MPC ENERGY SOLUTIONS



MPC ENERGY SOLUTIONS NV

NOTICE TO OUR EXTRAORDINARY GENERAL MEETING

EXTRAORDINARY GENERAL MEETING

Amsterdam – 3 November 2026

DEAR SHAREHOLDERS

We are pleased to invite you to an Extraordinary General Meeting ("EGM") of MPC Energy Solutions NV (the "Company"), which will be held at the Company's head office at

Apollolaan 151, 1077 AR Amsterdam, The Netherlands, on 8 December 2026 at 11:00 a.m. CET

GENERAL

This notice sets forth the agenda (see Annex 1) and procedural matters of the EGM, as well as the registration and voting process.

ATTENDING THE MEETING

The EGM will be held in Amsterdam, and all shareholders are invited to attend the event in person.

For those unable to travel to Amsterdam and attend the EGM in person, the EGM will be streamed live on the Company's website (https://www.mpc-energysolutions.com/investors/annual-general-meeting). The virtual meeting room will open on 8 December 2026 at 10:55 a.m. CET.

RECORD DATE

Only holders of shares registered in the share register and sub-registers as of 10 November 2026 ("Record Date") are entitled to attend the EGM, ask questions in advance and during the meeting and/or vote, provided such shareholder complied with the requirements described in this notice.

VOTING

Each ordinary share outstanding on the Record Date is entitled to one (1) vote. As of the date of this notice, 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 are entitled to exercise their voting rights at the EGM.

To allow all shareholders to vote in a manner that is best available to them, the Company offers two options to cast votes for the resolutions put to vote:

- Option 1: Attend the EGM in person in Amsterdam and cast votes during the EGM.
- Option 2: Fill in and submit the Voting Form (see Annex 3) ahead of the EGM.

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Shareholders attending the meeting in person and selecting Option 1 should present proof that they owned a certain number of shares in the capital of MPCES on the Record Date (e.g. a statement from a broker or custodian bank) to register as an eligible voter before the EGM.

Please note that shareholders not attending the meeting in person will be unable to vote during the EGM and should therefore use the Voting Form. Please note that using Option 2 will prevent shareholders from changing their votes if, as the case may be, information provided during the EGM, e.g. when answering questions from shareholders, may change a shareholder's view on the matter voted on.

If shareholders select Option 2 to cast their votes, the Voting Form must be submitted to DNB Bank ASA by 4 December 2026 at 11:00 a.m. CET. Please follow the detailed instructions regarding the submission provided on the Voting Form. The submission of the Voting 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 votes from shareholders are described in Annex 2, shown on the Voting Form (Annex 3), and voting documents provided to shareholders attending the EGM in person.

Casted votes cannot be changed once the Voting 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.

QUESTIONS FROM SHAREHOLDERS

All registered shareholders may submit questions before and during the EGM. MPC Energy Solutions welcomes these questions, and we will post answers to all submitted questions (or clusters of topically related questions) on our website after the EGM. Please submit your questions by e-mail to IR@mpc-energysolutions.com. 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. It will also be possible to submit questions during the meeting even if you attend the meeting virtually.

Sincerely,

Stefan H.A. Meichsner
Managing Director / CFO

COMPLEMENTARY INFORMATION

Annex 1:	Agenda
Annex 2:	Proposed Shareholder Resolutions
Annex 3:	Voting Form
Annex 4:	Draft deed of conversion and amendment of the articles of association

EXTRAORDINARY GENERAL MEETING

ANNEX 1
AGENDA FOR THE EXTRAORDINARY GENERAL MEETING

on 8 December 2026 at 11:00 a.m. CET

(1) Opening remarks from the Chairman of the Supervisory Board

(2) Questions from shareholders

(3) Voting on the following resolutions
   a. Approval of delisting
   b. Registration on Euronext Norwegian Over-the-Counter (NOTC) trading support system
   c. Conversion of the Company into a private company with limited liability and amendment of the Company's articles of association

(4) Closing remarks from the Chairman of the Supervisory Board

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ANNEX 2

PROPOSED RESOLUTIONS FOR SHAREHOLDER APPROVAL

(1) Approval of delisting

The Chairman proposes that the Company's application to Oslo Børs ASA for the delisting of the Company from Euronext Growth Oslo is approved.

The shares in the capital of the Company (the "Shares") have been listed on Euronext Growth Oslo since 22 January 2021. The Company has a concentrated shareholder structure, with the top 10 shareholders (incl. those represented by nominee accounts) holding more than 80% of the Shares. Trading activity in the Shares is limited. During the 12-month period preceding the date of the notice for this EGM, an average of approximately 47,000 Shares was traded per trading day, corresponding to approximately 0.2% of all outstanding Shares. Analyst coverage is also limited and has been substantially reduced over the past year.

The Company does not intend to use the capital markets to raise new equity or debt capital. The Management Board considers the costs of maintaining the listing, including compliance, governance, financial reporting, audit and listing related costs, to be disproportionate relative to the Company's size and the benefits of maintaining the listing. In light of the limited trading activity and the Company's current financing plans, the Management Board has concluded that the Company has no need to remain admitted to trading on Euronext Growth Oslo and that the listing is no longer in the best interest of the Company and its shareholders.

According to section 3.17.2 (2) of the Euronext Growth Oslo Rule Book Part II, the proposed application by the Company to Oslo Børs ASA for the delisting from Euronext Growth Oslo requires a resolution of the General Meeting to this effect. This section reads:

> *"An Issuer may apply to Euronext Oslo Børs to have its Shares removed from trading on Euronext Growth Oslo if a general meeting has passed a resolution to this effect with the same majority as required for changes to its articles of association. (…) It is Euronext Oslo Børs that decides whether to remove an Issuer from trading. (…)"*

The majority required for amending the Company's articles of association is a simple one. Therefore, the formal approval threshold for the delisting application is 50% plus one of the votes cast.

Immediately after the EGM will have approved the application, the Company will submit it to Oslo Børs with a view to the delisting becoming effective in the first quarter of 2027. The Company intends for the Shares to be registered on Euronext NOTC (see resolution 2) with effect from the removal from Euronext Growth Oslo, thereby facilitating continuity in the ability of shareholders to trade their Shares.

(2) Registration on Euronext Norwegian Over-the-Counter (NOTC) trading support system

The Chairman proposes that the Company's application to be registered on the Euronext NOTC information and trading support system is approved.

In considering the proposed delisting (see resolution 1), the Management Board has taken into account the potential impact on the liquidity and tradability of the Shares, including the interests of minority shareholders. The Company will seek to register the Shares for trading on Euronext NOTC (Norwegian Over-the-Counter), with the aim of providing a continued trading venue for the Shares and having regard to the interests of minority shareholders for a period of up to 6 months. The Company intends to engage SpareBank 1 Markets AS, the Company's current market maker and a member

of Euronext NOTC, to support the Company's registration on Euronext NOTC. If the Shares are registered on Euronext NOTC, the Company will comply with the reporting and disclosure requirements and publish annual reports and material corporate news in accordance with the rule book for companies with shares registered on the Euronext NOTC List.

Euronext NOTC is an information and trading-support system for shares that are not trading on a regulated market or multilateral trading facility like Euronext Growth. It enables participating Norwegian brokers to register investors' buy and sell interests and complete transactions in shares registered on the NOTC list. Indicative buying and selling interests and information on completed trades are made available through the system, providing shareholders with an organized mechanism for secondary trading after the Company's delisting from Euronext Growth Oslo. Trades can be facilitated through all member firms of Euronext NOTC.

Trading on NOTC is broker-assisted and less automated than trading on Euronext Growth Oslo. A shareholder wishing to buy or sell Shares places an order with a broker participating in NOTC, either electronically where offered by the relevant broker or by contacting the broker directly. Participating brokers register buying and selling interests in the NOTC system and can contact each other to agree transactions where matching interests exist. Completed transactions are subsequently registered in the NOTC system. Shareholders should therefore expect trading on NOTC to be less liquid and execution to take longer than on Euronext Growth Oslo.

Settlement of trades in the Shares following registration on Euronext NOTC is expected to continue to take place through the Norwegian securities registration and settlement system on a book-entry basis. Following execution of a transaction through a participating broker, ownership of the Shares will be transferred and recorded through the applicable Norwegian securities settlement system and reflected in the relevant securities accounts of the buyer and seller. As settlement and transfer of the Shares will occur through the Norwegian book-entry securities system, transfers effected through such system will be governed by Norwegian law.

(3) Conversion of the Company into a private company with limited liability and amendment of the Company's articles of association

The Chairman proposes upon the proposal of the Management Board, with the approval of the Supervisory Board and subject to the delisting from Euronext Growth Oslo becoming effective:

(1) to convert the Company from a public company with limited liability ("naamloze vennootschap") into a private company with limited liability ("besloten vennootschap met beperkte aansprakelijkheid") and to amend the Company's articles of association in accordance with the draft deed of conversion and amendment dated 3 November 2026 prepared by Zuidbroek B.V. (Annex 4) (the "Deed of Conversion and Amendment"); and

(2) to authorize any and all members of the Management Board as well as any and all lawyers and paralegals practicing with Zuidbroek B.V. to execute the Deed of Conversion and Amendment.

The Company wishes to simplify its articles of association after the delisting. In this connection, it is proposed to change the legal form of the Company. Currently, the Company is a public company ("naamloze vennootschap" or "N.V.") incorporated under the laws of the Netherlands. It is the intention to convert ("omzetten") the Company into a Dutch private company with limited liability ("besloten vennootschap met beperkte aansprakelijkheid" or "B.V.") because Dutch B.V. law offers greater flexibility than the statutory regime applicable to N.V. For example, resolutions regarding an important change in the identity or character of the company or the business connected with it may only be adopted by an N.V.'s managing board with the prior approval of the general meeting. This approval is not required if such resolutions are adopted by the managing board of a B.V.

The most important proposed change in the articles of association is the removal of the Supervisory Board ("raad van commissarissen"). That way, the corporate governance structure of the Company will be simplified. Further, certain specific requirements for listed companies, such as the record date, will be deleted. The conversion and the amendment articles of association are conditional upon the delisting from Euronext Growth Oslo becoming effective. Accordingly, the Deed of Conversion and Amendment will be executed as soon as practicable after the delisting has become effective. Simultaneously, all current members of the Supervisory Board will resign.

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The Deed of Conversion and Amendment, including the proposed text of the Company's articles of association with explanatory notes thereto in footnotes, is available at the offices of the Company and on the Company's website (https://www.mpc-energysolutions.com/investors/annual-general-meeting). It is also attached to this notice as Annex 4.

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ANNEX 3

VOTING FORM

The undersigned shareholder of MPC Energy Solutions N.V., holder of _____ (please insert the number of shares you own) ordinary shares, hereby votes as directed below.

[X] Please mark your votes as in this example.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
1. Approval of delisting			
2. Registration on Euronext Norwegian Over-the-Counter (NOTC) trading support system			
3. Conversion of the Company into a private company with limited liability and amendment of the Company's articles of association			

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 Voting Form, to be received by DNB Bank ASA on or prior to 4 December 2026 at 11:00 a.m. CET, either by way of e-mail to e-mail address vote@dnb.no, or by postal mail to DNB Bank ASA, Registrars Dept., P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

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ANNEX 4

Deed of Conversion and Amendment

Please refer to our website to review the draft of the deed: https://www.mpc-energysolutions.com/investors/annual-general-meeting