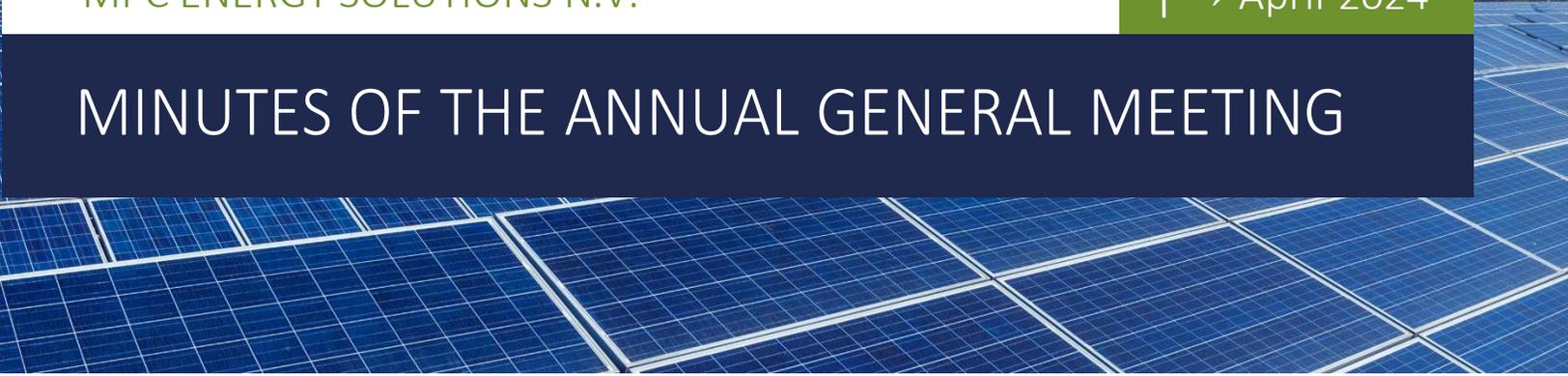




MPC ENERGY SOLUTIONS N.V.

| → April 2024



**MINUTES OF THE ANNUAL GENERAL MEETING**

Amsterdam – 18 April 2024

## MINUTES OF THE ANNUAL GENERAL MEETING 2024

which was held physically in Amsterdam and virtually on 18 April 2024 at 10:00 a.m. CET

### AGENDA FOR THE ANNUAL GENERAL MEETING

- (1) Opening Statement from the Chairman of the Supervisory Board
- (2) Business Report and Outlook from the Management
- (3) Questions from Shareholders
- (4) Voting on the following resolutions
  - a. Adoption of the Financial Statements for 2023
  - b. Discharge of the Management Board for the financial year 2023
  - c. Discharge of the Supervisory Board for the financial year 2023
  - d. Appointment of Auditor for the financial year 2024
  - e. Appointment of Fernando Zuñiga to the Management Board as Managing Director
  - f. Extension of the Term of the Supervisory Board, Reappointment
- (5) Any other business
- (6) Closing Remarks from the Chairman of the Supervisory Board

# MINUTES OF THE ANNUAL GENERAL MEETING

## (1) OPENING STATEMENT BY THE CHAIRMAN

The Chairman of the Supervisory Board, Mr. Ulf Holländer, opened the Annual General Meeting (“AGM”) at 10:00 a.m. CET and welcomed the shareholders, the other members of the Supervisory Board, and the Management Board of the Company. He noted that the meeting was both held physically at the Company’s offices in Amsterdam as well as virtually to accommodate those shareholders that were unable to attend the AGM physically.

Before the Chairman addressed the agenda items, he went through the required formalities for the AGM. He noted that:

- + Mrs. Heike Hülle was appointed Secretary of the AGM and asked to take the minutes of the meeting;
- + The meeting would be held in English;
- + Votes were already cast by proxy prior to the AGM and that the results would be formally announced during the AGM;
- + All shareholders that were registered as such on 21 March 2024 were invited to the AGM and able to cast their vote(s) by proxy;
- + The general meeting would be streamed as a live event and the recording would be made available on the Company’s website after the meeting.

The Chairman highlighted that shareholders were able to ask questions prior to the AGM and will also be allowed to ask questions during the AGM. To ask questions during the meeting, participants are kindly asked to use the chat function imbedded in the MS Teams livestream or to directly address the Management Board at the physical event.

The Chairman then asked the Management Board, namely the CFO of the Company, Mr. Stefan H.A. Meichsner, to present their report.

## (2) BUSINESS REPORT AND OUTLOOK FROM THE MANAGEMENT

The CFO thanked the Chairman, the shareholders and the members of the Supervisory Board and highlighted significant milestones throughout the year 2023. The CFO then summarized the financial results for the fiscal year ended 31 December 2023 and presented an outlook for financial year 2024.

The report for the first quarter of 2024 will be published on 30 April 2024.

## (3) QUESTIONS FROM SHAREHOLDERS

The Chairman thanked the Management Board for their report. He pointed out that no questions were submitted by shareholders prior to the AGM. He then asked any participating shareholder to ask questions, if any. No questions were asked.

# MINUTES OF THE ANNUAL GENERAL MEETING

## (4) VOTING RESULTS

The holders of 5,120,795 shares exercised their voting right directly or via nominees. The votes, representing 23% of the total share capital, were accepted by the Chairman. The Chairman then presented the voting results:

### Resolution 1: Adoption of the Financial Statements for 2023

The Chairman proposes that the annual report and the consolidated financial statements 2023 be approved.

The annual report and financial statements for the financial year 2023 were published on 2 April 2024. The Company generated revenues of USD 9.1 million in the financial year 2023. The net loss for the year was USD 8.5 million. The total assets of the Company amounted to USD 123.1 million.

The auditor (Ernst & Young Nederland LLP) has issued an unqualified opinion for the annual report and the financial statements 2023.

Votes for	5,120,795
Votes against	0
Abstention	0

The resolution is passed.

### Resolution 2: Discharge of the Managing Board for the financial year 2023

The Chairman proposes that discharge of liability be granted to its members for the financial year 2023.

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 2023. Martin Vogt's contract ended on 31 December 2023.

Votes for	5,120,795
Votes against	0
Abstention	0

The resolution is passed.

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## Resolution 3: Discharge of the Supervisory Board for the financial year 2023

The Chairman proposes that discharge of liability be granted to its members for the financial year 2023.

Mr. Ulf Holländer, Dr. John Benjamin Schroeder, Mr. Kjell Roland, Mrs. Kathryn Baker, and Mrs. Ellen Hanetho were the only members of the Supervisory Board during the financial year 2023.

Votes for	5,120,795
Votes against	0
Abstention	0

The resolution is passed.

## Resolution 4: Appointment of Auditor for the financial year 2024

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 to 2023 and is familiar with the Company’s setup, structures, financial history, and plans. The Company and E&Y will agree on a competitive fee structure for auditing the Company’s annual report and consolidated financial statements for the financial year 2024.

Votes for	5,120,795
Votes against	0
Abstention	0

The resolution is passed.

## Resolution 5: Appointment of Fernando Zufiga to the Management Board as Managing Director

Because the resolution was not added to the official agenda published in Dutch papers on time, in accordance with Dutch law, the voting result on this resolution is void. The resolution is not passed. The resolution will be added to the agenda of the next general meeting which will be convened in due course.

## Resolution 6: Extension of the Term of the Supervisory Board, Reappointment

The Chairman proposes to extend the term of the members of the Supervisory Board by four years.

Mr. Ulf Holländer (Supervisory Director C), Dr John Benjamin Schroeder (Supervisory Director B), Mr Kjell Roland (Supervisory Director A), Mrs. Kathryn Baker (Supervisory Director A), and Mrs. Ellen Hanetho (Supervisory Director A), all jointly referred to as Supervisory Directors, were the only members of the Supervisory Board during the financial year 2023. The current term of the Supervisory Directors ends after the annual general meeting in 2025 is held. It is proposed to already address the proposed reappointment of the Supervisory Directors at the 2024 AGM. All Supervisory Directors are eligible and available for a four-year reappointment.

The Supervisory Board is submitting a nomination for the reappointment of the proposed Supervisory Directors A (Kjell Roland, Kathryn Baker and Ellen Hanetho) and the proposed Supervisory Director C (Ulf Holländer). The nomination for the reappointment of the proposed Supervisory Directors A and C is based on the outstanding way they have performed their role as Supervisory Board members. Their industry knowledge, extensive experience, as

# MINUTES OF THE ANNUAL GENERAL MEETING

well as a good understanding of the challenges our industry is facing continue to be of great value to MPC Energy Solutions.

The proposed Supervisory Director B (Dr John Benjamin Schroeder) is appointed by MPC Capital Beteiligungsgesellschaft mbH, in accordance with the articles of association of MPC Energy Solutions N.V. The appointment of the proposed Supervisory Director B is therefore not part of the resolution of the general meeting of MPC Energy Solutions N.V.

The Chairman proposes to extend the term of the Supervisory Directors A and C by four years and thus reappoint such Supervisory Directors effective as of the date of the ending of their current term, with the new term ending after the annual general meeting in 2029 is held.

Votes for	4,605,795
Votes against	515,000
Abstention	0

The resolution is passed with a majority of 89.9%. The Chairman congratulates and thanks the reappointed Supervisory Board members for their ongoing support.

## (5) ANY OTHER BUSINESS

The Chairman pointed out that there were no additional matters to attend to.

## (6) CLOSING REMARKS BY THE CHAIRMAN

The Chairman concluded the AGM at 10:17 a.m. CET, thanking all participants for joining.

Amsterdam – 18 April 2024



Ulf Holländer  
Chairman



Heike Hülle  
Secretary

## CONTACT & ADDRESS

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