

publication: 15.06.2021 13:30

source: <http://adhoc.presstext.com/news/1623756600061>

keywords: POLYTEC HOLDING AG / general meeting / dividend

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

## **POLYTEC HOLDING AG: Invitation to the 21st Ordinary Annual General Meeting**

Hörsching (pta019/15.06.2021/13:30) - .

POLYTEC Holding AG, with Headquarters in A-4063 Hörsching, Polytec-Strasse 1, Austria, FN 197646 g, LEI 529900OVSOBJNXZACW81, ISIN AT0000A00XX9

### **INVITATION to the 21st Ordinary Annual General Meeting**

We hereby invite our shareholders to the 21st Ordinary Annual General Meeting of POLYTEC Holding AG to be held on Tuesday, 13 July 2021 at 10:00 am (CEST), in the Hotel Courtyard by Marriott Linz, Europaplatz 2, A-4020 Linz, Austria.

In view of the current legal situation and the largely positive developments in Austria with regard to the number of Covid-19 cases, the Board of Directors of POLYTEC Holding AG has decided to hold this year's Annual General Meeting as an attended event.

The health of the shareholders is of course a top priority for POLYTEC Holding AG. In order to protect participants, the company has drawn up guidelines and measures to prevent the spread of COVID-19, which are explained under the item Security and Hygiene Stipulations and must be observed by shareholders. Understanding is requested for the fact that no guests will be permitted to attend the AGM and moreover, that in all probability the subsequent, traditional buffet will be cancelled.

Owing to the constant shifts in the circumstances surrounding COVID-19, POLYTEC Holding AG reserves the right to implement additional safety precautions, cancel the Annual General Meeting at short notice should valid reason arise, or postpone the event to a later date.

### **AGENDA:**

1. Presentation of the adopted annual financial statements including the management report, the corporate governance report, the consolidated financial statements including the group management report, the proposal for the appropriation of the profit and the Supervisory Board report for the 2020 financial year
2. Resolution on the appropriation of the 2020 profit
3. Resolution on the discharge of the members of the Board of Directors for the 2020 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2020 financial year
5. Resolution regarding the Remuneration Report for the members of the Board of Directors and the Supervisory Board for the 2020 financial year
6. Resolution on the remuneration for the members of the Supervisory Board for the 2020 financial year
7. Resolution regarding the authorisation of the Board of Directors pursuant to § 65 (1) 8 of the Austrian Stock Corporation Act (AktG) to acquire treasury shares. Authorisation of the Board of Directors to withdraw treasury shares, as well as the authorisation of the Supervisory Board to agree amendments to the Articles of Association required owing to the withdrawal of shares.
8. Election of the auditor and the group auditor for the 2021 financial year
9. Elections to the Supervisory Board

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

At the latest, from the 21st day prior to the Ordinary AGM and therefore from 22 June 2021, the following documents must be accessible in the Investor Relations, Annual General Meeting section of the company website, entered under [www.polytec-group.com](http://www.polytec-group.com) in the company register. These documents will also be available at the AGM:

- + Annual financial statements including the management report for the 2020 financial year
- + Corporate governance report for the 2020 financial year
- + Consolidated financial statements including the group management report for the 2020 financial year
- + Proposal for the appropriation of the 2020 profit
- + Report of the Supervisory Board for the 2020 financial year
- + Proposed resolutions to the agenda items 2-9
- + Report of the Board of Directors on item 7 of the AGM agenda
- + Statements by the candidates for election to the Supervisory Board regarding item 9 of the agenda pursuant to § 87 (2) AktG and including CV
- + Remuneration Report for the members of the Board of Directors and the Supervisory Board for the 2020 financial year
- + Form for the granting of a proxy
- + Form for the revocation of a proxy
- + Question form
- + Complete text of this invitation
- + Data protection information

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

##### Additions to the agenda made by shareholders (§ 109 AktG)

Shareholders whose combined interests amount to 5 % of share capital are entitled to make a written request that additional items be added to the agenda of this Ordinary 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 22 June 2021 only at the address: POLYTEC Holding AG, Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria, or by e-mail with a qualified electronic signature to the e-mail address [ir@polytec-group.com](mailto:ir@polytec-group.com) 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 (AktG), 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 authorisation.

##### Resolution proposals by shareholders regarding items of the agenda (§ 110 AktG)

Shareholders, whose individual or combined interests amount to 1 % of share capital, shall be entitled pursuant to § 13 (2) Austrian Stock Corporation Act (AktG) 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 text form seven working days prior to the AGM and thus on 2 July 2021 either by fax to +43722170140 or letter to POLYTEC Holding AG, Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria, or per e-mail to [ir@polytec-group.com](mailto:ir@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 (2) of the Austrian Stock Corporation Act (AktG), 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 (AktG), 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 authorisation.

##### Right to information (§ 118 AktG)

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.

We would kindly request those shareholders with an entitlement to participate to submit their questions, especially those requiring longer answer preparation, to the company in text form prior to the Annual General Meeting. For this purpose, please use the question form on the company website, which will be provided in good time. Such questions may be sent to the company by post/messenger to POLYTEC Holding AG, Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria, or by e-mail to: [ir@polytec-group.com](mailto:ir@polytec-group.com)

Information regarding the right of shareholders to propose resolutions to the Ordinary Annual General Meeting (§ 119 AktG) Every shareholder shall be entitled to submit such resolutions regarding each of the items on the agenda of the Annual General Meeting. These do not require prior announcement but are subject to the precondition of evidence of a right to participate in line with this convocation.

Information on the internet website

More detailed information regarding shareholders' rights pursuant to §§ 109, 110, 118 and 119 of the Austrian Stock Corporation Act (AktG) is available from the company website listed in the company register at [www.polytec-group.com](http://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 3 July 2021 at midnight (CEST). 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 (AktG) must be received by the company in text form three working days prior to the AGM and thus by 8 July 2021, only at one of the following addresses:

By post/messenger: POLYTEC Holding AG, Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria

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

By e-mail: [anmeldung.polytec@hauptversammlung.at](mailto:anmeldung.polytec@hauptversammlung.at) whereby the deposit confirmation must be included in the e-mail in text form, e.g. as a PDF

By SWIFT: GIBAATWGGMS (Message Type MT598 or MT599, ISIN AT0000A00XX9 must be quoted in the text)

Deposit confirmation pursuant to § 10a AktG

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 issuing bank: 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 entities
- + 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 3 July 2021 and shall not be older than seven days on the date of submission to the company. The deposit confirmation in text form will be accepted in German or English.

#### REPRESENTATION BY AUTHORISED REPRESENTATIVES:

Every shareholder with an entitlement 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 have the same rights as the shareholder that he/she is representing. The proxy shall be granted to a specific person (a natural or legal entity) in text form, whereby several

persons may also be so authorised. 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 noon 12:00 am (CEST) on 12 July 2021 at one of the following addresses:

By post/messenger: POLYTEC Holding AG, Investor Relations Department, Polytec-Strasse 1, A-4063 Hörsching, Austria

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

By e-mail: [anmeldung.polytec@hauptversammlung.at](mailto:anmeldung.polytec@hauptversammlung.at) whereby the proxy must be included in the e-mail in text form, e.g. as a PDF

On the day of the AGM: only in person during registration for the Annual General Meeting at the meeting venue from 9:00 am (CEST)

A proxy form and a form for the revocation of a proxy will be provided on the company website at [www.polytec-group.com](http://www.polytec-group.com) Investor Relations, Annual General Meeting, in good time. 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 (3) of the Austrian Stock Corporation Act (AktG) shall apply analogously to the provision of this declaration.

#### ELECTIONS TO THE SUPERVISORY BOARD

With regard to agenda item 9 "Elections to the Supervisory Board", the company makes the following statements: 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 four members elected by the Annual General Meeting. A precondition for a shareholder's proposal regarding the election of a member of the Supervisory Board is the punctual provision of a draft resolution pursuant to § 110 Austrian Stock Corporation Act. Persons may only be proposed for election to the Supervisory Board (Item 9 on the agenda) by shareholders holding a combined minimum of 1% of share capital. The company must receive such proposals in the aforementioned form by 2 July 2021 at the latest. In the case of a proposal for the election of a Supervisory Board member, pursuant to § 87 (2) Austrian Stock Corporation Act, the reasons will be replaced by the statement of the person suggested. During the election of Supervisory Board members, the AGM shall observe the criteria contained in § 87 (2) lit a Austrian Stock Corporation Act, particularly with respect to the professional and personal qualification of the members, the balanced composition of Supervisory Board expertise, diversity and internationality aspects, and professional reliability. Pursuant to § 87 (6) Austrian Stock Corporation Act, persons may only be included in the voting for election as Supervisory Board members when, pursuant to § 87 (2) Austrian Stock Corporation Act, 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 6 July 2021, in the Investor Relations, Annual General Meeting section of the company website entered in the company register under [www.polytec-group.com](http://www.polytec-group.com). Pursuant to § 110 Austrian Stock Corporation Act, this shall also apply to electoral proposals on the part of shareholders.

#### 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 22,329,585.00 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.

#### SECURITY AND HYGIENE STIPULATIONS

In order to facilitate the smooth completion of the admission control procedures, shareholders are requested to arrive in good time prior to the beginning of the AGM. For proof of identity in the AGM area, the shareholders or their representatives are asked to present a valid official photo ID (driving licence, passport, identity card), as well as evidence of a minimal epidemiological danger in line with the following security and hygiene stipulations. Admission for checks and voting card collection will commence from 08:30 am (CEST) onwards.

As the health of all the shareholders in the AGM is of paramount importance for POLYTEC Holding AG, extensive measures for their safety such as strict hygiene regulations and additional security precautions have been instituted. For this reason, understanding is requested for the fact that no guests will be admitted to the AGM and moreover, that in all probability the

subsequent, traditional buffet will be cancelled.

1. The Board of Directors wishes to point out expressly that only participants demonstrating a minimal, epidemiological danger will be admitted to the AGM.
2. The following are valid as evidence of a minimal, epidemiological danger:
  - a. Proof of a negative SARS-CoV-2 test for own use, which has been registered in an official data processing system and took place not longer than 24 hours previously,
  - b. Proof from an authorised body of a negative SARS-CoV-2 test, which took place not longer than 48 hours previously,
  - c. Proof from an authorised body of a negative, molecular-biological SARS-CoV-2 test, which may not have taken place longer than 72 hours previously,
  - d. Confirmation by a physician of an infection with SARS-CoV-2 during the past six months, which has been molecular-biologically confirmed as overcome,
  - e. Proof of an inoculation against COVID-19 with a centrally approved vaccine when a) The inoculation took place after the 22nd day following the initial inoculation, whereby this may not have been administered longer than three months previously, or b) A second inoculation, whereby the initial inoculation may not have been administered longer than nine months previously, or c) An inoculation after the 22nd day following the administration of a vaccine for which only one inoculation is foreseen, whereby this may not have taken place not longer than nine months previously, or d) An inoculation, when at least 21 days prior to administration, a positive molecular-biological SARS-CoV-2 test, or evidence of neutralising antibodies existed, whereby the inoculation may not have taken place longer than nine months previously,
  - f. Proof pursuant to § 4 (18) of the Austrian Epidemic Act (EpiG), or a quarantine order, if this was issued for a person proven to have suffered a CoV-2 infection in the past six months prior to the prescribed test or,
  - g. Proof of neutralising antibodies, which may not be more than three months old.

The appropriate evidence is to be produced during the security and access checks prior to the issue of voting cards.

3. The Board of Directors retains the right to oblige all the participants in the Annual General Meeting to wear mouth and nose protection in the form of an FFP2 mask for both the entire duration of the AGM and upon entry and departure from the AGM venue, and to maintain the statutory distance to other participants.

#### DATA PROTECTION INFORMATION

With regard to data protection information we would refer to the relevant document, which will be made available on the company website under [www.polytec-group.com](http://www.polytec-group.com) in the Investor Relations, Annual General Meeting section. Additional information relating to data protection is contained in the data protection declaration on the POLYTEC Holding AG Internet pages under [www.polytec-group.com/en/privacy-policy](http://www.polytec-group.com/en/privacy-policy)

Hörsching, June 2021, The Board of Directors

[www.polytec-group.com/en/investor-relations/annual-general-meeting](http://www.polytec-group.com/en/investor-relations/annual-general-meeting)

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| ISIN(s):         | AT0000A00XX9 (share)                                                                           |
| stock exchanges: | official trade in Vienna                                                                       |



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