



MPC ENERGY SOLUTIONS N.V.

| 12.12.2025

# MINUTES OF THE EXTRAORDINARY GENERAL MEETING

Amsterdam – 12 December 2025

## MINUTES OF THE EXTRAORDINARY GENERAL MEETING 2025

which was held on Friday, 12 December 2025 at 11:00 CET in Amsterdam

### AGENDA

- (1) Opening Remarks from the Chairman of the Supervisory Board
- (2) Proposed Transaction (Project Merlin)
- (3) Questions from Shareholders
- (4) Voting on the following resolutions
  - a. Approval of Transaction
  - b. Ratification of resolutions from previous General Meetings
- (5) Closing Remarks from the Chairman of the Supervisory Board

# MINUTES OF THE EXTRAORDINARY GENERAL MEETING

## (1) OPENING STATEMENT BY THE CHAIRMAN

The Chairman of the Supervisory Board, Mr. Ulf Holländer, opened the Extraordinary General Meeting (“EGM”) at 11:00 CET and welcomed the shareholders, the other members of the Supervisory Board, and the Management Board of the Company. He noted that the meeting was held in Amsterdam, but shareholders were also able to join virtually to accommodate shareholders that were unable to travel to Amsterdam.

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

- + Invitations were sent to shareholders on 12.11.2025 and published on [newsweb.oslobors.no](https://newsweb.oslobors.no) and in *Dagblad Trouw* in the Netherlands on the same day;
- + Ms. Heike Hülle was appointed Secretary of the EGM and asked to take the minutes of the meeting;
- + The meeting would be held in English;
- + Shareholders were allowed to cast votes by voting form prior to the EGM; voting forms submitted by shareholders present during the EGM would be included in the vote count; the results would be formally announced during the EGM;
- + All shareholders that were registered as such on 14 November 2025 were able to cast their vote(s);
- + The EGM would be streamed as a live event and the recording would be made available on the Company’s website after the meeting.

The Chairman highlighted that shareholders were able to ask questions prior to the EGM and will also be allowed to ask questions during the EGM. To ask questions during the meeting, participants were kindly asked to use the chat function embedded in the MS Teams livestream, or raise questions in person in case they were present in Amsterdam.

## (2) Proposed Transaction (Project Merlin)

The Management Board provided a summary of the proposed transaction. The information was shared with the shareholders as part of the invitation to the EGM.

## (3) QUESTIONS FROM SHAREHOLDERS

The Chairman pointed out that no questions were submitted by shareholders prior to the EGM. He then asked any participating shareholders to ask questions. No questions were asked.

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## (4) VOTING RESULTS

The holders of 12,284,367 shares exercised their voting right directly or via nominees. The votes, representing 55.2% of the total share capital, were accepted by the Chairman. The Chairman then presented the voting results:

### Resolution 1: Approval of Transaction

The Chairman proposes that the transaction is approved.

The Management Board intends to dispose of the Company's participations in the project companies in El Salvador and Guatemala. Please refer to Annex 4 of the EGM invitation for details. Thereafter, the Company envisages selling the Company's interests in the remaining projects.

According to article 7.3.2 of the Company's articles of association and article 2:107a, paragraph 1 of the Dutch Civil Code, the proposed resolution requires the approval of the General Meeting.

Votes for	12,284,367
Votes against	0
Abstention	0

The resolution is passed.

### Resolution 2: Ratification of Resolutions from previous General Meetings

The Chairman proposes the ratification of the resolutions adopted at the Extraordinary General Meeting of 20 August 2024 and the Annual General Meeting of 9 May 2025.

In 2020, in response to the coronavirus pandemic, the Dutch government introduced temporary legislation, which allowed Dutch companies to hold their general meetings in a virtual form. On 1 February 2023, this temporary basis for virtual general meetings lapsed. In January 2024, a bill permanently allowing virtual general meetings was submitted to the Dutch Parliament. If passed, the new law will permanently allow Dutch companies to hold general meetings in a virtual-only format. Currently, the bill is pending in the Dutch Parliament.

The Company held virtual general meetings on 20 August 2024 and 9 May 2025 (see: <https://www.mpc-energysolutions.com/investors/annual-general-meeting>).

At the Extraordinary General Meeting on 20 August 2024, Fernando Zuñiga was appointed as Managing Director of the Company.

At the Annual General Meeting on 9 May 2025, (1) the Company's Financial Statements for 2024 were adopted, (2) discharge of liability was granted to the members of the Managing Board for the financial year 2024, (3) discharge of liability was granted to the members of the Supervisory Board for the financial year 2024 and (4) EY Accountants BV was appointed as auditor of the Company for the financial year 2025.

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In view of the above, it is proposed to ratify (*bekrachtigen*) the resolutions adopted at the Extraordinary General Meeting of 20 August 2024 and the Annual General Meeting of 9 May 2025.

Votes for	12,284,367
Votes against	0
Abstention	0

The resolution is passed.

## (5) CLOSING REMARKS BY THE CHAIRMAN

The Chairman concluded the EGM at 11:10 CET, thanking all participants for joining.

Amsterdam – 12 December 2025



Ulf Holländer  
Chairman



Heike Hülle  
Secretary

## CONTACT & ADDRESS

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