

**POLYTEC Holding AG**  
**with Headquarters in Hörsching**  
**FN 197646 g – LEI 529900OVSOBJNXZACW81**  
**ISIN AT0000A00XX9**

**INVITATION to the 19th ordinary Annual General Meeting**

We hereby invite our shareholders to the 19th ordinary Annual General Meeting of POLYTEC Holding AG to be held on **Friday, 10 May 2019 at 10:00 am (CEST)**, at the company location Polytec-Strasse 1, A-4063 Hörsching, Austria.

**AGENDA:**

1. Presentation of the adopted annual financial statements including the management report, the consolidated financial statements including the group management report, the corporate governance report, the proposal for the appropriation of the profit and the Supervisory Board report for the 2018 financial year.
2. Resolution on the appropriation of the 2018 profit.
3. Resolution on the discharge of the members of the Board of Directors for the 2018 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2018 financial year.
5. Resolution on the remuneration for the members of the Supervisory Board for the 2018 financial year.
6. 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.
7. Resolutions regarding:
  - a) The revocation of the authorised capital approval pursuant to the current version of clause 4.4. of the company Articles of Association.  
And simultaneously
  - b) A renewal of the authorisation of the Board of Directors to increase the share capital of the company, at best in several tranches, within a maximum period of 3 (three) years after the entry of the appropriate amendment to the Articles of Association in the company register and with the consent of the Supervisory Board, 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) each at a minimum issuing price of EUR 1.00 (one euro) each, up to EUR 29,028,460.00 (twenty nine million, twenty eight thousand, four hundred and sixty) and to determine the issuing price and the issuing conditions in agreement with the Supervisory Board (authorised capital).
  - c) The authorisation of the Board of Directors subject to the consent of the Supervisory Board 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.
  - d) The authorisation of the Supervisory Board to amend the company Articles of Association, which is required owing to the issue of shares from authorised capital.
  - e) The corresponding amendment of clause 4.4. of the company Articles of Association.
8. Election of the auditor and the group auditor for the 2019 financial year.

## **DOCUMENTS FOR THE ANNUAL GENERAL MEETING:**

At the latest, from the 21st day prior to the ordinary AGM and therefore from **19 April 2019**, the following documents must be accessible in the Investor Relations, Annual General Meeting section of the company website, entered under [www.polytec-group.com](http://www.polytec-group.com) in the company register. These documents will also be available at the AGM:

- Annual financial statements including the management report for the 2018 financial year
- Consolidated financial statements including the group management report for the 2018 financial year
- Corporate governance report for the 2018 financial year
- Proposal for the appropriation of the 2018 profit
- Report of the Supervisory Board for the 2018 financial year
- Proposed resolutions to the agenda items 2-8
- Report of the Board of Directors on item 6 of the AGM agenda
- Report by the Board of Directors on the justification for the exclusion of subscription rights as contained in item 7 of the AGM agenda
- Form for the granting of a proxy
- Form for the revocation of a proxy
- Complete text of this invitation.

## **INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG):**

### **Additions to the agenda made by shareholders (§ 109 AktG)**

Shareholders whose combined interests amount to 5% of share capital are entitled to make a written request that additional items be added to the agenda of this ordinary Annual General Meeting and be published, subject to the proviso that have owned their shares for a period of at least three months prior to placing such a request and that this has been received by the company in writing 21 days prior to the ordinary Annual General Meeting and thus on **19 April 2019** only at the address: Mr. Paul Rettenbacher pers., Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria or by e-mail with a qualified electronic signature to the e-mail address [paul.rettbacher@polytec-group.com](mailto:paul.rettbacher@polytec-group.com). A resolution proposal and a statement of the reasons must accompany each such requested agenda item. Evidence of share ownership shall be provided by means of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG), which both certifies that the shareholders making such a request have held the shares for at least three months prior to the filing of the request and shall not be older than seven days upon the date of its submission to the company. For other requirements pertaining to the deposit confirmation, please refer to the participation authorisation.

### **Resolution proposals by shareholders regarding items of the agenda (§ 110 AktG)**

Shareholders, whose individual or combined interests amount to 1% of share capital, shall be entitled pursuant to § 13 (2) Austrian Stock Corporation Act (AktG) to submit proposals accompanied by reasons concerning resolutions relating to every item on the agenda and to require that these suggestions including the reasons, the name of the relevant shareholders and any related statement on the part of the Board of Directors or the Supervisory Board be made accessible via the internet homepage of the company, when at the latest these proposals are received by the company in text form seven working days prior to the AGM and thus on **30 April 2019** either by fax to +43 7221 701 38 or letter to Mr. Paul Rettenbacher pers., Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria, or per e-mail to [paul.rettbacher@polytec-group.com](mailto:paul.rettbacher@polytec-group.com), whereby the request must be added to the e-mail in text as an attachment, e.g. as a PDF. In the case of a proposal for the election of a member of the Supervisory Board, pursuant to § 87 (2) of the Austrian Stock Corporation Act (AktG), the statement of the person suggested shall replace the reasons for the proposal. Evidence of share ownership shall be provided by means of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG), which shall not be older than seven days upon the date of its submission to the company. For other requirements pertaining to the deposit confirmation, please refer to the participation authorisation.

### **Right to information (§ 118 AktG)**

At the Annual General Meeting, upon request each shareholder shall be provided with information regarding the affairs of the company should this be deemed necessary to enable a proper evaluation of an item on the agenda. This obligation to provide information shall extend to the legal and commercial relationships of the company with an affiliated company. The obligation to provide information shall also extend to the status of the group and the companies included in the consolidated financial statements. The request for information may be refused if, according to sound business judgement, its provision could prove to be of considerable detriment to the company, or to an affiliated company, or would constitute a punishable offence. In order to ensure the efficiency of the Annual General Meeting, questions demanding longer preparation for a response should be submitted to the Board of Directors in text form. Such questions may be sent to the company by post to Mr. Paul Rettenbacher pers., Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria, or by e-mail to paul.rettbacher@polytec-group.com

### **Information regarding the right of shareholders to propose resolutions to the ordinary Annual General Meeting (§ 119 AktG)**

Every shareholder shall be entitled to submit such resolutions regarding each of the items on the agenda of the Annual General Meeting. These do not require prior announcement, but are subject to the precondition of evidence of a right to participate in line with this convocation.

### **Information on the internet website**

More detailed information regarding shareholders' rights pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) is available from the company website listed in the company register at [www.polytec-group.com](http://www.polytec-group.com) in the Investor Relations, Annual General Meeting section.

### **RECORD DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING:**

The entitlement to attend the Annual General Meeting and to exercise voting and other shareholder rights, which are to be asserted in the course of the Annual General Meeting, is governed by share ownership **at the end of the tenth day prior to the Annual General Meeting (record date) and thus on Tuesday, 30 April 2019 at midnight (CEST)**. Persons are only entitled to attend the Annual General Meeting when on this date they are shareholders and can prove this status to the company. At the latest, evidence of share ownership on the record date in the form of deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (AktG) must be received by the company in text form **three working days prior to the AGM and thus by 7 May 2019**, only at one of the following addresses:

By post/messenger: POLYTEC Holding AG, Investor Relations Department, Mr. Paul Rettenbacher pers., Polytec-Strasse 1, A-4063 Hörsching, Austria

By fax: +43 (0)1 8900 500 98

By e-mail: [anmeldung.polytec@hauptversammlung.at](mailto:anmeldung.polytec@hauptversammlung.at) whereby the deposit confirmation must be included in the e-mail in text form, e.g. as a PDF.

By SWIFT: GIBAATWGGMS (Message Type MT598 or MT599, ISIN AT0000A00XX9 must be quoted in the text)

### **Deposit confirmation pursuant to § 10a AktG**

The deposit confirmation is to be issued by the custodial bank with its headquarters in a member state of the European Economic Area, or in a full member state of the OECD and must include the following information:

- Information regarding the issuing bank: name/company and address, or a standard code used among credit institutions (BIC)
- Information regarding the shareholder: name/company, address, date of birth for natural persons, and register and register number in the case of legal personages
- Information regarding the shares: number of shares held by the shareholder, ISIN AT0000A00XX9
- Deposit number or another designation
- Date to which the deposit confirmation refers

The deposit confirmation as evidence of the share ownership, which is required in order to be entitled to participate in the Annual General Meeting, shall refer to the aforementioned record date of **30 April 2019** and shall not be older than seven days on the date of submission to the company. The deposit confirmation in text form will be accepted in German or English.

#### **REPRESENTATION BY AUTHORISED REPRESENTATIVES:**

Every shareholder with an entitlement to participate in the Annual General Meeting has the right to nominate a representative, who shall participate in the Annual General Meeting on behalf of the shareholder and have the same rights as the shareholder that he/she is representing. The proxy shall be granted to a specific person (a natural or legal entity) in text form, whereby several persons may also be so authorised. Where the proxy is not handed over in person during registration on the day of the Annual General Meeting, at the latest the company must receive it **by 4:00 pm (CEST) on 9 May 2019** at one of the following addresses:

By post/messenger: POLYTEC Holding AG, Investor Relations Department, Mr. Paul Rettenbacher pers.,  
Polytec-Strasse 1, A-4063 Hörsching, Austria

By fax: +43 (0)1 8900 500 98

By e-mail: anmeldung.polytec@hauptversammlung.at whereby the proxy must be included in the e-mail in text form, e.g. as a PDF.

On the day of the Annual General Meeting (10 May 2019): only in person during registration for the Annual General Meeting at the meeting venue from 9:00 am (CEST).

A proxy form and a form for the revocation of a proxy are available on the company website at [www.polytec-group.com](http://www.polytec-group.com) Investor Relations, Annual General Meeting. The aforementioned stipulations regarding the granting of a proxy shall apply analogously to the revocation of a proxy. If the shareholder has granted authority to his/her custodial bank it shall suffice if, in addition to the deposit confirmation, this bank adds a declaration verifying that it has been allocated a proxy. § 10a (3) of the Austrian Stock Corporation Act (AktG) shall apply analogously to the provision of this declaration.

#### **TOTAL NUMBER OF SHARES AND VOTING RIGHTS:**

At the time of the calling of the Annual General Meeting the share capital of the company amounts to EUR 22,329,585.00 divided into 22,329,585 no-par value shares. Every share grants the right to one vote. At the time of the calling of the Annual General Meeting, the company holds a total of 334,041 treasury shares. These shares confer no rights. Consequently, at the time of calling, the total number of shares conferring a right to participate and vote total 21,995,544.

In order to avoid delays at the entrance checkpoints, shareholders are kindly requested to arrive at the venue on time prior to the beginning of the Annual General Meeting, 10 May 2019. To identify themselves at the entrance to the Annual General Meeting, shareholders or their representatives are politely requested to present an item of official identification with a photograph (driving licence, passport, identity card). Entry for the collection of voting cards will commence at 9:00 am (CEST).

## **DATA PROTECTION INFORMATION**

POLYTEC Holding AG processes the personal data of shareholders (in particular data pursuant to § 10a (2) of the Austrian Stock Corporation Act (AktG), i.e. name, address, date of birth, number of the securities deposit account, number of shares held by the shareholder, number of the voting card and, if applicable, proxy's name and address) on the basis of the applicable data protection provisions, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act (ADPA), in order to enable shareholders to exercise their rights at the AGM.

The processing of shareholders' personal data is mandatory for the participation of shareholders and their representatives at the AGM in accordance with the Austrian Stock Corporation Act (AktG). As a consequence, the legal basis for processing is Article 6 (1) c GDPR.

POLYTEC Holding AG is responsible for such processing. POLYTEC Holding AG makes recourse to external service companies, such as notaries, lawyers, banks, event and IT service providers, for the purpose of organising the AGM. POLYTEC Holding AG only provides that personal data to external service companies, which is required for the execution of the service that has been commissioned and the external service companies process such data exclusively in accordance with the instructions of POLYTEC Holding AG. Where legally necessary, POLYTEC Holding AG has concluded a data protection agreement with such service providers.

If a shareholder participates in the AGM, all the attending shareholders, or their representatives, members of the Board of Directors and Supervisory Board, the notary and all other persons with a legal right to participate, are entitled to inspect the legally required list of participants (§ 117 Austrian Stock Corporation Act, AktG) and thereby also inspect the personal data specified therein (including name, place of residence, shareholding). POLYTEC Holding AG is also legally obliged to submit personal shareholder data (in particular the list of participants) as part of the notarial protocol to the company register (§ 120 Austrian Stock Corporation Act, AktG).

Shareholder data is anonymised or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, and unless other legal obligations require further archiving. Obligations to provide evidence and to retain records arise in particular from company, stock corporation and takeover law, from tax and levy law, as well as from anti-money laundering regulations. If legal claims are brought by shareholders against POLYTEC Holding AG, or by POLYTEC Holding AG against shareholders, the archiving of personal data serves to clarify and enforce claims in individual cases. In connection with court proceedings before civil courts, this can lead to the archiving of data for the duration of the statute of limitations plus the duration of the court proceedings up to its legally binding termination.

All shareholders have the right to information, correction, restriction, objection and deletion at any time in relation to the processing of personal data as well as a right to data transmission in accordance with Chapter III of the GDPR. Shareholders may assert such rights in relation to POLYTEC Holding AG free of charge via the following e-mail address [data@polytec-group.com](mailto:data@polytec-group.com). In addition shareholders shall be entitled to appeal to the data protection authority pursuant to Article 77 GDPR.

Further information regarding data protection can be found in the data protection declaration on the POLYTEC Holding AG website at <https://www.polytec-group.com/en/Privacy>

Hörsching, April 2019

The Board of Directors