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*Shareholders' meeting according to article 107 section 3 AktG*

## **POLYTEC HOLDING AG: Invitation to the 14th Annual General Meeting**

Hörsching (pta020/11.04.2014/19:00) - INVITATION to the 14th Ordinary Annual General Meeting

We hereby invite our shareholders to the 14th Annual General Meeting of POLYTEC HOLDING AG to be held on Wednesday, May 14, 2014 at 10 am, at the location of the company in 4063 Hörsching, Polytec-Straße 1.

### **AGENDA**

1. Presentation of the adopted annual financial statements including the management report, the consolidated financial statements including the consolidated management report and the corporate governance report as well as the proposal for the utilization of net profit and the report presented by the Supervisory Board for the 2013 fiscal year.
2. Resolution on the utilization of the net profit for the 2013 fiscal year.
3. Resolution on the discharge of the members of the Board of Directors for the 2013 fiscal year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2013 fiscal year.
5. Resolution on the remuneration for the members of the Supervisory Board for the 2013 fiscal year.
6. New resolution on the authorization of the Board of Directors pursuant to Para 65 Sec 1 No. 8 of the Stock Corporation Act to acquire treasury shares. Authorization of the Board of Directors to withdraw treasury shares as well as authorization of the Supervisory Board to resolve upon amendments of the Articles of Association required upon the withdrawal of shares.
7. Election of the auditors of the financial statements and of the consolidated financial statements for the 2014 fiscal year.

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

The following documents will be available at the business premises of the headquarters of the company, 4063 Hörsching, Polytec-Straße 1, Investor Relations Department, Manuel Taverne, for inspection by the shareholders from April 23, 2014 during the normal business hours (Monday - Thursday: 8 am - 5 pm and Friday 8 am - 12 am):

- Annual financial statements including management report,
  - Consolidated financial statements including consolidated management report,
  - Corporate governance report
  - Proposal for the utilization of net profit
  - Report by the Supervisory Board
- for the 2013 fiscal year respectively;
- Proposed resolutions to the agenda items 2-7
  - Report by the Board of Directors on item 6 of the AGM agenda
  - Report by the Board of Directors on the number of treasury shares held pursuant to Para 65 Sec 3 of the Stock Corporation Act

Every shareholder shall receive a copy of these documents immediately and free of charge upon request. These documents together with the full text of this invitation and the form used for granting and revoking proxies will be available online at [www.polytec-group.com](http://www.polytec-group.com) as of April 23, 2014 at the latest and will also be distributed at the upcoming Annual General Meeting.

### **SPECIFICATION OF THE RIGHTS OF THE SHAREHOLDERS PURSUANT TO PARA 109, 110 and 118 OF THE STOCK CORPORATION ACT**

Shareholders, whose total shares amount to at least 5% of the share capital and who have held these shares for at least three months prior to the date of the request, may demand in writing that additional items be included in the agenda and published if this

written request reaches the company at the address 4063 Hörsching, Polytec-Straße 1, Investor Relations Department, Manuel Taverne, by April 23, 2014 at the latest. Each additional item must be accompanied by a proposal for the resolution to be passed along with the underlying reasons. In case of deposited bearer shares, evidence of share ownership shall be provided by means of a deposit confirmation pursuant to Para 10a of the Stock Corporation Act, which certifies that the requesting shareholders have held these shares continuously for at least three months prior to the filing of the request and which shall not be older than seven days upon submission to the company. For other requirements pertaining to the deposit confirmation, please refer to the participation authorization.

Shareholders, whose total shares amount to at least 1% of the share capital, are entitled to submit written proposals for the resolution to be passed including the reasons thereto for any item on the agenda and may request that these proposals along with the names of the relevant shareholders be published on the website of the company, provided this written request (in text form) is submitted by May 5, 2014 at the latest - by fax to +43 7221 701 38 or by mail to 4063 Hörsching, Polytec-Straße 1, Investor Relations Department, Manuel Taverne, or by e-mail to [investor.relations@polytec-group.com](mailto:investor.relations@polytec-group.com), attaching the written request to the e-mail in the form of a PDF. In the case of a proposal for the election of a member of the Supervisory Board, the declaration of the proposed Supervisory Board candidate must be attached to the election proposal pursuant to Para 87 Sec 2 of the Stock Corporation Act. To be able to exercise this shareholder right, evidence of share ownership shall be provided in case of deposited bearer shares by means of a deposit confirmation pursuant to Para 10a of the Stock Corporation Act, which may not be older than seven days upon submission to the company. For other requirements pertaining to the deposit confirmation, please refer to the participation authorization.

Upon request, at the Annual General Meeting each shareholder shall be granted information about the affairs of the company if deemed necessary to enable correct evaluation of an item on the agenda. The obligation to provide information extends to legal and commercial relationships of the company with an affiliated company. The obligation to provide information also extends to the status of the Group and the companies that are included in the consolidated financial statements. The information request may be refused if such information - according to a reasonable economic evaluation - could be of considerable detriment to the company or to an affiliated company, or providing the information would constitute an offence.

More detailed information about these shareholder rights pursuant to Para 109, 110 and 118 of the Stock Corporation Act, is currently available on the corporate website at [www.polytec-group.com](http://www.polytec-group.com).

#### RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

Shareholders are entitled to participate in the Annual General Meeting and to exercise the right to vote along with any other shareholder rights that might be exercised within the scope of the Annual General Meeting if they are shareholders of company shares at the end of May 4, 2014 (record date). Only shareholders, who own company shares on this record date and can provide evidence of their share ownership to the company, are entitled to participate in the Annual General Meeting.

Evidence of share ownership shall be provided in case of deposited bearer shares by means of a deposit confirmation pursuant to Para 10a of the Stock Corporation Act, which shall be submitted to the company's registration office no later than May 9, 2014.

Registration office: AGM operation center 1

Postal address:

Oesterreichische Kontrollbank AG,  
Abteilung KMS / HV Operation Center 1  
Strauchgasse 1-3, 6. Stock  
1010 Wien

Fax- number: +43 (0)1-928 90 60

Email: [hv.anmeldung-1@oekb.at](mailto:hv.anmeldung-1@oekb.at)

SWIFT BIC: OEKOATWWHVS

In case of not-deposited bearer shares, it is sufficient to submit a written confirmation by an Austrian notary public to the company no later than the date specified above and only at the postal address specified above. For the content of the confirmation by the notary public, the following applies by analogy (with the exception of the deposit number).

#### Deposit Confirmation Pursuant to Para 10a of the Stock Corporation Act

The deposit confirmation shall be issued by a custodian bank based in a member state of the European Economic Area (EEA) or in a full member state of the OECD and shall 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 physical persons, and in case of legal persons, if applicable, registry and company registration number
- \* Information about the shares: number of shares held by the shareholder, along with the nominal value
- \* Deposit number or, if not available, an alternative identification,
- \* Evidence that the deposit confirmation refers to the record date.

The deposit confirmation, which is required as evidence of the share ownership in order to be entitled to participate in the Annual General Meeting, shall refer to the record date specified above, which is May 4, 2014, and shall not be older than seven days upon submission to the company. The deposit confirmation shall be submitted in German or English.

Shareholders shall not be blocked by registering for attendance at the AGM or by submitting a deposit confirmation. Shareholders may freely dispose of their shares after registration at the AGM or submission of a deposit confirmation.

Custodian banks with headquarters in Austria can send the deposit confirmation via fax or email.

Fax number: +43 (0)1-928 90 60

Email: hv.anmeldung-1@oekb.at

#### REPRESENTATION BY PROXY

Every shareholder, who is entitled 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 shall have the same rights as the shareholder he/she is representing. The proxy shall be granted to a specific person (a physical person or a legal person) in text form, whereby even multiple persons may be granted proxy. The proxy shall be sent to the company only at one of the following addresses:

By mail:

POLYTEC HOLDING AG

Investor Relations

Polytec-Straße 1

4063 Hörsching/Linz

By fax: +43 7221 701 392

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

Personally when registering at the venue of the Annual General Meeting.

A proxy form and the form for the revocation of a proxy can be sent upon request and are available on the corporate website at [www.polytec-group.com](http://www.polytec-group.com). If the proxy is not submitted personally at the time of the registration on the day of the Annual General Meeting, it must be submitted to the company by May 13, 2014 until 3 pm at the latest. The aforementioned provisions with regard to the granting of a proxy shall apply by analogy to the revocation of a proxy. If the shareholder has granted authority to his/her custodian bank, it is sufficient if this bank makes an additional statement along with the deposit confirmation that the shareholder has given authority to the bank. For the submission of this additional statement, Para 10a Sec 3 of the Stock Corporation Act shall be applied by analogy.

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the time of the invitation to the Annual General Meeting the share capital of the company is divided into 22,329,585 shares.

Every share grants the right to one vote. At the time of the invitation to the Annual General Meeting, the company holds a total of 310,541 treasury shares. At the time of this invitation, the total number of shares entitling to participation and to the right to vote amounts to 22,019,044.

To enable smooth access to the Annual General Meeting, shareholders are kindly requested to arrive at the venue on time before the Annual General Meeting begins. To identify themselves at the entrance, shareholders or their representatives are kindly

requested to bring along an official photo identification (driving license, passport, identity card). The issuance of voting cards will start at 9:30 a.m.

Hörsching, April 2013

The Board of Directors

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Austria

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ISIN(s): AT0000A00XX9 (share)

stock exchanges: official trade in Vienna



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