

POLYTEC Holding AG
Proposed resolutions of the Board of Directors and Supervisory Board
pursuant to § 108 of the Austrian Stock Corporation Act (AktG)
21st 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, the proposal for the appropriation of the profit and the Supervisory Board report for the 2020 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 2020 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 152,829,856.54 (thereof a profit carry forward of EUR 134,297,257.48), reported in the annual financial statements as at 31 December 2020, be used as follows:

- (i) Payment of a dividend for the 2020 financial year of EUR 0.30 per eligible share, which in the case of 21,995,544 dividend-bearing shares results in a total amount of EUR 6,598,663.20;
- (ii) The carry forward of the remaining net income of EUR 146,231,193.34 to new account.

Please note: 21 July 2021 is established as the dividend payment day.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2020 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2020 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 2020 financial year**

The Board of Directors and the Supervisory Board propose the passing of a resolution regarding the granting of discharge for the 2020 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 2020 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).

Pursuant to § 108 Para. 1 of the Austrian Stock Corporation Act, the Board of Directors and the Supervisory Board are obliged to draw up a resolution regarding the Remuneration Report, which in accordance with § 108 Para. 4 Clause 4 of the Austrian Stock Corporation Act must be made available on the POLYTEC Holding AG Internet website entered into the company register (www.polytec-group.com) as from the 21st day prior to the AGM and therefore on 22 June 2021 at the latest.

At their joint meeting on 15 April 2021, 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 2020 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 2020 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 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 28,000.00
Member of the Supervisory Board	EUR 22,000.00 to 25,000.00

The Board of Directors and the Supervisory Board propose that a sum of EUR 124,000.00 be approved as emoluments to the members of the Supervisory Board for the financial year from 1.1.2020 to 31.12.2020, whereby the distribution of this amount shall take place in accordance with the details contained in the Remuneration Report for the 2020 financial year.

7. 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.

8. Election of the auditor and the group auditor for the 2021 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 2021 financial year. In its communication from 14 April 2021, 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.

9. Elections to the Supervisory Board

In accordance with Item 9.1. of the company articles, the Supervisory Board shall consist of a minimum of three and a maximum of six members. At present, the Supervisory Board has four members, elected by the Annual General Meeting. All the acting members of the Supervisory Board shall remain in office.

Upon the recommendation of the Nominations Committee, the Supervisory Board proposes that the following resolution be approved with regard to this agenda item:

- That the current number of Supervisory Board members elected by the Annual General Meeting be raised from its current total of four to five.

Accordingly, a Supervisory Board with five members necessitates the election of an additional member. Therefore, the Supervisory Board proposes that the following resolution be added in respect of this agenda item:

- That from the coming into force of the resolution subject to approval by the Ordinary Annual General Meeting on 13 July 2021, Mr. Friedrich Huemer, born on 5 August 1957, Austria, shall be elected to the Supervisory Board for a period until the conclusion of the Annual General Meeting determining the granting of discharge for the 2024 financial year.

The aforementioned election proposal is based on a recommendation from the Nominations Committee of the Supervisory Board.

POLYTEC Holding AG continues to remain outside the scope of § 86 Para. 7 of the Austrian Stock Corporation Act and therefore need not take into consideration a minimum quota regulation pursuant to § 86 Para. 7 of the Austrian Stock Corporation Act.

Mr Friedrich Huemer has submitted a declaration in accordance with § 87 Para. 2 of the Austrian Stock Corporation Act, which will be made available punctually on the Internet under www.polytec-group.com in the Investor Relations, Annual General Meeting section.

Pursuant to § 87 Para. 6 of the Austrian Stock Corporation Act, persons may only be included in the election of Supervisory Board members when at the latest proposals for election to the Supervisory Board, complete with declarations in accordance with § 87 Para. 2 of the Austrian Stock Corporation Act for each candidate, are made available on the Internet under www.polytec-group.com in the Investor Relations, Annual General Meeting section by the fifth day prior to the Annual General Meeting and hence on 6 July 2021. This also applies to shareholder election proposals pursuant to § 110 Austrian Stock Corporation Act.