

POLYTEC Holding AG
Proposed resolutions of the Board of Directors and Supervisory Board
pursuant to § 108 of the Austrian Stock Corporation Act (AktG)
22nd Ordinary Annual General Meeting

- 1. Presentation of the adopted annual financial statements including the management report, the corporate governance report, the consolidated financial statements including the group management report and the non-financial report, the proposal for the appropriation of the profit and the Supervisory Board report for the 2021 financial year.**

The aforementioned documents are available for perusal on the Internet at www.polytec-group.com in the Investor Relations section under the heading Annual General Meeting. A resolution regarding this agenda item is unnecessary.

- 2. Resolution on the appropriation of the 2021 profit**

The Board of Directors and the Supervisory Board propose that in accordance with the presented proposal of the Board of Directors for the use of net income, to which the Supervisory Board has given its consent, the net income of EUR 164,325,101.80 (thereof a profit carry forward of EUR 146,231,193.34), reported in the annual financial statements as at 31 December 2021, be used as follows:

- (i) Payment of a dividend for the 2021 financial year of EUR 0.10 per eligible share, which in the case of 21,995,544 dividend-bearing shares results in a total amount of EUR 2,199,554.40;
- (ii) The carry forward of the remaining net income of EUR 162,125,547.40 to new account.

Please note: 7 July 2022 is established as the dividend payment day.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2021 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2021 financial year to the members of the Board of Management holding office in the same period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2021 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2021 financial year to the members of the Supervisory Board holding office in the same period.

5. Resolution regarding the Remuneration Report for the members of the Board of Directors and the Supervisory Board for the 2021 financial year

In accordance with § 78c and § 98a of the Austrian Stock Corporation Act, the Board of Directors and the Supervisory Board of a listed company are obliged to prepare a clear and comprehensible Remuneration Report regarding the salaries of the members of the Board of Directors and the emoluments paid to the members of the Supervisory Board. This Remuneration Report also has to provide a comprehensive review of the payments made or owed to current and former members of the Board of Directors and the Supervisory Board during the past financial year within the framework of the remuneration policy (§ 78a and § 98a of the Austrian Stock Corporation Act). This review shall include all benefits in whatever form.

The Remuneration Report for the past financial year is to be presented for approval to the Annual General Meeting of Stockholders. The vote at the Annual General Meeting has a recommendatory character (§ 78d Para. 1 Austrian Stock Corporation Act). The proposal is non-contestable (§ 78d Para. 1 Austrian Stock Corporation Act).

At their joint meeting on 7 April 2022, the Board of Directors and the Supervisory Board agreed a Remuneration Report pursuant to § 78c and § 98a of the Austrian Stock Corporation Act and drew up a proposed resolution in accordance with § 108 Para. 1 of the Austrian Stock Corporation Act.

The Board of Directors and the Supervisory Board propose the approval of the Remuneration Report for the 2021 financial year, as published on the Internet website entered into the company register.

6. Resolution on the remuneration for the members of the Supervisory Board for the 2021 financial year

In accordance with the stipulations of the current POLYTEC Holding AG remuneration policy, the emoluments allocated to the members of the Supervisory Board currently include the following fixed payments per calendar year, whereby should a member excess or leave the Board in the course of a year, payment is made on a pro rata basis:

Chairman of the Supervisory Board	EUR 35,000.00
Deputy Chairman of the Supervisory Board	EUR 35,000.00
Member of the Supervisory Board	EUR 22,000.00 to 28,000.00

In accordance with § 98 of the Austrian Stock Corporation Act and § 16 of the Articles of Association, the Board of Directors and the Supervisory Board propose, that a sum of EUR 125,000.00 be approved as emoluments to the members of the Supervisory Board for the 2021 financial year, whereby the distribution of this amount shall take place in accordance with the details contained in the Remuneration Report for the 2021 financial year.

7. Resolution regarding the revocation and subsequent reapproval of newly authorised capital (§ 169 Austrian Stock Corporation Act) for an increase in cash or in kind with the possibility of subscription right exclusion and the corresponding amendment to Item 4.4. of the Articles of Association

The Board of Directors and the Supervisory Board propose that

- a) following the entry of the corresponding amendment to the Articles of Association in the company register and subject to the approval of the Supervisory Board, the Board of Directors again be authorised to increase the share capital of the company to EUR 29,028,460.00 (twenty nine million, twenty eight thousand, four hundred and sixty), at best in several tranches, within a maximum period of 3 (three) years against cash or a non-cash contribution of up to a nominal value of EUR 6,698,875.00 (six million, six hundred and ninety eight thousand, eight hundred and seventy five) through the issue of a maximum of 6,698,875 (six million, six hundred and ninety eight thousand, eight hundred and seventy five) new bearer shares with a nominal value of EUR 1.00 (one euro) at a minimum issuing price of EUR 1.00 (one euro) each, and to determine the issuing price and the issuing conditions in agreement with the Supervisory Board (authorised capital). In addition, subject to the consent of the Supervisory Board, the Board of Directors will also be authorised to exclude the subscription rights of shareholders if share capital is increased against a contribution in kind consisting of companies, operations, part-operations, or shares in one or several enterprises either in Austria or other countries.
- b) In addition, the Board of Directors and the Supervisory Board propose that the Supervisory Board be empowered to amend the company Articles of Association, required owing to the issue of shares from authorised capital.
- c) Furthermore, the Board of Directors and the Supervisory Board propose that clause 4.4. of the company Articles of Association be amended so that it will read as follows:

“Following the entry of the corresponding amendment to the Articles of Association in the company register and subject to the approval of the Supervisory Board, the Board of Directors again be authorised to increase the share capital of the company to EUR 29,028,460.00 (twenty nine million, twenty eight thousand, four hundred and sixty), at best in several tranches, within a maximum period of 3 (three) years against cash or a non-cash contribution of up to a nominal value of EUR 6,698,875.00 (six million, six hundred and ninety eight thousand, eight hundred and seventy five) through the issue of a maximum of 6,698,875 (six million, six hundred and ninety eight thousand, eight hundred and seventy five) new bearer shares with a nominal value of EUR 1.00 (one euro) at a minimum issuing price of EUR 1.00 (one euro) each, and to determine the issuing price and the issuing conditions in agreement with the Supervisory Board (authorised capital). In addition, subject to the consent of the Supervisory Board, the Board of Directors will also be authorised to exclude subscription rights of shareholders if share capital is increased against a contribution in kind consisting of companies, operations, part-operations, or shares in one or several enterprises either in Austria or other countries. The Supervisory Board is empowered to amend the company Articles of Association, required owing to the issue of shares from authorised capital.”

8. Election of the auditor and the group auditor for the 2022 financial year

The Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Kudlichstraße 41-43, 4020 Linz, Austria be appointed as the auditors for the annual financial statements and consolidated financial statements for the 2022 financial year. In its communication from 7 April 2022, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft provided the information required under § 270 (1a) Austrian Commercial Code (UGB) and declared that no circumstances exist, which could cast doubt upon its impartiality as an auditor.