

MPC CONTAINER SHIPS AS

Innkalling til ekstraordinær generalforsamling

Det innkalles herved til ekstraordinær generalforsamling i MPC Container Ships AS ("**Selskapet**") 18. mai 2017 kl. 10.00 i lokalene til Fearnley Business Management AS, Grev Wedels plass 9, 0151 Oslo, Norge.

Dagsorden:

1. Valg av møteleder og en person til å medundertegne protokollen

2. Godkjenning av innkallingen og dagsorden

3. Styrevalg

På dette punktet vil aksjonærene bli bedt om å velge medlemmer til styret.

I henhold til § 6 i Selskapets vedtekter er Dr Axel Schroeder og Ulf Holländer utpekt som styremedlemmer i Selskapet av etablerende aksjonær.

I tillegg foreslår styret at det treffes følgende beslutninger:

Å velge Robert Knapp som styremedlem i Selskapet.

Å velge Darren Maupin som styremedlem i Selskapet.

Å velge Dr Ottmar Gast som styremedlem i Selskapet.

4. Valg av revisor

Styret foreslår at det treffes følgende vedtak:

Å velge Ernst & Young som Selskapets revisor.

Forslagene i sak 3 er nærmere beskrevet i Vedlegg 1.

Notice of an extraordinary general meeting

Notice is hereby served that an extraordinary general meeting of MPC Container Ships AS (the "**Company**") will be held on 18 May 2017 at 10.00 hours at the offices of Fearnley Business Management AS, Grev Wedels plass 9, 0151 Oslo, Norway.

Agenda:

1. Election of a chairperson and a person to countersign the minutes

2. Approval of the notice and the agenda

3. Election of board of directors

Under this item, shareholders will be asked to elect the members of the board of directors.

In accordance with § 6 of the Company's articles of association, Dr Axel Schroeder and Ulf Holländer are nominated by the founding shareholders as director of the Company.

Furthermore, the board of directors proposes to make the following resolutions:

To elect Robert Knapp as a director of the Company.

To elect Darren Maupin as a director of the Company.

To elect Dr Ottmar Gast as a director of the Company.

4. Election of the auditor

The board of directors proposes to make the following resolutions:

To elect Ernst & Young as the auditor of the Company.

Proposals for resolutions under item 3 are further specified in Appendix 1.

Aksjonærer som vil delta på generalforsamlingen (personlig eller ved fullmektig) bes melde dette til Selskapet ved å sende inn vedlagte møteseddel (Vedlegg 2) til MPC CONTAINER SHIPS AS c/o Fearnley Business Management AS, Postboks 1158 Sentrum, 0107 Oslo, Norge eller pr epost til *ir@mpc-container.com* senest 16. mai 2017.

Aksjonærer har rett til å møte og stemme ved fullmektig. Det må i så tilfelle fremlegges en skriftlig og datert fullmakt. Vedlagte fullmaktsskjema (Vedlegg 3) kan benyttes.

Shareholders who will attend the meeting (in person or by proxy) are requested to notify the Company of this by sending the attached attendance form (Appendix 2) to MPC CONTAINER SHIPS AS c/o Fearnley Business Management AS, Postboks 1158 Sentrum, 0107 Oslo, Norway or by way of email to *ir@mpc-container.com* no later than 16 May 2017.

Shareholders may appoint a representative to attend and vote on their behalf. In this case a written and dated proxy must be provided. The enclosed proxy form (Appendix 3) may be used.

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

MPC Container Ships AS
Oslo, 10. mai 2017 / Oslo, 10 May 2017

Ulf Holländer
Styrets leder / Chairman of the Board of Directors

Vedlegg:

Vedlegg 1: Styrevalg

Vedlegg 2: Møteseddel

Vedlegg 3: Fullmakt

Appendices:

Appendix 1: Proposal for Election of Board of Directors

Appendix 2: Attendance Form

Appendix 3: Proxy Form

STYREVALG / PROPOSAL FOR BOARD OF DIRECTORS

I. Directors appointed by MPC Capital AG (and affiliated companies)

- Dr Axel Schroeder Dr Axel Schroeder (born 1965) studied economics and social sciences at the University of Hamburg from 1985 to 1990, before completing a doctorate there in 1993. Dr Axel Schroeder has been working both in Germany and abroad for the MPC Group, of which the MPC Capital Group is also a part, since as early as 1990. He has been actively involved in shaping the destiny of MPC Capital AG since its inception in 1994. He took on the position of CEO of MPC Capital AG in 1999 and led it to its listing on the stock exchange in 2000. In April 2015, Dr Axel Schroeder has been appointed as Chairman of the Supervisory Board of MPC Capital AG. Since July 2015, he has been focussing in his capacity as managing partner of MPC Münchmeyer Petersen & Co.GmbH on developing the MPC Group.
- Ulf Holländer (already director of the Company) Ulf Holländer (born 1958) completed a commerce degree at the University of Hamburg. From 1984 to 1987 he worked as an audit assistant and auditor at Dr. W Schlage & Co Wirtschaftsprüfungs- und Steuerberatungs-gesellschaft in Hamburg. Before joining MPC Capital AG, he held various positions at the shipping company Hamburg Süd in Hamburg from 1987 to 2000. After three years in finance and accounting at headquarters in Hamburg, Ulf Holländer worked as a financial controller at Columbus Overseas Services Pty. Ltd. from 1990 to 1992, and then as a commercial director at Columbus Line USA Inc. from 1992 to 1996. Finally, Ulf Holländer took on the role of head of Hamburg Süd's finance and accounting department from 1997 to 2000. Ulf Holländer has worked for the MPC Capital Group since 2000, firstly as CFO from July 2000 until April 2015, and since then as the CEO of MPC Capital AG.

II. Proposal for directors representing the shareholders of the Company

- Robert Knapp Robert Knapp (born 1966) earned a BSc in Electrical Engineering from Princeton University in 1989 and a BA in Politics, Philosophy, and Economics from New College, Oxford University in 1993. He was portfolio manager for Millennium Partners from 1997 to 2006 and is principal of Ironsides Partners since 2007. In addition to running Ironsides, he serves as a director of various investment companies, including the Africa Opportunity Fund (LSE SFM: AOF), MVC Capital (NYSE: MVC), the Pacific Alliance Asia Opportunity Fund Limited, and Castle Private Equity AG (SWX: CPEH).
- Darren Maupin Darren Maupin (born 1976) earned a BA in Economics & Finance from Boston College and also studied at the London School of Economics and Beijing Language and Culture University. He worked as an Analyst and International Diversified Fund Manager at Fidelity Investments in Boston, London, and Hong Kong from 1998 – 2007. Since 2009 Mr Maupin is the founder and a director of the Pilgrim Global ICAV, its predecessors, and associated value-oriented investment funds. He is also a founder and executive director of Anglo International Shipping Co Ltd, a Dry Bulk shipping company. He has served as a non-executive director of both private and publicly listed companies in a variety of industries.

III. Proposal for an independent director

- Dr Ottmar Gast Dr Ottmar Gast (born 1952) studied Mechanical Engineering in the cities of Hanover and Aachen. From 1977 to 1980 he worked as a development engineer at Daimler Benz and Ford in Stuttgart and Cologne. From 1981 to 1987 he was scientific advisor and Head of Logistics at the Research Institute for Rationalisation in Aachen. From 1987 to 1990 Dr Gast worked as Head of Logistics at the automotive supplier Mahle GmbH in Stuttgart. From 1991 to 1994 he was Member of the Executive Board at Aschaffenburg-based parcel service Deutscher Paketdienst GmbH. Since 1994 Ottmar Gast has been Member of the Executive Board at Hamburg Süd. In 2009 he was appointed to Chairman of the Executive Board.

MØTESEDDEL

Undertegnede vil møte på ekstraordinær generalforsamling i MPC Container Ships AS den 18. mai 2017.

Jeg eier: _____ aksjer

Jeg har fullmakt for: _____ aksjer (*fullmakten(e) bes vedlagt*)

Underskrift: _____

Navn: _____ (blokkbokstaver)

Sted/dato: _____

Møteseddelen sendes til: MPC CONTAINER SHIPS AS c/o Fearnley Business Management AS, Postboks 1158 Sentrum, 0107 Oslo eller pr epost til *ir@mpc-container.com*. Det bes om at møteseddelen sendes inn slik at den er selskapet i hende senest 16. mai 2017.

ATTENDANCE FORM

The undersigned will attend the extraordinary general meeting of MPC Container Ships AS on 18 May 2017.

I own : _____ shares

I am proxy for: _____ shares (*please attach proxy form(s)*)

Signature: _____

Name: _____ (block letters)

Place/date: _____

Please send the attendance form to: MPC CONTAINER SHIPS AS c/o Fearnley Business Management AS, Postboks 1158 Sentrum, 0107 Oslo or by way of email to *ir@mpc-container.com*. Please make sure that the attendance form is received by the Company no later than 16 May 2017.

Vedlegg 3/Appendix 3

FULLMAKT

Som eier av _____ aksjer i MPC Container Ships AS gir jeg/vi herved

styrets leder, eller den styreleder måtte utpeke til å representere ham

_____ (sett inn navn)

fullmakt til å representere og avgi stemmer for mine/våre aksjer på ekstraordinær generalforsamling i MPC Container Ships AS den 18. mai 2017.

Fullmektigen instrueres til å stemme slik:

Dagsorden EGF 18. mai 2017		For	Mot	Avstår
1.	Valg av møteleder og en person til å medundertegne protokollen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Godkjenning av innkallingen og dagsorden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Styrevalg:			
3.a	Robert Knapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.b	Darren Maupin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.c	Dr Ottmar Gast	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Valg av Ernst & Young som revisor for Selskapet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Underskrift: _____*

Navn: _____ (blokkbokstaver)

Sted/dato: _____

Fullmakten sendes til: MPC CONTAINER SHIPS AS c/o Fearnley Business Management AS, Postboks 1158 Sentrum, 0107 Oslo eller pr epost til ir@mpc-container.com.

**Dersom fullmakt gis på vegne av et selskap eller annen juridisk person, må det vedlegges firmaattest og/eller fullmakt som viser at den som undertegner har kompetanse til å avgi fullmakten.*

PROXY FORM

As the owner of _____ shares in MPC Container Ships AS I/we hereby appoint

The chairman of the board of directors, or the person duly designated by the chairman to represent him

_____ (insert name)

as my/our proxy to represent and vote for my/our shares at the extraordinary general meeting of MPC Container Ships AS to be held on 18 May 2017.

The proxyholder is instructed to vote as follows:

Agenda EGM, 18 May 2017		In favour	Against	Abstention
1.	Election of a chairperson and a person to countersign 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.	Election of board of directors:			
3.a	Robert Knapp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.b	Darren Maupin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.c	Dr Ottmar Gast	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Elect Ernst & Young as the auditor of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature: _____ *

Name: _____ (block letters)

Place/date: _____

Please send the proxy form to: MPC CONTAINER SHIPS AS c/o Fearnley Business Management AS, Postboks 1158 Sentrum, 0107 Oslo or by way of email to ir@mpc-container.com.

** If the proxy is given on behalf of a company or other legal entity, relevant evidence of authority must be attached to evidence that the person signing the proxy form is properly authorized.*