 June 2021

DEAR SHAREHOLDERS

We are pleased to invite you to the Annual General Meeting (AGM) of MPC Energy Solutions N.V. (the “Company”) which will be held virtually on

Wednesday, 30 June 2021, at 10:00 a.m. CET.

GENERAL

Considering the still ongoing developments surrounding COVID-19 in the Netherlands and the Emergency Act regarding, amongst other matters, AGMs, the Company’s Management Board has decided to hold this year’s AGM virtually.

This invitation sets forth the agenda (see Annex 1) and procedural matters of the AGM, as well as the registration and voting process.

JOINING THE MEETING

Shareholders can join the virtual meeting by using the link provided under www.mpc-energysolutions.com/investor-relations/agm on the day of the AGM and following the on-screen instructions. The virtual meeting room will open on 30 June 2021 at 9:45 a.m. CET.

RECORD DATE

Only holders of shares registered in the share register as of 2 June 2021 (“**Record Date**”), are entitled to follow the AGM, ask questions in advance and during the meeting, and/or vote, provided such shareholder complied with the requirements described in this invitation.

VOTING

Each ordinary share outstanding on the Record Date is entitled to one (1) vote. As of the date of this invitation, the Company has issued 22,250,000 ordinary shares. No voting rights may be exercised for shares held by the Company or a subsidiary of the Company.

Only shareholders holding shares of the Company at the Record Date and having filled in and submitted the **Proxy Form** (see Annex 3) with voting instructions on time are entitled to exercise their **voting rights** by proxy prior to the AGM. The Proxy Form must be submitted to DNB Bank ASA by **Monday, 28 June 2021, 10:00 a.m. CET**. Please follow the detailed instructions on the Proxy Form.

The submission of the Proxy Form to exercise the voting rights has no influence on the ability to trade the shares of MPC Energy Solutions.

The content of all resolutions requiring the vote from shareholders are described in Annex 2 and outlined in the Proxy Form. Casted votes cannot be changed once the Proxy Form has been submitted.

The voting results will be presented during the AGM and will also be published online on www.mpc-energysolutions.com/investor-relations/agm after the AGM.

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QUESTIONS FROM SHAREHOLDERS

In accordance with Dutch Law, all registered shareholders may submit questions up to 72 hours before the AGM. MPC Energy Solutions welcomes these questions, and we will post answers to all submitted questions (or clusters of topically related questions) on our website prior to the AGM.

Please submit your questions latest by **Sunday, 27 June 2021, 10:00 a.m. CET** by e-mail to AGM@mpc-energysolutions.com.

In addition, shareholders participating in the AGM will be able to ask a limited number of questions during the meeting. Instructions on how to submit questions during the AGM will be given during the opening address of the Chairman of the Supervisory Board at the beginning of the meeting.

Sincerely,

Martin Vogt

Chief Executive Officer

Stefan H.A. Meichsner

Chief Financial Officer

COMPLEMENTARY INFORMATION

Annex 1: Agenda

Annex 2: Proposed Shareholder Resolutions

Annex 3: Proxy Voting Instructions

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ANNEX 1

AGENDA FOR THE ANNUAL GENERAL MEETING

on 30 June 2021, 10:00 a.m. CET

- (1) Opening Statement from the Chairman of the Supervisory Board
- (2) Business Report and Outlook from the Management
- (3) Questions from Shareholders
- (4) Presentation of Voting Results on the following resolutions
 - a. Approval of USD as Functional Currency
 - b. Adoption of the Financial Statements for 2020
 - c. Discharge of the Management Directors for the financial year 2020
 - d. Appointment of Managing Director with the title Chief Financial Officer
 - e. Appointment of Auditor for the financial year 2021
- (5) Any other business
- (6) Closing Remarks from the Chairman of the Supervisory Board

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ANNEX 2

PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL

(1) Approval of USD as Functional Currency

The Chairman proposes that the functional currency shall be US-Dollars (USD).

The Company operates in a multinational environment and expects to generate most of its future income and cash in USD. USD is and will be the main currency used by us in our current and expected future business dealings. Other currencies used in our operations will be translated into USD as our functional currency in accordance with International Accounting Standards (IAS).

Adopting USD as the functional currency will help us streamline our internal and external reporting processes, reduce the number of necessary currency translations when preparing internal and external reports, and thereby allow us to report an accurate picture of the Company's performance without significant distortions from currency effects on the reported figures. In line with this rationale, USD has been approved by the Dutch fiscal authority as fiscal functional currency for tax purposes. The annual report for the financial year 2020 and the quarterly report as of 31 March 2021 have also been presented in USD.

(2) Adoption of the Financial Statements for 2020

The Chairman proposes that the annual report and the consolidated financial statements 2020 be approved.

The annual report and financial statements for the financial year 2020 were published on 30 April 2021. The Company was incorporated on 4 June 2020 and generated no revenues in the financial year 2020, given that 2020 marked the initial preparation phase for the initial Public Offering (IPO) in January 2021. The net loss for the year was USD 0.9 million. The total assets of the Company amounted to USD 1.3 million.

The auditor (Ernst & Young Nederland LLP) has issued an unqualified opinion for the annual report and the financial statements 2020.

The annual report and the financial statements are available on the Company's website:

<https://www.mpc-energysolutions.com/investor-relations/publications>

(3) Discharge of the Management Directors for the financial year 2020

The Chairman proposes that discharge of liability be granted to the Management Board members for the financial year 2020.

Mr. Martin Vogt, Chief Executive Officer of the Company, was the only member of the Management Board during the financial year 2020.

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(4) Appointment of Managing Director with the title Chief Financial Officer

The Chairman proposes to appoint Mr. Stefan H.A. Meichsner as Managing Director of the Company, with the title of Chief Financial Officer.

Mr. Stefan H.A. Meichsner joined the Company as Chief Financial Officer on 1 May 2021. He was nominated by the Supervisory Board after the Nomination and Remuneration Committee of the Supervisory Board conducted a series of interviews with Mr. Meichsner.

Mr. Meichsner brings almost ten years of experience working in the energy and renewable energy industry and working in a number of finance positions, including responsibilities as Chief Financial Officer of companies in the renewable energy sector.

Mr. Meichsner will be appointed by binding nomination of the Supervisory Board unless this nomination is overruled by the General Meeting. The General Meeting may at all times overrule the binding nomination for the appointment of a Managing Director by a two-third majority of the votes cast, representing more than one half (50%) of the issued share capital.

(5) Appointment of Auditor for the financial year 2021

The Chairman proposes to re-elect Ernst & Young Nederland LLP, Zwolle, for a one-year term as auditors.

Ernst & Young Nederland LLP (“E&Y”) was the auditor of the Company for the financial year 2020 and is familiar with the Company’s setup, structures, financial history, and plans. The Company and E&Y have agreed on a competitive fee structure for auditing the Company’s annual report and consolidated financial statements for the financial year 2021.

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ANNEX 3

PROXY VOTING INSTRUCTIONS

As you are not recorded in the Company Register of Members, issuing of a proxy will have to be executed via DNB Bank ASA.

The undersigned shareholder of MPC Energy Solutions N.V., holder of _____
(**please insert the number of shares you own**) ordinary shares, hereby authorizes and instructs DNB Bank ASA to vote as directed below.

Please mark your votes as in this example.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. Approval of USD as Functional Currency			
2. Adoption of the Financial Statements for 2020			
3. Discharge of the Management Directors for the financial year 2020			
4. Appointment of Managing Director with the title Chief Financial Officer			
5. Appointment of Auditor for the financial year 2021			

Date: _____

Signature(s): _____

Note: Please sign exactly as name appears below; joint owners should each sign. When signing as attorney, executor, administrator, or guardian, please give your full title as such.

Name of shareholder(s) in block letters: _____

Please return your completed and signed Proxy Form, to be received by DNB Bank ASA on or prior to **Monday 28 June 2021, 10:00 a.m. CET**, either by way of e-mail to e-mail address vote@dnb.no, or by ordinary mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

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CONTACT & ADDRESS

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