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Shareholders' meeting according to article 107 section 3 AktG

POLYTEC HOLDING AG: INVITATION TO AN EXTRAORDINARY GENERAL MEETING

Hörsching (Austria) (pta014/12.07.2013/13:00) - We hereby invite our shareholders to an extraordinary general meeting of POLYTEC HOLDING AG being held on Wednesday, 7 August 2013 at 10 am, at the location of the company in 4063 Hörsching, Polytec-Straße 1.

AGENDA

1. Passing of a resolution about the revocation and reissuing of a new authorized capital (§ 169 of the Company Law) for the issue of new shares against cash or non-cash contribution with the option of exclusion of subscription rights and the relevant change to the statutes in point 4.4.

DOCUMENTS FOR THE GENERAL MEETING

The following documents are available at the business premises of the headquarters of the company, 4063 Hörsching, Polytec-Straße 1, Investor Relations Department, Manuel Taverne, from 17 July 2013 for inspection by the shareholders during the normal business hours (Monday - Thursday: 8 am - 5 pm and Friday 8 am - 12 am):

- Proposed resolution for the sole item on the agenda
- Report of the management as per §§ 170 in conjunction with 153 Para 4 of the Company Law about the exclusion of subscription rights for the resolution about authorized capital contained in the item on the agenda

Every shareholder shall receive a copy of these documents immediately and free of cost upon request. These documents as well as all the text of this convening and the form for the issuing and revocation of authority will also be available at www.polytec-group.com from 17 July 2013 onwards at the latest and will also be a part of the general meeting .

SPECIFICATION OF THE RIGHTS OF THE SHAREHOLDERS AS PER §§ 109, 110 and 118 OF THE COMPANY ACT

Shareholders, whose total shares amount to at least 5% of the share capital and who have been holding those shares since at least three months before the filing of the application, can demand in writing that additional items be included in the agenda and circularised if this written request reaches the company at the address 4063 Hörsching, Polytec-Straße 1, Investor Relations Department, Manuel Taverne, by 19 July 2013 at the latest. Every such proposed item for the agenda must be accompanied by a proposed resolution along with the reasons. As a proof of capacity as a shareholder in case of bearer shares deposited in safe custody, it is sufficient to submit the safe custody certificate as per § 10a of the Company Act, which certifies that the applying shareholders have been holding shares since at least three months before the filing of the application and which may not be older than seven days at the time of submission to the company. For other requirements pertaining to the safe custody certification, the participation authorisation is referred to.

Shareholders whose total shares amount to at least 1% of the share capital can make suggestions about the resolution along with the reasons for the same in writing at any point in the agenda and can demand that these suggestions along with the names of the relevant shareholders be published on the website of the company, provided the company receives this suggestion by 29 July 2013 at the latest - via fax on +43 7221 701 38, via post at 4063 Hörsching, Polytec-Straße 1, Investor Relations Department, Manuel Taverne, or via e-mail at investor.relations@polytec-group.com, wherein the written request is attached to the email, e.g. in the form of a PDF. In case of a proposal about the election of a member of the supervisory board, the declaration of the proposed candidate as per § 87 Para 2 of the Company Act must be attached to the proposal for election. As a proof of capacity as a

shareholder when exercising this shareholder right in case of bearer shares deposited in safe custody, it is sufficient to submit the safe custody certificate as per § 10a of the Company Act, which may not be older than seven days at the time of submission to the company. For other requirements pertaining to the safe custody certification, the participation authorisation is referred to.

Every shareholder must be provided with information about company matters upon request in a general meeting, provided this is necessary for proper assessment of an agenda. The duty to provide information extends to legal and commercial relationships of the company with an affiliated company. The duty to provide information also extends to the condition of the group as well as to companies that are included in the consolidated accounts. The request for information may be rejected if it, as per a practical company assessment, it has the potential to be of disadvantage to the company or to an affiliated company, or if its provision could be punishable.

For more information about these rights of the shareholders as per the §§ 109, 110 and 118 of the Company Act, visit the website of the company www.polytec-group.com.

RECORD DATE AND PARTICIPATION IN THE GENERAL MEETING

The authorisation to participate in the general meeting and to exercise the right to vote and any other shareholder rights that can be asserted within the scope of the general meeting depends on the ownership of bearer shares deposited in safe custody at the end of 28 July 2013 (record date). Only a person who is a shareholder on the record date is authorised to participate in the general meeting.

As proof of the ownership at the record date, it is sufficient to submit a safe custody certificate as per § 10a of the Company Act, which must be received by the company at the specified addresses by 2 August 2013 at the latest.

Via post (address for safe custody confirmations)

POLYTEC HOLDING AG

Investor Relations

FAO: Mr. Manuel Taverne

Polytec-Straße 1

4063 Hörsching/Linz

In case of bearer shares not deposited in safe custody, it is sufficient to submit a written certification of an Austrian public notary, which the company must receive by the abovementioned day only at the postal address specified above. The following is applicable for the content of the certification of the notary (with the exception of the safe custody number).

Safe custody certification as per § 10a of the Company Act

The safe custody certification must be issued by the custodian credit institute with headquarters in a member state of the European economic area or in a full member state of the OECD and must contain the following information:

- * Information about the issuer: Name/company and address
- * Information about the shareholder: Name/company, address, date of birth in case of natural persons, and if required, register and register number in case of legal persons
- * Information about the shares: Number of shares of the shareholder, along with the nominal amount
- * Safe custody number or another code,
- * Time at which the safety custody certification was issued.

The safe custody certification as proof of the share property for participation in the general meeting must reference the abovementioned record date and may not be older than seven days when it is submitted to the company.

The safe custody certification must be in German or English.

The shareholders are not blocked due to a notification of a general meeting or a transfer of a safe custody certification; shareholders can thus continue to avail of their shares even after a general meeting has been notified or a safe custody certification has been transferred.

As per § 262 Para 20 of the Company Act, the company has decided that it shall not accept safe custody certifications and declarations as per § 114 Para 1 of the fourth clause of the Company Act via an internationally well-known, especially secured communication network of the credit institutes (e.g. SWIFT), whose participants can be clearly identified, contrary to § 10a Para 3

of the second clause of the Company Act (e.g. SWIFT).

Custodian credit institutes with headquarters in Austria can send the safe custody certifications via fax or email:

Via fax +43 7221 701 38

Via email: investor.relations@polytec-group.com

REPRESENTATION BY AUTHORISED PERSONS

Every shareholder who is authorised to participate in the general meeting has the right to appoint a representative who participates in the general meeting on behalf of the shareholder and has the same rights as the shareholder he is representing. The authorisation must be issued to a specific person (a natural person or a legal person) in writing. The authorisation must be sent to the company only at one of the following addresses:

Via post

POLYTEC HOLDING AG

Investor Relations

FAO: Mr. Manuel Taverne

Polytec-Straße 1

4063 Hörsching/Linz

Via fax

+43 7221 701 38

Via email

investor.relations@polytec-group.com, wherein the written authorisation must be attached to the email, e.g. in the form of a PDF

Personally when registering for the general meeting at the meeting place

An authorisation form and a form for the revocation of the authorisation are sent upon request and can be called up on the website of the company at www.polytec-group.com. If the authorisation is not submitted personally at the time of registration on the day of the general meeting, it must be received by the company by 6 August 2013 till 3 pm at the latest.

The aforementioned regulations about the issuing of the authorisation shall be relevantly applicable for the revocation of the authorisation. If a shareholder has issued the authorisation to his custodian credit institute, it is sufficient for the institute to additionally submit a safe custody certification stating that the relevant authorisation has been issued to him. § 10a Para 3 of the Company Act is applicable for the transfer of this declaration.

TOTAL NUMBER OF SHARES AND RIGHTS TO VOTE

The share capital of the company is divided into 22,329,585 shares when convening a general meeting. Every share allows one vote. The company holds 296,541 shares when convening a general meeting. The total number of participation shares and shares allowing the right to vote is thus 22,033,044 at the time of convening a general meeting.

In order to ensure a smooth checking procedure at the time entry, the shareholders are requested to be present on time before the start of the general meeting. The shareholders or their representatives are requested to present an official photo identification (driving licence, passport, identity card) when entering the general meeting. The collection of voting cards will start from 9.30 hours.

Hörsching, in July 2013

Management Board

emitter:	POLYTEC HOLDING AG Polytec-Straße 1 4063 Hörsching Austria
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ISIN(s):	AT0000A00XX9 (share)
stock exchanges:	official trade in Vienna



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