



MPC Münchmeyer Petersen Capital AG, Hamburg
WKN A1TNWJ / ISIN DE000A1TNWJ4

Invitation to the ordinary Annual General Meeting (virtual Annual General Meeting)

Unique identifier of the event: MPCK062025HV

We hereby invite our shareholders to the Annual General Meeting of MPC Münchmeyer Petersen Capital AG, Hamburg, to be held on Friday, 13 June 2025, 10:00 a.m. (CEST).

In accordance with Section 12.6 of the company's Articles of Association, the Annual General Meeting will be held in the form of a **virtual Annual General Meeting** pursuant to Section 118a of the German Stock Corporation Act ("AktG") **without the physical presence of shareholders or their proxies** (with the exception of the proxies appointed by the company).

The Annual General Meeting will be broadcast live in audio (only in German) and video for duly registered shareholders or their proxies on the internet on the website of MPC Münchmeyer Petersen Capital AG at www.mpc-capital.de/HV in the password-protected internet service. Shareholders' voting rights may be exercised - by the shareholders themselves or by authorized representatives - exclusively by means of electronic absentee voting or by granting power of attorney to the proxies appointed by the company. The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act is the offices of MPC Münchmeyer Petersen Capital AG, Palmaille 67, 22767 Hamburg.

The physical presence of shareholders and their proxies (with the exception of the proxies appointed by the company) **at the venue of the Annual General Meeting is excluded**. For further details, see the additional information and notes at the end of the invitation following the agenda.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, the combined management report of the Management Board on the company and the Group, the report of the Supervisory Board for the 2024 financial year and the proposal of the Management Board for the allocation of net retained profits**

The aforementioned documents will be explained in more detail at the Annual General Meeting. They can be viewed on the company's website at www.mpc-capital.de/HV from the time the Annual General Meeting is convened. The aforementioned documents will also be available there during the Annual General Meeting.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board; the annual financial statements are therefore adopted. In accordance with the statutory provisions, there will therefore be no resolution on this agenda item 1. The resolution on the allocation of net retained profits will be taken under item 2 of the agenda.

2. Resolution on the appropriation of the balance sheet profit

The Management Board and Supervisory Board propose that the net retained profits of EUR 10,401,835.42 reported in the adopted annual financial statements of MPC Münchmeyer Petersen Capital AG as of 31 December 2024 be allocated as follows

- A partial amount of EUR 9,517,090.68 will be used to pay a dividend of EUR 0.27 per dividend-bearing share;
- the remaining partial amount of EUR 884,744.74 is carried forward to new account.

The proposal takes into account the 35,248,484 no-par value shares with dividend entitlement existing at the time of convening. Treasury shares are not entitled to dividends in accordance with Section 71b AktG. Should the number of no-par value shares entitled to dividends change by the time the resolution is passed by the Annual General Meeting, a correspondingly adjusted proposal for the allocation of net retained profits will be submitted to the Annual General Meeting with an unchanged distribution of EUR 0.27 per no-par value share entitled to dividends.

The entitlement to the dividend is due on 18 June 2025 and will be paid out from this date.

3. Resolution on the discharge of the Management Board for the 2024 financial year

The Management Board and Supervisory Board propose that the following resolution be adopted:

The actions of the members of the Management Board in the 2024 financial year are approved for this period.

4. Resolution on the discharge of the Supervisory Board for the 2024 financial year

The Management Board and Supervisory Board propose that the following resolution be adopted:

The actions of the members of the Supervisory Board in the 2024 financial year are approved for this period.

5. Resolution on the appointment of the auditor and Group auditor for the 2025 financial year and the 2026 financial year prior to the 2026 Annual General Meeting

The Supervisory Board proposes that a resolution be adopted:

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditor and group auditor for the financial year of the company ending on 31 December 2025. At the same time, BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as the auditor for a review of the half-year financial report as at 30 June 2025 and as the auditor for any review of the half-year financial report as at 30 June 2026, if this is prepared before the 2026 Annual General Meeting, insofar as this takes place.

6. Resolution on elections to the Supervisory Board

The members of the Supervisory Board elected by the shareholders, Dr. Axel Schroeder and Mr. Joachim Ludwig, resigned from office with effect from 16 December 2024 and left the Supervisory Board accordingly. Their regular term of office would have ended at the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board for the 2027 financial year. At the request of the Management Board, the Hamburg District Court appointed Mr. Petros Panagiotidis and Mr. Petros Zvakopoulos as members of the Supervisory Board for a limited term until the next Annual General Meeting by resolution dated 8 January 2025. Their terms of office will therefore end at the Annual General Meeting on 13 June 2025, making new elections necessary.

In accordance with Section 8.1 of the Articles of Association and Sections 96 (1) and 101 (1) AktG, the Supervisory Board of the company is composed of three members who are elected by the Annual General Meeting without being bound by election proposals; Section 1 (1) No. 1 DrittelbG does not apply. The members of the Supervisory Board are elected in accordance with Article 8.2 of the Articles of Association, unless the Annual General Meeting resolves otherwise, for the period until the end of the Annual General Meeting that resolves on their discharge for the fourth financial year after the election. The financial year in which the Supervisory Board members are elected is not counted. Re-election is possible. If a Supervisory Board member is elected to replace a retired member, his or her term of office shall continue for the remainder of the term of office of the retired member.

The Supervisory Board proposes

- a) Mr. Petros Panagiotidis, born on 10 April 1990, resident in Limassol, Cyprus, Chief Executive Officer (CEO) and Chairman of the Board of Directors, Castor Maritime Inc., Majuro, Marshall Islands, and
- b) Mr. Petros Zvakopoulos, born on 27 April 1991, resident in Athens, Greece, Managing Director and Chairman of the Board of Directors, Cosmomed S.A., Athens, Greece,

be elected individually as shareholder representatives to the Supervisory Board with effect from the end of the Annual General Meeting on 13 June 2025 until the end of the Annual General Meeting that resolves on the discharge of the members of the Supervisory Board for the 2027 financial year.

Petros Panagiotidis is currently a member of the following other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises:

- MPC Container Ships ASA, Oslo, Norway, Member of the Board of Directors
- Toro Corp., Majuro, Marshall Islands, Chief Executive Officer and Chairman of the Board of Directors
- Robin Energy Ltd., Majuro, Marshall Islands, Chief Executive Officer and Chairman of the Board of Directors

Petros Zvakopoulos is currently a member of the following other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises:

- Toro Corp., Majuro, Marshall Islands, Member of the Board of Directors
- F. Bosch International Limited, Hong Kong, Member of the Board of Directors
- Leoussis S.A., Athens, Greece, Member of the Board of Directors

Further information on the proposed candidates is available on the company's website at www.mpc-capital.de/HV.

7. Resolution on the authorization to acquire and use treasury shares

The authorization to acquire and use treasury shares granted by the Annual General Meeting on 22 April 2021 will expire on 21 April 2026. It is to be replaced by a new authorization to acquire and use treasury shares pursuant to Section 71 para. 1 no. 8 AktG, which will expire on 12 June 2030.

The Management Board and Supervisory Board therefore propose that the following new authorization to acquire and use treasury shares, also excluding shareholders' subscription and tender rights, be resolved, revoking the existing authorization of 22 April 2021:

a) Acquisition of treasury shares

- aa) The company is authorized to acquire treasury shares up to a total of the share capital existing at the time the resolution is adopted by the Annual General Meeting or - if this value is lower - at the time the authorization is exercised. The acquired shares, together with other treasury shares held the company or attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may at no time account for more than 10% of the share capital.

The authorization becomes effective upon adoption of the resolution by the Annual General Meeting and is valid until 12 June 2030. The authorization to acquire treasury shares resolved at the company's Annual General Meeting on 22 April 2021 will be revoked upon this new authorization taking effect.

- bb) The acquisition may be made at the company's discretion (i) via the stock exchange or (ii) by means of a public purchase offer addressed to all shareholders of the company or a public invitation to all shareholders of the company to submit offers to sell or (iii) by means of a public exchange offer addressed to all shareholders in return for shares in a listed company within the meaning of Section 3 (2) AktG or by means of a public invitation to submit such an offer.

- (i) If the shares are acquired via the stock exchange, the consideration paid by the company per share (excluding incidental acquisition costs) may not be more than higher or lower than the price determined on the trading day by the opening auction for the company's shares of the same class in XETRA trading (or a functionally comparable successor system replacing the XETRA system) on the Frankfurt/Main stock exchange.

- (ii) If the acquisition is made by means of a public purchase offer to all shareholders of the company or by means of a public invitation to submit a purchase offer, the purchase price offered or the limits of the purchase price range offered per share (excluding incidental acquisition costs) may not exceed or fall below the arithmetic mean of the closing auction prices in XETRA trading (or a functionally comparable successor system replacing the XETRA system) on the Frankfurt/Main stock exchange for the company's shares of the same class on the four trading days prior to the date of publication of the offer or the public invitation to submit an offer by more than 20%. of the public invitation to submit an offer by no more than 20%. The offer or the invitation to submit purchase offers may stipulate an acceptance or offer period and other conditions. If there are significant price movements after the publication of a purchase offer or after the publication of the invitation, the offer may be adjusted. In this case, the average price of the three trading days prior to the publication of any adjustment is used as a basis. The volume of the offer or the invitation to submit offers may be limited. If the total subscription of the offer or the total submitted offers to sell exceed this volume, the shareholders' right to tender may be excluded to the extent that acceptance is made in proportion to the respective shares offered. Provision may also be made for preferential acceptance of small

quantities of up to 100 shares offered for purchase per shareholder. The provisions of the German Securities Acquisition and Takeover Act must be observed insofar as they apply.

- (iii) If the acquisition is made by means of a public offer or a public invitation to submit an offer to exchange for shares in a listed company within the meaning of Section 3 (2) AktG ("exchange shares"), a specific exchange ratio may be specified or determined by means of an auction procedure. A cash payment can be made as a further purchase price payment in addition to the exchange offered or to settle fractional amounts. In each of these procedures for the exchange, the exchange price or the relevant limits of the exchange price range in the form of one or more exchange shares and calculated fractions, including any cash or fractional amounts (excluding incidental acquisition costs), may not be more than higher or lower than the relevant value of a share in the company of the same class. The value to be used in the calculation for each share of the company and for each exchange share is the arithmetic mean of the closing auction prices in XETRA trading (or a functionally comparable successor system replacing the XETRA system) on the Frankfurt/Main stock exchange on the four trading days prior to the date of publication of the exchange offer or the invitation to submit such an offer. If the company's exchange shares are not traded in XETRA trading (or a functionally comparable successor system replacing the XETRA system) on the Frankfurt/Main stock exchange, the closing prices on the stock exchange on which the highest average trading volume in the exchange shares was achieved in the last completed calendar year shall be decisive. The provisions of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz) must be observed insofar as they apply.

b) Use

The Management Board is authorized, with the approval of the Supervisory Board, to use the shares thus acquired and the shares previously acquired for all legally permissible purposes.

- aa) In particular, it may sell treasury shares in a manner other than via the stock exchange or by means of offers to all shareholders if the treasury shares are sold for a cash consideration that is not significantly lower than the stock exchange price of shares of the company with the same rights at the time of the sale. However, this authorization only applies subject to the proviso that the shares sold with the exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG may not exceed a total pro rata amount of of the share capital, either at the time this authorization becomes effective or at the time it is exercised. Shares issued during the term of this authorization from authorized capital with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG are to be counted towards this limit. Furthermore, shares issued or to be issued to service bonds with conversion or option rights or a conversion obligation are to be counted towards this limit, provided that the bonds were issued during the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 para. 3 sentence 4 AktG.
- bb) The treasury shares may also be sold in return for a contribution in kind (e.g. for the acquisition of companies, parts of companies, interests in companies or other assets related to the company's business purpose or claims to the acquisition of assets related to the company's business purpose, including claims against the company).

- cc) Furthermore, the Management Board is authorized, with the approval of the Supervisory Board, to use the treasury shares acquired on the basis of this authorization and previously acquired treasury shares to grant shares to other employees of the company as well as to members of the management and employees of companies affiliated with the company within the meaning of Section 15 et seq. AktG, insofar as these persons are entitled to receive them on the basis of employee participation programs. If treasury shares are to be transferred to members of the company's Management Board, the decision on this is the responsibility of the company's Supervisory Board.
- dd) The Management Board is also authorized, with the approval of the Supervisory Board, to use the treasury shares acquired on the basis of this authorization and previously acquired treasury shares to fulfill conversion or option rights or conversion obligations arising from bonds with conversion or option rights or conversion obligations issued by the company or by dependent companies or companies in which the company holds a majority interest.
- ee) Furthermore, treasury shares may be used to pay a so-called *scrip dividend*.
- ff) The Management Board is further authorized, with the approval of the Supervisory Board, to redeem the treasury shares without a further resolution by the Annual General Meeting. The redemption leads to a capital reduction. This capital reduction may be carried out for all legally permissible purposes. By way of derogation, the Management Board may determine that the share capital remains unchanged upon redemption and that the proportion of the company's share capital represented by the remaining shares increases instead as a result of the redemption in accordance with Section 8 (3) AktG. In this case, the Management Board is authorized to adjust the number of shares stated in the Articles of Association.

Shareholders' subscription rights to treasury shares are excluded when treasury shares are used in accordance with the authorizations in aa), bb), cc) and dd). If the acquired treasury shares are used for the purpose stated in ee), the Management Board is authorized to exclude the subscription right. In the event that the acquired treasury shares are sold by means of a public offer to shareholders, which is carried out in compliance with the principle of equal treatment, the Management Board is authorized to exclude shareholders' subscription rights for fractional amounts.

- c) The authorizations under a) and b) may be exercised in full or in partial amounts, once or several times, for one or more purposes; they may also be carried out by dependent companies or companies majority-owned by the company or by third parties for its or their account. They may not be used for the purpose of trading in treasury shares.
- d) Informing the Annual General Meeting

The Management Board will inform the Annual General Meeting of the reasons for and purpose of the acquisition of treasury shares, the number of shares acquired and the amount of share capital attributable to them, their proportion of the share capital and the equivalent value of the shares. The same applies to the use of treasury shares.

Report of the Management Board on item 7 of the agenda on the exclusion of subscription rights pursuant to Section 71 para. 1 no. 8 in conjunction with Section 186 para. 4 sentence 2 AktG. § Section 186 para. 4 sentence 2 AktG

§ Section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG) allows stock corporations to acquire treasury shares up to a total of of their share capital on the basis of an authorization by the Annual General Meeting. Agenda item 7 contains the proposal to grant a new corresponding authorization with the legally permissible maximum term of five years. This is intended to enable the Management Board to acquire treasury shares in the interests of the company and its shareholders via the stock exchange or by means of a public offer to shareholders up to a total of of the company's current share capital. The authorization granted to the Management Board by the Annual General Meeting on 22 April 2021 pursuant to Section 71 para. 1 no. 8 AktG to acquire treasury shares is limited until 21 April 2026 and is to be revoked when the new authorization takes effect. The new authorization is to take effect upon the adoption of the resolution at the Annual General Meeting on 13 June 2025 and will be valid until 12 June 2030. The statutory maximum term of the authorization is thereby complied with.

The proposed resolution regulates the company's options both with regard to the modalities of the acquisition of treasury shares and with regard to their subsequent use. The shares to be acquired, together with other treasury shares held by the company or attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may at no time account for more than 10% of the share capital. The authorization may not be used for the purpose of trading in treasury shares.

The shares can be acquired via the stock exchange or by means of a public purchase or exchange offer. If, in the case of a public purchase offer, the number of shares tendered or offered exceeds the number of shares intended for acquisition, the acquisition or acceptance can be carried out excluding the shareholders' tender rights in proportion to the number of shares tendered or offered in order to simplify the acquisition procedure. The preferential consideration of small numbers of up to 100 tendered shares per shareholder also serves to simplify the process.

The treasury shares acquired by the company can be resold via the stock exchange or by means of a public offer with subscription rights to all shareholders. These options safeguard the principle of equal treatment of shareholders. If the shares are sold by means of an offer to all shareholders, the Management Board is to be authorized to exclude shareholders' subscription rights to treasury shares for fractional amounts. The possibility of excluding subscription rights for fractional amounts serves to present a technically feasible subscription ratio. The potential dilution effect is low due to the restriction to fractional amounts.

In addition, the company may also sell the acquired treasury shares off the stock exchange without a public offer to all shareholders if the price of the shares is not significantly lower than the market price at the time of the sale. This authorization makes use of the option provided for in Section 71 para. 1 no. 8 AktG to simplify the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG. In the interests of the company, this is intended in particular to create the opportunity to offer shares in the company to institutional investors in Germany and abroad and to expand the shareholder base. The requested authorization is intended to enable the company to react quickly and flexibly to favourable stock market situations. It is not intended to exert a lasting influence on the stock market price of the company's shares. The financial and voting right interests of the shareholders are adequately safeguarded . The authorization based on Section 186 para. 3 sentence 4 AktG to exclude subscription rights when selling treasury shares, including shares for which subscription rights are excluded in direct or analogous application of Section 186 para. 3 sentence 4 AktG, is limited to a maximum of of the company's share capital; the aforementioned purchase and holding limit of 10% for treasury shares remains unaffected. The protection of shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock market price. The final determination of the selling price for treasury shares will be made shortly before the sale. The Management Board will endeavor to keep any discount on the market price as low as possible, taking into

account current market conditions. Interested shareholders can therefore maintain their shareholding quota by purchasing additional shares on the market at essentially the same conditions.

The Management Board is also to be authorized to sell treasury shares in return for non-cash consideration, excluding subscription rights. This is intended to enable the company to offer treasury shares as consideration in the context of business combinations or the acquisition of companies, parts of companies, interests in companies, other assets related to the purpose of the company or claims to the acquisition of assets related to the purpose of the company, including claims against the company. International competition and the globalization of the economy increasingly demand this form of consideration in connection with the acquisition of assets. The proposed authorization is intended to give the company the necessary room for maneuver to quickly and flexibly take advantage of acquisition opportunities as they arise. The proposed exclusion of subscription rights takes this into account. The value of the contribution in kind for which the shares are granted must not be unreasonably low when assessed as a whole. This ensures that there is at most an insignificant dilution of the shareholders' financial situation. There are currently no specific acquisition plans for which treasury shares are to be used.

Furthermore, the Management Board is to be authorized, with the approval of the Supervisory Board, to grant treasury shares to members of the Management Board or other employees of the company as well as to members of the management and employees of Group companies, insofar as these persons are entitled to subscribe to shares on the basis of employee participation programmes. If treasury shares are to be transferred to members of the company's Management Board, the decision on this is the responsibility of the company's Supervisory Board. This is intended to give the company the opportunity to use shares to service employee share ownership programs without having to carry out capital increases.

The authorization also provides for the treasury shares to be used, excluding shareholders' subscription rights, to fulfil the conversion or option rights or conversion obligations of creditors of convertible bonds, bonds with warrants or bonds with warrants issued by the company or its Group companies. It may therefore be appropriate to use treasury shares in whole or in part instead of a capital increase to fulfill the conversion or option rights or to fulfill the conversion obligations. It should be noted that the convertible bonds, bonds with warrants or bonds with warrants may only be issued subject to shareholders' subscription rights, so that shareholders' subscription rights are indirectly safeguarded in this respect.

The authorization also provides for treasury shares to be used to pay a *scrip dividend*. In this context, the Management Board is to be authorized to exclude shareholders' subscription rights in order to be able to implement a scrip dividend at optimal conditions. In the case of a scrip dividend using treasury shares, shareholders are offered the opportunity to assign all or part of their dividend entitlement arising from the Annual General Meeting's resolution on the appropriation of profits to the company in order to receive treasury shares in return.

The implementation of a scrip dividend using treasury shares can be carried out as an offer to all shareholders, while maintaining their subscription rights and observing the principle of equal treatment (Section 53a AktG). The shareholders are only offered whole shares for subscription; with regard to the portion of the dividend entitlement that does not reach (or exceeds) the subscription price for a whole share, the shareholders are referred to the subscription of the cash dividend and cannot receive any shares in this respect; an offer of partial rights is not envisaged, nor is the establishment of trading in subscription rights or fractions thereof. As the shareholders receive a cash dividend on a pro rata basis instead of the subscription of treasury shares, this appears to be justified and appropriate.

In individual cases, depending on the capital market situation, it may be preferable to organize the implementation of a scrip dividend using treasury shares in such a way that the Management Board offers all shareholders entitled to dividends treasury shares for subscription in return for the assignment of their dividend entitlement, while observing the general principle of equal treatment (Section 53a AktG), but formally excludes shareholders' subscription rights altogether. The implementation of the scrip dividend with the formal exclusion of subscription rights enables the implementation of the scrip dividend on more

flexible terms. In view of the fact that the treasury shares are offered to all shareholders and any excess partial dividend amounts are settled by payment of the cash dividend, the exclusion of subscription rights also appears justified and appropriate in this respect.

The monitoring of the use of the authorization by the Management Board is ensured by the requirement of the Supervisory Board's prior approval of the planned use and the obligation of the Management Board to report on the use of the authorizations in each case.

8. Resolution on the approval of the granting of subscription rights to employees and members of the management of the company or an affiliated company as part of the 2024 share option program and resolution on the creation of Contingent Capital 2025 and on the corresponding amendment to the Articles of Association

The Management Board and Supervisory Board have decided to set up a stock option plan for members of the Management Board or management and executives of MPC Münchmeyer Petersen Capital AG or companies affiliated with the company and granted 450,000 subscription rights to shares with a pro rata amount of the share capital of EUR 450,000.00 in July 2024, subject to a corresponding resolution by the Annual General Meeting ("**Stock Option Program 2024**").

The Management Board and Supervisory Board therefore propose that a resolution be adopted:

a) Approval of the 2024 share option program

In accordance with the following provisions, the Annual General Meeting approves the issue of a total of 450,000 subscription rights for the subscription of a total of 450,000 shares with a pro rata amount of the share capital totaling EUR 450,000.00 as part of the 2024 share option program, whereby each subscription right entitles the holder to acquire one no-par value bearer share.

The 2024 share option program is to be structured in accordance with the following provisions:

aa) Group of beneficiaries

As part of the Stock Option Program 2024, subscription rights can be issued to members of the Management Board of MPC Münchmeyer Petersen Capital AG, members of the management of affiliated companies, executives of MPC Münchmeyer Petersen Capital AG or executives of affiliated companies ("beneficiaries"). The subscription rights are divided between these groups of beneficiaries as follows:

- i. Members of the Management Board of MPC Münchmeyer Petersen Capital AG: 265,000 subscription rights.
- ii. Members of the management of companies affiliated with MPC Münchmeyer Petersen Capital AG: no subscription rights.
- iii. Executives of MPC Münchmeyer Petersen Capital AG: 35,000 subscription rights.
- iv. Executives of companies affiliated with MPC Münchmeyer Petersen Capital AG: 150,000 subscription rights.

The exact group of beneficiaries and the scope of the options to be granted to them are determined by the company's Management Board. Insofar as members of the company's Management Board are to receive options, this determination and the issue of options is the sole responsibility of the company's Supervisory Board.

bb) Acquisition period, term, expiry, non-transferability

The subscription rights were granted to the beneficiaries on 10 July 2024, subject to the condition precedent that this resolution comes into effect

The options are issued by concluding a written contract for the acquisition of options (share option agreement) between the respective beneficiary and the company. The company has submitted an option agreement to the beneficiary for this purpose. The share options were acquired without consideration upon conclusion of the share option agreement, subject to the condition precedent that this resolution comes into effect.

The term of the share option agreement begins when it is signed and ends on the 5th anniversary of the signing of the agreement.

The stock option rights expire without replacement or compensation at 5 p.m. Central European Time on the fifth anniversary of the signing of the stock option agreement.

The share options are granted as non-transferable share options. With the exception of inheritance, the share options are neither transferable nor can they be sold, pledged or otherwise encumbered.

cc) Success targets

(1) *Basic performance target*

25 % of the stock options granted can be exercised irrespective of the development of the MPC Capital share price if the capital market forecast for the 2024 financial year (consolidated revenue of at least EUR 37.9 million and consolidated earnings before taxes of at least EUR 19.3 million) is achieved or exceeded. ("**basic performance target**").

(2) *Further success targets*

- a) Irrespective of the achievement of the basic performance target, share options can be exercised as specified below. If, at any time between the acquisition and exercise period, the share price (even if it falls below this price again by the exercise date)
- i. If the share price reaches at least EUR 4.50, of the share options granted can be exercised;
 - ii. If the share price reaches at least EUR 5.00, a further of the share options granted can be exercised;
 - iii. If the share price reaches at least EUR 5.50, a further of the share options granted can be exercised;
 - iv. EUR 6.00, a further of the share options granted can be exercised (one "**Further performance target**" and jointly the "**Further performance targets**").
- b) The achievement of both the basic performance target and the additional first-level performance target (EUR 4.50) is to be understood *alternatively*. This means that if (i) only the basic performance target is achieved, a maximum of of the share options can be exercised, (ii) the basic performance target and (only) the additional performance target of EUR 4.50 are achieved without the other additional performance targets also being achieved, a maximum of of the share options can also be exercised, and (iii) if the basic performance target and all additional performance targets are achieved, a maximum of of the share options can be exercised.

(3) In the event that the aforementioned performance targets are not or only partially achieved in the period between the acquisition and exercise period, the share option rights expire in whole or in part.

(4) The share price is understood to be the volume-weighted average price (vwap) over 30 trading days on XETRA determined on a rolling basis during the waiting period, for the first time in relation to the first trading day after 1 June 2024.

(5) When calculating the Additional Performance Targets, the share price determined in accordance with paragraph (4) must be increased by the dividends paid per share since the reporting date. If, for example, the share price on 15 May 2026 is EUR 4.92 per share in accordance with paragraph (4) and EUR 0.54 per share (including the dividend of EUR 0.27 per share paid on 18 June 2024) has been paid out in dividends up to that date, this results in a value of EUR 4.92 per share to determine whether Further Performance Targets have been achieved or exceeded. EUR 4.92 + EUR 0.54 and therefore EUR 5.46, so that the additional performance target of EUR 5.00 would be exceeded and of the share options can be exercised.

dd) Waiting period, exercise period

The subscription rights granted as part of the 2024 share option program can be exercised at the earliest on the 4th anniversary of the day on which the share option agreement was signed ("**waiting period**") and at the latest on the 5th anniversary of the day on which this agreement was signed, subject to the following provisions

The share option rights may also only be exercised within the exercise period and after expiry of the waiting period during certain exercise periods.

The exercise periods generally begin on the third bank working day in Hamburg ("**bank working day**") after publication of the company's quarterly, half-yearly and annual financial statements. If the company does not publish quarterly or half-yearly financial statements, there is a correspondingly reduced number of exercise periods each year.

Each exercise period has a duration of twenty banking days.

If, within an exercise period, the publication of a so-called "ad hoc announcement" is imminent due to statutory regulations (currently Art. 17 of the Market Abuse Regulation) or stock exchange regulations based on these (e.g. over-the-counter conditions of the Frankfurt Stock Exchange), the company may refuse to accept exercise declarations. In such cases, the exercise declaration is deemed to have been accepted one day after publication of the ad hoc announcement. If the exercise period or an exercise period expires on the day on which acceptance is refused for the aforementioned reason, it will be extended by one day - if necessary with a corresponding postponement of the expiry date.

ee) Exercise amount

The shares are issued to the option holder at a minimum issue price of EUR 1.00 per share. The option holder must pay the minimum issue amount to the company in cash. The company may not support the option holder financially in raising the minimum issue amount.

ff) Dilution protection

In the event of a capital increase from company funds, the number of share option rights must be increased by the number of shares that would have belonged to the option holder if he had participated in the capital increase from company funds with the number of shares to which he has been granted share option rights.

In the event of an increase in the number of shares without a change in capital (share split), the number of share options held by the option holder at this time increases in proportion to the share split.

In the event of a capital reduction through the consolidation of shares (Section 222 (4) AktG) or the redemption of shares (Section 237 AktG), the number of share options is not adjusted if the total number of shares is not changed by the capital reduction or the capital reduction is associated with a capital repayment or the acquisition of treasury shares against payment. In other cases of capital reduction, the number of share option rights is to be determined on the basis of the number of shares that results when the number of shares in the company after the capital reduction is divided by the number of shares before the capital reduction and this quotient is multiplied by the originally determined number of share option rights.

In the case of other transactions that have a comparable effect to the aforementioned cases of adjustment, the number of share option rights can be adjusted by the auditor of the annual financial statements in accordance with Section 317 BGB.

gg) Further regulations

The Management Board is authorized to determine the further details of the issue of shares from the conditional capital and the further conditions of the 2024 share option program, in particular the option conditions for the entitled persons. Insofar as the members of the Management Board of the company are affected, the company's Supervisory Board shall decide exclusively. Further details include, in particular, provisions on the allocation of subscription rights within the entitled groups of persons, the issue date within the specified period, provisions on taxes and costs, the procedure for the allocation to the individual entitled persons and the exercise of subscription rights, provisions regarding the expiry of subscription rights in the event of termination of the employment relationship (good or bad leaver clauses), provisions on the exercise of subscription rights and the exercise of subscription rights. clauses), provisions on the consequences in the event of delisting or conversion measures, provisions on any right of the company to settle the subscription rights in cash and further provisions on cash settlement, provisions on the careful sale of shares and other procedural provisions

The option conditions may also stipulate that the company may choose to grant the beneficiaries treasury shares instead of new shares from the conditional capital to service the subscription rights. If the beneficiaries are members of the Management Board, the Supervisory Board must decide on this.

b) Creation of the Conditional Capital 2025

The company's share capital will be conditionally increased by EUR 450,000.00 by issuing up to 450,000 no-par value bearer shares ("**Conditional Capital 2025**"). The Conditional Capital 2025 serves exclusively to fulfil subscription rights issued with regard to the resolution of the Annual General Meeting 13 June 2025 on the Stock Option Program 2024 in accordance with a) above. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued exercise their subscription rights and the company does not grant any treasury shares to fulfill the options. The shares from the conditional capital are issued at the exercise

price determined in accordance with a) lit. ee) as the issue price. The new shares participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits has been passed by the Annual General Meeting at the time of issue. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

c) Amendment of the Articles of Association

The following § 5.6 is added to the Articles of Association:

"5.6 The company's share capital is conditionally increased by up to EUR 450,000.00 (in words: four hundred and fifty thousand euros) by issuing up to 450,000 (in words: four hundred and fifty thousand) new no-par value bearer shares (Conditional Capital 2025). The Conditional Capital 2025 serves exclusively to fulfil subscription rights issued with regard to the resolution of the Annual General Meeting on 13 June 2025 on the 2024 share option program. The conditional capital increase will only be carried out to the extent that the holders of the subscription rights issued exercise their subscription rights and the company does not grant any treasury shares to fulfill the options. The new shares will participate in profits from the beginning of the financial year for which no resolution on the appropriation of profits has been passed by the Annual General Meeting at the time of issue. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

d) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of Section 5.6 of the Articles of Association in accordance with the issue of the new shares and to make all amendments to the Articles of Association required in this context, insofar as such amendments are limited to the wording.

Report of the Management Board on the 2024 share option program and creation of conditional capital in accordance with item 8 of the agenda

The Management Board and Supervisory Board have decided to launch a stock option program in view of the recent intensive discussion about good corporate governance and appropriate incentive-based remuneration. The subscription rights created by the stock option program 2024 are intended to become an important component of the remuneration of members of the Management Board and management and executives of MPC Münchmeyer Petersen Capital AG and its affiliated companies. The following explanations are limited to the essential aspects of the present authorization and the Conditional Capital 2025 to be resolved in this context.

On the basis of the 2024 share option program, all 450,000 subscription rights were issued in July 2024 subject to the condition precedent of a resolution at this Annual General Meeting. A further issue of subscription rights under the 2024 share option program is excluded. The main purpose of the 2024 share option program is to increase the loyalty of managers to the company, to motivate them and to enable them to participate directly in the company's success. The aim of the program is also to increase the attractiveness of MPC Münchmeyer Petersen Capital AG for qualified employees. Indirectly, the Management Board also expects the program to increase the company's success and thus increase shareholder value.

The share options can only be exercised if certain performance targets are achieved. In addition to achieving the forecast for the 2024 financial year (*basic performance target*), the proportion of subscription rights that can be exercised depends largely on achieving a certain

share price between the acquisition and exercise period, whereby the volume-weighted average price (vwap) over 30 trading days on XETRA is decisive. This is intended to ensure that the beneficiaries can exercise share options, particularly the event of the company's economic success.

The subscription rights can only be exercised after a waiting period of four years. The duration of the waiting period therefore corresponds to the statutory minimum requirement pursuant to Section 193 (2) No. 4 AktG.

The exercise period is one year after the end of the waiting period. This period limits the uncertainty for the company as to whether and to what extent subscription rights will be exercised. The exercise periods within the exercise period ensure that the achievement of performance targets is not distorted by the publication of financial reports if subscription rights are exercised. The right of MPC Münchmeyer Petersen Capital AG to temporarily reject the exercise of subscription rights in the event of an imminent ad hoc announcement also ensures that the stock market price relevant for the achievement of the performance target is not distorted by insider information that is still unknown to the market.

In order to protect the legal position of the beneficiaries in the event of capital measures or conversion measures, the Stock Option Program 2024 contains provisions for protection against dilution and for adjustment in the event of certain measures that change the structure of MPC Münchmeyer Petersen Capital AG.

The Management Board is authorized to determine the further details of the issue of shares from the conditional capital and the further conditions of the 2024 share option program, in particular the option conditions for the entitled persons. Insofar as the members of the company's Management Board are affected, the company's Supervisory Board shall decide exclusively.

To secure the subscription rights, the capital is to be conditionally increased by up to EUR 450,000.00 by issuing up to 450,000 no-par value bearer shares. Shareholders' subscription rights are excluded by law due to the earmarking of the conditional capital increase. The proposed resolution also provides for the possibility of granting treasury shares to the beneficiaries to fulfill their subscription rights. The amount of the conditional capital of EUR 450,000.00 corresponds to 1.3% of the current share capital, meaning that the volume of share capital permitted under the German Stock Corporation Act for conditional capital to service stock options is significantly lower

II. Documents to be made available

Upon convening of the Annual General Meeting, the following documents in particular shall be made available on the Internet at www.mpc-capital.de/HV together with this invitation and shall also be available there during the Annual General Meeting:

- the documents to be submitted under agenda item 1 and specified therein
- Further information on the candidates for the by-elections to the Supervisory Board under agenda item 6
- the report of the Management Board on item 7 of the agenda on the exclusion of subscription rights pursuant to Section 71 para. 1 no. 8 in conjunction with Section 186 para. 4 sentence 2 AktG. § Section 186 para. 4 sentence 2 AktG
- the report of the Management Board on the stock option program 2024 and the creation of conditional capital in accordance with item 8 of the agenda

III. Information on holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies

1. virtual Annual General Meeting / transmission with video and audio / connection

The Management Board has decided, with the approval of the Supervisory Board, to hold the Annual General Meeting in accordance with Section 118a AktG in conjunction with Section 12.6 of the company's Articles of Association as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the company's proxies). The physical presence of shareholders and their proxies (with the exception of the company's proxies) at the venue of the Annual General Meeting is excluded.

For shareholders who have duly registered for the Annual General Meeting or their proxies, the entire Annual General Meeting, including any answers to questions and the votes, will be broadcast live with audio (only in German) and video on the company's website at www.mpc-capital.de/HV in the password-protected internet service. The personal access data required for this will be sent to shareholders or their proxies together with the "AGM ticket" after registration for the Annual General Meeting. Details on this can be found below in section "2 Participation in the virtual Annual General Meeting".

Shareholders or their authorized representatives may exercise their voting rights exclusively by means of electronic postal vote or by granting power of attorney to the proxies appointed by the company.

Duly registered shareholders (and their proxies, if applicable) can exercise their shareholder rights, among other things, via the password-protected Internet service in accordance with the procedures provided for this purpose.

The use of the password-protected Internet service by an authorized representative requires that the authorized representative receives the corresponding access data.

Authorized intermediaries, shareholders' associations, voting rights advisors and other equivalent persons pursuant to Section 135 para. 8 AktG may also use the password-protected Internet service. The company will provide them with electronic access on request.

By using the password-protected internet service and clicking on the "Enter the Annual General Meeting" button during the virtual Annual General Meeting on June 13, 2025, shareholders or their proxies will be connected electronically to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of Section 118 para. 1 sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of Section 118a para. 1 sentence 2 no. 2, first case AktG.

2. participation in the virtual Annual General Meeting

Only those shareholders are entitled to participate in the virtual Annual General Meeting, to follow the virtual Annual General Meeting on the Internet and to exercise shareholder rights, in particular voting rights, who have registered in text form in German or English in good time before the Annual General Meeting and have provided the company with proof of their entitlement to participate in the Annual General Meeting and to exercise their voting rights. Proof of share ownership by the last intermediary in accordance with Section 67c (3) AktG is sufficient.

In accordance with Article 13.1 of the company's Articles of Association, proof of share ownership must refer to the close of business on the twenty-second day before the Annual General Meeting, i.e. Thursday, 22 May 2025, 24:00 hours (CEST) (record date)

The proof of shareholding and the registration for the Annual General Meeting must be received by the company in text form at the following postal address or e-mail address by Friday, 6 June 2025, 24:00 hours (CEST) at the latest:

MPC Münchmeyer Petersen Capital AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: anmeldung@linkmarketservices.eu

After receipt of registration and proof of share ownership by the company at the above-mentioned postal address or e-mail address, the access data (access code and password) for using the **password-protected Internet service** on the company's website at **www.mpc-capital.de/HV** will be sent ("AGM ticket"), which includes a proxy form and a proxy and instruction form for the Annual General Meeting. The relevant forms are also available on the company's website at www.mpc-capital.de/HV. We ask shareholders to ensure that they register and send proof of their shareholding to the company in good time.

Receipt of the AGM ticket is not a prerequisite for granting power of attorney and issuing instructions to the company's proxies by form (the need for proper registration and proper proof of authorization to attend the Annual General Meeting and exercise voting rights remains unaffected), but all options of the password-protected Internet service can only be used with the help of the access data printed on the AGM ticket.

The shares are not blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registering. In relation to the company, only those who have provided proof of share ownership as at the record date are deemed to be shareholders for the purposes of attending the virtual Annual General Meeting and exercising voting rights; changes in the shareholding after the record date have no bearing on the scope and exercise of attendance and voting rights.

3. exercise of voting rights

Shareholders who have registered in due form and time and have provided proof of share ownership may exercise their voting rights by electronic postal vote or by granting a proxy.

3.1 Procedure for exercising voting rights by means of electronic absentee voting

Duly registered shareholders may cast their votes by means of electronic communication (electronic postal vote), even without attending the Annual General Meeting.

Postal votes can be cast from 23 May 2025 until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on 13 June 2025 using the voting form available on the company's website at

www.mpc-capital.de/HV

accessible password-protected Internet service in accordance with the procedures provided for this purpose. The receipt of the respective vote by the company is decisive for compliance with the deadline.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, the vote cast by electronic postal vote on this agenda

item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

The above statements apply accordingly to voting by means of electronic absentee voting by an authorized representative. Authorized intermediaries, shareholders' associations, proxy advisors or other third parties may also use electronic absentee voting.

3.2 Procedure for granting power of attorney to third parties

Shareholders may also be represented by a proxy, e.g. by an intermediary, a shareholders' association, a proxy advisor or another person of their choice, and have their voting rights and other rights exercised by the proxy. When authorizing proxies appointed by the company, the special features described in section 3.3 below must be observed.

Timely registration and proof of share ownership are also required in all cases of authorization.

Authorized representatives (with the exception of the company's proxies) cannot physically attend the Annual General Meeting in the same way as shareholders. They can only exercise the voting right for shareholders they represent by means of electronic postal voting or by granting (sub-)authorization to the proxies appointed by the company. The use of the password-protected Internet service by the proxy requires that the proxy receives the corresponding access data.

If neither intermediaries, shareholders' associations, voting rights advisors nor persons or institutions equivalent to these pursuant to Section 135 AktG are authorized, the granting of the power of attorney, its revocation and proof of authorization to the company must be in text form (Section 126 b BGB).

Shareholders who wish to authorize an intermediary, a shareholders' association, a voting rights advisor or an equivalent institution or person in accordance with Section 135 AktG to exercise their voting rights are advised that in these cases the institution or person to be authorized may require a special form of proxy, as it must record the proxy in a verifiable form in accordance with Section 135 AktG. In this case, we therefore ask shareholders to coordinate the form of the proxy with the person to be authorized.

Proof of authorization may be submitted to the company no later than **12 June 2025, 24:00 hours (CEST)**, at the following postal address or e-mail address

MPC Münchmeyer Petersen Capital AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: mpc-capital@linkmarketservices.eu

or from 23 May 2025 using the password-protected internet service on the company's website at www.mpc-capital.de/HV in accordance with the procedure provided for this purpose before and during the virtual Annual General Meeting. The date of receipt by the company is decisive for meeting the deadline.

On the day of the virtual Annual General Meeting on 13 June 2025, proxies can only be submitted, amended or revoked via the password-protected Internet service in accordance with the procedures provided for this purpose, which is available on the company's website at www.mpc-capital.de/HV.

The aforementioned transmission channels are also available up to the aforementioned dates if the power of attorney is to be granted by declaration to the company; in this case, separate proof of the granting of the power of attorney is not required.

For the revocation or amendment of a power of attorney, the above statements on the transmission channels and the times up to which the transmission channels are available apply accordingly.

Shareholders who wish to authorize another person can use the form that will be sent to them after proper registration and proof of share ownership. A corresponding form is also available for download on the company's website at www.mpc-capital.de/HV.

3.3 Procedure for granting power of attorney to the company's proxies

Registered shareholders may also be represented by proxies appointed by the company who are bound by instructions. Please note that powers of attorney issued to the company's proxies must be accompanied by instructions. The company proxies are obliged to exercise voting rights exclusively in accordance with the shareholder's instructions. The proxies have no discretionary powers of their own when exercising voting rights. If an individual vote is held on an agenda item without this having been communicated in advance of the virtual Annual General Meeting, an instruction on this agenda item as a whole also applies as a corresponding instruction for each item of the individual vote.

The company's proxies will not accept instructions or authorizations to raise objections to resolutions of the Annual General Meeting, to exercise the right to speak and ask questions or to submit motions, either prior to or during the virtual Annual General Meeting.

Proxies and instructions to the company's proxies may be issued, amended or revoked by post or e-mail to the postal address or e-mail address specified above in section "3.2. Procedure for issuing proxies to third parties" by no later than **12 June 2025, 24:00 hours (CEST)**, or from 23 May 2025 using the password-protected Internet service accessible on the company's website at www.mpc-capital.de/HV in accordance with the procedures provided for this purpose until the time of the start of voting in the virtual Annual General Meeting on June 13, 2025, as ordered by the chairman of the meeting. The date of receipt by the company is decisive for meeting the deadline.

A corresponding form will be sent after proper registration and proof of share ownership and is also available for download on the company's website at www.mpc-capital.de/HV.

4. requests for additions to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares together account for one twentieth (1/20) of the share capital or a proportionate amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be placed on the agenda or published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing (Section 126 of the German Civil Code) to the Management Board of MPC Münchmeyer Petersen Capital AG and must be received by the company by midnight (CEST) on 19 May 2025 at the latest.

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the request. Section 70 AktG must be observed when calculating this period.

Any requests for supplements should be sent to the following address:

MPC Münchmeyer Petersen Capital AG
- Management Board -
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

Additions to the agenda that are to be announced will be published in the Federal Gazette immediately after receipt of the request. They will also be published on the Internet at www.mpc-capital.de/HV.

5. countermotions and election proposals pursuant to § 126 para. 1, § 127 AktG

Shareholders may send the company countermotions to proposals by the Management Board and Supervisory Board on specific items on the agenda (together with any reasons) as well as nominations for the election of auditors and Supervisory Board members. Countermotions and election proposals are to be sent exclusively to:

MPC Münchmeyer Petersen Capital AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: mpc-capital@linkmarketservices.eu

The company will make all countermotions to a proposal by the Management Board and the Supervisory Board on a specific agenda item pursuant to Section 126 para. 1 AktG and election proposals pursuant to Section 127 AktG, including the name of the shareholder, any reasons and any statement by the management, available on the Internet at www.mpc-capital.de/HV if they are received by the company at the above postal address or e-mail address at least 14 days before the meeting, i.e. by **29 May 2025, 24:00 hours (CEST)** at the latest. Countermotions and election proposals from shareholders sent to any other address will not be considered.

The company may refrain from publishing a countermotion or election proposal and, if applicable, its justification under the conditions specified in Section 126 para. 2 AktG. The reasons for a countermotion need not be made accessible if they exceed a total of 5,000 characters. The Management Board is also not required to make shareholders' election proposals accessible if they do not include the name of the proposed person, their profession and place of residence.

Motions or election proposals by shareholders or their proxies that are to be made accessible in accordance with Section 126 or Section 127 AktG are deemed to have been submitted at the time they are made accessible. The company enables the voting right on these motions or election proposals to be exercised from this point in time. Motions from shareholders who have not duly registered or are not duly authorized do not have to be dealt with at the Annual General Meeting.

Shareholders or their proxies who are connected to the Annual General Meeting also have the right to submit motions and election proposals at the meeting by means of video communication within the scope of their right to speak (see section 7.).

6. submission of comments

Duly registered shareholders or their authorized representatives have the right to submit statements on items on the agenda in text form by means of electronic communication in accordance with Section 130a (1) to (4) AktG. The password-protected internet service on the company's website at www.mpc-capital.de/HV is available to them for this purpose with the corresponding access data.

Comments in text form must be submitted as a file in PDF format with a maximum recommended file size of 50 MB in accordance with the procedure provided for this purpose.

It is possible to submit several statements. By submitting a statement, the shareholder or his/her authorized representative agrees that the statement will be made accessible in the password-protected Internet service, stating his/her name.

Statements must be submitted no later than five days prior to the Annual General Meeting, i.e. no later than **7 June 2025, 24:00 hours (CEST)**. Submitted statements on the agenda items will be made available on the password-protected internet service on the company's website at www.mpc-capital.de/HV no later than four days prior to the Annual General Meeting, i.e. no later than 8 June 2025, 24:00 hours (CEST), unless disclosure may be waived in exceptional cases in accordance with Section 130a para. 3 sentence 4 AktG.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting submitted in text form in advance will not be considered at the Annual General Meeting; the submission of motions or nominations (see sections 5. and 7.), the exercise of the right to information (see section 8.) and the filing of objections to resolutions of the Annual General Meeting (see section 9.) is only possible via the channels described separately in this invitation.

7. right to speak

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to speak at the meeting by means of video communication.

From approximately 1 hour before the start of the Annual General Meeting, a virtual registration table will be set up via the password-protected Internet service on the company's website at www.mpc-capital.de/HV, where shareholders or their proxies can register to speak.

In particular, the right to speak also includes the right to submit motions and nominations for election in accordance with section 118a para. 1 sentence 2 no. 3 AktG (see also section 5.), the right to request information in accordance with section 131 para. 1 AktG (see also section 8.) and the right to object to a resolution of the Annual General Meeting (see also section 9.)

The entire virtual Annual General Meeting, including video communication, is handled in the password-protected Internet service via the MeetingBase system from Better Orange IR & HV AG. Shareholders or their proxies who wish to register their contribution via the virtual floor registration table require either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) to connect their contribution. A camera and microphone that can be accessed from the browser must be available on the devices for speaking contributions. No other software components or apps need to be installed on the end devices. Please ensure that you have a good, stable internet connection on your computer or mobile device and that you are using an up-to-date version of one of the following browsers: Chrome, Edge, or Safari. JavaScript must also be enabled. Persons who have registered for a speech via the virtual speaking table will be activated for their speech in the password-protected internet service. The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

8. right to information

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), each shareholder must be provided with information on company matters by the Management Board upon request at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to withhold information. The Management Board's duty to provide information also extends to the company's legal and business relationships with its affiliated companies. Furthermore, the duty to provide information also applies to the situation of the MPC Capital Group and the companies included in the MPC Capital consolidated financial statements.

It is intended that the Chairman of the Annual General Meeting will stipulate that the right to information pursuant to Section 131 (1) AktG may only be exercised at the Annual General Meeting by means of video communication, i.e. in the context of exercising the right to speak (see section 7.).

§ Section 131 para. 4 sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at the Annual General Meeting upon request, even if it is not necessary for the proper assessment of the agenda item.

In addition, Section 131 para. 5 sentence 1 AktG stipulates that if a shareholder is denied information, they may request that their question and the reason for which the information was denied be recorded in the minutes of the meeting.

The virtual Annual General Meeting ensures that shareholders or their proxies who are connected to the Annual General Meeting electronically can submit their requests pursuant to Section 131 para. 4 sentence 1 AktG and their requests pursuant to Section 131 para. 5 sentence 1 AktG not only by means of video communication, i.e. within the scope of the right to speak and the procedure provided for this purpose (see section 7.), but also by means of electronic communication via the password-protected Internet service on the company's website at www.mpc-capital.de/HV in accordance with the procedure provided for this purpose with the corresponding access data at the Annual General Meeting.

9. objection to a resolution of the Annual General Meeting

Duly registered shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to object to a resolution of the Annual General Meeting via the password-protected Internet service on the company's website at www.mpc-capital.de/HV in accordance with the procedures provided for this purpose the beginning of the virtual Annual General Meeting on 13 June 2025 until the end of the virtual Annual General Meeting.

In addition, they also have the opportunity to raise objections in the minutes of the notary within the scope of their right to speak (see 7.). The company would like to point out once again that the proxies appointed by the company will not accept any instructions to lodge objections.

IV. Information on data protection

MPC Münchmeyer Petersen Capital AG processes personal data (surname, first name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and number of the registration confirmation (AGM ticket) of the shareholder and, if applicable, surname, first name, address and e-mail address of the shareholder representative appointed by the respective shareholder) on the basis of the applicable data protection laws in order to enable shareholders to exercise their rights at the Annual General Meeting of MPC Münchmeyer Petersen Capital AG.

If this personal data was not provided by the shareholders when registering for the Annual General Meeting, the custodian bank will transmit their personal data to the company.

The processing of this personal data is absolutely necessary for your participation in the Annual General Meeting of MPC Münchmeyer Petersen Capital AG. MPC Münchmeyer Petersen Capital AG is the controller for the processing of this personal data; the legal basis for the processing is Art. 6 para. 1 lit. c) General Data Protection Regulation in conjunction with Sections 118 et seq. §§ 118 ff. AktG. MPC Münchmeyer Petersen Capital AG stores your personal data as long as it is necessary for the fulfillment of the aforementioned obligations.

The service provider of MPC Münchmeyer Petersen Capital AG, which was commissioned for the purpose of organizing the Annual General Meeting, receives from MPC Münchmeyer Petersen Capital AG only such personal data of the shareholders and, if applicable, their shareholder representatives, which are necessary for the execution of the commissioned service, and processes the data exclusively in accordance with the instructions of MPC Münchmeyer Petersen Capital AG within the framework of a written order data agreement.

As part of the statutory right to inspect the list of participants at the Annual General Meeting, other participants, shareholders and representatives of shareholders connected electronically to the meeting may inspect the data recorded in the list of participants. Personal data is also published in the context of requests for additions to the agenda, counter motions or nominations for election that must be published. The same applies to the publication of submitted statements in accordance with Section 118a para. 1 sentence 2 no. 6 AktG.

You have a right of access, rectification, restriction, objection and erasure at any time with regard to the processing of your personal data as well as a right to data portability in accordance with Chapter III of the General Data Protection Regulation. You can assert these rights against MPC Münchmeyer Petersen Capital AG free of charge using the following contact details:

Luther Rechtsanwaltsgesellschaft mbH
Franziska Neugebauer
Anna-Schneider-Steig 22
50678 Cologne
Germany
Phone: +49 221 9937 25790
E-mail: dataprotection@mpc-it.com

You also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 of the General Data Protection Regulation.

You can also reach our data protection officer using the contact details provided above.

Hamburg, April 2025

MPC Münchmeyer Petersen Capital AG
The Management Board

Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	MPCK062025HV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A1TNWJ4
2. Name of issuer	MPC Münchmeyer Petersen Capital AG
C. Specification of the meeting	
1. Date of the General Meeting	13.06.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250613]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: www.mpc-capital.de/HV In accordance with the German Stock Corporation Act: MPC Münchmeyer Petersen Capital AG, Palmaille 67, 22767 Hamburg, Germany
5. Record Date	22.05.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250522; 22:00 UTC]
6. Uniform Resource Locator (URL)	www.mpc-capital.de/HV