

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

- 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.**

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 2018 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 138,997,463.31 (thereof a profit carry forward of EUR 122,725,645.89), reported in the annual financial statements as at 31 December 2018, be used as follows:

- (i) Payment of a dividend for the 2018 financial year of EUR 0.40 per dividend-bearing share, which in the case of 21,995,544 dividend-bearing shares results in a total amount of EUR 8,798,217.60;
- (ii) The carry forward of the remaining net income of EUR 130,199,245.71 to new account.

Please note: 17 May 2019 is established as the dividend payment day.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2018 financial year**

The Board of Directors and the Supervisory Board propose that the members of the Board of Directors shall be granted a discharge for their work in the 2018 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2018 financial year**

The Board of Directors and the Supervisory Board propose that the members of the Supervisory Board shall be granted a discharge for their work in the 2018 financial year.

- 5. Resolution on the remuneration for the members of the Supervisory Board for the 2018 financial year**

The Board of Directors and the Supervisory Board propose that a sum of EUR 132,000.00 be approved as emoluments to the members of the Supervisory Board.

- 6. New 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.

7. Resolution regarding the revocation and renewed creation of a new authorised capital (§ 169 of the Austrian Stock Corporation Act, AktG) for a cash or non-cash capital increase with the option to exclude subscription rights and corresponding amendment of clause 4.4. of the company 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 2019 financial year

The Supervisory Board proposes that KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Kudlichstrasse 41-43, A-4020 Linz, Austria be appointed as the auditors for the annual financial statements and consolidated financial statements for the 2019 financial year. In its communication from 25 March 2019, 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.