



MPC ENERGY SOLUTIONS N.V.

| → 05.08.2024

INVITATION TO EXTRAORDINARY GENERAL MEETING



EXTRAORDINARY GENERAL MEETING 20.08.2024

Amsterdam – 5 August 2024

DEAR SHAREHOLDERS

We are pleased to invite you to an Extraordinary General Meeting (“EGM”) of MPC Energy Solutions N.V. (the “Company”) which will be held virtually on

Tuesday, 20 August 2024, at 17:00 CET.

GENERAL

This invitation sets forth the agenda (see Annex 1) and procedural matters of the EGM, 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 EGM and by following the on-screen instructions. The virtual meeting room will open on Tuesday, 20 August 2024 at 16:45 CET.

RECORD DATE

Only holders of shares registered in the share register as of 23 July 2024 (“Record Date”) are entitled to follow the EGM, 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 EGM. The Proxy Form must be submitted to DNB Bank ASA by Monday, 19 August 2024, 10:00 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 EGM and will also be published online on <https://www.mpc-energysolutions.com/investors/annual-general-meeting> after the EGM.

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QUESTIONS FROM SHAREHOLDERS

In accordance with Dutch Law, all registered shareholders may submit questions up to 72 hours before the EGM. 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 EGM.

Please submit your questions latest by Saturday, 17 August 2024, 17:00 CET by e-mail to IR@mpc-energysolutions.com.

In addition, Shareholders participating in the EGM will be able to ask a limited number of questions during the meeting. Instructions on how to submit questions during the EGM will be given during the opening address of the Chairman of the Supervisory Board at the beginning of the EGM.

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 EXTRAORDINARY GENERAL MEETING

on Tuesday, 20 August 2024, 17:00 CET

- (1) Opening Statement from the Chairman of the Supervisory Board
- (2) Questions from Shareholders
- (3) Voting on the following resolutions
 - a. Appointment of Fernando Zuñiga to the Management Board as Managing Director
- (4) Closing Remarks from the Chairman of the Supervisory Board

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ANNEX 2

PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL

(1) 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 (2/3) majority of the votes cast, representing more than one half (50%) of the issued share capital.

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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. Appointment of Fernando Zuñiga to the Management Board			

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 Monday, 19 August 2024, 10:00 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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