



DISCLOSURE OF AN INSIDE INFORMATION PURSUANT TO ARTICLE 17 MAR

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MPC Münchmeyer Petersen Capital AG launches cash capital increase by up to 6,085,583 new shares with shareholder subscription rights

- Principal shareholders to waive subscription rights for Pre-placement of approximately 3,500,000 new shares with institutional investors to be launched this evening
- Placement price for the new shares to be determined by way of accelerated bookbuilding process as part of Pre-placement, expected to be published on 13 September 2016
- Subscription price for the Rights Offering to be identical to placement price of Pre-placement
- Subscription Period expected to begin on 14 September 2016 and to conclude on 27 September 2016
- Net proceeds are intended to finance further growth, especially by way of co-investments
- Approved prospectus published on website

Hamburg, 12 September 2016 – The Management Board of MPC Münchmeyer Petersen Capital AG ("MPC Capital AG") today resolved, with the consent of the Supervisory Board, to implement a capital increase against cash contributions from authorised capital, offering an indirect subscription right to shareholders. The partial utilisation of the authorised capital resolved by the General Meeting on 21 June 2016 will result in the share capital of the Company being increased from the current EUR 24,342,333.00 by up to EUR 6,085,583.00 to up to EUR 30,427,916.00. To implement this capital increase, MPC Capital AG plans to issue up to 6,085,583 new ordinary bearer shares with no par value (*Stückaktien*), each such share representing a notional interest in the share capital of EUR 1.00. The new shares will carry full dividend rights as from 1 January 2016.

In the interest of increasing free float, the principal shareholder of the Company, MPC Participia GmbH, and other major shareholders have waived in advance the rights to subscribe approximately 3,500,000 new shares. Selected institutional investors outside the United States of America will be offered the opportunity to acquire these new shares in advance as part of a private placement ("Pre-placement"). The Pre-placement will be launched this evening.

The placement price for the new shares to be placed in the Pre-Placement will be determined on the basis of an accelerated bookbuilding process as part of the Pre-placement, taking into account the current price of the existing shares of MPC Capital AG. The Subscription price for the Rights Offering (as defined below) will be identical to the placement price of the Pre-Placement, and is expected to be published on 13 September 2016 pursuant to Article 17 MAR.



Following this, those shareholders of MPC Capital AG who have not waived their subscription rights may exercise their subscription right and subscribe the shares at the subscription price (the "Rights Offering"). The Rights Offering is expected to be published on 13 September 2016 in the Federal Gazette (*Bundesanzeiger*) and on MPC Capital AG's website. For the purposes of the Rights Offering, MPC Capital AG prepared a prospectus, which has been published on MPC Capital AG's website (www.mpc-capital.de/ir). The Subscription Period, during which the shareholders of MPC Capital AG may exercise their subscription rights at the subscription price, is expected to begin on 14 September 2016 and conclude on 27 September 2016 (the "Subscription Period").

The subscription ratio will be 4 to 1, meaning that for every four existing shares (or as many subscription rights) they hold, shareholders with subscription rights (or those holding subscription rights) may subscribe one new share of MPC Capital AG. In the interest of maintaining an even subscription ratio, MPC Participia GmbH has waived one subscription right arising from one existing share.

Furthermore, MPC Participia GmbH has undertaken to exercise all subscription rights not waived and, hence, to subscribe 420,000 new shares during the Subscription Period. As a consequence of the waiver of subscription rights, the share in MPC Capital AG held jointly by MPC Participia GmbH and MPC Shipping Beteiligungsgesellschaft mbH & Co. KG will initially be diluted to below 50%. As consideration for waiving its subscription rights, the MPC Capital AG will grant MPC Participia GmbH a priority right relating to the acquisition of new shares, which will neither be placed as part of the Pre-placement nor as part of the Rights Offering. Under that priority right, MPC Participia GmbH may acquire – subject to availability – at the subscription price as many new shares as required to ensure that it together with MPC Shipping Beteiligungsgesellschaft mbH & Co. KG is able to regain an equity interest of (at most) 50% plus one share in MPC Capital AG.

The partial implementation of the capital increase as part of the Pre-placement is expected to be entered into the commercial register on 14 September 2016; the further implementation of the capital increase is expected to be entered on 29 September 2016.

The net issue proceeds resulting from the Offering and the placement of the New Shares in the Company are primarily intended for financing the Company's further growth through the MPC Capital Group's equity investments in new real investment products by way of Co-investments.

The new shares issued under the Pre-placement are expected to begin trading in the Entry Standard segment of the Frankfurt Stock Exchange on 15 September 2016. The Company reserves the right to discontinue the Offering in full or in part.

Berenberg is advising on the Offering as the Sole Global Coordinator and together with M.M.Warburg as Joint Lead Manager and Joint Bookrunner (together the "Underwriters").



MPC Capital

About MPC Capital AG (www.mpc-capital.de)

MPC Capital AG is an independent asset and investment manager specialising in real asset investments and investment products. Together with its subsidiaries, the Company develops and manages real asset investments and investment products for international institutional investors, family offices and professional investors. The focus is on the asset classes real estate, shipping and infrastructure. MPC Capital AG has been quoted on the stock exchange since 2000 and employs some 240 people Group-wide.

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This disclosure contains forward-looking statements which are subject to certain risks and uncertainties. Future results can deviate significantly from currently expected results due to a variety of risk factors and uncertainties such as changes in the business, economic or competitive situation, exchange rate fluctuations, uncertainties with respect to legal disputes or investigations and the availability of financial resources. MPC Capital AG assumes no responsibility for updating the forward-looking statements contained in this disclosure.

This disclosure constitutes neither an offer to purchase or sell securities of MPC Capital AG nor an invitation to submit such an offer. Nor does this disclosure constitute a prospectus within the meaning of EU Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003, as amended (the "Prospectus Directive"). Any public offering in Germany may only be made on the basis of the prospectus, which has been approved by the Federal Financial Supervisory Authority (BaFin) and published on MPC Capital AG's website (www.mpc-capital.de/ir). Any decision to invest in subscription rights or shares of MPC Capital AG should be made solely on the basis of the prospectus. Hard-copy prospectuses are available free of charge upon request from MPC Capital AG, Palmaille 67, 22767 Hamburg, and Joh. Berenberg, Gossler & Co. KG, Bockenheimer Landstraße 25, 60325 Frankfurt am Main. This disclosure is addressed exclusively to qualified investors within the meaning of the Prospectus Directive in any member state of the European Economic Area (other than Germany) having transposed the Prospectus Directive into national law.