

FAQ – Frequently Asked Questions

Motion on Agenda Item No. 8. Elections to the Supervisory Board

Q. Why does MFE not want to vote for the candidates proposed by the P7S1 Supervisory Board?

A. MFE believes that it is necessary to re-fresh the Supervisory Board. P7S1's performance has been unsatisfactory. It is essential to look forward adding new know-how with the aim to resume a path of growth in the interest of all shareholders.

MFE believes Pim Schmit, being the CEO of Talpa (a P7S1 supplier), cannot be considered 100% independent from the Company and does not have the expertise which P7S1 urgently needs considering the current circumstances. We propose Leopoldo Attolico as candidate because he is particularly suitable with a view to the challenges that the Company is currently facing.

Mr. Attolico has international experience. As can be seen from his CV, he has held management positions at various international commercial and investment banks. In those positions, he advised and assisted companies from a large number of different countries in a wide variety of areas and transactions. His responsibilities also included the areas of legal, compliance, operations, risk management and controlling. He has particular expertise in planning, structuring and implementation of M&A transactions, IPOs, other capital market transactions and restructurings.

Q. The Supervisory Board of P7S1 claimed in its response statement that if the candidates proposed by the shareholders were voted on, the majority of the members of the Supervisory Board would be nominated by shareholders who do not have the majority of the capital. Is this a fair assessment?

A. MFE is very concerned about P7S1 Supervisory Board's argumentation trying to discredit members of the Supervisory Board solely because a shareholder may have proposed or endorsed their candidacy. It appears that the Supervisory Board wants to suggest a lack of full independency or neutrality of a member of the Supervisory Board whose candidacy may have been brought into play or endorsed by a shareholder. This clearly contradicts any applicable definitions of independency. If a member of the Supervisory Board is considered independent on the basis of corporate governance rules and best practices, he or she is independent regardless of who proposed him or her to the Supervisory Board.

Currently, based on the applicable rules and definitions, only one member of the Supervisory Board of P7S1 has ties to MFE. That is Katharina Behrends.

Contrary to the suggestion of P7S1, Thomas Ingelfinger is clearly independent under all applicable rules and has been proposed as such by the Supervisory Board for election one year ago. He does not have any relationships with MFE.

Further, Mr. Attolico whom MFE proposes for election at the upcoming AGM is independent of P7S1 and its Executive Board within the meaning of recommendation C.7 of the German Corporate Governance Code in the version of April 28, 2022, and has no personal or business relationships with P7S1, the Executive Board of P7S1 and/or the Supervisory Board or with shareholders with a material shareholding in P7S1. Similarly, he does not work for MFE, advises MFE or has a personal or business relationship with MFE. Mr. Attolico has no personal or business relationships with customers, suppliers or competitors of P7S1; in particular, he is not a member of the governing bodies of significant competitors of P7S1 and does not have any advisory functions at any such competitors.

MFE has intentionally chosen to propose independent Supervisory Board members except for one person because MFE deeply believes in the concept of independency and wants to avoid any misperception by other shareholders.

MFE believes that all shareholders should be able to choose Supervisory Board members based on the quality of their independency, know-how and CVs without having to reflect on who proposed them.

Leopoldo Attolico is the best example. P7S1 needs M&A/Banking expertise in its current situation with a spin-off or disposal of the non-core segments under

consideration. This is why MFE proposes the independent Leopoldo Attolico as member of the Supervisory Board for the upcoming AGM.