

# Corporate governance report – Declaration on corporate governance

Every year the Executive and Supervisory Boards report on the Company's corporate governance in the Annual Report as required by the German Corporate Governance Code (GCGC). The following statements and details are provided as a Declaration on Corporate Governance pursuant to § 289f of the German Commercial Code (HGB).

## *Compliance with the Corporate Governance Code*

### Wording of the Declaration of Compliance of MLP SE pursuant to § 161 of the German Stock Corporation Act (AktG)

"Pursuant to § 161 of the German Stock Corporation Act (AktG), the Executive Board and Supervisory Board of MLP SE hereby declare that the Company has generally complied with and will comply with the recommendations of the "German Corporate Governance Code" government commission (version dated 7 February 2017) since the last Declaration of Compliance was issued. Only the recommendations in Sections 4.1.5, 4.2.3 Sentence 11, Section 4.2.3 Sentence 12 to 14, Section 5.1.2 Sentence 2, Section 5.1.2 Sentence 8, Section 5.4.1 (2) Sentence 2 clause 4, clause 5 and clause 6 and Section 5.4.1 (5) Sentence 2 clause 1 were not and will not be applied.

The reasons for these deviations from the recommendations are as follows:

#### Section 4.1.5 (compliance with diversity at management level)

According to the recommendations of the German Corporate Governance Code, the Executive Board should take diversity into account when filling managerial positions, and in this respect aim for an appropriate consideration of women. The Executive Board sets out targets for proportional female representation at the two management levels below the Executive Board level.

In the current financial year the Executive Board has intensified its efforts with respect to diversity when filling managerial positions, and in particular strives to achieve appropriate consideration of women at managerial levels in the Company. In the past the Executive Board of MLP SE has taken measures directed at reconciling working life and family life. In the financial year 2018 the Executive Board again reviewed the effectiveness of these measures, having adopted an overall concept in November 2013. If appropriate it will undertake modifications as necessary or initiate further measures in order to achieve appropriate consideration of female candidates at managerial levels in the Company, taking into account the Company's specific situation. This concept also includes guidelines for diversity-compliant promotion, which will, however, still require final elaboration. Thus no specifications for concrete selection decisions with respect to filling positions have yet been established. Nevertheless, the Executive Board of MLP SE has only decided upon a percentage of female members amounting to 0 percent at the first management level below the Executive Board as MLP SE is a holding company that has only a very limited number of staff with just a few managers. MLP SE does not have a second level of management below the Executive Board.

The measures are therefore not yet fully compliant with the requirements of Section 4.1.5 of the Code. As was also the case in the financial year 2018, MLP therefore declares it will continue to deviate from this recommendation in 2019.

### Section 4.2.3 Sentence 11 (specification of the targeted level of benefits)

According to the recommendations of the German Corporate Governance Code, the Supervisory Board should specify the targeted level of benefits – also taking length of service on the Executive Board into account – and consider the correspondingly derived annual and long-term cost to the Company.

The new compensation system introduced by the Supervisory Board within the context of implementing the stipulations of the Management Board Compensation Act (VorstAG) provides for a contribution-based commitment to grant benefits when appointing new members of the Executive Board. The level of specific contributions to be made by the Company is laid down for each member of the Executive Board. They do not hold the risk of any unexpected knock-on effects for the Company, since the member of the Executive Board actually bears the investment risk in relation to the Company. In the course of implementing the new compensation system, a decision was therefore taken to dispense with the notion of switching any employer's pension commitments for members of the Executive Board which provide a fixed benefit above a contractually defined age limit to a purely contribution-based system at the time of the contract changeover. With specific regard to these employer's pension commitments, which are to remain in place, the Company does not comply in full with this recommendation.

The Supervisory Board is therefore of the opinion that the implementation progress made to date is not yet sufficient to fulfil the requirements of Section 4.2.3 Sentence 11 of the Code in full. As was also the case in the financial year 2018, MLP therefore declares that it will not follow this recommendation in the financial year 2019.

### Section 4.2.3 Sentence 12 to 14 (severance payment cap)

According to the recommendations of the German Corporate Governance Code, the Company should, when concluding Executive Board member contracts, ensure that payments, including fringe benefits, to an Executive Board member following premature cessation of Executive Board duties without serious cause do not exceed the value of two years' compensation (severance payment cap). If the contract of service is terminated for major cause on the part of the Executive Board member, no payments will be made to the Executive Board member. The calculation of the severance payment cap should be based on the total compensation of the previous financial year, and if appropriate also on the expected total compensation of the current financial year. In the event of premature termination of Executive Board membership because of a change of control, any commitment for payments should not exceed 150% of the severance payment cap.

During the course of 2011, MLP completed its amendment to the employment contracts of members of the Executive Board to incorporate a new compensation system, and – in 2014 particularly – aligned them with the requirements of the German Banking Act (KWG) and the Remuneration Ordinance for Institutions. Since the first changeover MLP has complied with the aforementioned recommendations.

However, there is no provision for a severance payment in the event of contract termination by mutual consent. Rules concerning a mutually-sought termination of contract can, in a contract-law sense, in any case only serve as a guideline from which, however, the parties could at any time agree to deviate. For this reason any provisions of this nature would be no more than a formal act.

As was also the case in 2018, MLP will therefore not comply with this recommendation in 2019.

### Section 5.1.2 Sentence 2 (diversity regarding the composition of the Executive Board)

Based on the recommendations of the German Corporate Governance Code, the Supervisory Board should also pay attention to diversity in the composition of the Executive Board and in particular aim for an appropriate consideration of women. The Supervisory Board should accordingly specify target numbers for female representation on the Executive Board.

The Supervisory Board of MLP SE will further intensify its future efforts with respect to diversity, and in particular an appropriate consideration of women when appointing members of the Executive Board. The Supervisory Board gives specific consideration to applications from suitable female candidates in its selection procedures. The Supervisory Board reviewed this aspect for the first time in the financial year 2014, and it will take further measures in order to build on the Group-wide overall concept already passed by the Executive Board for the implementation of Section 4.1.5 of the Code (observance of diversity for managerial positions) and also achieve an appropriate consideration of women within the Executive Board of the Company, taking into account the Company's specific situation. Nevertheless, the Supervisory Board of MLP SE intends to continue to base its selection decisions with respect to appointments primarily on the individual and professional qualifications of prospective candidates. For this reason the Supervisory Board has specified a target figure for female representation on the Executive Board – which incidentally currently consists of just three people – of 0 percent.

The Supervisory Board is of the opinion that the implementation progress made to date is not yet sufficient to fulfil the requirements of Section 5.1.2 Sentence 2 of the Code in full. As was also the case in the financial year 2018, MLP therefore declares that it will not follow this recommendation in the financial year 2019.

### Section 5.1.2 Sentence 8 (age limit for members of the Executive Board)

According to the recommendations of the German Corporate Governance Code an age limit should be set for members of the Executive Board.

MLP did not follow this recommendation in 2017. There is no set age limit for members of the Executive Board of MLP. The appointment of members of the Executive Board should be based solely on their knowledge, skills and specialist experience. As was the case in 2018, MLP will therefore not comply with this recommendation in 2019.

### Section 5.4.1 (2) Sentence 2, clause 4, clause 5 and clause 6 (consideration of age limit, standard limit for length of service for members of the Supervisory Board and diversity in the composition of the Supervisory Board)

According to the recommendations of the German Corporate Governance Code, the Supervisory Board is to take into account a pre-defined age limit, a standard limit for the length of service and diversity with regard to its composition while also taking into consideration the Company's specific situation, international operations, any potential conflicts of interest and the number of independent members of the Supervisory Board within the meaning of Section 5.4.2.

No age limit or standard limit for the length of service is specified for members of the Supervisory Board. In light of the knowledge, expertise and specialist experience stipulated in Section 5.4.1 Sentence 1 of the Code, it seems inappropriate to specify an age limit and standard length of service for members of the Supervisory Board. As was the case in 2018, MLP will therefore not comply with this recommendation in 2019.

These concrete objectives should also provide for an appropriate degree of female representation. Proposals by the Supervisory Board to the competent election bodies should take these objectives into account. The Supervisory Board should specify target figures for the degree of female representation on the Supervisory Board. The objectives and the status of implementation are to be published in the Corporate Governance Report.

MLP did not follow this recommendation in the current financial year. In its meetings over the last few financial years and again in 2018, the Supervisory Board of MLP AG, and since September 21, 2017 the Supervisory Board of MLP SE, has addressed the topic of setting a concrete target for the composition of the Supervisory Board, paying particular attention to diversity, and approved an expertise profile. The Supervisory Board has set itself the target that given candidates of equal professional and personal suitability, it would seek to fill at least 16.5 percent of the Supervisory Board positions with suitable female members. However, largely because of the low number of members that sit on the Supervisory Board as per the Company's Articles of Association, the Supervisory Board does not currently consider it prudent to specify a concrete timetable for implementing this objective. Therefore it is also not currently possible to report on any concrete measures for the achievement of objectives in the corporate governance report. Nonetheless the Supervisory Board once again presented a resolution proposal to shareholders at the Annual General Meeting in 2018 to approve the appointment of a woman to the Supervisory Board. The resolution was subsequently adopted and the target figure was therefore achieved.

At the same time, in the financial year 2019 – as in 2018 – MLP will thus deviate from this recommendation as the Supervisory Board has not set any concrete target figures but rather sees a subsequent appointment against the background of the candidate's qualifications.

#### Section 5.4.1 (5) Sentence 2 clause 1 (submission of a curriculum vitae along with the candidate proposal)

As per the recommendations of the German Corporate Governance Code, all candidate proposals are to be submitted to the Annual General Meeting together with a CV that provides information on the relevant knowledge, expertise and experience of the candidate.

MLP will deviate from this. MLP discloses all legally required information with its candidate proposals to the Annual General Meeting. Indeed, MLP has already published the CVs of members of the Supervisory Board. However, sufficient clarification has yet to be provided in the legal discussion as to whether the ruling to include a CV with all candidate proposals submitted to the Annual General Meeting applies only to the resolution on the election of shareholders' representatives or also employees' representatives, and which information specifically needs to be included in the CVs in order to provide information on the candidate's knowledge, expertise and experience. From MLP's perspective, posting the corresponding CVs on the website should therefore be seen as sufficient.

As was the case in the financial year 2018, MLP therefore declares that it will deviate from this recommendation in future, and consequently also in the financial year 2019.

Wiesloch, November 2018

MLP SE

The Executive Board

The Supervisory Board"

In November 2018 the Executive and Supervisory Boards issued the above Declaration of Compliance pursuant to § 161 of the German Stock Corporation Act (AktG) and made it permanently available to shareholders via the Company's website. The Declaration of Compliance in the version of November 13, 2018 can also be viewed online at [www.mlp-se.com](http://www.mlp-se.com).

You can also find more information on the topic of corporate governance at MLP on the aforementioned website.

## Corporate governance

By mainly complying with the stipulations of the German Corporate Governance Code (GCGC) in the version of February 7, 2017, MLP continues to reinforce the confidence of its shareholders, clients, employees and other stakeholders in the management of the Company. Responsible management geared toward long-term added value is a high priority for us. The Executive and Supervisory Boards ensure that MLP continues to review and develop corporate governance across the Group.

Responsible and value adding management

### Management and control structure

MLP SE is a European stock corporation based in Germany and subject to the European SE provisions, the German SE Implementation Act (SEAG) and German stock corporation law. The Company was established on September 21, 2017 as a result of the change in corporate form of MLP AG and the corresponding entry in the Mannheim commercial register. As an SE the Company has a dual management and control structure, comprising an Executive Board and a Supervisory Board. The third corporate body is the Annual General Meeting.

As the management body of an "Aktiengesellschaft" (public limited company), the Executive Board runs the business and is tied to the interests and business principles of the Company within the scope of corporation law. The responsibilities and duties of the Executive Board are laid out in the German Stock Corporation Act (AktG), in MLP SE's Articles of Association and in a set of rules of procedures, with the schedule of responsibilities of the Executive Board attached to it.

Executive Board

Members of the Executive Board hold joint responsibility for the management. Decisions made by the Executive Board are reached during Executive Board meetings held at regular intervals. Resolutions are drafted as ordinary resolutions with majority votes and recorded accordingly.

The members of the Executive Board are Dr. Uwe Schroeder-Wildberg (Chairman), Manfred Bauer and Reinhard Loose.

The Supervisory Board advises and monitors the Executive Board. The responsibilities and duties of the Supervisory Board are derived from the German Stock Corporation Act (AktG), MLP SE's Articles of Association and a set of rules of procedures for the Supervisory Board.

Supervisory Board

Resolutions of the Supervisory Board are made during meetings convened by the Chairman of the Supervisory Board or on his behalf and require a majority vote. The Supervisory Board is informed of particularly important or urgent projects outside of the regular meetings.

Resolutions can take the form of circular resolutions or be passed via telephone where necessary. A transcript of each meeting is drafted.

MLP SE's Articles of Association provide for a Supervisory Board that comprises six members, two of whom are employee representatives. Both the size and the tripartite composition of the Supervisory Board are thereby stipulated in MLP SE's Articles of Association. The members of the Supervisory Board of an SE with a dual structure are generally appointed by the Annual General Meeting (Art. 40 (2) of the SE Regulation). MLP deviates from this with regard to the employees' representatives. The appointment of employee representatives to the Supervisory Board is based on a participation agreement that has been agreed between the Company and a negotiation committee established for this purpose. Employee representatives are accordingly directly elected. The members of the Supervisory Board are currently Ms. Tina Müller, Dr. Peter Lütke-Bornefeld (Chairman), Dr. Claus-Michael Dill, Mr. Matthias Lautenschläger, Mr. Burkhard Schlingermann (employee representative) and Mr. Alexander Beer (employee representative).

Based on the recommendations of the GCGC the Supervisory Board is to stipulate concrete objectives regarding its composition, which, while considering the Company's specific situation, take account of the Company's international operations, any potential conflicts of interest, the number of independent members of the Supervisory Board, an age limit to be specified for members of the Supervisory Board and diversity.

The Supervisory Board has set itself concrete targets for its composition. One item worthy of particular note here is a requirements profile for Supervisory Board candidates, which was passed in the financial year and which summarises the knowledge, skills, professional experience and personal aptitude characteristics necessary for candidates to be considered. In addition, appraisals were made regarding diversity and the number of independent members.

You can find further information on the equal participation of women and men in the Supervisory Board in the disclosures on corporate governance practices provided below.

As per the new revisions to § 100 (5) of the German Stock Corporation Act (AktG) that became effective in 2016, members of the Supervisory Board no longer need to meet the personal independence prerequisites because of legal obligations. Instead the Supervisory Board should comprise what it deems to be an appropriate number of independent members as per Section 5.4.2 of the German Corporate Governance Code (GCGC). Pursuant to § 5.4.1 (4) Sentence 3 of the German Corporate Governance Code (GCGC), however, this Corporate Governance report should also provide information on what the Supervisory Board deems to be an appropriate number of shareholders as independent members of the Supervisory Board and the names of these members. For this reason the Supervisory Board continues to adhere to the requirement for independence. The Supervisory Board considers itself as already consisting of a suitable number of independent members who have no business or personal relationship with the Company or members of the Executive Board that could form grounds for a conflict of interest. At its meeting on November 13, 2018 the Supervisory Board accordingly confirmed that Ms. Tina Müller, Dr. Peter Lütke-Bornefeld and Dr. Claus-Michael Dill are shareholders' representatives on the Supervisory Board. Based on the determinations of the Supervisory Board Mr. Matthias Lautenschläger, who maintains personal relations with the Company or major shareholders – i.e. those shareholders that either directly or indirectly hold more than 10% of voting shares in MLP SE – is therefore not an independent member of the Supervisory Board within the meaning of this standard. In terms of independence the Supervisory Board works to a strict standard to eliminate any doubt regarding its judgement.

The Supervisory Board has also set itself the additional goal of filling at least 16.5% of Supervisory Board member positions with suitable female members, given candidates of equal professional and personal suitability. However, largely because of the low number of members that sit on the Supervisory Board as per the Company's Articles of Association, the Supervisory Board does not currently consider it prudent to specify a concrete timetable for implementing this objective. Nevertheless this quota was already reached over the course of the year 2015 with the election of Ms. Müller to the Company's Supervisory Board. The Supervisory Board also reviewed the knowledge and experience required of the Supervisory Board members and of the Chairman of the Audit Committee under the German Corporate Governance Code with regard to reporting and internal control procedures. The Chairman of the MLP SE Audit Committee fully complies with these requirements.

In 2018 the Supervisory Board also reviewed the efficiency of its own activities. Particular attention was paid to the efficiency of the procedures in the Supervisory Board, the information flow between the committees and the Supervisory Board and the timeliness and sufficient content of reporting by the Executive Board to the Supervisory Board. Further measures aimed at increasing efficiency were drafted in the course of intensive discussions.

Efficiency of the Supervisory Board

The Supervisory Board of MLP SE has set up committees to improve the effectiveness of its work. The Personnel Committee prepares resolutions on HR issues concerning Executive Board members with the Company. The Audit Committee is responsible for auditing accounting processes, risk management issues and the auditing system itself, as well as ensuring the independence of the auditors, awarding the audit contract and determining the focal points of the audits and agreements on fees. The Committee also discusses the annual financial statements, the consolidated financial statements and the management reports of MLP SE and the MLP Group, and submits a recommended resolution to the Supervisory Board. The Supervisory Board has also formed a Nomination Committee, composed exclusively of shareholder representatives, that proposes suitable Supervisory Board candidates for recommendation to the Annual General Meeting and addresses the requirements that these candidates must meet. The members of the Personnel Committee are Ms. Tina Müller, Dr. Peter Lütke-Bornefeld (Chairman), Mr. Matthias Lautenschläger and Mr. Burkhard Schlingermann. The Audit Committee comprises Dr. Claus-Michael Dill (Chairman), Mr. Matthias Lautenschläger, Dr. Peter Lütke-Bornefeld and Mr. Alexander Beer. The Nomination Committee comprises Ms. Tina Müller, Dr. Peter Lütke-Bornefeld (Chairman), Mr. Matthias Lautenschläger and Dr. Claus-Michael Dill.

Supervisory Board committees

In 2018 the Executive and Supervisory Boards of MLP SE again dealt intensively with the German Corporate Governance Code and further new legislation significant to the work performed by the Supervisory Board and its committees. The Code, and its amendments passed on February 7, 2017, were the object of intensive discussions by the Supervisory Board. Stipulations were analysed and corresponding adjustments to the internal regulations and procedures followed by the Supervisory Board were either proposed or submitted for verification.

Corporate governance in the Supervisory Board

Intensive dialogue between the Executive and Supervisory Boards forms the basis of transparent and responsible company management. The Executive Board of MLP SE provides the Supervisory Board with regular, timely and comprehensive information on the Group's position, including information on its risk situation, risk management and compliance. The Supervisory Board is informed of particularly important or urgent projects outside its regular meetings. Furthermore the Chairman of the Supervisory Board meets with the Executive Board on a regular basis to discuss specific issues. The Chairman of the Supervisory Board informs its other members in detail about the content of his meetings with the Executive Board. The Supervisory Board discussed the Group's corporate planning and plans for strategic growth with the Executive Board.

Cooperation between Executive Board and Supervisory Board

Significant legal transactions by the Executive Board require the consent of the Supervisory Board. A set of rules of procedures issued by the Supervisory Board in particular governs the distribution of business, powers of approval outside the Articles of Association and co-operation with the Executive Board. Further details of the co-operation between Executive Board and Supervisory Board can be found in the report of the Supervisory Board.

Further disclosures on the Supervisory Board's activities can be found in the report of the Supervisory Board.

## Transparency

Shareholdings of members of the Executive and Supervisory Boards as of the balance sheet date:

On December 31, 2018, the shares held by the members of the Company's Executive and Supervisory Boards were distributed as follows:

Supervisory Board member	Number of shares as of Dec. 31, 2018	Number of shares as of Dec. 31, 2017
Dr. Peter Lütke-Bornefeld	200,000	190,000
Matthias Lautenschläger	9,386	not relevant
Tina Müller	1,000	–
Dr. Claus-Michael Dill	–	–
Burkhard Schlingermann	55	55
Alexander Beer	–	–

Executive Board member	Number of shares as of Dec. 31, 2018	Number of shares as of Dec. 31, 2017
Dr. Uwe Schroeder-Wildberg	–	–
Manfred Bauer	11,254	11,254
Reinhard Loose	10,000	10,000

## Directors' Dealings

Pursuant to Art. 19 of the Market Abuse Regulation (MAR), persons occupying executive positions at the issuer of shares must notify the issuer and the Federal Financial Supervisory Authority (BaFin) of transactions in financial instruments. This obligation also applies to natural persons and legal entities that are closely linked to such a person occupying an executive position.

Directors' Dealings

Transactions up to a total value of € 5,000 per calendar year are exempt from the reporting obligation.

One transaction pursuant to Art. 19 of the Market Abuse Regulation (MAR) was reported to us in the financial year 2018. Reported transactions from previous years can be viewed on our website at [www.mlp-se.com](http://www.mlp-se.com).

## Compliance

The trust of our clients, shareholders and business partners in our capacity to act professionally and responsibly forms the basis of our business operations. Compliance with all relevant legislation and capital market regulations represents the foundation of our business activities and an integral part of our corporate culture. Violations of applicable legislation and regulations not only have the potential to lead to legal disputes and financial losses, but can also have a negative effect on our Group's reputation. The Executive Board of MLP ensures Group-wide compliance with legal provisions and internal company guidelines, while also guaranteeing both a trusting and transparent system of corporate governance.

Compliance regulations

The basic principles of adherence to laws, integrity and economically successful business practices are firmly anchored in our Code of Business Conduct and Ethics. Our compliance activities are based on a Group-wide compliance strategy, which in particular employs preventive measures to avoid the occurrence of risks due to non-compliance with applicable legislation, internal standards and processes. The focus here is on compliance with legal provisions and corporate policies with regard to the provision of (ancillary) securities services, consumer and data protection, as well as the prevention of money laundering, financing terrorist activities and all other criminal conduct. In the interests of our clients, shareholders and employees the Compliance department supports and advises the Executive Board in establishing uniform standards for all Group companies. Taking into account the constantly changing regulatory requirements and market conditions, Compliance steers the continuous further development of our internal behavioural standards and monitors the observance of all applicable requirements.

On the basis of a Group-wide risk analysis the Compliance department identifies, analyses and evaluates compliance risks relevant to MLP's business operations. Compliance also collaborates with the specialist departments responsible for developing risk-reducing measures and continuously monitors their effectiveness in our day-to-day business.

Regular training sessions, during which all employees of the MLP Group familiarise themselves with the key regulations as a way of preventing any accidental infractions while also providing support in applying our compliance guidelines, represent an important element of our risk prevention measures. These in particular include web-based training events on market abuse legislation, securities compliance, data and consumer protection and the prevention of money laundering, financing of terrorist activities and criminal conduct. Compliance is also available to all employees as a point of contact for reporting anything suspicious with regard to criminal activities or violations of our compliance regulations. Any violations identified are investigated immediately, comprehensively clarified and then used to eliminate any weaknesses identified. The Executive and Supervisory Boards are regularly informed of all relevant actions and measures taken by the Compliance department.

The Compliance Policy in the MLP Group also sets out the measures for preventing insider trading and describes the internal guidelines for employee transactions. The compliance guidelines also ensure that confidential information is handled responsibly at MLP and define standards for advising and supporting our clients, as well as the policy on giving and accepting invitations and gifts. To prevent any impairment of client interests we have defined policies regarding the avoidance and monitoring of conflicts of interest and the acceptance and granting of benefits. These policies are regularly reviewed and adapted to changing requirements.

## Corporate governance practices

MLP has defined its core values in a process involving a large number of employees and consultants. "Performance" and "trust" were identified as values which the corporate mission relies and builds on. You can find details of our corporate mission on our website at [www.mlp-se.com](http://www.mlp-se.com). In a further step, the following management principles were then derived for MLP.

Defined company values

MLP managers:

- are committed to the interests of MLP clients
- live out the core values of "performance" and "trust"
- consistently implement agreed targets and decisions
- are proactive in shaping the future
- work together openly as team players
- ensure the systematic development of managers and staff.

The personnel strategy and its vision represent another part of corporate management practices. MLP is an attractive employer and is also perceived as such.

Derived from the vision and associated framework conditions, this results in diverse fields of action in HR. This exemplifies the positioning of the employer brand or the increase in employer attractiveness, in particular for women – among other things also through the active expansion and optimisation of the family-friendly framework conditions associated with working at MLP. Another action area revolves around actively working towards greater participation by women at all management levels within the Company;

In accordance with the recommendation of the Corporate Governance Code in Section 4.1.5 the Executive Board has further reinforced its efforts to secure diversity when filling management positions. It will also continue to test the effectiveness of the adopted measures in the financial year 2019 and either make any changes deemed necessary or implement additional measures to ensure that women are given appropriate consideration at the management levels of the Company, taking the Company's specific situation into account.

An explanation of the business and risk strategy and the risk management system can be found in the chapter "Risk and disclosure report" of the Annual Report.

The legislation on equal participation of women and men in management positions came into force on May 1, 2015. It stipulates an obligation to specify targets for members of supervisory and executive boards and the two upper management levels, although it does not define an actual minimum target. Insofar as the percentage of women is below 30%, the targets must then not fall below the percentage reached. The deadline for achieving the first targets was fixed for June 30, 2017, after which deadlines can be up to five years. The targets and deadlines must be specified in concrete terms. In addition it must be stated whether the specified targets have been achieved, and if not, information about the reasons must be supplied.

Stipulations for promoting equal participation of women in management positions pursuant to § 76 (4) and § 111 (5) of the German Stock Corporation Act (AktG)

MLP places great emphasis on promoting women and helping employees to combine a career with a family. The Company has therefore already made this topic a focus over the last few years, implementing various measures to promote women into management positions. The concept includes measures such as family-friendly meeting arrangements and flexible workplace designs. In 2014, as a sign of its public commitment to diversity, MLP signed the Diversity Charter. To help staff more effectively combine their career with a family, MLP opened a parent & child office in February 2015 to provide parents struggling to find childcare with the option of taking their children to work with them.

Based on the experience gained when implementing the individual measures, the MLP Group will stick to the targets already achieved for management levels and thereby comply with the minimum legal requirements. In addition MLP has set internal rules for the composition of its Executive and Supervisory Boards stipulating a 25% proportion of women, assuming equal personal and professional aptitude.

MLP SE has met this quota on the shareholder side of the Supervisory Board. This leads to a quota of 16.66% for the Supervisory Board. Apart from the three-member Executive Board and one first level manager, MLP SE – as a holding company – does not employ any other managers, and currently no woman holds any of these positions. MLP will continue to consistently pursue the goal of increasing the number of women in management positions with measures such as auditing by the "berufundfamilie" strategic management instrument, the Top Talents Programme for the targeted development of junior staff, as well as strengthening the role of the equal opportunities officer.

The Transparency of Pay Act (EntgTranspG) came into force on July 6, 2017 to counteract wage differences between women and men doing the same or equivalent work. The legislation promotes disclosure of company compensation systems and prescribes an individual right to information regarding in-house pay structures for staff at enterprises with more than 200 employees.

Equal pay for women and men doing the same or equivalent work as per the German Transparency of Pay Act (EntgTranspG)

A "pay system" works agreement, which applies to MLP SE, MLP Banking AG and MLP Finanzberatung SE, was concluded in December 2015 as the basis for establishing improved transparency of pay at MLP. This agreement was then used to assess and subsequently assign each job type to a salary range. The award of salaries to new recruitments is based on this assignment, which also forms the basis for salary adjustments together with the concepts of professional experience and performance. Private employers that have more than 500 employees are called upon to use operational audit procedures to regularly review the application of their pay systems and the various remuneration components for compliance with the equal pay requirement pursuant to this legislation. MLP has decided to conduct these audits for MLP SE, MLP Banking AG and MLP Finanzberatung SE.

A report on current status and the provisions for establishing equal pay and equality will be included with the management report as an appendix and also published in the Federal Gazette (Bundesanzeiger).

## Information

By law, shareholders are involved in all fundamentally important decisions at MLP SE, such as decisions on amendments to the Articles of Association and the issue of new shares. In order to help shareholders to assert their rights, MLP offers them the option of having their voting rights exercised in writing by non-discretionary proxies appointed by the Company or by postal vote. We report on the main content of the Annual General Meeting on our website at [www.mlp-se.com](http://www.mlp-se.com), where the Chairman's speech can also be accessed online.

We also use the internet in order to provide comprehensive and timely information on the Company's position and significant changes in a way that ensures all stakeholders are treated equally. We provide access to both German and English versions of annual and quarterly reports, press releases, conference calls and presentations on our website at [www.mlp-se.com](http://www.mlp-se.com). Our financial calendar includes important events and dates for investors. Analysts' and media conferences are held at least once a year. In accordance with legal provisions, ad hoc notices are published on our website, where we also provide comprehensive information on corporate governance at MLP. We provide access to our Declaration of Compliance on our website for at least five years.

Provision of information to all target groups

## Accounting and audit

Group accounting is conducted in accordance with the International Financial Reporting Standards (IFRS). KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin, was appointed as auditor by the Annual General Meeting and has audited the 2018 consolidated financial statements. The Supervisory Board gave its assurance that the relations existing between the auditors and MLP or its governing bodies give no cause for doubting the independence of the auditor. The Supervisory Board of MLP SE also discusses the annual and consolidated financial statements.