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Shareholders' meeting according to article 107 section 3 AktG

POLYTEC HOLDING AG: Invitation to the 16th Ordinary Annual General Meeting

Hörsching (pta016/21.04.2016/11:26) - POLYTEC HOLDING AG with Headquarters in Hörsching, FN 197646 g - ISIN AT0000A00XX9

INVITATION to the 16th Ordinary Annual General Meeting

We hereby invite our shareholders to the 16th Ordinary Annual General Meeting of POLYTEC HOLDING AG to be held on Thursday, May 19, 2016 at 10:00 am, at the company location Polytec-Straße 1, A-4063 Hörsching, Austria.

AGENDA:

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 2015 financial year.
2. Resolution on the appropriation of the 2015 profit.
3. Resolution on the discharge of the members of the Board of Directors for the 2015 financial year.
4. Resolution on the discharge of the members of the Supervisory Board for the 2015 financial year.
5. Resolution on the remuneration for the members of the Supervisory Board for the 2015 financial year.
6. Election of the auditor and the group auditor for the 2016 financial year.
7. Resolutions regarding:
 - a) The revocation of the authorized capital approval pursuant to the current version of clause 4.4. of the company articles. And simultaneously
 - b) A renewal of the authorization of the Board of Directors to increase the share capital of the company, at best in several tranches, within a maximum period of 3 (three) years after the entry of the appropriate amendment to the articles in the companies register and with the consent of the Supervisory Board, against cash or a non-cash contribution of up to a nominal value of EUR 6,698,875 (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 (one euro) each at a minimum issuing price of EUR 1 (one euro) each, up to EUR 29,028,460 (twenty nine million, twenty eight thousand, four hundred and sixty) and to determine the issuing price and the issuing conditions in agreement with the Supervisory Board (authorized capital).
 - c) The authorization of the Board of Directors subject to the consent of the Supervisory Board to exclude the subscription rights of shareholders if share capital is increased (i) against a contribution in kind consisting of companies, operations, part-operations, or shares in one or several enterprises either in Austria or other countries, or (ii) against a contribution in cash and the new shares are to be taken over by a credit institute in line with § 153 Para. 6 of the Austrian Stock Corporation Act (Aktiengesetz), subject to an obligation to offer shareholders an option to purchase.
 - d) The authorization of the Supervisory Board to amend the company articles, which is required owing to the issue of shares from approved capital.
 - e) The corresponding amendment of clause 4.4. of the company articles.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING:

At the latest, from the 21st day prior to the Ordinary AGM and therefore from April 28, 2016, the following documents must be accessible in the Investor Relations, Annual General Meeting section of the company website, entered under www.polytec-group.com in the companies register. These documents will also be available at the AGM:

- + Annual financial statements including the management report for the 2015 financial year
- + Consolidated financial statements including the group management report for the 2015 financial year
- + Corporate governance report for the 2015 financial year
- + Proposal for the appropriation of the 2015 profit
- + Report of the Supervisory Board for the 2015 financial year
- + Proposed resolutions to the agenda items 2-7
- + Report of the Board of Directors on the number of treasury shares held pursuant to § 65 Para. 3 of the Austrian Stock Corporation Act (Aktiengesetz)
- + Report of the Board of Directors regarding the justification for the exclusion of the subscription right in connection with item 7 of the agenda.
- + Form for the granting of a proxy
- + Form for the revocation of a proxy
- + Complete text of this invitation

INFORMATION REGARDING THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTIENGESETZ):

Additions to the agenda made by shareholders

Shareholders whose combined interests amount to 5 per cent of share capital are entitled to make a written request that additional items be added to the agenda of this Annual General Meeting and be published, subject to the proviso that have owned their shares for a period of at least three months prior to placing such a request and that this has been received by the company in writing 21 days prior to the Ordinary Annual General Meeting and thus on April 28, 2016 only at the address: Mr. Paul Rettenbacher pers., Investor Relations Department, Polytec-Straße 1, A-4063 Hörsching, Austria. A resolution proposal and a statement of the reasons must accompany each such requested agenda item. Evidence of share ownership shall be provided by means of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (Aktiengesetz), which both certifies that the shareholders making such a request have held the shares for at least three months prior to the filing of the request and shall not be older than seven days upon the date of its submission to the company. For other requirements pertaining to the deposit confirmation, please refer to the participation authorization.

Resolution proposals by shareholders regarding items of the agenda

Shareholders, whose combined interests amount to 1 per cent of share capital, shall be entitled to submit proposals accompanied by reasons concerning resolutions relating to every item on the agenda and to require that these suggestions including the reasons, the name of the relevant shareholders and any related statement on the part of the Board of Directors or the Supervisory Board be made accessible via the internet homepage of the company, when at the latest these proposals are received by the company in written form seven working days prior to the AGM and thus on May 9, 2016 either by fax to +43 7221 701 392 or letter to Mr. Paul Rettenbacher pers., Investor Relations Department, Polytec-Straße 1, A-4063 Hörsching, Austria, or per e-mail to paul.rettbacher@polytec-group.com, whereby the request must be added to the e-mail in text as an attachment, e.g. as a PDF. In the case of a proposal for the election of a member of the Supervisory Board, pursuant to § 87 Sec 2 of the Austrian Stock Corporation Act (Aktiengesetz), the statement of the person suggested shall replace the reasons for the proposal. Evidence of share ownership shall be provided by means of a deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (Aktiengesetz), which shall not be older than seven days upon the date of its submission to the company. For other requirements pertaining to the deposit confirmation, please refer to the participation authorization.

Right to information

At the Annual General Meeting, upon request each shareholder shall be provided with information regarding the affairs of the company should this be deemed necessary to enable a proper evaluation of an item on the agenda. This obligation to provide information shall extend to the legal and commercial relationships of the company with an affiliated company. The obligation to

provide information shall also extend to the status of the group and the companies included in the consolidated financial statements. The request for information may be refused if, according to sound business judgement, its provision could prove to be of considerable detriment to the company, or to an affiliated company, or would constitute a punishable offence. In order to ensure the efficiency of the Annual General Meeting, questions demanding longer preparation for a response should be submitted to the Board of Directors in written form. Such questions may be sent to the company by post to Investor Relations Department, Mr Paul Rettenbacher pers., Polytec-Straße 1, A-4063 Hörsching, Austria, or by e-mail to paul.retttenbacher@polytec-group.com.

Motions at the Annual General Meeting

Every shareholder shall be entitled to submit a motion regarding each of the items on the agenda of the Annual General Meeting.

Information on the internet website

More detailed information regarding shareholders' rights pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act (Aktiengesetz) is available from the company website listed in the company register at www.polytec-group.com in the Investor Relations, Annual General Meeting section.

RECORD DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING:

The entitlement to attend the Annual General Meeting and to exercise voting and other shareholder rights, which are to be asserted in the course of the Annual General Meeting, is governed by share ownership at the end of the tenth day prior to the Annual General Meeting (record date) and thus on May 9, 2016 at midnight CET, Vienna local time. Persons are only entitled to attend the Annual General Meeting when on this date they are shareholders and can prove this status to the company. At the latest, evidence of share ownership on the record date in the form of deposit confirmation pursuant to § 10a of the Austrian Stock Corporation Act (Aktiengesetz) must be received by the company three days prior to the AGM and thus by May 13, 2016, only at one of the following addresses:

By post: POLYTEC HOLDING AG, Investor Relations Department, Mr Paul Rettenbacher pers., Polytec-Straße 1, A-4063 Hörsching, Austria

By fax: +43 (0)1 8900 500 98

By e-mail: anmeldung.polytec@hauptversammlung.at whereby the deposit confirmation must be included in the e-mail in written form, e.g. as a PDF.

By SWIFT: GIBAATWGGMS (Message Type MT598, ISIN AT0000A00XX9 must be quoted in the text)

Deposit confirmation pursuant to § 10a Austrian Stock Corporation Act (Aktiengesetz)

The deposit confirmation is to be issued by the custodial bank with its headquarters in a member state of the European Economic Area, or in a full member state of the OECD and must include the following information:

- + Information regarding the issuer: name/company and address, or a standard code used among credit institutions (BIC)
- + Information regarding the shareholder: name/company, address, date of birth for natural persons, and register and register number in the case of legal personages
- + Information regarding the shares: number of shares held by the shareholder, ISIN AT0000A00XX9
- + Deposit number or another designation
- + Date to which the deposit confirmation refers

The deposit confirmation as evidence of the share ownership, which is required in order to be entitled to participate in the Annual General Meeting, shall refer to the aforementioned record date of May 9, 2016 and shall not be older than seven days on the date of submission to the company. The deposit confirmation will be accepted in German or English.

REPRESENTATION BY AUTHORIZED REPRESENTATIVES:

Every shareholder with an entitlement to attend the Annual General Meeting has the right to nominate a representative, who shall attend the Annual General Meeting on behalf of the shareholder and have the same rights as the shareholder that he/she is representing. The proxy shall be granted to a specific person (natural person or legal entity) in text form, whereby several persons may also be so authorized. Where the proxy is not handed over in person during registration on the day of the Annual General Meeting, at the latest the company must receive it by 3:00 pm on May 18, 2016 at one of the following addresses:

By post: POLYTEC HOLDING AG, Investor Relations Department, Mr Paul Rettenbacher pers., Polytec-Straße 1, A-4063 Hörsching, Austria

By fax: +43 (0)1 8900 500 98

By e-mail: anmeldung.polytec@hauptversammlung.at whereby the proxy must be included in the e-mail in written form, e.g. as a PDF.

On the day of the Annual General Meeting (May 19, 2016): only in person during registration for the Annual General Meeting at the meeting venue from 9:00 am.

A proxy form and a form for the revocation of a proxy are available on the company website at www.polytec-group.com in the Investor Relations, Annual General Meeting section. The aforementioned stipulations regarding the granting of a proxy shall apply analogously to the revocation of a proxy. If the shareholder has granted authority to his/her custodial bank it shall suffice if, in addition to the deposit confirmation, this bank adds a declaration verifying that it has been allocated a proxy. § 10a Para. 3 of the Austrian Stock Corporation Act (Aktiengesetz) shall apply analogously to the provision of this declaration.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS:

At the time of the calling of the Annual General Meeting the share capital of the company amounts to EUR 22,329,585 divided into 22,329,585 no-par value shares. Every share grants the right to one vote. At the time of the calling of the Annual General Meeting, the company holds a total of 334,041 treasury shares. These shares confer no rights. Consequently, at the time of calling, the total number of shares conferring a right to participate and vote total 21,995,544.

In order to avoid delays at the entrance checkpoints, shareholders are kindly requested to arrive at the venue on time prior to the beginning of the Annual General Meeting. To identify themselves at the entrance to the Annual General Meeting, shareholders or their representatives are politely requested to present an item of official identification with a photograph (driving licence, passport, identity card). Entry for the collection of voting cards will commence at 9:00 am.

Hörsching, April 2016, The Board of Directors

emitter:	POLYTEC HOLDING AG Polytec-Straße 1 4063 Hörsching Austria
contact person:	Mag. Paul Rettenbacher
phone:	+43 7221 701 292
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website:	www.polytec-group.com
ISIN(s):	AT0000A00XX9 (share)
stock exchanges:	official trade in Vienna



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