



**(Please note that only the German version of the invitation
is legally binding)**

MLP AG

Wiesloch

ISIN DE0006569908

We hereby invite the shareholders of our Company to the

Annual General Meeting

on Tuesday, June 16, 2009, at 10.00 a.m. in Mannheim, Germany

Congress Center Rosengarten,
Rosengartenplatz 2,
68161 Mannheim.

Agenda

- 1. Presentation of the adopted financial statements as per December 31, 2008, the approved consolidated financial statements as per December 31, 2008, and the management report for MLP AG and the Group for the financial year 2008 including the report of the Executive Board containing the disclosures as per §§ 289 (4), 315 (4) of the German Commercial Code (HGB) and the report of the Supervisory Board**

As of the convening of the Annual General Meeting, these documents can be viewed in the offices of MLP AG, Alte Heerstraße 40, 69168 Wiesloch, Germany, and on the Internet at <http://www.mlp.de>. The documents can also be sent to shareholders upon request.

- 2. Resolution concerning the use of unappropriated profit as per December 31, 2008**

The Executive Board and Supervisory Board propose the following use of the unappropriated profit of € **30,201,119.48**:

Dividend payments of € **0.28** per ordinary share on 107,861,141 ordinary shares that are entitled to dividend payouts.

Dividend payout:	€ 30,201,119.48
Allocation to Retained earnings:	€ 0.00
Profit carried forward:	€ 0.00
Unappropriated profit:	----- € 30,201,119.48 =====

The dividend will be paid out on June 17, 2009.

3. Resolution on the discharge of the Executive Board for the financial year 2008

The Supervisory Board and the Executive Board propose that the members of the Executive Board be discharged for the financial year 2008.

4. Resolution on the discharge of the Supervisory Board for the financial year 2008

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board be discharged for the financial year 2008.

5. Resolution on the selection of the auditor for the financial statements and the consolidated financial statements for the financial year 2009 and for the review of the semi-annual financial report 2009

The Supervisory Board proposes the following:

- a. The appointment of Ernst & Young AG Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Stuttgart, Germany, as auditor and Group auditor for the financial year 2009.
- b. Ernst & Young AG Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Stuttgart, Germany, will also be commissioned to review the condensed financial statements and the interim management report pursuant to §§ 37w (5), 37y No. 2 of the German Securities Trading Act (WpHG) for the financial year 2009.

6. Resolution on the authorisation to buy back and redeem own shares

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

- a. Pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG), the Executive Board is authorised to buy back its own shares representing up to 10% of the current share capital until December 15, 2010.
- b. The buyback of shares takes place via the stock exchange or by means of a tender offer open to all shareholders. If the shares are purchased via the stock exchange, the Company may also utilise third parties and derivatives, provided such third parties observe the limitations below. In the case of a purchase via the stock exchange, the purchase price per share (excluding transaction costs) may not be more than 10% greater or less than the average closing price (arithmetic mean) of the share in the Xetra trading system (or a comparable successor system on the Frankfurt Stock Exchange) over the three preceding trading days prior to the obligation to purchase. In the case of a tender offer, the purchase price may not be more than 10% greater or less than the average closing price (arithmetic mean) of the MLP share in Xetra trading (or a comparable successor system on the Frankfurt Stock Exchange) over the three trading days preceding the day the offer is made public. The volume of the offer may be capped. If the offer is then oversubscribed, acceptance shall be proportionate to the shares on offer. For this, the Company may provide for preferred acceptance of small lots of shares of up to 100 shares tendered per shareholder.
- c. The Company's own shares may be purchased for the purpose of redeeming shares at the expense of the unappropriated profit or other retained earnings. Such call-in involves a capital decrease. In a departure from this, the Executive Board may determine that the share capital remains unchanged in any call-in and, instead, that the share of the remaining stock in the capital should increase, pursuant to Section 8 (3) of the German Stock Corporation Act (AktG). The Executive Board shall be authorised to conduct such call-in without a further resolution by the Annual General Meeting.
- d. The authorisation to buy back shares and to redeem these shares may also be exercised in part.
- e. The presently existing authorisation granted by the Annual General Meeting on May 16, 2008 and limited to November 13, 2009 to buy back shares is cancelled for the time from which the new authorisation takes effect.

7. Resolution on the consent to the transmission of information by means of remote data transmission and the corresponding change to the company's Articles of Association

Pursuant to Section 30 b (3) of the German Securities Trading Act (WpHG) issuers may communicate information to the holders of company shares using remote data transmission. In light of the increasing importance of transmitting information electronically, for example, by sending emails, the Company's Articles of Association shall be amended accordingly to permit the general use of this option for the communication with our shareholders.

Pursuant to Section 30 b (3) No 1 d) of the German Securities Trading Act (WpHG), a necessary condition for an electronic transfer of information to shareholders is the explicit approval by shareholders for the transmission to occur through remote data transmission or the failure to object to a written request for consent made within an appropriate time period and the failure to withdraw their consent provided in this manner at a later date. A further prerequisite according to Section 30 b (3) No 1 a) of the German Securities Act (WpHG) is that the Annual General Meeting has consented to this form of transmission.

Thus, the Executive Board and Supervisory Board propose that the following resolution be adopted:

- a. The Annual General Meeting consents to the transmission of information to holders of securities issued by the Company by means of remote data transmission.
- b. The Company's Articles of Association shall be changed as follows:
 - (1) The title of Section 3 of the Articles of Association shall be reworded as follows:

"Notices, Transmission of Information"
 - (2) Section 3 of the Company's Articles of Association shall have the following wording:

"Notices by the company are issued in the electronic federal bulletin. Remote data transmission may also be used to transmit information to shareholders."

8. Resolution on the amendment of the Company's Articles of Association regarding the type of proxy rights at the Annual General Meeting

The Federal Government of Germany's draft law for the implementation of the Shareholders' Rights Directive (ARUG) foresees changes among other things in terms and deadlines to determine the type of proxy rights and for data transmission. The changes introduced by ARUG regarding the type of proxy right at

the Annual General Meeting are to be included in the Articles of Association of MLP AG immediately after the law comes into force in order to ensure clarity for future Annual General Meetings after ARUG has taken effect.

However, the Executive Board shall only register the amendments to the Company's Articles of Association with the Commercial Register when and in so far as ARUG has come into force concerning the regulations stated below in the draft law issued by the Federal Government of Germany.

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

- a. Subject to the law for the implementation of the German Shareholders' Rights Directive (ARUG) coming into force, the Company's Articles of Association are altered as follows:

Alteration of Section 17 (3) of the Company's Articles of Association

Section 17 (3) of the Company's Articles of Association shall have the following wording:

"The voting right can be exercised via proxy. The distribution of proxy rights to parties other than financial institutions, shareholders' associations or other institutions or persons of equal status in accordance with Section 135 of the German Stock Corporation Act (AktG), the cancellation of these proxy rights and the proof of proxy rights in the company require written permission. The company offers at least one method of electronic communication for the transmission of this proof, which can be determined by the Executive Board after due consideration."

- b. The Executive Board is only required to report the amendment to the Company's Articles of Association for inclusion in the Commercial Register if and when ARUG is announced in the federal gazette in a form corresponding to that of the federal government's draft. Deviations between the version of ARUG announced in the federal gazette and the federal government's draft version are not taken into account if they are of no relevance to the aforementioned amendment to the Company's Articles of Association.

Participation at the AGM

Shareholders who have registered in accordance with Section 15 of MLP AG's Articles of Association and identified themselves through documentation of their shareholding prepared in writing in German or English by their custodial bank for the beginning of May 26, 2009 are entitled to attend the Annual General Meeting and to exercise their voting rights. The registration and documentation of entitlement must

be submitted to the Company at the following address by no later than June 09, 2009:

MLP AG
c/o Dresdner Bank AG
WASHV dwpbank AG
Wildunger Straße 14
60487 Frankfurt am Main
Germany
Telefax: +49 (0) 69 5099-1110
E-mail: hv-eintrittskarten@dwpbank.de

Proxy voting

Shareholders also have the option of exercising their voting rights at the Annual General Meeting by proxy, e.g. by the depository bank, a shareholders' association in line with Section 135 of the German Stock Corporation Act (AktG), a non-discretionary proxy or another person of their choice.

If a financial institution, a shareholders' association or another of the equal institutions or persons in Section 135 of the German Stock Corporation Act (AktG) are to be given proxy rights, this is not required in writing according to the law or the Company's Articles of Association. However, we would like to point out that in such cases these institutions or persons may require a particular type of proxy right, as they have to abide by the proxy right and it must be possible to verify this, as stipulated in Section 135 of the German Stock Corporation Act (AktG). Therefore, if a financial institution, a shareholders' association or another equal institution pursuant to Section 135 of the German Stock Corporation Act (AktG) is to hold proxy rights, please agree a possible form of proxy right with these institutions or persons.

The authorisation of proxy rights to parties other than financial institutions or shareholder associations as defined by Section 135 of the German Stock Corporation Act (AktG) requires written permission and will be checked by the company.

The company again offers its shareholders the opportunity to assign non-discretionary proxies appointed by the company prior to the Annual General Meeting. Shareholders who wish to issue proxy rights to the voting representatives appointed by the Company require an entry ticket to the Annual General Meeting. Issuing proxy rights to the representatives appointed by the Company requires these representatives to be given express instructions concerning all objects of the resolution. Proxy rights must be issued to the representatives appointed by the company either in writing or via fax. Shareholders will receive the corresponding documentation and information together with the entry ticket.

Live streaming from the Annual General Meeting on the Internet

All shareholders of the Company and the interested public can follow the speech of the Chairman of the Executive Board at the Annual General Meeting in a live stream. This is to be held on June 16, 2009 and the speech is due to start at approximately

10.00 a.m. Please go to www.mlp.de for more information. Only this speech will be broadcast. There are no plans to stream any other parts of the Annual General Meeting.

Motions and queries from shareholders

Counter motions from shareholders at the Annual General Meeting within the meaning of Section 126 of the German Stock Corporation Act (AktG) and election proposals of shareholders in accordance with Section 127 of the German Stock Corporation Act (AktG) must be submitted exclusively to the following address no later than two weeks prior to the date of the Company's Annual General Meeting:

MLP AG
Investor Relations
Alte Heerstraße 40
69168 Wiesloch
Telefax: +49 (0) 6222/308-1131
investorrelations@mlp.de

Shareholders with queries regarding the Annual General Meeting are also requested to direct their queries to this address.

Proposals by shareholders that are to be made accessible will be published immediately upon receipt under the following Internet address:

<http://www.mlp.de>.

Potential statements by administration/management will also be published under the above-mentioned Internet address.

Total number of shares and voting rights at the time of convening the Annual General Meeting

The Company's share capital is € 107,861,141, which is divided into 107,861,141 ordinary bearer shares. Each ordinary share represents one vote at the Annual General Meeting. The company does not hold any of its own shares at the time of convening the Annual General Meeting. The total number of shares and voting rights at the time of convening the Annual General Meeting was therefore 107,861,141.

Wiesloch, April 2009
MLP AG
Executive Board
