

POLYTEC Holding AG
Proposed resolutions of the Board of Directors and Supervisory Board
pursuant to § 108 of the Austrian Stock Corporation Act (AktG)
23. 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 2022 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 2022 profit**

The Board of Directors and the Supervisory Board propose to distribute a dividend of EUR 0.10 per eligible share, this corresponds to a gross dividend payment of EUR 2,199,554.40, from the net profit of EUR 172,335,721.46 shown in the annual financial statements as at 31 December 2022 and to carry forward the remaining amount to new account.

Please note: 15 June 2023 is established as the dividend payment day.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2022 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2022 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 2022 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2022 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 2022 financial year**

The Board of Directors and the Supervisory Board propose that the Remuneration Report for the Board of Directors and the Supervisory Board for the 2022 financial year to be adopted, 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 2022 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 45,000.00
Deputy Chairman of the Supervisory Board	EUR 35,000.00
Member of the Supervisory Board	EUR 25,000.00

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 155,000.00 be approved as emoluments to the members of the Supervisory Board for the 2022 financial year, whereby the distribution of this amount shall take place in accordance with the details contained in the Remuneration Report for the 2022 financial year.

7. Resolution regarding the amendment of the Articles of Association in Item 3 (publication) as well as item 19 (voting rights and representation by proxy)

The Board of Directors proposes to amend the Articles of Association in Item 3. (publications) to include the electronic announcement and information platform of the Federal Government and to amend it as follows:

“Publications of the Company shall be made, to the extent and as long as required by the Austrian Stock Corporation Act (AktG), in the official gazette “Amtsblatt zur Wiener Zeitung” or on the electronic announcement and information platform of the Federal Government (EVI). In all other respects, the Company's publications shall be made in accordance with the applicable legal provisions. All publications shall also be made available on the Company's website on the Internet.”

The Board of Directors proposes to delete from the Articles of Association in Item 19. (voting rights and representation by proxy) the possibility to transmit the proxy by fax and to amend it as follows:

“19.5. Proxies may be sent to the Company by electronic means to an electronic mailing address to be specified in the notice of meeting, provided that the proxy is attached to the e-mail in text form, for example as a PDF file.”

8. Resolution regarding the authorisation of the Board of Directors pursuant to § 65 (1) 8 of the Austrian Stock Corporation Act (AktG) to acquire treasury shares. Authorisation of the Board of Directors to withdraw treasury shares, as well as the authorisation of the Supervisory Board to agree amendments to the Articles of Association required owing to the withdrawal of shares

The Board of Directors and the Supervisory Board propose the following resolution:

The Board of Directors is authorised by the Annual General Meeting pursuant to § 65 (1) 8 of the Austrian Stock Corporation Act (AktG) to buy back treasury bearer shares with no par value in an amount of up to 10% of the share capital during a period of 30 months following the day of the resolution by the Annual General Meeting for a minimum price per share of EUR 1.00 and a maximum price per share that may not exceed 10% of the average unweighted stock exchange closing price on the five stock exchange trading days preceding the buy-back. The purchase of treasury shares may occur via the stock exchange, by means of a public offering or in any other legally permissible manner and for any purpose permitted by law. The Board of Directors shall be further authorised to withdraw the acquired treasury shares without any further resolution by the Annual General Meeting. The Supervisory Board shall be authorised to resolve upon amendments of the Articles of Association required upon the withdrawal of shares.

9. Election of the auditor and the group auditor for the 2023 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 2023 financial year. In its communication from 5 April 2023, 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.