



MPC ENERGY SOLUTIONS N.V.

| → April 2023



**INVITATION TO THE ANNUAL GENERAL MEETING**

# ANNUAL GENERAL MEETING 2023

Amsterdam - 31 March 2023

## 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 physically at the Company’s address and also virtually on

Tuesday, 18 April 2023, at 10:00 a.m. CET.

### GENERAL

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 <https://www.mpc-energysolutions.com/investors/annual-general-meeting> on the day of the AGM and by following the on-screen instructions. The virtual meeting room will open on 18 April 2023 at 9:45 a.m. CET.

### RECORD DATE

Only holders of shares registered in the share register as of 21 March 2023 (“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 Friday, 14 April 2023, 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 <https://www.mpc-energysolutions.com/investors/annual-general-meeting> 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 its website prior to the AGM.

Please submit your questions latest by 15 April 2023, 10:00 a.m. CET by e-mail to [IR@mpc-energysolutions.com](mailto:IR@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 AGM.

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

# ANNUAL GENERAL MEETING 2023

## ANNEX 1

### AGENDA FOR THE ANNUAL GENERAL MEETING

on 18 April 2023, 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. Adoption of the Financial Statements for 2022
  - b. Discharge of the Management Board for the financial year 2022
  - c. Discharge of the Supervisory Board for the financial year 2022
  - d. Appointment of Auditor for the financial year 2023
- (5) Any other business
- (6) Closing Remarks from the Chairman of the Supervisory Board

# ANNUAL GENERAL MEETING 2023

## ANNEX 2

### PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL

#### (1) Adoption of the Financial Statements for 2022

The Chairman proposes that the annual report and the consolidated financial statements 2022 be approved.

The annual report and financial statements for the financial year 2022 were published on 31 March 2023. The Company generated revenues of USD 3.6 million in the financial year 2022. The net loss for the year was USD 5.6 million. The total assets of the Company amounted to USD 129.0 million.

The auditor (Ernst & Young Nederland LLP) has issued an unqualified opinion for the annual report and the financial statements 2022.

The annual report and the financial statements are available on the Company's website:  
<https://www.mpc-energysolutions.com/investors/reports-presentations>

#### (2) Discharge of the Management Board for the financial year 2022

The Chairman proposes that discharge of liability be granted to the Management Board members for the financial year 2022.

Mr. Martin Vogt, Chief Executive Officer of the Company, and Stefan H.A. Meichsner, Chief Financial Officer of the Company, were the only members of the Management Board during the financial year 2022.

#### (3) Discharge of the Supervisory Board for the financial year 2022

The Chairman proposes that discharge of liability be granted to the Supervisory Board members for the financial year 2022.

Mr. Ulf Holländer, Dr. Ignace Van Meenen (until 01/09/2022), Dr. John Benjamin Schroeder (from 01/09/2022), Mr. Kjell Roland, Mrs. Kathryn Baker and Mrs. Ellen Hanetho were the only members of the Supervisory Board during the financial year 2022.

#### (4) Appointment of Auditor for the financial year 2023

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 years 2020, 2021 and 2022 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 2023.

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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. Adoption of the Financial Statements for 2022			
2. Discharge of the Management Board for the financial year 2022			
3. Discharge of the Supervisory Board for the financial year 2022			
4. Appointment of Auditor for the financial year 2023			

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 Friday, 14 April 2023, 10:00 a.m. CET, either by way of e-mail to e-mail address [vote@dnb.no](mailto: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

### **MPC Energy Solutions N.V.**

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