

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 2019 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 2019 profit**

The Board of Directors and the Supervisory Board propose that in accordance with the proposal for the appropriation of net income presented by the Board of Directors, to which the Supervisory Board has given its consent, the net income of EUR 134,297,257.48 (thereof a profit carryforward of EUR 130,199,245.71) reported in the annual financial statements as at 31 December 2019 to be carried forward to new account in its entirety.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2019 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 2019 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2019 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 2019 financial year.

- 5. Resolution on the remuneration for the members of the Supervisory Board for the 2019 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. Election of the auditor and the group auditor for the 2020 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 2020 financial year. In its communication from 11 March 2020, 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.

7. Elections to the Supervisory Board

The Supervisory Board proposes the approval of the following resolutions regarding this item of the agenda:

- 7.1.** That from the end of the Annual General Meeting on 7 August 2020, **Mr. Reinhard Schwendtbauer**, born 11 September 1972, Leonding, Austria, be re-elected to the Supervisory Board for the period until the end of the Annual General Meeting that grants the discharge for the 2024 financial year.
- 7.2.** That from the end of the Annual General Meeting on 7 August 2020, **Mr. Manfred Trauth**, born 3 January 1948, Knittelsheim, Germany, be re-elected to the Supervisory Board for the period until the end of the Annual General Meeting that grants the discharge for the 2024 financial year.
- 7.3.** That from the end of the Annual General Meeting on 7 August 2020, **Ms. Viktoria Kicking**, born 29 September 1952, Vienna, Austria, be re-elected to the Supervisory Board for the period until the end of the Annual General Meeting that grants the discharge for the 2024 financial year.
- 7.4.** That from the end of the Annual General Meeting on 7 August 2020, **Mr. Fred Duswald**, born 18 August 1967, Thalheim bei Wels, Austria, be re-elected to the Supervisory Board for the period until the end of the Annual General Meeting that grants the discharge for the 2024 financial year.

Note:

Pursuant to Item 9.1 of the Articles, the Supervisory Board shall consist of at least three and a maximum of six members. At present, the Supervisory Board has five members elected by the Annual General Meeting.

With the end of the Annual General Meeting on 7 August 2020, the period in office of Ms. Viktoria Kicking and Messrs. Fred Duswald, Manfred Trauth, Robert Büchelhofer and Reinhard Schwendtbauer expires. In accordance with Section 9.2 of the Articles, Mr. Robert Büchelhofer cannot be re-elected to the Supervisory Board owing to the fact he has reached the age limit of 75. The aforementioned election proposals of the Supervisory Board are founded on the recommendations of the nominations committee of the Supervisory Board. The recommendations were provided on the basis of the stipulations of the Corporate Governance Code.

POLYTEC Holding AG is not subject to the application of § 86 (7) Stock Corporation Act (AktG) and therefore does not need to comply with the minimum quota rule pursuant to § 86 (7) Stock Corporation Act (AktG).

Pursuant to § 87 (2) Stock Corporation Act (AktG) all of the persons standing for re-election (Mr. Reinhard Schwendtbauer, Mr. Manfred Trauth, Ms. Viktoria Kicking and Mr. Fred Duswald) have submitted a statement, which will be provided in good time on the website at www.polytec-group.com Investor Relations, Annual General Meeting.

Pursuant to § 87 (6) Stock Corporation Act (AktG), persons may only be included in the voting for election as members of the Supervisory Board when, pursuant to § 87 (2) Stock Corporation Act (AktG), at the latest the proposals for the election of members of the Supervisory Board and the related statements for each of the persons suggested are made available on the fifth working day prior to the Annual General Meeting and hence on 31 July 2020 on the Internet at www.polytec-group.com Investor Relations, Annual General Meeting. Pursuant to § 110 Stock Corporation Act (AktG), this also applies to election proposals on the part of shareholders.

At the coming Annual General Meeting, separate voting in the aforementioned sequence is foreseen for each of the positions to be filled (four).

8. Resolution regarding remuneration policy with regard to the basic principles governing emoluments to the members of the Board of Directors and the Supervisory Board

Pursuant to §§ 78a in conjunction with 98a Stock Corporation Act (AktG), the Supervisory Board shall establish the basic principles regarding emoluments to members of the Board of Directors and the Supervisory Board (remuneration policy). Pursuant to § 78b (1) Stock Corporation Act (AktG), this remuneration policy must be put to the vote at the Annual General Meeting at least every four years, as well as in the case of every material amendment. The vote has recommendatory character and the resolution cannot be contested. The remuneration policy of POLYTEC Holding AG is to be voted upon for the first time at the 20th Ordinary Annual General Meeting on 7 August 2020.

The Supervisory Board drew up the principles for the emoluments to members of the Board of Directors and the Supervisory Board and approved the remuneration policy at its meeting on 12 March 2020. The remuneration policy prepared by the Supervisory Board is accessible on the Internet website www.polytec-group.com Investor Relations, Annual General Meeting.

The Supervisory Board proposes, that the remuneration policy in the version available on the Internet website entered in the Company Register, be approved.