



MPC ENERGY SOLUTIONS N.V.

| → April 2024



INVITATION TO THE ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING 2024

Amsterdam – 3 April 2024

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

Thursday, 18 April 2024, 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 Thursday, 18 April 2024 at 9:45 a.m. CET.

RECORD DATE

Only holders of shares registered in the share register as of 21 March 2024 (“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 Tuesday, 16 April 2024, 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 Monday, 15 April 2024, 10:00 a.m. CET by e-mail to 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,

Stefan H.A. Meichsner
Member of the Management Board

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 Thursday, 18 April 2024, 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) 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

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ANNEX 2

PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL

(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 consolidated total assets of the Company amounted to USD 123.1 million. The equity position was USD 69.4 million (equity ratio: 56%). The consolidated cash position amounted to USD 20.5 million.

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

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 2023

The Chairman proposes that discharge of liability be granted to the Management Board 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 resigned his position in mid-2023. His contract officially ended on 31 December 2023.

(3) Discharge of the Supervisory Board for the financial year 2023

The Chairman proposes that discharge of liability be granted to the Supervisory Board 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.

(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, 2021, 2022 and 2023 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 2024.

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(5) Appointment of Fernando Zuñiga to the Management Board as Managing Director

The Chairman proposes to appoint Mr. Fernando Zuñiga as Managing Director of the Company.

Mr. Zuñiga joined the Company as Managing Director for Latin America and the Caribbean on 1 November 2021. He previously worked in the same role for the MPC Capital Group since 1 July 2017 and has supported MPC Energy Solutions since its foundation.

Mr. Zuñiga has more than 12 years of experience in the renewable energy industry as a consultant, principal investor and project developer. Before joining MPC, Fernando worked at Solarcentury and Grupo Ecos, a Swiss family office, and Suntrace GmbH. He holds a Master's degree in Renewable Energy from Oldenburg University in Germany and a Bachelor in Chemical Engineering from the Monterrey Institute of Technology.

Mr. Zuñiga 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.

(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. The extension shall, in accordance with Dutch law and the Company's articles of association, take the form of a reappointment of each Supervisory Director for a new term of four years.

Mr. Ulf Holländer (Supervisory Director C), Dr John Benjamin Schroeder (Supervisory Director B), Mr Kjell Roland (Supervisory Director A), Ms. Kathryn Baker (Supervisory Director A), and Ms. 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 end 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.

Candidate details for the proposed reappointment in accordance with Section 2:142.3 of the Dutch Civil Code are:

- Ulf Holländer, born 1958, German national, Supervisory Director of MPC Energy Solutions since 19.01.2021
- Dr John Benjamin Schroeder, born 1966, German national, Supervisory Director of MPC Energy Solutions since 01.09.2022
- Kjell Roland, born 1953, Norwegian national, Supervisory Director of MPC Energy Solutions since 19.01.2021
- Kathryn Baker, born 1964, American national, Supervisory Director of MPC Energy Solutions since 19.01.2021
- Ellen Hanetho, born 1964, Norwegian national, Supervisory Director of MPC Energy Solutions since 19.01.2021

The Supervisory Board is submitting a (binding) 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 of Supervisory Board member. Their industry knowledge, extensive experience, as 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 Beteiligungs-

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gesellschaft 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 proposed 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.

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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 2023			
2. Discharge of the Management Board for the financial year 2023			
3. Discharge of the Supervisory Board for the financial year 2023			
4. Appointment of Auditor for the financial year 2024			
5. Appointment of Fernando Zuñiga to the Management Board			
6. Extension of the Term of the Supervisory Board, Reappointment			

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 Tuesday, 16 April 2024, 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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