

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

- 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 2016 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 2016 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 123,331,676.29 (thereof a profit carry forward of EUR 85,726,825.96), reported in the annual financial statements as at 31 December 2016, be used as follows:

- (i) Payment of a dividend for the 2016 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 114,533,458.69 to new account.

Please note: 31 May 2017 is established as the dividend payment day.

- 3. Resolution on the discharge of the members of the Board of Directors for the 2016 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 2016 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2016 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 2016 financial year.

- 5. Resolution on the remuneration for the members of the Supervisory Board for the 2016 financial year**

The Board of Directors and the Supervisory Board propose that a sum of EUR 98,750.00 be approved as emoluments to the members of the Supervisory Board.

- 6. Election of the auditor and the group auditor for the 2017 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 individual and consolidated financial statements for the 2017 financial year. In its communication from 31 March 2017, KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft provided the information required under § 270 Para. 1a of the Austrian Company Code and declared that no circumstances exist, which could cast doubt upon its impartiality as an auditor.