

**MPC CONTAINER SHIPS ASA****Notice of annual general meeting**

Notice is hereby served that an annual general meeting of MPC Container Ships ASA, reg. nr. 918 494 316 (the "**Company**") will be held on April 19, 2023, at 10:00 CET as an electronic meeting at <https://dnb.lumiagm.com/155036476>

The board of directors (the "**Board**") has decided to hold the general meeting as an electronic meeting in accordance with section 5-8 of the Norwegian Public Limited Liability Companies Act. No physical meeting will be held.

The meeting will be opened by the Chairman of the Board, or a person duly designated by the Chairman to represent him.

**AGENDA:**

- 1. Election of a chairperson and a person to co-sign the minutes**
- 2. Approval of the notice and the agenda**
- 3. Approval of the annual accounts and Board of Directors' Report of MPC Container Ships ASA and the group for 2022, including allocation of the result of the year, as well as consideration of the Corporate Governance Report**

The annual financial statements, the directors' report, the auditor's opinion and the statement on corporate governance are published at the Company's website: [www.mpc-container.com](http://www.mpc-container.com).

The Board proposes that the general meeting pass the following resolutions:

*The annual accounts and the Board of Directors' Report for 2022, including the Corporate Governance Report, are approved.*

*The result of the financial year 2022 is allocated to retained earnings.*

**4. Board authorization for distribution of dividends**

The Board proposes that the general meeting pass the following resolution:

*In accordance with section 8-2 (2) of the Norwegian Public Limited Liability Companies Act, the Board is authorized to resolve distribution of dividends based on the Company's approved annual accounts for the financial year 2022.*

*The authorization is valid until the annual general meeting in 2024, however no longer than until 30 June 2024.*

**5. Guidelines for salaries and other remuneration to leading personnel**

Pursuant to section 6-16a of the Norwegian Public Limited Liability Companies Act, the Board shall prepare guidelines for salaries and other remuneration to leading personnel. The guidelines are available at the Company's website [mpc-container.com](http://mpc-container.com). The Board proposes that the general meeting pass the following resolution:

*The annual general meeting approves the guidelines for salaries and other remuneration to the leading personnel of MPC Container Ships ASA.*

**6. Advisory vote on the report for salaries and other remuneration to leading personnel**

The Company has prepared a remuneration report for leading personnel pursuant to section 6-16b of the Norwegian Public Limited Liability Companies Act and related regulations. The report has been reviewed by the Company's auditor in accordance with section 6-16b (4) of the Norwegian Public Limited Liability Companies Act. The report is available at the Company's webpage: [www.mpc-container.com](http://www.mpc-container.com)

The report shall be considered by the general meeting by way of an advisory vote. The Board proposes that the general meeting pass the following resolution:

*The general meeting endorses the report for salaries and other remuneration to leading personnel.*

**7. Approval of the remuneration to the Company's auditor**

Reference is made to note 10 in the annual financial statements. For 2022, the remuneration of the Company's auditor for the statutory audit of the Company shall be paid as invoiced. The Board proposes that the general meeting pass the following resolution:

The auditor's fee for the financial year 2022 is paid as invoiced.

#### **8. Election of members to the Board**

The Board proposes that the general meeting pass the following resolution:

*The following board members are re-elected for a period of two years from the date of this general meeting:*

- (i) *Ulf Stephan Holländer (Chairman)*
- (ii) *Dr. Axel Octavio Schroeder (board member)*
- (iii) *Ellen Merete Hanetho (independent board member)*
- (iv) *Peter Frederiksen (independent board member)*
- (v) *Pia Meling (independent board member)*

#### **9. Determination of remuneration to the members of the Board for the financial year 2023**

The Board proposes that the general meeting pass the following resolution:

*Each member of the Board of Directors will receive USD 50,000 in remuneration for the financial year 2023, and the Chairman of the Board will receive USD 90,000.*

#### **10. Amendment of the Company's articles of association**

The Board proposes that section 8 of the Company's articles of association is amended to comply with the upcoming changes in the Public Limited Liability Companies Act.

The Board proposes that the general meeting pass the following resolution:

*The second to last sentence of section 8 of the articles of association shall be amended to read as follows:*

*"The notice of general meeting may state that shareholders wanting to attend the general meeting must notify the company thereof within a certain period. This period cannot expire sooner than two business days before the meeting."*

#### **11. Board authorization to increase the Company's share capital**

The Board believes that it is in the best interest of the Company that the Board is granted an authorization to increase the Company's share capital.

*The Board proposes that the general meeting pass the following resolution:*

- (i) *The Board is authorized pursuant to section 10-14 (1) of the Public Limited Liability Companies Act to increase the Company's share capital by up to NOK 110,925,069 (corresponding to 25% of the share capital). Subject to this aggregate amount limitation, the authority may be used on more than one occasion.*
- (ii) *The authority shall remain in force until the annual general meeting in 2024, but in no event later than 30 June 2024. Furthermore, the authorization shall be reduced, on a NOK for NOK basis, to the extent that the Board decides to utilize the authorization to take up convertible loans mentioned in item 12 below.*
- (iii) *The pre-emptive rights of the shareholders under section 10-4 of the Public Limited Liability Companies Act may be set aside.*
- (iv) *The authority covers capital increases against contributions in cash and contributions in kind. The authority covers the right to incur special obligations for the Company, cf. section 10-2 of the Public Limited Liability Companies Act. The authority covers resolutions on mergers in accordance with section 13-5 of the Public Limited Liability Companies Act.*
- (v) *The authority may also be used in take-over situations, cf. section 6-17 (2) of the Securities Trading Act.*
- (vi) *With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises, all previous authorities to the Board to increase the share capital are revoked.*

#### **12. Board authorization to take up convertible loans**

The Board believes that it is in the interest of the Company that the Board is granted an authorization to take up convertible loans.

The Board proposes that the general meeting pass the following resolution:

- (i) The Board is authorized pursuant to section 11-8 of the Public Limited Liability Companies Act to resolve to take up convertible loans with an aggregate principal amount of up to NOK 2,000,000,000. Subject to this aggregate amount limitation, the authority may be used on more than one occasion.
- (ii) Upon conversion of loans taken up pursuant to this authorization, the Company's share capital may be increased by up to NOK 88,740,055.
- (iii) The authority shall remain in force until the annual general meeting in 2024, but in no event later than 30 June 2024. Furthermore, the authorization shall be reduced, on a NOK for NOK basis, to the extent that the Board decides to utilize the authorization to increase the share capital of the Company mentioned in item 11 above.
- (iv) The pre-emptive rights of the shareholders under section 11-4 cf. section 10-4 of the Public Limited Liability Companies Act may be set aside.
- (v) With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises the previous authority to take up convertible loans is withdrawn.

### **13. Board authorization to acquire treasury shares**

The Board believes that it is in the interest of the Company that the Board is granted an authorization to acquire shares in the Company (own shares). The Board proposes that the general meeting pass the following resolution:

- (i) The Board is authorized pursuant to section 9-4 of the Public Limited Liability Companies Act to acquire shares in the Company ("own shares") on behalf of the Company with an aggregate nominal value of up to NOK 44,370,027 (corresponding to approx. 10% of the share capital). The authority also includes contractual pledges over own shares.
- (ii) When acquiring own shares the consideration per share may not be less than NOK 1 and may not exceed NOK 200.
- (iii) The Board determines the methods by which own shares can be acquired or disposed of.
- (iv) The authority shall remain in force until the annual general meeting in 2024, but in no event later than 30 June 2024.
- (v) With effect from the time of registration of this authority with the Norwegian Register of Business Enterprises the previous authority to acquire own shares is withdrawn.

\* \* \*

The Company has a share capital of NOK 443,700,279 divided into 443,700,279 shares, each of a nominal value of NOK 1.

Each share carries one vote at the Company's general meeting.

As of the date of this notice, the Company does not own any treasury shares.

The shareholders have the following rights in respect of the general meeting:

- The right to attend the general meeting, either in person or by proxy.
- The right to speak at the general meeting.
- The right to be accompanied by an advisor and to give such advisor the right to speak.
- The right to require information from the members of the Board and the Chief Executive Officer about matters which may affect the assessment of (i) the approval of the annual accounts and directors' report, (ii) items which have been presented to the shareholders for decision and (iii) the Company's financial position, including information about activities in other companies in which the Company participates and other business to be transacted at the general meeting, unless the information demanded cannot be disclosed without causing disproportionate harm to the Company.
- The right to present alternatives to the Board's proposals in respect of matters on the agenda at the general meeting.

- Shareholders who have chosen to receive electronic communication from the Company may access their VPS Investor Portal, select "Corporate Actions", "General Meeting" and "MPC Container Ships ASA" to register advance voting or proxy appointment without voting instructions. Otherwise, use the proxy form (Appendix 2) to grant a proxy with voting instructions.
- Shareholders who receive notice per postal mail may use the link provided in the stock exchange announcement published in connection with this notice to register advance voting or proxy appointment without voting instructions. Alternatively, proxy appointment may be submitted by following the enclosed instructions (Appendix 1) or proxy form (Appendix 2) and sending such form per e-mail to [genf@dnb.no](mailto:genf@dnb.no) or per mail to DNB Bank ASA, Registrars' Department, P.O. Box 1600 Sentrum, N-0021 Oslo, Norway. **The Company encourages all shareholders to submit advance voting by following the link provided in the stock exchange announcement published in connection with this notice.**

The registration deadline for advance voting and proxy appointment is April 18, 2023, at 12:00 CET.

Proxies without voting instructions may trigger disclosure requirements under Norwegian law. Under the Norwegian Securities Trading Act section 4-3 (2) the possession of a proxy without voting instructions is considered equal to ownership of shares or rights to shares. This means that a proxy is required to disclose the proxies if the number of shares to which they relate (together with any shares or rights to shares held by the proxy) reaches or exceeds the disclosure thresholds under section 4-3 (1) of the Norwegian Securities Trading Act.

This notice and the appendices and instructions for electronic attendance are available on the Company's website [www.mpc-container.com](http://www.mpc-container.com).

In accordance with section 8 of the Company's articles of association, the appendices to the notice will not be sent by post to the shareholders. A shareholder may nonetheless demand to receive the appendices per postal mail free of charge. If a shareholder wishes to have the documents sent to him/her, such request can be addressed to the Company by way of e-mail to [ir@mpc-container.com](mailto:ir@mpc-container.com).

In case of any discrepancies between the Norwegian text and the English translation, the Norwegian text shall prevail.

**MPC Container Ships ASA**

March 29, 2023

Ulf Holländer  
Chairman of the Board

**Appendices:**

1. Instructions
2. Proxy form

## Appendix 1

### INSTRUCTIONS

#### Notice of Annual General Meeting

Annual General Meeting in MPC Container Ships ASA will be held electronically on April 19, 2023, at 10:00 CET.

The shareholder is registered with the following number of shares as of the date of this notice \_\_\_\_\_, and can vote for the number of shares owned per 18 April, 2023.

**IMPORTANT MESSAGE:**

*The annual general meeting will be held as an electronic meeting only, with no physical attendance for shareholders.*

Please log in at <https://dnb.lumiagm.com/155036476>

*You must identify yourself using the reference number and PIN code from VPS that you will find in VPS Investor Services (Corporate Actions – General Meeting – ISIN) or sent to you by mail on this form (for non-electronic shareholders). Shareholders can also get their reference number and PIN code by contacting DNB Bank Registrars Department by phone +47 23 26 80 20 (8:00 to 15:30 CET) or by e-mail [genf@dnb.no](mailto:genf@dnb.no).*

*On the company's web page [www.mpc-container.com](http://www.mpc-container.com). You will find an online guide describing in detail how you as a shareholder can participate in the electronic general meeting.*

**Deadline for registration of advance votes, proxies and instructions: April 18, 2023, at 12:00 CET.**

#### Advance votes

Advance votes may only be registered electronically, through VPS Investor Services (where you are identified and do not need Ref.no.and PIN Code). Chose *Corporate Actions - General Meeting*, click on *ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator.

#### Participation

Shareholders are only allowed to participate electronically, and no pre-registration is required. Shareholders must be logged in before the meeting starts. **If you are not logged in before the general meeting starts, you will not be able to attend.** Log in opens one hour before the time of the general meeting.

**Appendix 2****PROXY FORM WITHOUT VOTING INSTRUCTIONS**

Shareholders who do not wish to participate online or vote in advance can give proxy to another person.

**Proxy should be registered through VPS Investor Services.**

In VPS Investor Services chose *Corporate Actions - General Meeting - ISIN*. Investor Services can be accessed either through <https://www.euronextvps.no/> or your account operator. If you are not able to register this electronically, you may send by e-mail to [genf@dnb.no](mailto:genf@dnb.no), or by mail to DNB Bank ASA, Registrars Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. If the shareholder is a company, the signature must be according to the company's Certificate of Registration. **The proxy must be dated and signed to be valid.**

If you do not state the name of the proxy holder, the proxy will be given to the Chairman of the Board of Directors, or an individual authorized by him or her.

**The undersigned:**

hereby grants (if you do not state the name the proxy holder, the proxy will be given to the Chairman of the Board of Directors).

the Chairman of the Board of Directors (or a person authorized by him), or

\_\_\_\_\_ **(NB: Proxy holder must send an e-mail to [genf@dnb.no](mailto:genf@dnb.no) for log in details)**  
(Name of proxy holder in capital letters)

proxy to attend and vote for my/our shares at the annual general meeting of MPC Container Ships ASA on April 19, 2023.

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Place	Date	Shareholder's signature <b>(only for granting proxy)</b>
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### PROXY FORM WITH VOTING INSTRUCTIONS

Use this proxy form to give voting instructions to Chairman of the Board of Directors or the person authorized by him or her. (Alternatively, you may vote electronically in advance, see separate section above). For voting instructions to others than Chairman of the Board of Directors, give a proxy without voting instructions, and agree directly with the proxy holder how voting should be executed.

Proxies with voting instructions cannot be registered electronically, and must be sent to [genf@dnb.no](mailto:genf@dnb.no) (scanned form) or by mail to DNB Bank ASA, Registrars' Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway. The form must be received by DNB Bank ASA, Registrars' Department **no later than April 18, 2023, at 12:00 CET**. If the shareholder is a company, the signature must be according to the company's Certificate of Registration.

**Proxies with voting instructions must be dated and signed to be valid.**

**The undersigned:**

hereby grants the Chair of the Board of Directors (or the person authorized by him or her) proxy to attend and vote for my/our shares at the Annual General Meeting of MPC Container Ships on April 19, 2023.

The votes shall be exercised in accordance with the instructions below. If the sections for voting are left blank, this will be counted as an instruction to vote in accordance with the board of directors' recommendations. However, if any motions are made from the attendees in addition to or in replacement of the proposals in the notice, the proxy holder may vote at his or her discretion. If there is any doubt as to how the instructions should be understood, the proxy holder may abstain from voting.

<b>Agenda: Annual general meeting April 19, 2023</b>	<b>In favor</b>	<b>Against</b>	<b>Abstention</b>
1. Election of a chairperson and a person to co-sign the minutes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the notice and the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the annual accounts and Board of Directors' report of MPC Container Ships ASA and the group for 2022, including allocation of the result of the year, as well as consideration of the Corporate Governance Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Board authorization for distribution of dividends	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Guidelines for salaries and other remuneration to leading personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Advisory vote on the report for salaries and other remuneration to leading personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of the remuneration to the Company's auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Election of members to the Board			
a) Ulf Stephan Holländer (Chairman)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Dr. Axel Octavio Schroeder (board member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
c) Ellen Merete Hanetho (independent board member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
d) Peter Frederiksen (independent board member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
e) Pia Meling (independent board member)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Determination of remuneration to the members of the Board for the financial year 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Amendment of the Company's Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Board authorization to increase the Company's share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Board authorization to take up convertible loans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Board authorization to acquire treasury shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Place \_\_\_\_\_ Date \_\_\_\_\_ Shareholder's signature (**Only for granting proxy with voting instructions**) \_\_\_\_\_